



Verizon

Wholesale Services
Mail Code HQE02M51
600 Hidden Ridge
Irving, TX 75038-3897

July 12, 2002

Dear Kentucky Access Customer:

This letter is being issued to replace the June 27, 2002 letter concerning the sale of Verizon property in Kentucky to ALLTEL Communications. Please disregard the June 27 notification. Revisions have been made to data provided in the original correspondence, and the current information is contained in this letter.

Effective August 1, 2002, ALLTEL Communications, Inc. will convert Verizon Kentucky customers to the ALLTEL Communications, Inc. billing and ordering systems. Your new ALLTEL accounts will be established at the Operating Company level rather than at the lata level as billed by Verizon. ALLTEL will render their first bill as follows:

- Special Access on August 5, 2002 for circuit charges dated 8/1/02 – 9/4/02
- Switched Access on September 5, 2002 for usage dated 8/1/02 – 9/5/02
- PICC on August 5, 2002 for the month of August

You will receive a Special Access bill as usual in July from Verizon. In August, Verizon will send a Special Access bill with a credit for any Special Access charges starting from August 1, 2002 to Verizon's bill cutoff date.

Because Switched Access is billed in arrears, you will be receiving a Switched Access bill from Verizon in the month of August. This bill will contain usage for the month of July. For invoices you receive from Verizon, please direct all payments to Verizon. For invoices you receive from ALLTEL Communications, Inc., please direct all payments to the remittance address noted below:

Remittance

Address: ALLTEL Communications, Inc.
c/o Bank of America, N.A.
P.O. Box 60549
St. Louis, MO 63160-0549

Bill Inquiry

Tel Number: (800) 351-4241

Correspondence

Address: ALLTEL Communications, Inc.
One Allied Drive, 1269-B4F03-NA
Attn: Claims and Collections
Little Rock, AR 72202-2177

All priority, overnight and courier packages such as FedEx, Airborne Express, or Overnight U.S. Mail packages must be sent to:

ALLTEL Communications, Inc.
 Attn: Access Services (or Individual Name)
 One Allied Drive 1269-B4F03-NA
 Little Rock, AR 72202-2177

Access Ordering Information

ICSC FAX: 704 841 3231
 ICSC Manager: Pam Rutherford
 ICSC Telephone: 800 864 7188

Buyer Name: Kentucky ALLTEL, Inc. - London
Buyer EC/OCN: 9691
Buyer ICSC: AT53

Buyer Name: Kentucky ALLTEL, Inc. - Lexington
Buyer EC/OCN: 9690
Buyer ICSC: AT57

Listed below are the acquired exchanges that Alltel has purchased. Kentucky is a full state sale to Alltel Communications, Inc. effective August 1, 2002.

Lata Code: 462

Office Name	CLLI	NPA	NXX
BRADFORDSVILLE	BRVLKYXARS0	270	337
BURKESVILLE	BSVLKYXARS0	270	864
CAMPBELLSVILLE	CMVLKYXADS0	270	465, 469, 789, 849
CANEYVILLE	CYVLKYXADS0	270	879
CECILIA	CECLKYXARS0	270	862
CLARKSON	CKSNKYXADS0	270	242
COLUMBIA	CLMAKYXADS0	270	384, 385
ELIZABETH TOWN-RSU	EZTWKYXAH30	270	739
ELIZABETH TOWN	EZTWKYXADS0	270	234, 360, 706, 735, 737, 763, 765, 766, 769
		502	360, 706

Lata Code: 462 (Cont'd)

GLASGOW	GLSGKYXADS0	270	651, 659
GREENSBURG	GNBGKYXBDS0	270	299, 932
HODGENVILLE	HGVLKYXADS0	270	358
LEBANON	LBNNKYXADS0	270	692, 699
LEITCHFIELD	LTFDKYXADS0	270	230, 259, 287
LORETTO	LRTTKYXARSO	270	865
SCOTTSVILLE	SCVLKYXARSO	270	237
SOUTH HARDIN	SHDNKYXARSO	270	369
TOMPKINSVILLE	TMVLKYXARSO	270	487

Lata Code: 464

Office Name	CLLI	NPA	NXX
ARLINGTON	ARTNKYXARS1	270	655
BARDWELL	BRWLKYXADS1	270	628
BEE SPRINGS	BESPKYXARS2	270	286
BROWNSVILLE	BWVLKYXARS1	270	597
CALVERT CITY	CLCTKYXADS0	270	395
COLUMBUS	CLMBKYXARS1	270	677
MAMMOTH CAVE	MMCVKYXARS1	270	758
MILBURN	MLBNKYXARS1	270	694
PARK CITY	PRCYKYXARS1	270	749
SMITHLAND	SMLDKYXADS0	270	928
SMITHS GROVE	SMGVKYXADS1	270 502	563 563
UNIONTOWN	UNTWKYXADS0	270	822

