

**AMENDMENT  
TO THE  
RESALE AGREEMENT BETWEEN  
NEW SOUTH PHONE CONNECT AND  
BELL SOUTH TELECOMMUNICATIONS, INC.  
DATED FEBRUARY 14, 2000**

Pursuant to this Agreement, (the "Amendment") New South Phone Connect ("Reseller") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated February 14, 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. New South Phone connect has changed the name of said business to AllSouth Phone Connect, A Tennessee corporation. The Resale Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Resale Agreement, dated February 14, 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.

**AllSouth Phone Connect**

**BellSouth Telecommunications, Inc.**

By: Signature on File

By: Signature on File

Name: Gary D. Frazier

Name: Jerry Hendrix

Title: Owner

Title: Senior Director

Date: \_\_\_\_\_

Date: 8/23/00