

Amendment to
Agreement between
BellSouth Telecommunications, Inc. and
Adelphia Business Solutions of Kentucky, Inc.
dated May 2, 2001

Pursuant to this Amendment (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and Adelphia Business Solutions of Kentucky, Inc. ("Adelphia") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Agreement (the "Agreement") between BellSouth and Adelphia dated May 2, 2001.

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, BellSouth and Adelphia hereby covenant and agree as follows:

1. Attachment 3, Exhibit A, of the Agreement is hereby replaced with Attachment 3, Exhibit A attached hereto as ATTACHMENT 1 and made a part of this Amendment.
2. All of the other provisions of the Agreement, dated May 2, 2001 shall remain in full force and effect.
3. The Parties agree that 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.

Adelphia Business Solutions
of Kentucky, Inc.

By:_____Signature on file _____

By:_____Signature on file_____

Name: _Gregory R. Follensbee_____

Name:___John B. Glicksman_____

Title: _____Senior Director_____

Title:___VP and General Counsel_____

Date:_____5/16/01 _____

Date:_5/12/01_____

BELLSOUTH/ADELPHIA RATES
LOCAL INTERCONNECTION

DESCRIPTION	USOC	KY
COMPENSATION		
Year 2000 Per Mou Rate for Local Interconnection and ISP-Bound Traffic	N/A	\$0.0020
Year 2001 Per Mou Rate for Local Interconnection and ISP-Bound Traffic	N/A	\$0.00175
Year 2002 Per MouRate for Local Interconnection and ISP-Bound Traffic	N/A	\$0.0015
LOCAL INTERCONNECTION (CALL TRANSPORT AND TERMINATION) FOR TRANSIT TRAFFIC AND MTA		
End Office Switching, per mou	N/A	\$0.002562
Tandem Switching, per mou	N/A	\$0.001096
Tandem Intermediary Charge, per mou*	N/A	\$0.001096
*(This charge is applicable only to transit traffic and is applied in addition to applicable switching and/or interconnection charges.)		
TRUNK CHARGE		
Interim charges, both non-recurring and recurring, associated with interconnecting trunk groups between BellSouth and Adelphia shall be as set forth in this Exhibit. At such time as BellSouth develops a final cost based rate for such interconnecting trunk groups, the Parties shall amend this agreement to include such final cost based rates and shall true up such charges in accordance with this Attachment		
Installation Trunk Side Service - per DSO		
NRC - 1st	TPP++	\$334.09
NRC - Add'l	TPP++	\$57.12
INTEROFFICE TRANSPORT		
Common (Shared) Transport		
Common (Shared) Transport per mile per mou	N/A	\$0.0000049
Common (Shared) Transport Facilities Termination per mou	N/A	\$0.000426
Interoffice Channel Transport - Dedicated - VG		
Interoffice Transport - Dedicated - 2-wire VG		
2-Wire VG - per mile per month	1L5XF	NA
2-Wire VG - Facility Termination per month	1L5XF	NA
NRC - 2-wire VG - Facility Termination -1st	1L5XF	NA
NRC - 2-wire VG - Facility Termination - Add'l	1L5XF	NA
NRC - 2-wire VG -Facility Termination - Disconnect Charge -1st	1L5XF	NA
NRC - 2-wire VG - Facility Termination - Disconnect Charge -Add'l	1L5XF	NA
NRC - Manual Svc Order, per LSR	SOMAN	NA
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECE	NA
NRC - Electronic Svc Order, per LSR disconnect	SOMECE	NA
NRC - 2-wire VG - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC - 2-wire VG - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - 2-wire VG - Incremental Charge--Manual Svc Order-Disconnect--1st	SOMAN	NA
NRC - 2-wire VG - Incremental Charge--Manual Svc Order-Disconnect--Add'l	SOMAN	NA
Interoffice Transport - Dedicated - 2 Wire VG - Kentucky & Mississippi		
2-Wire VG - per mile per month	1L5NF	\$0.03
2-Wire VG - Facility Termination per month	1L5NF	\$27.66
NRC - 2-wire VG - Facility Termination -1st	1L5NF	\$142.31

