

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

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and KMC Telecom Holdings, Inc. (KMC Telecom), collectively "KMC Telecom", hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Agreement (the "Agreement"), between BellSouth and KMC Telecom dated October 6, 2000.

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 KMC Telecom hereby covenant and agree as follows:

1. Attachment 2 of the Agreement is hereby amended by replacing Paragraph 2.2.4, Paragraph 2.2.4.2, Paragraph 2.2.5, Paragraph 2.2.8.1 and Paragraph 2.2.8.2 with the following Paragraph 2.2.4, Paragraph 2.2.4.2, Paragraph 2.2.5, Paragraph 2.2.8.1 and Paragraph 2.2.8.2 attached hereto as Exhibit A and by reference made a part of this Amendment.

2. Attachment 2, Exhibit C of the Agreement is hereby amended by replacing 2-Wire Analog VG Loop-SL1, 2-Wire Analog VG Loop-SL2 w/loop or ground start signaling, and 2-Wire Analog VG Loop-SL2 w/reverse battery signaling rates with the following rates attached hereto as Exhibit B, and by reference made a part of this Amendment.

3. All other provisions of the Agreement, dated October 6, 2000, shall remain in full force and effect.

4. 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.

By: Signature on File
Patrick C. Finlen

Title: Managing Director

Date: 2/27/01

KMC Telecom Holdings, Inc.
(KMC Telecom)

By: Signature on File
Charlene Keys

Title: VP, Interconnection Services

Date: Feb. 2, 2001

Attachment 2

New Section 2.2.4, 2.2.4.2, 2.2.5, 2.2.8.1 & 2.2.8.2

2.2.4. “Order Coordination” refers to standard BellSouth service order coordination involving the reuse of facilities where KMC Telecom is requesting that their loop order be provisioned over an existing circuit that is currently providing service to the end user. Order coordination for physical conversions will be scheduled at BellSouth’s discretion during normal working hours on the committed due date and KMC Telecom will be advised. OC will be provided as a standard item on SL2 voice grade loops and all Unbundled Digital Loops (UDLs). OC will be provided as a chargeable option on SL1 voice grade loops, and all Unbundled Copper Loops.

2.2.4.2 BellSouth will provide a notifier to KMC Telecom when the physical wire work is completed for an SL1 loop with LNP. This notification will allow KMC Telecom to ensure minimal end user loss of service, provided that KMC Telecom promptly sends the activated message to NPAC to port the number. BellSouth will use best efforts to notify KMC Telecom within thirty (30) minutes of the completion of the physical wire work.

2.2.5 “Order Coordination – Time Specific” refers to service order coordination in which KMC Telecom requests a specific time for a service order conversion to take place. BellSouth will make every effort to accommodate KMC Telecom’s specific conversion time request. However, BellSouth reserves the right to negotiate with KMC Telecom a conversion time based on load and appointment control when necessary. Loops on a single service order of 14 or more loops will be provisioned on a project basis. This is a chargeable option for any coordinated order and is billed in addition to the OC charge. KMC Telecom may specify a time between 9:00 a.m. and 4:00 p.m. (location time) Monday through Friday (excluding holidays). If KMC Telecom specifies a time outside this window, or selects a time or quantity of loops that requires BellSouth technicians to work outside normal work hours, overtime charges will apply in addition to the OC and OC-TS charges. Overtime charges will be applied according to actual costs based on type of force group required to perform the work, overtime hours worked and any special circumstances.

If KMC Telecom requests work to be done for any UNE loop that requires BellSouth technicians to work outside normal work hours, overtime charges will be applied according to actual costs based on type of force group required to perform the work, overtime hours worked and any special circumstances.

	Order Coordination (OC)	Order Coordination – Time Specific (OC-TS)	Test Points	DLR	Charge for Dispatch and Testing if No Trouble Found
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SL-1	Chargeable option	Chargeable Option*	Not available	Chargeable Option – ordered as Engineering Information Document	Charged for Dispatch inside & outside Central Office
SL-2	Included	Chargeable Option*	Included	Included	Charged for Dispatch outside Central Office
Unbundled Digital Loop	Included	Chargeable Option* (except on Universal Digital Channel)	Included (where appropriate)	Included	Charged for Dispatch outside Central Office
Unbundled Copper Loop	Chargeable Option	Not available	Included	Included	Charged for Dispatch outside Central Office

*Order Coordination-Time Specific charge for orders due on same day at same location will be applied on a per LSR basis. For UVL-SL1, KMC Telecom must order OC when requesting OC-TS.

