

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
GTE COMMUNICATIONS CORPORATION AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED May 1, 2000**

Pursuant to this Agreement, (the "Amendment") GTE Communications Corporation ("GTE") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated May 1, 2000 ("Resale Agreement").

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. GTE Communications Corporation has changed the name of said business to Verizon Select Services, a Delaware corporation in the state of Kentucky. The Resale Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Resale Agreement, dated May 1, 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.

Verizon Select Services Inc.

BellSouth Telecommunications, Inc.

By: Signature on File

By: Signature on File

Name: Scott Pierce

Name: Jerry Hendrix

Title: Executive Director Alliance Management

Title: Senior Director

Date: 3/05/2001

Date: 3/13/2001