

**AMENDMENT**

This Amendment is entered into this the 9th day of February 1998 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 adding additional capacity to the LCI State of Ohio bypass OC48 SONET service.

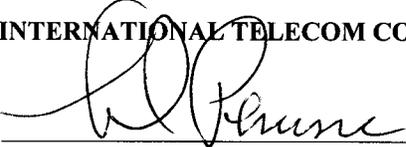
Item	Qty	Description	Unit Price	Total Price
		<b><u>S/DMS Transport Node OC48</u></b>		
1.0	7	OC-3 Interface Card, IR, FC/PC	\$5,555	\$ 38,885
2.0	8	Optical Transmit Fiber Cord	\$220	\$ 1,760
3.0	8	Optical Receive Fiber Cord	\$220	\$1,760
		TOTAL EQUIPMENT CHARGES		\$ 42,405
		INSTALLATION CHARGE (20% of Equipment Cost)		\$ 8,481
		ANNUAL EQUIPMENT MAINTENANCE FEE (5% of Equipment Cost) (Starting in Year 2)		\$ 2120.25
* See attached equipment detail list				

The State shall pay the Total Equipment Charges upon delivery of the Equipment, the Installation Charge upon installation of the Equipment and the Annual Equipment Maintenance Fee starting on the first anniversary of the installation of the Equipment and each anniversary thereafter. 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: 

BY: 

TITLE: Vice President

TITLE: DIRECTOR

DATE: 1/27/98

DATE: 2/9/98

1-27-98  
FGJ