

**Second Amendment to the Agreement
Between
Time Warner Telecom of Ohio, L.P.
and
BellSouth Telecommunications, Inc.
Dated February 22, 2003**

Pursuant to this Second Amendment, (the "Amendment"), Time Warner Telecom of Ohio, L.P. (TWTC), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated February 22, 2003("Agreement").

WHEREAS, BellSouth and TWTC entered into the Agreement on February 22, 2003, and;

WHEREAS, BellSouth and TWTC amended the Agreement effective March 1, 2003 by, among other things, replacing the Signaling (CCS7) rates in Exhibit B, Attachment 2, and;

WHEREAS, BellSouth and TWTC desire to further amend the Signaling (CCS7) rates in Exhibit B, Attachment 2 by deleting certain SOMAN rates as shown in Exhibit 1 to this Amendment;

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 hereby agree to delete the SOMAN rates associated with Signaling (CCS7) rates for CCS7 signaling connection per link (A link) and for CCS7 signaling connection per link (B link), (also known as D link), retroactively back to March 1, 2003. The Parties further agree that Exhibit B, Attachment 2 relating to Signaling (CCS7) rates as reflected in Exhibit 1 attached to this Amendment and incorporated herein by this reference will replace the existing Exhibit B, Attachment 2 relating to Signaling (CCS7) rates.
2. This Amendment shall be deemed effective March 1, 2003.
3. All of the other provisions of the Agreement, dated February 22, 2003, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Second 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.	Time Warner Telecom of Ohio, L.P.
	By: Time Warner Telecom General Partnership, its general partner
	By: Time Warner Telecom Holdings Inc., its managing general partner
By: <i>Pat C. Finlen</i>	By: <i>Tina Davis</i> Tina Davis
Name: <i>Pat C. Finlen</i>	Name: <i>Tina Davis</i> Vice President and
Title: <i>Assistant Director</i>	Title: <i>Deputy General Counsel</i>
Date: <i>10/13/03</i>	Date: <i>10/9/03</i>

UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment: 2		Exhibit: B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	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						
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm															
SIGNALING (CCS7)															
	CCS7 Signaling Connection, Per 56 Kbps Facility			UDB	TPP++		20.71 bk	43.56 bk	43.56 bk	22.45 bk	22.45 bk				
	CCS7 Signaling Termination, Per STP Port			UDB	PT8SX		151.39 bk								
	CCS7 Signaling Usage, Per TCAP Message			UDB			0.0000656 bk								
	CCS7 Signaling Connection, Per link (A link)			UDB	TPP++		20.71 bk	43.56 bk	43.56 bk	22.45 bk	22.45 bk				
	CCS7 Signaling Connection, Per link (B link) (also known as D link)			UDB	TPP++		20.71 bk	43.56 bk	43.56 bk	22.45 bk	22.45 bk				
	CCS7 Signaling Usage, Per ISUP Message			UDB			0.0000164 bk								
	CCS7 Signaling Usage Surrogate, per link per LATA			UDB	STU56		751.08 bk								
	CCS7 Signaling Point Code, per Originating Point Code Establishment or Change, per STP affected			UDB	CCAPO		46.02	46.02	56.43	56.43		7.86			
	CCS7 Signaling Point Code, per Destination Point Code Establishment or Change, Per Stp Affected			UDB	CCAPD		46.02	46.02	56.43	56.43		7.86			