

**Amendment  
To The  
Resale Agreement Between  
BellSouth Telecommunications, Inc.  
Premier Telecom, Inc.  
Dated July 28, 2004**

Pursuant to this Amendment (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and Premier Telecom, Inc ("Premier"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated July 28, 2004 ("Agreement").

WHEREAS, BellSouth and Premier entered into the Agreement on July 28, 2004, and;

WHEREAS, BellSouth and Premier wish to amend the Agreement to add the states of Alabama, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee;

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 WHEREAS statement in General Terms and Conditions and replace as follows;

WHEREAS, Premier is or seeks to become a CLEC authorized to provide telecommunications services in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee; and

2. The Parties agree to add Section 3.1.2 to Attachment 1 as follows:

3.1.2.1 In Tennessee, if Premier does not resell Lifeline service to any End Users, and if Premier agrees to order an appropriate Operator Services/Directory Assistance block as set forth in BellSouth's General Subscriber Services Tariff, the discount shall be 21.56%.

3.1.2.1 In the event Premier resells Lifeline service to any End User in Tennessee, BellSouth will begin applying the 16% discount rate to all services. Upon Premier and BellSouth's implementation of a billing arrangement whereby a separate Master Account (Q-account) associated with a separate Operating Customer Number (OCN) is established for billing of Lifeline service End Users, the discount shall be applied as set forth in 3.1.2 preceding for the non-Lifeline affected Master Account (Q-account).

3.1.2.2 Premier must provide written notification to BellSouth within 30 days prior to either providing its own operator services/ directory services

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or orders the appropriate operator services/directory assistance blocking, to qualify for the higher discount rate of 21.56%.

3. The Parties agree to add to the rates in Attachment 1, Exhibit E the rates contained in Exhibit 1, attached hereto and incorporated herein by this reference.
4. This Amendment shall be effective thirty (30) days after the date of the last signature executing the Amendment.
5. All of the other provisions of the Resale Agreement, dated July 28, 2004, shall remain in full force and effect.
6. 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 Agreement the day and year written below.

**BellSouth Telecommunications, Inc.**

By: 

Name: Kristen E. Rowe

Title: Director

Date: 2/1/05

**Premier Telecom, Inc**

By: 

Name: IRIS SANTOS

Title: PRESIDENT

Date: 1-28-05



Resale Discounts & Rates - Georgia												Attachment: 1		Exhibit: E	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)				
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
<b>APPLICABLE DISCOUNTS</b>															
	Residence %					20.30									
	Business %					17.30									
	CSAs %					17.30									
<b>OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"</b>															
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.															
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOME C		3.50	0.00	3.50	0.00					
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		19.99	0.00	19.99	0.00					
<b>SELECTIVE CALL ROUTING USING LINE CLASS CODES (SCR-LCC)</b>															
	Selective Routing Per Unique Line Class Code Per Request Per Switch						102.19	61.15	12.68	6.34					
<b>ODUF/EODUF SERVICES</b>															
<b>OPTIONAL DAILY USAGE FILE (ODUF)</b>															
	ODUF: Recording, per message					0.0000068									
	ODUF: Message Processing, per message					0.002167									
	ODUF: Message Processing, per Magnetic Tape provisioned					36.06									
	ODUF: Data Transmission (CONNECT:DIRECT), per message					0.00010856									
<b>ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)</b>															
	EODUF: Message Processing, per message					0.227409									

Resale Discounts & Rates - Kentucky														Attachment: 1		Exhibit: E								
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l												
													Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)						
														First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
APPLICABLE DISCOUNTS																								
	Residence %					16.79																		
	Business %					15.54																		
	CSAs %					15.54																		
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																								
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																								
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOME C		3.50	0.00	3.50	0.00													
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOMAN		19.99	0.00	19.99	0.00													
SELECTIVE CALL ROUTING USING LINE CLASS CODES (SCR-LCC)																								
	Selective Routing Per Unique Line Class Code Per Request Per Switch							93.53	93.53	15.58	15.58													
ODUF/EODUF SERVICES																								
	OPTIONAL DAILY USAGE FILE (ODUF)																							
	ODUF: Recording, per message							0.0000136																
	ODUF: Message Processing, per message							0.002506																
	ODUF: Message Processing, per Magnetic Tape provisioned							35.90																
	ODUF: Data Transmission (CONNECT:DIRECT), per message							0.00010372																
	ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																							
	EODUF: Message Processing, per message							0.235889																

Resale Discounts & Rates - Louisiana														Attachment: 1		Exhibit: E							
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l											
													Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
														First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																							
	Residence %					20.72																	
	Business %					20.72																	
	CSAs %					9.05																	
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																							
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																							
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOME C		3.50	0.00	3.50	0.00												
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOMAN		19.99	0.00	19.99	0.00												
SELECTIVE CALL ROUTING USING LINE CLASS CODES (SCR-LCC)																							
	Selective Routing Per Unique Line Class Code Per Request Per Switch							82.25	82.25														
ODUF/EODUF SERVICES																							
OPTIONAL DAILY USAGE FILE (ODUF)																							
	ODUF: Recording, per message							0.0000117															
	ODUF: Message Processing, per message							0.004641															
	ODUF: Message Processing, per Magnetic Tape provisioned							48.45															
	ODUF: Data Transmission (CONNECT:DIRECT), per message							0.00010568															
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																							
	EODUF: Message Processing, per message							0.250015															

