

**Amendment  
To The  
Resale Agreement Between  
BellSouth Telecommunications, Inc.  
QuantumShift Communications, Inc  
Dated December 6, 2003**

Pursuant to this Amendment, (the "Amendment"), QuantumShift Communications, Inc ("QuantumShift"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated December 6, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and QuantumShift entered into the Agreement on December 6, 2003, and;

WHEREAS, BellSouth and QuantumShift are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

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 Parties agree to delete Section 12 of the General Terms and Conditions and replace it with the following:
  12. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to QuantumShift any entire resale agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Resale Agreement, dated December 6, 2003, shall remain 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 have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

**QuantumShift Communications, Inc**

By: *Kristen Rowe*

By: *Sameer Hilal*

Name: Kristen Rowe

Name: Sameer Hilal

Title: Director

Title: Chief Operating Officer

Date: 10/7/04

Date: 9/27/04