

**SECOND AMENDMENT
TO THE
AGREEMENT BETWEEN
BEST PRE-PAID TELEPHONE COMPANY, INC.
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 24, 1999**

Pursuant to this Agreement, (the "Amendment"), Best Pre-Paid Telephone Company, Inc. ("Best Pre-Paid"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated August 24, 1999 ("Agreement").

WHEREAS, BellSouth and Best Pre-Paid entered into an Interconnection Agreement on August 24, 1999, 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. The General Terms and Conditions section is hereby amended to delete the following language:

The terms and conditions contained within the General Terms and Conditions were negotiated as a whole and each term and condition within the General Terms and Conditions is interdependent upon the other terms and conditions.

2. All of the other provisions of the Agreement, dated August 24, 1999, shall remain in full force and effect.

3. Either or both of the Parties is 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.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Best Pre-Paid Telephone Company, Inc.

BellSouth Telecommunications, Inc.

By Signature on file

By: Signature on file

Name: Vance R. Martin

Name: Jerry Hendrix

Title: President

Title: Senior Director

Date: 03/15/2000

Date: 04/10/2000