

**Amendment
To The
Resale Agreement Between
BellSouth Telecommunications, Inc.
Basicphone, Inc.
Dated October 27, 2002**

Pursuant to this Amendment, (the "Amendment"), Basicphone, Inc. (Basicphone), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated October 27, 2002 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and Basicphone entered into the Agreement on October 27, 2002, and;

WHEREAS, BellSouth and Basicphone are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

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 Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following:
 13. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to Basicphone any entire resale agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Resale Agreement, dated October 27, 2002, 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 have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen Rowe

Name: Kristen Rowe

Title: Director

Date: 2-8-05

Basicphone, Inc.

By: Chris Koudan

Name: ~~Shari Harris~~ Chris Koudan

Title: Director of Operations

Date: 2-3-05