

**AMENDMENT  
TO THE  
RESALE AGREEMENT BETWEEN  
UNITY ACQUISITION COMPANY, INC. D/B/A UNITY COMMUNICATIONS AND  
BELL SOUTH TELECOMMUNICATIONS, INC.  
DATED JANUARY 27, 2000**

Pursuant to this Amendment, (the "Amendment") Unity Acquisition Company, Inc. d/b/a Unity Communications ("Unity") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated January 27, 2000 ("Resale Agreement").

WHEREAS, on January 27, 2000 the Parties entered into a Resale Agreement reflecting the name of Unity Acquisition Company, Inc. d/b/a Unity Communications, Inc.

WHEREAS, on April 10, 2000 an amendment to the Resale Agreement was signed by the Parties changing the name of the company to Unity Acquisition Company, Inc. d/b/a Unity Communications.

WHEREAS, the correct name of the company is Unity Acquisition Company, Inc. d/b/a Unity Communications, in the state of Mississippi and Unity Communications, Inc., in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, North Carolina, South Carolina, and Tennessee.

NOW THEREFORE, in consideration of the mutual promises and covenants 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 preamble of the Resale Agreement is hereby deleted in its entirety and replaced with the following language:

**THIS AGREEMENT** is made by and between BellSouth Telecommunications, Inc., ("BellSouth"), a Georgia corporation, and Unity Communications, Inc. (also known in the state of Mississippi as Unity Acquisition Company d/b/a Unity Communications, a Mississippi corporation) ("Unity"), a Delaware corporation, and shall be deemed effective as of January 27, 2000. This Agreement may refer to either BellSouth or Unity or both as a "Party" or "Parties."

2. All of the other provisions of the Resale Agreement shall remain unchanged and in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission 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.

**Unity Communications, Inc. and  
Unity Acquisition Company, Inc.  
d/b/a Unity Communications**

By: Signature on File

Name: Glynn Ingram

Title: President and CEO

Date: 5/5/00

**BellSouth Telecommunications, Inc.**

By: Signature on File

Name: Jerry D. Hendrix

Title: Senior Director

Date: 5/9/00