

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND
QWEST COMMUNICATIONS SERVICES, INC.
DATED AUGUST 4, 2000**

Pursuant to this Amendment to the Resale Agreement between BellSouth Telecommunications, Inc. and Qwest Communications Service, Inc. ("Reseller"), hereinafter referred to collectively as the "Parties," the Parties hereby agree to amend that certain Resale Agreement between them dated August 4, 2000.

WHEREAS, the Resale Agreement contained an administrative error that inadvertently represented "LCI International Telecom Corporation, d/b/a Qwest Communications Services" as "Qwest Communications Services, Inc." The correct name of the Reseller is "LCI International Telecom Corporation, d/b/a Qwest Communications Services," a Delaware corporation.

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 Qwest Communications Services, Inc. is hereby deleted throughout the Resale Agreement and replaced with the following entity name: LCI International Telecom Corporation, d/b/a Qwest Communications Services.
2. All of the other provisions of the Resale Agreement, dated August 4, 2000, 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.

**LCI International Telecom Corporation,
d/b/a Qwest Communications Services**

BellSouth Telecommunications, Inc.

By: signature on file

By: signature on file

Name: Anne M. Curather

Name: Elizabeth R.A. Shiroishi

Title: Senior Director, Industry Affairs

Title: Director-CLEC Negotiations

Date: 11-14-00

Date: 11/15/00