**BELLSOUTH/ADELPHIA RATES
LOCAL INTERCONNECTION**

Attachment 3
Exhibit A
Rates - Page 2

DESCRIPTION	USOC	KY
NRC - 2-wire VG - Facility Termination - Add'l	1L5NF	\$56.21
NRC - 2-wire VG -Facility Termination - Disconnect Charge -1st	1L5NF	NA
NRC - 2-wire VG - Facility Termination - Disconnect Charge -Add'l	1L5NF	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMEK	\$3.50
NRC - Electronic Svc Order, per LSR disconnect	SOMEK	NA
NRC - 2-wire VG - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC - 2-wire VG - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - 2-wire VG - Incremental Charge--Manual Svc Order-Disconnect--1st	SOMAN	NA
NRC - 2-wire VG - Incremental Charge--Manual Svc Order-Disconnect--Add'l	SOMAN	NA
Interoffice Transport - Dedicated - DS0 - 56/64 KBPS		
DS0 - per mile per month	1L5XK	NA
DS0 - Facility Termination per month	1L5XK	NA
NRC - DS0 - Facility Termination - 1st	1L5XK	NA
NRC - DS0 - Facility Termination - Add'l	1L5XK	NA
NRC - DS0 -Facility Termination - Disconnect Charge - 1st	1L5XK	NA
NRC - DS0 - Facility Termination - Disconnect Charge - Add'l	1L5XK	NA
NRC - Manual Svc Order, per LSR	SOMAN	NA
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMEK	NA
NRC - Electronic Svc Order, per LSR disconnect	SOMEK	NA
NRC - DS0 -Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC -DS0 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - DS0 -Incremental Charge--Manual Svc Order-Disconnect--1st	SOMAN	NA
NRC - DS0 -Incremental Charge--Manual Svc Order-Disconnect--Add'l	SOMAN	NA
Interoffice Transport - Dedicated - DS0 - 56/64 KBPS - Kentucky & Mississippi		
DS0 - per mile per month	1L5NK	\$0.45
DS0 - Facility Termination per month	1L5NK	\$55.05
NRC - DS0 - Facility Termination - 1st	1L5NK	\$298.18
NRC - DS0 - Facility Termination - Add'l	1L5NK	\$231.23
NRC - DS0 -Facility Termination - Disconnect Charge - 1st	1L5NK	NA
NRC - DS0 - Facility Termination - Disconnect Charge - Add'l	1L5NK	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMEK	\$3.50
NRC - Electronic Svc Order, per LSR disconnect	SOMEK	NA
NRC - DS0 -Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC -DS0 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - DS0 -Incremental Charge--Manual Svc Order-Disconnect--1st	SOMAN	NA
NRC - DS0 -Incremental Charge--Manual Svc Order-Disconnect--Add'l	SOMAN	NA
Interoffice Transport - Dedicated - DS1		
DS1 - per mile per month	1L5XL	NA

