

**Amendment to the Resale Agreement
by and between BellSouth Telecommunications, Inc.
and Universal Telecom, Inc.**

This Agreement refers to the Resale Agreement ("the Agreement") entered into by Universal Telecom, Inc. ("Universal") and BellSouth Telecommunications, Inc. ("BellSouth") on February 25, 1999. This Amendment ("Amendment") is made by and between Universal and BellSouth and shall be deemed effective on the date executed by Universal and BellSouth.

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, Universal and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. Section 15.1 of the Resale Agreement is hereby deleted in its entirety and replaced with the following new Section 15.1:

15.1 BellSouth shall make available, pursuant to 47 USC § 252 and the FCC rules and regulations regarding such availability, to Universal any interconnection, service, or network element provided under any other agreement filed and approved pursuant to 47 USC § 252. The Parties shall adopt all rates, terms and conditions concerning such other interconnection, service or network element and any other rates, terms and conditions that are interrelated or were negotiated in exchange for or in conjunction with the interconnection, service or network element being adopted. The adopted interconnection, service, or network element and agreement shall apply to the same states as such other agreement and for the identical term of such other agreement.

2. The Parties agree that all other provisions of the Agreement, dated February 25, 1999, shall remain in full force and effect.

3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the Public Service Commission or other regulatory body having jurisdiction over the subject matter of this Amendment, 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.

Universal Telecom, Inc.

BellSouth Telecommunications, Inc.

Signature

Signature

David W. Wigginton
Name

Jerry D. Hendrix
Name

President
Title

Senior Director
Title

12/6/99
Date

12/7/99
Date