2.2.8.1 SL1 loops are 2-wire loop start circuits, will be non-designed, and will not have remote access test points. OC will be offered as a chargeable option on SL1 loops when reuse of existing facilities has been requested by KMC Telecom. KMC Telecom may also order OC-TS when a specified conversion time is requested. OC-TS is a chargeable option for any coordinated order and is billed in addition to the OC charge. An Engineering Information (EI) document can be ordered as chargeable option. The EI document provides loop make up information which is similar to the information normally provided in a Design Layout Record. Upon issuance of a non-coordinated order in the service order system, SL1 loops will be activated on the due date in the same manner and time frames that BellSouth normally activates POTS-type loops for its customers.

2.2.8.2 SL2 loops may be 2-wire or 4-wire circuits, shall have remote access test points, and will be designed with a design layout record provided to KMC Telecom. SL2 circuits can be provisioned with loop start, ground start or reverse battery signaling. OC is provided as a standard feature on SL2 loops. The OC feature will allow KMC Telecom to coordinate the installation of the loop with the disconnect of an existing customer’s service and/or number portability service. In these cases, BellSouth will perform the order conversion with standard order coordination at its discretion during normal work hours.

BELLSOUTH/KMC Telecom RATES
NETWORK ELEMENTS
AND OTHER SERVICES

DESCRIPTION	USOC	RATES BY STATE									
		AL	FL	GA	KY	LA	MS	NC	SC	TN	
2-Wire Analog VG Loop-SL1											
RC - Statewide, per month	UEAL2	NA	NA	NA	NA	NA	NA	\$15.88	NA	NA	
RC - Zone 1, per month (Note 2)	UEAL2	\$15.24	\$13.75	\$14.21	\$14.79	\$14.96	\$15.58	TBD	\$18.48	\$15.92	
RC - Zone 2, per month (Note 2)	UEAL2	\$24.75	\$20.13	\$16.41	\$27.68	\$25.69	\$20.65	TBD	\$27.87	\$20.79	
RC - Zone 3, per month (Note 2)	UEAL2	\$44.85	\$44.40	\$26.08	\$47.78	\$52.47	\$29.51	TBD	\$36.91	\$27.18	
RC - Zone 4, per month (Note 2)	UEAL2	NA	NA	NA	NA	NA	\$38.94	NA	NA	NA	
NRC - 1st	UEAL2	\$59.03	\$83.20	\$42.54	\$86.08	\$40.69	\$59.25	\$57.99	\$70.44	\$78.93	
NRC - Add'l	UEAL2	\$43.14	\$35.12	\$31.33	\$58.57	\$29.96	\$43.67	\$42.37	\$44.05	\$50.98	
NRC - Disconnect Charge - 1st	UEAL2	\$15.21	\$55.97	NA	NA	\$11.48	\$16.35	NA	NA	NA	
NRC - Disconnect Charge - Add'l	UEAL2	\$3.22	\$10.35	NA	NA	\$3.36	\$4.06	NA	NA	NA	
NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50	\$2.75	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	
NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA	\$0.42	NA	NA	NA	NA	NA	NA	TBD	
NRC - Service Order submitted Manually, per LSR	SOMAN	NA	\$21.56	NA	\$29.24	NA	NA	NA	NA	\$19.99	
NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA	\$3.84	NA	\$3.94	NA	NA	NA	NA	TBD	
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.22	NA	
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA	
NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$16.06	NA	NA	NA	
NRC - Incremental Charge - Order Coordination for SL1 loops (per loop)	UEAMC	\$51.29	16.31*	\$36.46	16.31*	\$34.90	\$50.29	\$61.38	\$62.10	36.46 *	
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOSL	\$45.99	23.24 *	\$34.22	36.18 *	\$32.77	\$45.27	\$45.34	\$45.43	34.22 *	
NRC - Engineering Information (EI) - interim rates until cost study is prepared based on inputs that reflect the work required to extract the Engineering Information.	UEANM	\$25.00	\$40.00	\$20.00	\$40.00	\$20.00	\$25.00	\$20.00	\$25.00	\$40.00	
2-Wire Analog VG Loop-SL2 w/loop or ground start signaling											
RC - Statewide, per month	UEAL2	NA	NA	NA	NA	NA	NA	\$19.50	NA	NA	
RC - Zone 1, per month (Note 2)	UEAL2	\$17.95	\$18.48	\$16.84	\$17.27	\$17.65	\$18.35	TBD	\$21.57	\$15.92	
RC - Zone 2, per month (Note 2)	UEAL2	\$29.16	\$22.43	\$19.45	\$32.32	\$30.32	\$24.33	TBD	\$32.53	\$20.79	
RC - Zone 3, per month (Note 2)	UEAL2	\$52.84	\$27.87	\$30.92	\$55.78	\$61.93	\$34.77	TBD	\$43.08	\$27.18	
RC - Zone 4, per month (Note 2)	UEAL2	NA	NA	NA	NA	NA	\$45.88	NA	NA	NA	
NRC - 1st	UEAL2	\$145.46	\$218.96	\$104.17	\$236.75	\$99.69	\$144.01	\$142.97	\$178.12	\$192.97	
NRC - Add'l	UEAL2	\$108.40	\$136.44	\$78.10	\$177.10	\$74.73	\$107.70	\$106.56	\$128.80	\$140.72	
NRC - Disconnect Charge - 1st	UEAL2	\$40.31	\$113.41	NA	NA	\$28.73	\$40.98	NA	NA	NA	
NRC - Disconnect Charge - Add'l	UEAL2	\$26.01	\$20.58	NA	NA	\$18.87	\$26.95	NA	NA	NA	
NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50	\$2.75	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	
NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMECE	NA	\$0.42	NA	NA	NA	NA	NA	NA	TBD	
NRC - Service Order submitted Manually, per LSR	SOMAN	NA	\$21.56	NA	\$29.24	NA	NA	NA	NA	\$19.99	
NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA	\$3.84	NA	\$3.94	NA	NA	NA	NA	TBD	
NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.42	NA	
NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA	
NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$26.95	NA	NA	NA	
NRC - Incremental Charge - Order Coordination - Time Specific (per LSR) (subject to change pending state ordered rates)	OCOSL	\$45.99	\$23.24	\$34.22	36.18 *	\$32.77	\$45.27	\$45.34	\$45.43	34.22 *	
2-Wire Analog VG Loop-SL2 w/ reverse battery signaling											
RC - Statewide, per month	UEAR2	NA	NA	NA	NA	NA	NA	\$19.50	NA	NA	
RC - Zone 1, per month (Note 2)	UEAR2	\$17.95	\$18.48	\$16.84	\$17.27	\$17.65	\$18.35	TBD	\$21.57	\$15.92	
RC - Zone 2, per month (Note 2)	UEAR2	\$29.16	\$22.43	\$19.45	\$32.32	\$30.32	\$24.33	TBD	\$32.53	\$20.79	
RC - Zone 3, per month (Note 2)	UEAR2	\$52.84	\$27.87	\$30.92	\$55.78	\$61.93	\$34.77	TBD	\$43.08	\$27.18	
RC - Zone 4, per month (Note 2)	UEAR2	NA	NA	NA	NA	NA	\$45.88	NA	NA	NA	
NRC - 1st	UEAR2	\$145.46	\$218.96	\$104.17	\$236.75	\$99.69	\$144.01	\$142.97	\$178.12	\$192.97	
NRC - Add'l	UEAR2	\$108.40	\$136.44	\$78.10	\$177.10	\$74.73	\$107.70	\$106.56	\$128.80	\$140.72	
NRC - Disconnect Charge - 1st	UEAR2	\$40.31	\$113.41	NA	NA	\$28.73	\$40.98	NA	NA	NA	
NRC - Disconnect Charge - Add'l	UEAR2	\$26.01	\$20.58	NA	NA	\$18.87	\$26.95	NA	NA	NA	
NRC - Service Order submitted Electronically, per LSR	SOMECE	\$3.50	\$2.75	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	\$3.50	

