

**AMENDMENT
TO THE
ADOPTION AGREEMENT BETWEEN
AT&T BROADBAND PHONE OF KENTUCKY, LLC
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED OCTOBER 7, 2002**

Pursuant to this Amendment, (the "Amendment"), AT&T Broadband Phone of Kentucky, LLC. ("AT&T Broadband"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Adoption Agreement between the Parties dated October 7, 2002 ("Agreement").

WHEREAS, BellSouth and AT&T Broadband entered into the Agreement on October, 7, 2002 and;

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 amend the Adoption Agreement by updating item #5 by deleting the following:

AT&T Broadband Phone of Kentucky, LLC

Vice President of Telephony
188 Inverness Drive West
Englewood, CO 80112

Copy to:

General Counsel
188 Inverness Drive West
Englewood, CO 80112

and replacing with the following:

AT&T Broadband Phone of Kentucky, LLC

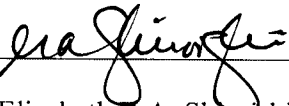
John G. Sullivan, Vice President Legal/Regulatory
Comcast Corporation
1500 Market Street
Philadelphia, PA 19102
Telephone: 215-320-8816
E-mail: John_Sullivan@Comcast.com

2. All of the other provisions of the Agreement, dated October 7, 2002, shall remain in full force and effect.

3. Either or both of the Parties is 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 have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

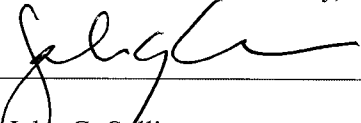
By: 

Name: Elizabeth R.A. Shirofshi

Title: Director, Interconnection Marketing

Date: 5/23/03

AT&T Broadband Phone of Kentucky, LLC

By: 

Name: John G. Sullivan

Title: Vice President

Date: 5/21/03