

**FIRST AMENDMENT
TO THE
INTERCONNECTION AGREEMENT BETWEEN
AIRTOUCH PAGING, INC. AND AIRTOUCH PAGING OF KENTUCKY, INC. AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED May 1, 1999**

Pursuant to this Agreement, (the "Amendment") AirTouch Paging, Inc. and AirTouch Paging of Kentucky, Inc. and BellSouth Telecommunications, Inc., hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated May 1, 1999.

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. AirTouch Paging, Inc. and AirTouch Paging of Kentucky, Inc. have assigned the Interconnection Agreement to Verizon Wireless Messaging Services, LLC a Delaware limited liability company ("VWMS"), and VWMS has assumed all of AirTouch Paging, Inc.'s and AirTouch Paging of Kentucky Inc.'s obligations under the Interconnection Agreement. The Interconnection Agreement is hereby amended to reflect such change in parties.

2. All of the other provisions of the Interconnection Agreement, dated May 1, 1999 shall remain in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**Verizon Wireless Messaging
Services, Inc.**

By: Signature on File

Robert A. Young

Name

President

Title:

Date: August 14, 2000

BellSouth Telecommunications, Inc.

By: Signature on File

Randy J. Ham

Name

Manager – Wireless Interconnection

Title

Date: August 1, 2000