

**AMENDMENT TO THE AGREEMENT  
BETWEEN  
TW TELECOM OF KENTUCKY LLC  
AND  
BELL SOUTH TELECOMMUNICATIONS, INC. d/b/a AT&T KENTUCKY**

This Amendment (the "Amendment") amends the Interconnection Agreement by and between BellSouth Telecommunications, Inc. d/b/a AT&T Kentucky ("AT&T Kentucky") and tw telecom of kentucky llc ("CLEC").

**WHEREAS**, AT&T Kentucky and CLEC are Parties to an Interconnection Agreement under Sections 251 and 252 of the Communications Act of 1934, as amended (the "Act"), approved January 14, 2008 and as subsequently amended (the "Agreement"); and

**WHEREAS**, BellSouth Telecommunications, Inc. will change its form of organization from a Georgia Corporation to a Georgia Limited Liability Company and wishes to reflect that change as set forth herein.

**NOW, THEREFORE**, in consideration of the promises and mutual agreements set forth herein, the Parties agree to amend the Agreement as follows:

1. The Agreement is hereby amended to reflect the organizational change from BellSouth Telecommunications, Inc. to BellSouth Telecommunications, LLC, which is incorporated herein by this reference into the Agreement.
2. EXCEPT AS MODIFIED HEREIN, ALL OTHER TERMS AND CONDITIONS OF THE UNDERLYING AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.
3. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.
4. This Amendment shall not modify or extend the Effective Date or Term of the underlying Agreement, but rather, shall be coterminous with such Agreement.
5. This Amendment shall be filed with and is subject to approval by the Kentucky Public Service Commission and shall become effective ten (10) days following approval by such Commission.

tw telecom of kentucky llc  
By: tw telecom management co. llc, its sole  
member

By: Tina Davis

Printed: Tina Davis  
**Senior Vice President**  
**Deputy General Counsel**

Title: \_\_\_\_\_  
(Print or Type)

Date: 7-21-11

BellSouth Telecommunications, LLC d/b/a  
AT&T KENTUCKY by AT&T Services, Inc., its  
authorized agent

By: Patrick Doherty

Printed: Patrick Doherty

Title: Director - Regulatory  
(Print or Type)

Date: JUL 23 2011

State	ULEC OCN
KENTUCKY	178B

Description	ACNA Code(s)
ACNA(s)	XPC