**BELLSOUTH/ADELPHIA RATES
LOCAL INTERCONNECTION**

Attachment 3
Exhibit A
Rates - Page 3

DESCRIPTION	USOC	KY
DS1 -Facility Termination per month	1L5XL	NA
NRC - DS1-Facility Termination - 1st	1L5XL	NA
NRC - DS1 - Facility Termination - Add'l	1L5XL	NA
NRC - DS1 - Facility Termination - Disconnect Charge - 1st	1L5XL	NA
NRC - DS1 - Facility Termination -Disconnect Charge - Add'l	1L5XL	NA
NRC - Manual Svc Order, per LSR	SOMAN	NA
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECE	NA
NRC - Electronic Svc Order, per LSR disconnect	SOMECE	NA
NRC - DS1 - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC -DS1 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - DS1 - Incremental Charge--Manual Svc Order-Disconnect--1st	SOMAN	NA
NRC - DS1 - Incremental Charge--Manual Svc Order-Disconnect--Add'l	SOMAN	NA
Interoffice Transport - Dedicated - DS1 - Kentucky & Mississippi		
DS1 - per mile per month	1L5NL	\$0.45
DS1 -Facility Termination per month	1L5NL	\$55.05
NRC - DS1-Facility Termination - 1st	1L5NL	\$298.18
NRC - DS1 - Facility Termination - Add'l	1L5NL	\$231.23
NRC - DS1 - Facility Termination - Disconnect Charge - 1st	1L5NL	NA
NRC - DS1 - Facility Termination -Disconnect Charge - Add'l	1L5NL	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECE	\$3.50
NRC - Electronic Svc Order, per LSR disconnect	SOMECE	NA
NRC - DS1 - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC -DS1 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - DS1 - Incremental Charge--Manual Svc Order-Disconnect--1st	SOMAN	NA
NRC - DS1 - Incremental Charge--Manual Svc Order-Disconnect--Add'l	SOMAN	NA
Interoffice Transport - Dedicated - DS3		
DS3 - per mile per month	1L5XM	NA
DS3 -Facility Termination per month	1L5XM	NA
NRC - DS3 - Facility Termination -1st	1L5XM	NA
NRC - DS3 - Facility Termination - Add'l	1L5XM	NA
NRC - DS3 - Facility Termination - Disconnect Charge - 1st	1L5XM	NA
NRC - DS3 - Facility Termination - Disconnect Charge - Add'l	1L5XM	NA
NRC - Manual Svc Order, per LSR	SOMAN	NA
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECE	NA
NRC - Electronic Svc Order, per LSR disconnect	SOMECE	NA
NRC - DS3 - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order-Disconnect--1st	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order-Disconnect--Add'l	SOMAN	NA
Interoffice Transport - Dedicated - DS3 - Kentucky & Mississippi		

**BELLSOUTH/ADELPHIA RATES
LOCAL INTERCONNECTION**

Attachment 3
Exhibit A
Rates - Page 4

DESCRIPTION	USOC	KY
DS3 - per mile per month	1L5NM	\$12.06
DS3 -Facility Termination per month	1L5NM	\$1,112.02
NRC - DS3 - Facility Termination -1st	1L5NM	\$858.75
NRC - DS3 - Facility Termination - Add'l	1L5NM	\$524.95
NRC - DS3 - Facility Termination - Disconnect Charge - 1st	1L5NM	NA
NRC - DS3 - Facility Termination - Disconnect Charge - Add'l	1L5NM	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECE	\$3.50
NRC - Electronic Svc Order, per LSR disconnect	SOMECE	NA
NRC - DS3 - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order-Disconnect--1st	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order-Disconnect--Add'l	SOMAN	NA
Local Channel - Dedicated		
Local Channel - Dedicated - 2-Wire VG		
Monthly Recurring per month	TEFV2	\$22.26
Zone 1	TBD	NA
Zone 2	TBD	NA
Zone 3	TBD	NA
Zone 4	TBD	NA
NRC - STS-1 - Facility Termination - 1st	TEFV2	\$585.15
NRC - STS-1 - Facility Termination - Add'l	TEFV2	\$98.53
NRC - STS-1 - Facility Termination - Disconnect - 1st	TEFV2	\$11.99
NRC - STS-1 - Facility Termination - Disconnect - Add'l	TEFV2	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECE	\$3.50
NRC - Electronic Svc Order, per LSR disconnect	SOMECE	NA
NRC - STS-1 - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC - STS-1 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - STS-1 - Incremental Cost - Manual Svc. Order vs. Elect-Disconnect-1st	SOMAN	NA
Local Channel - Dedicated - 4-Wire VG		
Monthly Recurring per month	TEFV4	\$23.38
Zone 1	TBD	NA
Zone 2	TBD	NA
Zone 3	TBD	NA
Zone 4	TBD	NA
NRC - 4-Wire VG - 1st	TEFV4	\$585.15
NRC - 4-Wire VG - Add'l	TEFV4	\$98.53
NRC - 4-Wire VG - Disconnect Chg - 1st	TEFV4	NA
NRC - 4-Wire VG - Disconnect Chg - Add'l	TEFV4	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECE	\$3.50

