

**AMENDMENT
TO THE
AGREEMENT BETWEEN
BROADWING COMMUNICATIONS SERVICES INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED NOVEMBER 8, 2002**

Pursuant to this Amendment (the "Amendment"), Broadwing Communications Services Inc., ("Broadwing"), a Delaware corporation on behalf of itself, and BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation, having an office at 675 W. Peachtree Street, Atlanta, Georgia, 30375, on behalf of itself, hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interexchange Carrier Cross Connect Agreement between the Parties dated November 8, 2002 (the "Agreement").

WHEREAS, BellSouth and Broadwing entered into the Agreement on November 8, 2002, and;

WHEREAS, the Parties desire to amend the Agreement to add 2-fiber and 4-fiber cross connect rates to the Agreement.

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 that the Agreement between Broadwing and BellSouth is hereby amended to add 2-fiber and 4-fiber cross connect rates to Exhibit A of the Agreement, which rates are identified in Exhibit 1 attached hereto and made a part hereof.
2. All of the other provisions of the Agreement, dated November 8, 2002, shall remain in full force and effect.
3. This Amendment shall be deemed effective thirty (30) calendar days following the date of the last signature of both Parties.
4. 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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

Broadwing Communications - Operations

By: _____ original signature on file _____

By: _____ original signature on file _____

Name: Elizabeth R.A. Shiroishi

Name: David King

Title: Director

Title: V.P. – Access Planning & Operations

Date: June 23, 2003

Date: June 9, 2003

**Broadwing Cross Connect Rates
Alabama**

Exhibit A

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Filt	Interim	Zone	BCS	USOC	RATES				OSS RATES											
								Rec	Nonrecurring		Nonrecurring Disconnect		Source	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN				
									First	Add'l	First	Add'l											
PHYSICAL COLLOCATION																							
		Physical Collocation - 2-Fiber Cross-Connects				CLO	PE1F2	15.64	41.56	29.82													
		Physical Collocation - 4-Fiber Cross-Connects				CLO	PE1F4	28.11	50.53	38.78													

**Broadwing Cross Connect Rates
Florida**

Exhibit A

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Filt	Zone	BCS	USOC	RATES				OSS RATES												
							Nonrecurring		Nonrecurring Disconnect		Source	Submitted Elec per LSR	Submitted Manually per LSR	Charge - Manual Svc Order vs. Electronic-1st	Charge - Manual Svc Order vs. Electronic-Add'l	Charge - Manual Svc Order vs.	Charge - Manual Svc Order vs.						
							Rec	First	Add'l	First								Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																							
		Physical Collocation - 2-Fiber Cross-Connects			CLO	PE1F2	15.64	41.56	29.82														
		Physical Collocation - 4-Fiber Cross-Connects			CLO	PE1F4	28.11	50.53	38.78														

**Broadwing Cross Connect Rates
Georgia**

Exhibit A

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Filt	Interim	Zone	BCS	USOC	RATES						OSS RATES						
								Nonrecurring		Nonrecurring Disconnect		Source	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
								Rec	First	Add'l	First								Add'l	
PHYSICAL COLLOCATION																				
		Physical Collocation - 2-Fiber Cross-Connects				CLO	PE1F2	15.64	41.56	29.82										
		Physical Collocation - 4-Fiber Cross-Connects				CLO	PE1F4	28.11	50.53	38.78										

**Broadwing Cross Connect Rates
Louisiana**

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Filt	Zone	BCS	USOC	RATES				OSS RATES								
							Rec	Nonrecurring		Nonrecurring Disconnect		Source	SOMECE	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
								First	Add'l	First	Add'l								
PHYSICAL COLLOCATION																			
		Physical Collocation - 2-Fiber Cross-Connects			CLO	PE1F2	15.64	41.56	29.82										
		Physical Collocation - 4-Fiber Cross-Connects			CLO	PE1F4	28.11	50.53	38.78										

**Broadwing Cross Connect Rates
Mississippi**

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Filt	Zone	BCS	USOC	RATES				OSS RATES							
							Nonrecurring		Nonrecurring Disconnect		Source	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
							Rec	First	Add'l	First								Add'l
PHYSICAL COLLOCATION																		
		Physical Collocation - 2-Fiber Cross-Connects			CLO	PE1F2	15.64	41.56	29.82									
		Physical Collocation - 4-Fiber Cross-Connects			CLO	PE1F4	28.11	50.53	38.78									

**Broadwing Cross Connect Rates
Tennessee**

Exhibit A

CATEGORY	NOTES	UNBUNDLED NETWORK ELEMENT	Filt	Interim	Zone	BCS	USOC	RATES					OSS RATES						
								Rec	Nonrecurring		Nonrecurring Disconnect		Source	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	
									First	Add'l	First	Add'l							
PHYSICAL COLLOCATION		Physical Collocation - 2-Fiber Cross-Connects				CLO	PE1F2	15.64	41.56	29.82									
		Physical Collocation - 4-Fiber Cross-Connects				CLO	PE1F4	28.11	50.53	38.78									

Broadwing Cross Connect Rates
Tennessee

Exhibit A

Charge - Manual Svc Order vs.
SOMAN