

AMENDMENT

This Amendment is entered into this the 23rd day of October, 1997 by and between LCI International Telecom Corp. (the "Contractor") and the State of Ohio, Department of Administrative Services (the "State") and amends the contract for Synchronous Optical Network (SONET) Infrastructure dated February 16, 1996 ("Agreement").

The parties hereto hereby amend the Agreement as follows:

Appendix 3 is modified to include the following equipment and costs associated with providing power to the upgrade of the existing LCI State of Ohio bypass to an OC48 SONET service.

Item	Qty	Description	Unit Price	Total Price
1.0	1	<u>Power Equipment Detail</u> Common Equipment A/F ABSOLUTES (I-5882-424) 50A RECTIFIER MODULE (I-4865-234) 7'0" X23" RELAY RACK 30 AMP BREAKER, UL, E/M-TRIP ALARM CKT BREAKER MTG KIT 5/8" CTR 1 OOA AC INPUT PLUG, 30AMP, 240V		\$ 18,803
2.0	1	<u>Batteries</u> CAT No: 24-50A11-R23 28% LOI 24-50A11-R23 A/F 23" Relay Rack GNB MODEL TYPE 4-50A11-R. 8 VOLTS PER MODULE, (6) MODS TO MAKE (1) COMPLETE STRING. TO BE RACK MOUNTED IN MAIN BAY Installation and Engineering		\$4,907
		Freight and Delivery		\$2,032
		ANNUAL EQUIPMENT MAINTENANCE FEE (5% of Equipment Cost) (Starting in Year 2)		\$1,186

The State shall pay the Total Equipment Charges upon delivery of the Equipment, the Installation and Engineering Charge upon installation of the Equipment. The Annual Equipment Maintenance Fee will start on the first anniversary of the installation of the Equipment and each anniversary thereafter, during the term of the agreement, and subject to funding and the terms and conditions of the agreement. The State shall obtain title to the Equipment upon expiration of the Agreement.

All other terms and conditions of the Agreement shall remain unchanged.

LCI INTERNATIONAL TELECOM CORP.

STATE OF OHIO BY THE DEPARTMENT OF ADMINISTRATIVE SERVICES

BY: *Dennis H. Wahl*

BY: *Donald R. Smith, Jr.*

TITLE: *Director, Government Services*

TITLE: DIRECTOR

DATE: 10/15/97

DATE: 10/23/97