

**AMENDMENT
TO THE
AGREEMENT BETWEEN
ADELPHIA BUSINESS SOLUTIONS OF KENTUCKY, INC.
D/B/A TELCOVE
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 21, 2000**

Pursuant to this Amendment, (the "Amendment"), for the state of Kentucky, Adelphia Business Solutions of Kentucky, Inc, d/b/a TelCove ("TelCove") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated August 21, 2000 as amended by that certain amendment dated January 30, 2004, effective February 29, 2004 (the "Agreement") to be effective May 14, 2004.

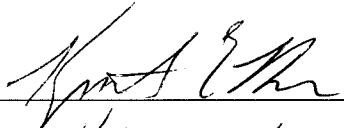
WHEREAS, BellSouth and TelCove entered into the Agreement on August 21, 2000, and;

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:

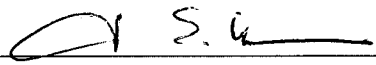
1. The Parties agree to add to Attachment 4, Collocation, Exhibit A, rates for virtual collocation in Kentucky, as identified in Exhibit A attached hereto, and made a part of this Amendment
2. All of the other provisions of the Agreement dated August 21, 2000, shall remain in full force and effect.
3. Either or both of the Parties are 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: Kristen E. Rowe
Title: Director
Date: 5/5/04

**Adelphia Business Solutions of
Kentucky, Inc., d/b/a TelCove**

By: 
Name: James E. Means
Title: Corporate Secretary
Date: 5-4-'04

COLLOCATION - Kentucky											Attachment: 4		Exhibit: B			
CATEGORY	RATE ELEMENTS		Interi m	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		OSS Rates (\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
VIRTUAL COLLOCATION																
		Virtual Collocation - Application Fee			AMTFS	EAF		2,419.86		1.01						
		Virtual Collocation - Administrative Only - Application Fee			AMTFS	VE1AF		742.12								
		Virtual Collocation - Cable Installation Cost, per cable			AMTFS	ESPCX		1,729.11		45.16						
		Virtual Collocation - Floor Space, per sq. ft.			AMTFS	ESPVX	7.99									
		Virtual Collocation - Power, per fused amp			AMTFS	ESPAX	8.06									
		Virtual Collocation - Cable Support Structure, per entrance cable			AMTFS	ESPSX	17.38									
		Virtual Collocation - 2-wire Cross Connects (loop)			UEANL,UEA,UDN,UDC,UAL,UHL,UCL,U EQ, UNCVX, UNCDX, UNCNX	UEAC2	0.0309	24.68	23.68	12.14	10.95					
		Virtual Collocation - 4-wire Cross Connects (loop)			UEA,UHL,UCL,UDL, UAL, UDN, UNCVX, UNCDX	UEAC4	0.0619	24.88	23.82	12.77	11.46					
		Virtual Collocation - 2-Fiber Cross Connects			UDL12, UDLO3, U1T48, U1T12, U1T03, ULDO3, ULD12, ULD48, UDF	CNC2F	3.80	41.94	30.51	14.76	11.84					
		Virtual Collocation - 4-Fiber Cross Connects			UDL12, UDLO3, U1T48, U1T12, U1T03, ULDO3, ULD12, ULD48, UDF	CNC4F	7.59	51.29	39.87	19.41	16.49					
		Virtual collocation - Special Access & UNE, cross-connect per DS1			USL,ULC, ULR, UXTD1, UNC1X, ULDD1, U1TD1, USLEL, UNLD1, UEPEX, UEPDX	CNC1X	1.48	44.23	31.98	12.81	11.57					
		Virtual collocation - Special Access & UNE, cross-connect per DS3			USL,UE3, U1TD3, UXTS1, UXTD3, UNC3X, UNCSX, ULDD3, U1TS1, ULDS1, UDLSX, UNLD3	CND3X	18.89	41.93	30.51	14.75	11.83					
		Virtual Collocation - Co-Carrier Cross Connects - Fiber Cable Support Structure, per linear foot			AMTFS	VE1CB	0.003									
		Virtual Collocation - Co-Carrier Cross Connects - Copper/Coax Cable Support Structure, per linear ft			AMTFS	VE1CD	0.0045									
		Virtual Collocation - Co-Carrier Cross Connects - Fiber Cable Support Structure,per cable			AMTFS	VE1CC		535.55								
		Virtual Collocation - Co-Carrier Cross Connects - Copper/Coax Cable Support Structure, per cable			AMTFS	VE1CE		535.55								
		Virtual Collocation Cable Records - per request			AMTFS	VE1BA		1,524.45	980.01	267.02						
		Virtual Collocation Cable Records - VG/DS0 Cable, per cable record			AMTFS	VE1BB		656.37		379.70						
		Virtual Collocation Cable Records - VG/DS0 Cable, per each 100 pair			AMTFS	VE1BC		9.65		11.84						
		Virtual Collocation Cable Records -DS1, per T1TIE			AMTFS	VE1BD		4.52		5.54						
		Virtual Collocation Cable Records - DS3, per T3TIE			AMTFS	VE1BE		15.81		19.39						
		Virtual Collocation Cable Records - Fiber Cable, per 99 fiber records			AMTFS	VE1BF		169.63		154.85						
		Virtual collocation - Security Escort - Basic, per half hour			AMTFS	SPTBX		33.98	21.53							
		Virtual collocation - Security Escort - Overtime, per half hour			AMTFS	SPTOX		44.26	27.81							
		Virtual collocation - Security Escort - Premium, per half hour			AMTFS	SPTPX		54.54	34.09							
		Virtual collocation - Maintenance in CO - Basic, per half hour			AMTFS	CTRLX		56.07	21.53							

COLLOCATION - Kentucky													Attachment: 4		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		OSS Rates (\$)				
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
		Virtual collocation - Maintenance in CO - Overtime, per half hour			AMTFS	SPTOM		73.23	27.81							
		Virtual collocation - Maintenance in CO - Premium per half hour			AMTFS	SPTPM		90.39	34.09							
		Virtual Collocation - Request Resend of CFA Information, per CLI			AMTFS	VE1QR		77.55								
Note: Rates displaying an "R" in Interim column are interim and subject to rate true-up as set forth in General Terms and Conditions.																