

**Amendment
To The
Market Based Rate Agreement Between
BellSouth Telecommunications, Inc.
d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia,
AT&T Kentucky, AT&T Louisiana, AT&T Mississippi,
AT&T North Carolina, AT&T South Carolina
and AT&T Tennessee
and
tw telecom holdings inc.
Dated May 3, 2007**

Pursuant to this Amendment, BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina And AT&T Tennessee (AT&T) and tw telecom holdings inc., formerly known as Time Warner Telecom Holdings Inc. on behalf of its authorized subsidiaries (TWTC), hereinafter referred to collectively as the "Parties", agree to amend the Market Based Rate Agreement between the Parties dated May 3, 2007 ("Agreement") to be effective the date of the last signature.

WHEREAS, Time Warner Telecom Holdings Inc. has changed its name to tw telecom holdings inc., and its authorized subsidiaries have changed their names as provided below in Section 2; and

WHEREAS, the Parties desire that the Market Based Rate Agreement be amended to reflect the correct entity names.

NOW THEREFORE, in consideration of the mutual promises and covenants 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 that AT&T-9STATE shall be defined as the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.
2. The TWTC names stated in the Market Based Rate Agreement are hereby deleted throughout the Market Based Rate Agreement and replaced with the applicable new name as follows: tw telecom of alabama llc, tw telecom of florida l.p, tw telecom of georgia l.p, tw telecom of kentucky llc, tw telecom of louisiana llc, tw telecom of mississippi llc, tw telecom of north carolina l.p., tw telecom of south carolina llc, tw telecom of tennessee llc and tw telecom holdings inc.
3. All of the other provisions of the Market Based Rate Agreement, dated May 3, 2007, shall remain in full force and effect.

tw telecom holdings inc.

BellSouth Telecommunications, Inc. d/b/a
AT&T Alabama, AT&T Florida, AT&T Georgia,
AT&T Kentucky, AT&T Louisiana, AT&T
Mississippi, AT&T North Carolina, AT&T South
Carolina and AT&T Tennessee

By: Tina Davis
Name: Tina Davis
Senior Vice President
Title: Deputy General Counsel
Date: 10/16/08

By: Kristen E. Shore
Name: Kristen E. Shore
Title: Director
Date: 11/12/08

FACILITIES-BASED OCN #: 141B, 174B, 177B, 178B, 2432, 7150, 7242, 7243, 7244, 7247, 7260, 7273, 7280, 7327, 7404, 7488, 7490, 7635, 833A, 835A, 836A, 8619 and 8994

ACNA : AVS, ICG, LUW, TDL and XPC