**BELLSOUTH/ADELPHIA RATES
LOCAL INTERCONNECTION**

DESCRIPTION	USOC	KY
NRC - Electronic Svc Order, per LSR disconnect	SOMEK	NA
NRC - 4-Wire VG - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC - 4-Wire VG - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
Local Channel - Dedicated - DS1		
DS1 Monthly Recurring per month	TEFHG	\$43.80
DS1 per mile per month	1L5NC	\$0.00
Zone 1	TBD	NA
Zone 2	TBD	NA
Zone 3	TBD	NA
Zone 4	TBD	NA
NRC - DS1 - 1st	TEFHG	\$538.95
NRC - DS1 - Add'l	TEFHG	\$464.94
NRC - DS1 - Disconnect Chg - 1st	TEFHG	NA
NRC - DS1 - Disconnect Chg - Add'l	TEFHG	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMEK	\$3.50
NRC - Electronic Svc Order, per LSR disconnect	SOMEK	NA
NRC - DS1 - Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC - DS1 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
Local Channel - Dedicated - DS3		
DS3 - per mile per month	1L5NC	\$34.00
DS3 - Facility Termination per month	TEFHJ	\$635.09
NRC - DS3 - Facility Termination - 1st	TEFHJ	\$1,091.00
NRC - DS3 - Facility Termination - Add'l	TEFHJ	\$661.23
NRC - DS3 - Facility Termination - Disconnect - 1st	TEFHJ	NA
NRC - DS3 - Facility Termination - Disconnect - Add'l	TEFHJ	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMEK	\$3.50
NRC - Electronic Svc Order, per LSR disconnect	SOMEK	NA
NRC - DS3 -Incremental Charge--Manual Svc Order - 1st	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order - Add'l	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order-Disconnect -1st	SOMAN	NA
NRC - DS3 - Incremental Charge--Manual Svc Order-Disconnect-Add'l	SOMAN	NA
CHANNELIZATION		
DS3 Channelization (DS3 to DS1)		
per Channelized System (28 DS1) per month	SATCS	NA
NRC - 1st	SATCS	NA
NRC - Add'l	SATCS	NA
NRC -1st - Disconnect	SATCS	NA
NRC -Add'l - Disconnect	SATCS	NA
per Interface per month (COCI)	SATCO	NA

**BELLSOUTH/ADELPHIA RATES
LOCAL INTERCONNECTION**

DESCRIPTION	USOC	KY
NRC - 1st	SATCO	NA
NRC - Add'l	SATCO	NA
NRC - Manual Svc Order, per LSR	SOMECS	NA
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMAN	NA
NRC - Electronic Svc Order, per LSR disconnect	SOMAN	NA
Channel System - Incremental Cost - Manual Svc. Order vs. Electronic -1st	SOMAN	NA
Channel System - Incremental Cost - Manual Svc. Order vs. Electronic -Add'l	SOMAN	NA
DS3 Channelization (DS3 to DS1) - Kentucky & Mississippi		
per Channelized System (28 DS1) per month	SATNS	\$303.33
NRC - 1st	SATNS	NA
NRC - Add'l	SATNS	NA
NRC -1st - Disconnect	SATNS	\$8.52
NRC -Add'l - Disconnect	SATNS	\$15.86
per Interface per month (COCI)	SATCO	\$11.36
NRC - 1st	SATCO	\$19.99
NRC - Add'l	SATCO	NA
NRC - Manual Svc Order, per LSR	SOMAN	\$3.50
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECS	NA
NRC - Electronic Svc Order, per LSR disconnect	SOMECS	NA
Channel System - Incremental Cost - Manual Svc. Order vs. Electronic -1st	SOMAN	NA
Channel System - Incremental Cost - Manual Svc. Order vs. Electronic -Add'l	SOMAN	NA
DS1 Channelization (DS1 to DS0)		
per Channelized System (24 DS0) per month	SATC1	NA
NRC - 1st	SATC1	NA
NRC - Add'l	SATC1	NA
NRC -1sr - Disconnect	SATC1	NA
NRC -Add'l - Disconnect	SATC1	NA
- Interface (COCI)		
per OCU-DP(data) card per month (2.4-64kbs)	SATSA	NA
NRC - 1st	SATSA	NA
NRC - Add'l	SATSA	NA
per BRITE card per month	SATSA	NA
NRC - 1st	SATSA	NA
NRC - Add'l	SATSA	NA
per VG card per month (DS0)	SATSA	NA
NRC - 1st	SATSA	NA
NRC - Add'l	SATSA	NA
NRC - Manual Svc Order, per LSR	SOMAN	NA
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECS	NA
NRC - Electronic Svc Order, per LSR disconnect	SOMECS	NA
Channel System - Incremental Cost - Manual Svc. Order vs. Electronic -1st	SOMAN	NA
Channel System - Incremental Cost - Manual Svc. Order vs. Electronic -Add'l	SOMAN	NA
Incremental Cost-Manual Svc. Order vs. Elect -Disconnect - 1st	SOMAN	NA
Incremental Cost-Manual Svc. Order vs. Elect -Disconnect - Add'l	SOMAN	NA

