

**Amendment to the Agreement
Between
OneTone Telecom, Inc.
and
BellSouth Telecommunications, Inc.
Dated December 18, 2005**

Pursuant to this Amendment, (the "Amendment"), OneTone Telecom, Inc. (OneTone), 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 18, 2005 (Agreement) to be effective after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, BellSouth and OneTone entered into the Agreement on December 18, 2005, and;

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, the Parties hereby covenant and agree as follows:

1. Revise General Terms & Conditions Section 19.1, Notices, to reflect the following information for OneTone Telecom:

OneTone Telecom, Inc.

Primary Contact:

OneTone Telecom, Inc.
c/o Seth Chea/Travis Crane
100 Century Plaza, Suite 9I
Seneca, SC 29672
864.985.1735 ext. 28
864.985.2841 (Cell)
schea@1tone.net

2. All of the other provisions of the Agreement, dated December 18, 2005, shall remain in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal 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: Name: Kristen E. ShoreTitle: DirectorDate: 7/21/06**OneTone Telecom, Inc.**By: Name: Travis T. CraneTitle: Chairman/CEODate: 7-21-06