

Amendment to the Resale Agreement
By and Between BellSouth Telecommunications, Inc.
And Georgia National Acceptance Corp d/b/a First Tel
Dated November 7, 1997

This Agreement refers to the Resale Agreement ("the Agreement") entered into by Georgia National Acceptance Corp d/b/a First Tel ("Georgia National Acceptance Corp") and BellSouth Telecommunications, Inc. ("BellSouth") on November 7, 1997. This Amendment ("Amendment") is made by and between Georgia National Acceptance Corp and BellSouth and shall be deemed effective on the date executed by Georgia National Acceptance Corp 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, Georgia National Acceptance Corp and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. The Parties hereby mutually agree to delete Section I.A of the Agreement in its entirety and to replace it with a new section I.A as follows:
 - A. The term of this Agreement shall begin on November 7, 1997, and continue until September 1, 2000, and shall apply to all of BellSouth's serving territory as of January 1, 1997, in the state(s) of Alabama, Florida, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee.
2. All of the other provisions of the Resale Agreement shall remain unchanged and in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the appropriate State Public Service Commissions or other Regulatory Agencies 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.

Georgia National Acceptance Corp

BellSouth Telecommunications, Inc.

On File
Signature

On File
Signature

Jack Connell
Printed Name

Jerry D. Hendrix
Printed Name

President
Title

Sr. Director – Interconnection Services
Title

3/11/00
Date

3/27/00
Date