**BELLSOUTH/ADELPHIA RATES
LOCAL INTERCONNECTION**

Attachment 3
Exhibit A
Rates - Page 7

DESCRIPTION	USOC	KY
DS1 Channelization (DS1 to DS0) - Kentucky & Mississippi		
per Channelized System (24 DS0) per month	SASTN1	\$200.01
NRC - 1st	SASTN1	\$302.82
NRC - Add'l	SASTN1	\$184.20
NRC -1sr - Disconnect	SASTN1	NA
NRC -Add'l - Disconnect	SASTN1	NA
- Interface (COC1)		
per OCU-DP(data) card per month (2.4-64kbs)	SATSA	\$2.94
NRC - 1st	SATSA	\$15.86
NRC - Add'l	SATSA	\$11.36
per BRITE card per month	SATSA	\$4.04
NRC - 1st	SATSA	\$15.86
NRC - Add'l	SATSA	\$11.36
per VG card per month (DS0)	SATSA	\$1.40
NRC - 1st	SATSA	\$15.86
NRC - Add'l	SATSA	\$11.36
NRC - Manual Svc Order, per LSR	SOMAN	\$19.99
NRC - Manual Svc Order, per LSR disconnect	SOMAN	NA
NRC - Electronic Svc Order, per LSR	SOMECE	\$3.50
NRC - Electronic Svc Order, per LSR disconnect	SOMECE	NA
Channel System - Incremental Cost - Manual Svc. Order vs. Electronic -1st	SOMAN	NA
Channel System - Incremental Cost - Manual Svc. Order vs. Electronic -Add'l	SOMAN	NA
Incremental Cost-Manual Svc. Order vs. Elect -Disconnect - 1st	SOMAN	NA
Incremental Cost-Manual Svc. Order vs. Elect -Disconnect - Add'l	SOMAN	NA
Local Interconnection Mid-Span Meet		
Local Channel - Dedicated - DS1		
DS1 Monthly Recurring per month	TEFHG	\$21.90
NRC - DS1 - 1st	TEFHG	\$269.48
NRC - DS1 - Add'l	TEFHG	\$232.47
NRC - DS1 - Disconnect Chg - 1st	TEFHG	NA
NRC - DS1 - Disconnect Chg - Add'l	TEFHG	NA
NRC - DS1 - Incremental Charge--Manual Svc Order - 1st	SOMAC	\$87.71
NRC - DS1 - Incremental Charge--Manual Svc Order - Add'l	SOMAC	NA
NRC - DS1 - Incremental Charge--Manual Svc Order-Disconnect	SOMAC	NA
NOTES:		
If no rate is identified in the contract, the rate for the specific service or function will be as set forth in applicable BellSouth tariff or as ne		