

**Amendment to
the
Resale Agreement
by and between
BellSouth Telecommunications, Inc.
And
Texas Hometel, Inc. d/b/a
My New Phone
Dated November 29, 1999**

This Agreement refers to the Resale Agreement ("the Agreement") entered into by Texas Hometel, Inc. d/b/a My New Phone ("Texas Hometel") and BellSouth Telecommunications, Inc. ("BellSouth") on November 29, 1999. This Amendment ("Amendment") is made by and between Texas Hometel and BellSouth and shall be deemed effective on the date executed by Texas Hometel and BellSouth.

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, Texas Hometel and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. The Parties hereby agree to delete in its entirety the second "WHEREAS" clause of the General Terms and Conditions of the existing Agreement and replace it with the following:

WHEREAS, Communication Services Integrated, Inc. is an alternative local exchange telecommunications company ("CLEC") authorized or intend to become authorized to provide telecommunications services in the states of Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, and Tennessee; and

2. The Parties agree that all of the other provisions of the Resale Agreement, dated November 29, 1999, shall remain in full force and effect.
3. Either Party is authorized to submit this Amendment to the appropriate regulatory body having jurisdiction over the subject matter of this Amendment, 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.

Texas Hometel, Inc. d/b/a
My New Phone

BellSouth Telecommunications,
Inc.

By: Signature on Original

By: Signature on Original

Name: Keith Carter

Name: Jerry Hendrix

Title: President

Title: Senior Director

Date: 1/26/00

Date: 1/31/00