

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
MONEYPLACE, LLC AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED JANUARY 15, 2001**

Pursuant to this Amendment to the Resale Agreement between MoneyPlace, LLC and BellSouth Telecommunications, Inc. ("The Amendment"), MoneyPlace, LLC ("Reseller") 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 15, 2001 ("Resale Agreement").

WHEREAS, MoneyPlace, LLC has changed the name of said business to
U-Dial Inc.
d/b/a U-Dial of Tennessee, Inc.
d/b/a U-Dial of Kentucky, Inc.

WHEREAS, the Parties desire that the Resale 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 MoneyPlace, LLC in the Resale Agreement is hereby deleted throughout the Resale Agreement and replaced with
U-Dial Inc.
d/b/a U-Dial of Tennessee, Inc.
d/b/a U-Dial of Kentucky, Inc.
2. All of the other provisions of the Resale Agreement, dated January 15, 2001, 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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

BellSouth Telecommunications, Inc.

MoneyPlace, LLC

By: Signature on File

By: Signature on File

Name: Greg Follensbee

Name: Ellis Falkoff

Title: Senior Director

Title: President

Date: 7/5/01

Date: 6/29/01