

Amendment to the Agreement

Between

CC Fiberlink, LLC, Charter Fiberlink - Alabama, LLC, Charter Fiberlink – Georgia, LLC, Charter Fiberlink – Kentucky, LLC, Charter Fiberlink MS-CCVI, LLC, Charter Fiberlink NC-CCO, LLC, Charter Fiberlink – South Carolina, LLC, Charter Fiberlink – Tennessee, LLC

and

BellSouth Telecommunications, Inc.

Dated 10/8/2004

Pursuant to this Amendment, (the “Amendment”), CC Fiberlink, LLC, Charter Fiberlink - Alabama, LLC, Charter Fiberlink – Georgia, LLC, Charter Fiberlink – Kentucky, LLC, Charter Fiberlink MS-CCVI, LLC, Charter Fiberlink NC-CCO, LLC, Charter Fiberlink – South Carolina, LLC, Charter Fiberlink – Tennessee, LLC (“Charter”), and BellSouth Telecommunications, Inc. (“BellSouth”), hereinafter referred to collectively as the “Parties,” hereby agree to amend the Agreement between the Parties dated 10/8/2004 (the “Agreement”) to be effective thirty (30) calendar days after the date of the last signature executing the Amendment (“Effective Date”).

WHEREAS, BellSouth and Charter entered into the Agreement on 10/8/2004,
and;

WHEREAS, the Agreement currently applies in Alabama, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, and Tennessee,

and;

WHEREAS, the Parties also intend for the agreement to apply in Louisiana.

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 shall amend the preamble of the Agreement effective between the Parties October 8, 2004 to add the entity Charter Fiberlink LA - CCO, LLC, to make clear that the Agreement applies to BellSouth Telecommunications, Inc. and Charter Fiberlink, LLC in Louisiana.
2. All of the other provisions of the Agreement, dated 10/8/2004, 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 Amendment the day and year written below.

BellSouth Telecommunications, Inc.

**CC Fiberlink, LLC, Charter
Fiberlink – Alabama, LLC, Charter
Fiberlink – Georgia, LLC, Charter
Fiberlink – Kentucky, LLC, Charter
Fiberlink MS-CCVI, LLC, Charter
Fiberlink NC-CCO, LLC, Charter
Fiberlink – South Carolina, LLC, Charter
Fiberlink – Tennessee, LLC**

By: Kristen E. Shore
Name: Kristen E. Shore
Title: Director
Date: 11/21/05

By: Ted Schremp
Name: Ted Schremp
Title: SVP & GM
Date: _____

Charter Fiberlink LA-CCO, LLC

By: Ted Schremp
Name: Ted Schremp
Title: SVP & GM
Date: _____