

AMENDMENT TO  
RESALE AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND PHONERIGHT, LLC  
DATED: June 29, 2000

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and PHONERIGHT, LLC ("PHONERIGHT, LLC") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated July 10, 1998 ("Resale Agreement").

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, BellSouth and PHONERIGHT, LLC hereby covenant and agree as follows:

1. The Resale Agreement dated July 10, 1998 between BellSouth and PHONERIGHT, LLC has hereby been terminated and is no longer of any further effect pursuant to the verbal request received on June 29, 2000 from PHONERIGHT, LLC. Should PHONERIGHT, LLC seek to establish an agreement for Resale or Interconnection with BellSouth at a later date in the future, PHONERIGHT, LLC shall contact BellSouth at that time to initiate the negotiations process for the requested agreement.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

_____ on file _____ BELLSOUTH TELECOMMUNICATIONS, INC.	_____ (Corey Baker) _____ PHONERIGHT, LLC
NAME: <u>Jerry Hendrix</u>	NAME: _____ on file _____
TITLE: <u>Sr. Director – Interconnection Svcs</u>	TITLE: _____ President _____
DATE: _____ 7-13-00 _____	DATE: _____ 7-12-00 _____