**BELLSOUTH/KMC Telecom RATES
NETWORK ELEMENTS
AND OTHER SERVICES**

		NRC - Service Order submitted Electronically, per LSR - Disconnect	SOMEK	NA	\$0.42	NA	NA	NA	NA	NA	NA	TBD
		NRC - Service Order submitted Manually, per LSR	SOMAN	NA	\$21.56	NA	\$29.24	NA	NA	NA	NA	\$19.99
		NRC - Service Order submitted Manually, per LSR, Disconnect	SOMAN	NA	\$3.84	NA	\$3.94	NA	NA	NA	NA	TBD
		NRC - Incremental Charge - Manual Service Order - 1st	SOMAN	\$27.37	NA	\$18.94	NA	\$18.14	\$25.52	\$26.94	\$44.42	NA
		NRC - Incremental Charge - Manual Service Order - Add'l	SOMAN	\$12.97	NA	\$8.42	NA	\$8.06	\$11.34	\$12.76	\$13.55	NA
		NRC - Incremental Charge - Manual Service Order - Disconnect	SOMAN	\$17.77	NA	NA	NA	\$11.41	\$26.95	NA	NA	NA
		NRC - Incremental Charge - Order Coordination - Time Specific (per LSR)	OCOCL	\$45.99	\$23.24	\$34.22	36.18 *	\$32.77	\$45.27	\$45.34	\$45.43	34.22*
		* Subject to change pending cost study filings and/or state ordered rates										