

**AMENDMENT  
TO THE  
RESALE AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
Fair Financial, L.L.C.  
DATED: AUGUST 3, 2003**

Pursuant to this Amendment, (the "Amendment"), Fair Financial, L.L.C., ("Fair Financial"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend the Resale Agreement between the Parties ("Agreement") to be effective on August 3, 2003.

WHEREAS, BellSouth and Fair Financial entered into the Agreement on August 3, 2003, 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 Parties agree to delete Attachment 4 in its entirety and replace it with the new Attachment 4, which is attached hereto and incorporated herein by this reference as Exhibit 1 of this Amendment.
2. The Parties agree to amend the Resale agreement by updating the Notices Section of the General Terms and Conditions by deleting the following:

**Fair Financial, L.L.C., d/b/a MidState Telecommunications**  
Donald M. Estep  
P. O. Box 706  
Madison, TN 37116  
800 794-9711, Ext. 103

and replacing with the following:

**Fair Financial L.L.C., d/b/a MidState Telecommunications**  
Donald Estep  
P.O. Box 552 • 33111 Whitley Court  
Fulshear, Texas 77441  
Telephone: 800-794-9711, Ext. 103

3. All of the other provisions of the Agreement, dated August 3, 2003, shall remain in full force and effect.
4. 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.