

**Amendment to the Agreement
Between
Time Warner Telecom of Ohio LLC
and
BellSouth Telecommunications, Inc.
Dated February 22, 2003**

Pursuant to this Amendment, (the "Amendment"), Time Warner Telecom of Ohio LLC. ("TWTC"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated February 22, 2003 ("Agreement") to be effective March 11, 2005.

WHEREAS, BellSouth and TWTC entered into the Agreement on February 22, 2003, and;

WHEREAS, BellSouth and TWTC desire to amend the Agreement to modify provisions pursuant to the Federal Communications Commission's (FCC) Order on Remand (Triennial Review Remand Order), WC Docket No. 04-313, released February 4, 2005 and effective March 11, 2005;

WHEREAS, the Parties desire to amend the Agreement to reflect other changes as agreed upon by the parties;

NOW, THEREFORE, in consideration of the mutual provisions 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. The Parties agree to delete Attachment 2, Network Elements and Other Services, Terms, Conditions and Rates in their entirety.
2. The Parties agree to add Sections 10, 11 and 12 to Attachment 3 as follows:

10 BASIC 911 AND E911 INTERCONNECTION

10.1 Basic 911 and E911 provides a caller access to the applicable emergency service bureau by dialing 911.

10.2 Basic 911 Service Provisioning. BellSouth will provide to TWTC a list consisting of each municipality that subscribes to Basic 911 service. The list will also provide, if known, the E911 conversion date for each municipality and, for network routing purposes, a ten-digit directory number representing the appropriate emergency answering position for each municipality subscribing to 911. WTC will be required to arrange to accept 911 calls from its end users in municipalities that subscribe to Basic 911 service and translate the 911 call to the appropriate 10-digit directory

number as stated on the list provided by BellSouth. TWTC will be required to route that call to BellSouth at the appropriate tandem or end office. When a municipality converts to E911 service, TWTC will be required to begin using E911 procedures.

- 10.3 E911 Service Provisioning. TWTC shall install a minimum of two dedicated trunks originating from the TWTC serving wire center and terminating to the appropriate E911 tandem. The dedicated trunks shall be, at a minimum, DS-0 level trunks configured either as a 2-wire analog interface or as part of a digital (1.544 Mb/s) interface. Either configuration shall use CAMA-type signaling with multifrequency (“MF”) pulsing that will deliver automatic number identification (“ANI”) with the voice portion of the call. If the user interface is digital, MF pulses, as well as other AC signals, shall be encoded per the u-255 Law convention. TWTC will be required to provide BellSouth updates to the E911 database when changes occur. TWTC will be required to forward 911 calls to the appropriate E911 tandem, along with ANI, based upon the current E911 end office to tandem homing arrangement as provided by BellSouth. If the E911 tandem trunks are not available, TWTC will be required to route the call to a designated 7-digit local number residing in the appropriate Public Service Answering Point (“PSAP”). This call will be transported over BellSouth’s interoffice network and will not carry the ANI of the calling party. TWTC shall be responsible for providing BellSouth with complete and accurate data for submission to the 911/E911 database for the purpose of providing 911/E911 to its end users.
- 10.4 Rates. Charges for 911/E911 service are borne by the municipality purchasing the service. BellSouth will impose no charge on TWTC beyond applicable charges for BellSouth trunking arrangements.
- 10.5 Basic 911 and E911 functions provided to TWTC shall be at least at parity with the support and services that BellSouth provides to its end users for such similar functionality.
- 10.6 The detailed practices and procedures for 911/E911 services are contained in the E911 Local Exchange Carrier Guide For Facility-Based Providers as amended from time to time during the term of this Agreement.

- 11 SS7 Network Interconnection**
- 11.1 SS7 Network Interconnection is the interconnection of TWTC local signaling transfer point switches or TWTC local or tandem switching systems with BellSouth signaling transfer point switches. This interconnection provides connectivity that enables the exchange of SS7 messages among BellSouth switching systems and databases, TWTC local or tandem switching systems, and other third-party switching systems directly connected to the BellSouth SS7 network.
- 11.2 The connectivity provided by SS7 Network Interconnection shall fully support the functions of BellSouth switching systems and databases and TWTC or other third party switching systems with A-link access to the BellSouth SS7 network.
- 11.3 If traffic is routed based on dialed or translated digits between a TWTC local switching system and a BellSouth or other third-party local switching system, either directly or via a BellSouth tandem switching system, then it is a requirement that the BellSouth SS7 network convey via SS7 Network Interconnection the TCAP messages that are necessary to provide Call Management services (Automatic Callback, Automatic Recall, and Screening List Editing) between the TWTC local signaling transfer point switches and BellSouth or other third-party local switch.
- 11.4 SS7 Network Interconnection shall provide:
- 11.4.1 Signaling Data Link functions, as specified in ANSI T1.111.2;
- 11.4.2 Signaling Link functions, as specified in ANSI T1.111.3; and
- 11.4.3 Signaling Network Management functions, as specified in ANSI T1.111.4.
- 11.5 SS7 Network Interconnection shall provide all functions of the SCCP necessary for Class 0 (basic connectionless) service, as specified in ANSI T1.112. This includes Global Title Translation (GTT) and SCCP Management procedures, as specified in ANSI T1.112.4. Where the

destination signaling point is a BellSouth switching system or DB, or is another third-party local or tandem switching system directly connected to the BellSouth SS7 network, SS7 Network Interconnection shall include final GTT of messages to the destination and SCCP Subsystem Management of the destination. Where the destination signaling point is a TWTC local or tandem switching system, SS7 Network Interconnection shall include intermediate GTT of messages to a gateway pair of TWTC local STPs, and shall not include SCCP Subsystem Management of the destination.

