

**Amendment to the Interconnection Agreement
Between
WS Telecom, Inc. d/b/a eXpeTel Communications and
BellSouth Telecommunications, Inc.
Dated 4/19/2003**

This Amendment is entered into by and between WS Telecom, Inc. d/b/a eXpeTel Communications (eXpeTel) and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," to amend that certain Interconnection Agreement between the Parties dated 4/19/2003 ("Interconnection Agreement") to be effective as of the date of the last signature to the amendment.

WHEREAS, WS Telecom, Inc. d/b/a eXpeTel Communications has changed the name of said business to XFone USA, Inc. (XFone), a Mississippi corporation.

WHEREAS, the Parties desire that the Interconnection Agreement be amended to reflect the correct corporate entity name.

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 name of WS Telecom, Inc. d/b/a eXpeTel Communications (eXpeTel) in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with XFone USA, Inc. (XFone).
2. All of the other provisions of the Interconnection Agreement, dated 4/19/2003, 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 Telecommunications Act of 1996.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen E. Rowe

Name: Kristen Rowe

Title: Director

Date: 6/16/05

XFone USA, Inc.

By: Wade Spooner

Name: Wade Spooner

Title: President

Date: 6-15-2005