

Attachment B

**AMENDMENT NO. 1 TO THE
MASTER INTERCONNECTION AND RESALE AGREEMENT FOR THE
STATE OF MISSOURI**

Between:

**ICG Telecom Group, Inc.
And
Sprint Missouri, Inc.**

This Amendment to the Master Interconnection and Resale Agreement For the State of Missouri, effective May 12th, 2003 ("Effective Date") is between Sprint Missouri, Inc. ("Sprint") and ICG Telecom Group, Inc. ("CLEC"). Except as otherwise indicated, defined terms in this Amendment have the same meaning as in the Agreement.

1. BACKGROUND

- 1.1. CLEC and Sprint entered into the Agreement on May 1, 2002.
- 1.2. CLEC and Sprint agree to modify the Agreement as set forth in this Amendment No. 1.

In consideration of the promises and agreements contained in this Amendment, the parties agree as follows:

2. AMENDMENT

The Parties agree that Section 66.2.1. of the Agreement is hereby replaced in full by the following Section 66.2.1.:

66.2.1. Each Party acknowledges that it is the originating Party's responsibility to enter into arrangements with each third party LEC, CLEC, or CMRS provider for the exchange of transit traffic to that third party.

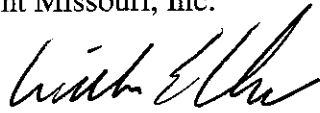
3. GENERAL

- 3.1. Other than as set forth above, the Agreement remains unchanged and in full force and effect. In the event of a conflict between the terms of the Agreement and this Amendment, this Amendment will control.
- 3.2. This Amendment No. 1, executed by authorized representatives of Sprint and CLEC, is made a part of and incorporates the terms and conditions of the Agreement.

"Sprint"

Sprint Missouri, Inc.

By: _____



Name
(typed):

William E. Cheek

Title:

President - Wholesale Markets


Date:

5/7/03

"CLEC"

ICG Telecom Group, Inc.

By: _____



Name
(typed):

Michael Kallet

Title:

EVP of Operations & CTO

Date:

5/13/03