Resale Discounts & Rates - Mississippi												Attachment: 1		Exhibit: E		
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l				
						Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																
			Residence %			15.75										
			Business %			15.75										
			CSAs %			15.75										
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																
			OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only			SOME C		3.50	0.00	3.50	0.00					
			OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only			SOMAN		19.99	0.00	19.99	0.00					
SELECTIVE CALL ROUTING USING LINE CLASS CODES (SCR-LCC)																
			Selective Routing Per Unique Line Class Code Per Request Per Switch					85.19	85.19	14.19	14.19					
ODUF/EODUF SERVICES																
	OPTIONAL DAILY USAGE FILE (ODUF)															
			ODUF: Recording, per message			0.0000063										
			ODUF: Message Processing, per message			0.004707										
			ODUF: Message Processing, per Magnetic Tape provisioned			49.04										
			ODUF: Data Transmission (CONNECT:DIRECT), per message			0.00010669										
	ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)															
			EODUF: Message Processing, per message			0.250424										



Resale Discounts & Rates - North Carolina														Attachment: 1		Exhibit: E							
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l											
													Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)					
														First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																							
	Residence %					21.50																	
	Business %					17.60																	
	CSAs %					17.60																	
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																							
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																							
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOME C		3.50	0.00	3.50	0.00												
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOMAN		19.99	0.00	19.99	0.00												
SELECTIVE CALL ROUTING USING LINE CLASS CODES (SCR-LCC)																							
	Selective Routing Per Unique Line Class Code Per Request Per Switch							188.59															
ODUF/EODUF SERVICES																							
OPTIONAL DAILY USAGE FILE (ODUF)																							
	ODUF: Recording, per message							0.0003															
	ODUF: Message Processing, per message							0.0032															
	ODUF: Message Processing, per Magnetic Tape provisioned							54.61															
	ODUF: Data Transmission (CONNECT:DIRECT), per message							0.00004															
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																							
	EODUF: Message Processing, per message							0.2285406															

Resale Discounts & Rates - South Carolina														Attachment: 1		Exhibit: E									
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l													
													Rec	Nonrecurring		Nonrecurring Disconnect		OSS Rates(\$)							
														First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN		
APPLICABLE DISCOUNTS																									
	Residence %					14.80																			
	Business %					14.80																			
	CSAs %					8.98																			
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																									
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																									
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOME C		3.50	0.00	3.50	0.00														
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOMAN		19.99	0.00	19.99	0.00														
SELECTIVE CALL ROUTING USING LINE CLASS CODES (SCR-LCC)																									
	Selective Routing Per Unique Line Class Code Per Request Per Switch							84.89	84.89	14.14	14.14														
ODUF/EODUF SERVICES																									
OPTIONAL DAILY USAGE FILE (ODUF)																									
	ODUF: Recording, per message							0.0000216																	
	ODUF: Message Processing, per message							0.004704																	
	ODUF: Message Processing, per Magnetic Tape provisioned							48.87																	
	ODUF: Data Transmission (CONNECT:DIRECT), per message							0.00010863																	
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																									
	EODUF: Message Processing, per message							0.258301																	

Resale Discounts & Rates - Tennessee														Attachment: 1		Exhibit: E	
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
						Rec	Nonrecurring First	Add'l	Nonrecurring Disconnect First							Add'l	OSS Rates(\$)
												SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
APPLICABLE DISCOUNTS																	
	Residence %						16.00										
	Business %						16.00										
	CSAs %						16.00										
OPERATIONS SUPPORT SYSTEMS (OSS) - "REGIONAL RATES"																	
NOTE: (1) CLEC should contact its contract negotiator if it prefers the "state specific" OSS charges as ordered by the State Commissions. The OSS charges currently contained in this rate exhibit are the BellSouth "regional" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two regardless if CLEC has a interconnection contract established in each of the 9 states.																	
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOME C		3.50	0.00	3.50	0.00						
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only					SOMAN		19.99	0.00	19.99	0.00						
SELECTIVE CALL ROUTING USING LINE CLASS CODES (SCR-LCC)																	
	Selective Routing Per Unique Line Class Code Per Request Per Switch							179.60	179.60								
ODUF/EODUF SERVICES																	
OPTIONAL DAILY USAGE FILE (ODUF)																	
	ODUF: Recording, per message						0.0000044										
	ODUF: Message Processing, per message						0.002446										
	ODUF: Message Processing, per Magnetic Tape provisioned						35.54										
	ODUF: Data Transmission (CONNECT:DIRECT), per message						0.0000339										
ENHANCED OPTIONAL DAILY USAGE FILE (EODUF)																	
	EODUF: Message Processing, per message						0.229779										