Lata Code: 466

Office Name	CLLI	NPA	NXX
ALBANY	ALBYKYXADS0	606	387
ASHLAND	ASLDKYXADS0	606	324, 325, 326, 327, 329,920
AUGUSTA	AGSTKYXARS0	606	756
BARBOURVILLE	BBVLKYXARS0	606	545, 546
BEREA	BEREKYXADS1	859	985, 986
BRODHEAD	BRHDKYXARS1	606	758
BROOKSVILLE	BKVLKYXARS0	606	735
BRYANTSVILLE	BTVLKYXARS3	859	548
BURNSIDE	BRSDKYXADS0	606	561

Lata Code: 466 (Cont'd)

CATLETTSBURG	CTBGKYXADS0	606	739, 921, 931
CUMBERLAND	CMLDKYXADS0	606	589
DOVER	DOVRKYXARS0	606	882
EAST BERNSTADT	EBRNKYACRS0	606	843
EUBANK	EBNKKYXARS0	606	379
EVARTS	EVRSKYXADS0	606	837
EWING	EWNGKYXARS0	606	267
FAUBUSH	FBSHKYXARS0	606	871
FERNLEAF	FRNLKYXARS0	606	883
FLAT LICK	FLLCKYXARS0	606	542
FLEMINGSBURG	FMBGKYXADS0	606	845, 849, 957
GARRISON	GRSNKYXADS0	606	757
GERMANTOWN	GMTWKYXARS0	606	728
GRAYSON	GYSNKYXADS0	606	474, 475
GREENUP	GNUPKYXADS1	606	473
HAZARD	HZRDKYXADS0	606	435, 436, 439, 487, 675
HILLSBORO	HLBOKYXARS0	606	876
HUSTONVILLE	HTVLKYXERS0	606	346
IRVINE	IRVNKYXADS0	606	723, 726
JENKINS	JNKNKYXADS0	606	832
JOHNSVILLE	JHVLKYXARS0	606	747
LANCASTER	LNCSKYXADS0	859	792
LEATHERWOOD	LTWDKYXARS0	606	675
LEWISBURG	LWGMKYXARS0	606	742
LEXINGTON EAST	LXTNKYXBDS0	859	266, 268, 269, 335
LEXINGTON ELKHORN	LXTNKYXFDS0	859	219, 223, 224, 296
LEXINGTON LAKESIDE	LXTNKYXGDS0	859	263, 264, 543
LEXINGTON MAIN- 5ESS	LXTNKYXADS1	859	225, 226, 231, 232, 233, 243, 244, 246, 252, 253, 254, 255, 258, 259, 280, 281, 288, 357, 367, 381, 388, 389, 425, 455, 892

Lata Code: 466 (Cont'd)

LEXINGTON NORTH	LXTNKYXEDS0	859	293, 294, 299
LEXINGTON SOUTH	LXTNKYXDDS0	859	260, 275, 276, 277, 278, 313, 373
LEXINGTON SOUTHEAST	LXTNKYXCDS0	859	245, 271, 272, 273, 971
LIBERTY	LBRTKYXADS1	606	787
LIVINGSTON	LVTNKYXARS1	606	453
LONDON	LONDKYXADS0	606	862, 864, 877, 878
MANCHESTER	MNCHKYXARS0	606	596, 598, 599
MAYSLICK	MYLCKYXARS0	606	763
MEADS	MEDSKYXADS0	606	925, 928, 929
MIDWAY	MDWYKYXARS0	859	846
MONTICELLO	MNTIKYXADS0	606	340, 343, 348
MOREHEAD	MRHDKYXADS0	606	780, 783, 784
MOUNT VERNON	MTVRKYAIRS0	606	256
MOUNT OLIVET	MTOLKYXARS0	606	724
NANCY	NANCKYXARS0	606	636
NICHOLASVILLE	NCVLKYXADS0	859	881, 885, 887
OLIVE HILL	OLHLKYXADS0	606	286
ONEIDA	ONEDKYXARS0	606	847
OWINGSVILLE	OWVLKYXADS0	606	674
PAINT LICK	PNLCKYXERS1	859	925
RUSSELL	RSSLKYXBDS0	606	494, 833, 834, 836
SALT LICK	SLLCKYXARS0	606	683
SCIENCE HILL	SCHLKYXARS0	606	423
SHARPSBURG	SHBGKYXARS4	606	247
SHOPVILLE	SOVLKYXARS0	606	274
SOMERSET	SMRTKYXADS0	606	451, 676, 677, 678, 679
SOUTH SHORE	SSHRKYXARS0	606	932

Lata Code: 466 (Cont'd)


TOLLESBORO	TLBOKYXADS0	606	798, 799
UNIV KENTUCKY	LXTNKYUKDS0	859	257, 323
VANCEBURG	VNBGKYXADS0	606	796
VERSAILLES	VRSLKYXADS0	859	873, 879
VICCO	VICCKYXARL0	606	476
WASHINGTON	WASHKYXADS0	606	759
WHITE LILLY	WHLLKYXARS0	606	382
WILMORE	WLMRKYXARS0	859	858

Sincerely,

Kathy Uptain
Wholesale Markets
Verizon
(813) 483-3546

DiAnne Nichol
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Manager
ALLTEL Communications, Inc.
(501) 905-8489


Kathy Uptain


V. DiAnne Nichol