

**AMENDMENT
TO THE
AGREEMENT BETWEEN
KMC TELECOM HOLDINGS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED OCTOBER 6, 2000**

This Agreement refers to the Interconnection Agreement (“the Agreement”) entered into by KMC Telecom Holdings, Inc. (“KMC”) and BellSouth Telecommunications, Inc. (“BellSouth”) on October 6, 2000. This Amendment (“Amendment”) is made by and between KMC and BellSouth and shall be deemed effective as of April 1, 2003. KMC on behalf of itself and its certificated operating affiliates identified in Attachment A hereto.

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, KMC and BellSouth (individually, a “Party” and collectively, the “Parties”) hereby covenant and agree as follows:

1. The Parties hereby mutually agree to incorporate into Exhibit A of Attachment 3 of the Agreement the rates set forth in Exhibit A to this Amendment, which is attached hereto and incorporated herein by this reference.
2. The Parties hereby mutually agree to delete Sections 6.1.2 of Attachment 3 of the Agreement and replace it with the following:
 - 6.1.2 The Parties will compensate each other on a mutual and reciprocal basis for the per minute of use rate elements associated with the call transport and termination of Local Traffic and ISP-bound Traffic at the rates set forth in Exhibit A of this Attachment.
3. All of the other provisions of the Agreement, dated October 6, 2000, shall remain in full force and effect.
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 have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: Pat C. Fink
Name: Patrick C. Fink
~~ELIZABETH A. P. SHARLES~~
Title: DIRECTOR
Date: 7/17/2003

KMC Telecom Holding, Inc. (KMC Telecom)

By: Riley M. Murphy
Name: Riley M. Murphy
Title: Sr. Vice President - Legal & Regulatory
Date: 7/11/2003

SCHEDULE OF KMC HOLDINGS, INC. (KMC TELECOM) OPERATING
AFFILIATES

KMC Telecom III, Inc. KMC Telecom V, Inc. (AL, FL, GA, LA, MS, SC, and TN)

KMC Telecom II, Inc., KMC Telecom III, Inc. KMC Telecom V, Inc. (NC)

KMC Telecom V, Inc. (KY)

LOCAL INTERCONNECTION - Alabama																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A		
						Rec	Nonrecurring		Nonrecurring Disconnect			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	
						First	Add'l	First	Add'l	SOME C	SOMAN					SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (4/1/03-6/13/03)					0.001										
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (6/14/03-10/5/03)					0.0007										

LOCAL INTERCONNECTION - Florida																	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A			
						Rec	Nonrecurring		Nonrecurring Disconnect			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		
							First	Add'l	First	Add'l	SOMEc					SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																	
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																	
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (4/1/03-6/13/03)					0.001											
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (6/14/03-10/5/03)					0.0007											

LOCAL INTERCONNECTION - Georgia																	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A			
						Rec	Nonrecurring		Nonrecurring Disconnect			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		
							First	Add'l	First	Add'l	SOMEc					SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																	
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																	
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (4/1/03-6/13/03)					0.001											
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (6/14/03-10/5/03)					0.0007											

LOCAL INTERCONNECTION - Kentucky																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A		
						Rec	Nonrecurring		Nonrecurring Disconnect			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	
						First	Add'l	First	Add'l	SOME C	SOMAN					SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (4/1/03-6/13/03)					0.001										
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (6/14/03-10/5/03)					0.0007										

LOCAL INTERCONNECTION - Louisiana																	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A			
						Rec	Nonrecurring		Nonrecurring Disconnect			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		
							First	Add'l	First	Add'l	SOME C					SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																	
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																	
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (4/1/03-6/13/03)					0.001											
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (6/14/03-10/5/03)					0.0007											

LOCAL INTERCONNECTION - Mississippi																	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A			
						Rec	Nonrecurring		Nonrecurring Disconnect			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		
							First	Add'l	First	Add'l	SOMEc					SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																	
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																	
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (4/1/03-6/13/03)					0.001											
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (6/14/03-10/5/03)					0.0007											

LOCAL INTERCONNECTION - North Carolina															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A	
						Rec	Nonrecurring		Nonrecurring Disconnect		SOME C	SOMAN	SOMAN	SOMAN	SOMAN
						First	Add'l	First	Add'l						
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)															
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC															
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (4/1/03-6/13/03)					0.001									
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (6/14/03-10/5/03)					0.0007									

LOCAL INTERCONNECTION - South Carolina																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A		
												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		OSS Rates (\$)					
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION)																
INTERCARRIER COMPENSATION FOR LOCAL TRAFFIC AND ISP-BOUND TRAFFIC																
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (4/1/03-6/13/03)					0.001										
	Single Rate for Local Traffic and ISP-bound Traffic, per MOU (6/14/03-10/5/03)					0.0007										

LOCAL INTERCONNECTION - Tennessee																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)					Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 3		Exhibit: A	
						Rec	Nonrecurring First	Add'l	Nonrecurring First	Disconnect Add'l	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		
											OSS Rates (\$)					
											SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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