- 11.6 SS7 Network Interconnection shall provide all functions of the Integrated Services Digital Network User Part, as specified in ANSI T1.113.
- 11.7 SS7 Network Interconnection shall provide all functions of the TCAP, as specified in ANSI T1.114.
- 11.8 If Internetwork MRVT and SRVT become approved ANSI standards and available capabilities of BellSouth STPs, SS7 Network Interconnection may provide these functions of the OMAP.
- 11.9 Interface Requirements
 - 11.9.1 The following SS7 Network Interconnection interface options are available to connect TWTC or TWTC-designated local or tandem switching systems or signaling transfer point switches to the BellSouth SS7 network:
 - 11.9.2 A-link interface from TWTC local or tandem switching systems; and
 - 11.9.3 B-link interface from TWTC STPs.
 - 11.9.4 The Signaling Point of Interconnection for each link shall be located at a cross-connect element in the central office where the BellSouth STP is located. There shall be a DS1 or higher rate transport interface at each of the Signaling Points of interconnection. Each signaling link shall appear as a DS0 channel within the DS1 or higher rate interface.
 - 11.9.5 BellSouth shall provide intraoffice diversity between the Signaling Points of Interconnection and the BellSouth STP,

so that no single failure of intraoffice facilities or equipment shall cause the failure of both B-links in a layer connecting to a BellSouth STP.

- 11.9.6 The protocol interface requirements for SS7 Network Interconnection include the MTP, ISDNUP, SCCP, and TCAP. These protocol interfaces shall conform to the applicable industry standard technical references.
- 11.9.7 BellSouth shall set message screening parameters to accept messages from TWTC local or tandem switching systems destined to any signaling point in the BellSouth SS7 network with which the TWTC switching system has a valid signaling relationship.

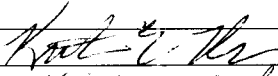
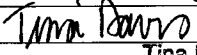
12 Automatic Location Identification/Data Management System (ALI/DMS)

- 12.1 The ALI/DMS Database contains end user information (including name, address, telephone information, and sometimes special information from the local service provider or end user) used to determine to which Public Safety Answering Point (“PSAP”) to route the call. The ALI/DMS database is used to provide enhanced routing flexibility for E911.
- 12.2 Technical Requirements
 - 12.2.1 BellSouth shall provide TWTC a data link to the ALI/DMS database or permit TWTC to provide its own data link to the ALI/DMS database. BellSouth shall provide error reports from the ALI/DMS database to TWTC after TWTC inputs end user information into the ALI/DMS database. Alternately, TWTC may request that BellSouth enter TWTC’s end user information into the database, and validate end user information.
 - 12.2.2 BellSouth is responsible for administering the ALI/DMS database in its entirety. BellSouth shall update and /or change TWTC end user information as provided by TWTC.
- 12.3 Interface Requirements
 - 12.3.1 Bell South will ensure that the interface between the E911 Switch or Tandem and the ALI/DMS database is updated in

a timely manner for TWTC end users shall meet industry standards.

3. The Parties agree to add the rates for SS7 Interconnection to Exhibit A of Attachment 3, attached hereto as Exhibit 1 and by reference incorporated into this Amendment.
4. The Parties agree to add Section 3.8 to Attachment 6 as follows:
 - 3.8 If TWTC modifies an order (Order Modification Charge (OMC)) after being sent a Firm Order Confirmation (FOC) from BellSouth, any costs incurred by BellSouth to accommodate the modification will be paid by TWTC in accordance with FCC No. 1 Tariff, Section 5.
5. All of the other provisions of the Agreement dated shall remain unchanged and in full force and effect.
6. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities 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.

BellSouth Telecommunications, Inc.	Time Warner Telecom of Ohio LLC
	By: Time Warner Telecom Holdings Inc., its sole member
By: 	By: 
Name: <i>Kristen E. Rowle</i>	Name: Tina Davis
Title: <i>Director</i>	Title: Vice President and Deputy General Counsel
Date: <i>6/21/05</i>	Date: JUN 14 2005

LOCAL INTERCONNECTION - Kentucky										Attachment: 3 Exh. A					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
SIGNALING (CCS7)															
	CCS7 Signaling Termination, Per STP Port			UDB	PT8SX	151.39bk									
	CCS7 Signaling Usage, Per TCAP Message					0.0000656bk									
	CCS7 Signaling Connection, Per link (A link)			UDB	TPP6A	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk					
	CCS7 Signaling Connection, Per link (B link) (also known as D link)			UDB	TPP6B	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk					
	CCS7 Signaling Connection, Switched access service, interface groups, transmissiom paths 6 DS1 level path with bit stream signaling			UDB	TPP6X	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk					
	CCS7 Signaling Connection-A link, per month			UDB	TPP9A	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk					
	CCS7 Signaling Connection-B link(also known as D link) per month			UDB	TPP9B	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk					
	CCS7 Signaling Connection, Switched access service, interface groups, transmissiom paths 9 DS3 level path with bit stream signaling			UDB	TPP9X	20.71bk	43.56bk	43.56bk	22.45bk	22.45bk					
	CCS7 Signaling Usage, Per ISUP Message					0.0000164bk									
	CCS7 Signaling Usage Surrogate, per link per LATA			UDB	STU56	751.08bk									
	CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected			UDB	CCAPO		46.02	46.02	56.43	56.43					
	CCS7 Signaling Point Code, per Destination Point Code Establishment or Change, Per Stp Affected			UDB	CCAPD		46.02	46.02	56.43	56.43					