## AMENDMENT TO THE

## RESALE AGREEMENT BETWEEN BELLSOUTH TELECOMMUNICATIONS, INC.

## AND QWEST COMMUNICATIONS SERVICES, INC. DATED AUGUST 4, 2000

Pursuant to this Amendment to the Resale Agreement between BellSouth Telecommunications, Inc. and Qwest Communications Service, Inc. ("Reseller"), hereinafter referred to collectively as the "Parties," the Parties hereby agree to amend that certain Resale Agreement between them dated August 4, 2000.

WHEREAS, the Resale Agreement contained an administrative error that inadvertently represented "LCI International Telecom Corporation, d/b/a Qwest Communications Services" as "Qwest Communications Services, Inc." The correct name of the Reseller is "LCI International Telecom Corporation, d/b/a Qwest Communications Services," a Delaware corporation.

WHEREAS, the Parties desire that the Resale Agreement be amended to reflect the correct corporate entity name.

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 name of Qwest Communications Services, Inc. is hereby deleted throughout the Resale Agreement and replaced with the following entity name: LCI International Telecom Corporation, d/b/a Qwest Communications Services.
- 2. All of the other provisions of the Resale Agreement, dated August 4, 2000, shall remain in full force and effect.
- 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.

LCI International Telecom Corporation, d/b/a Qwest Communications Services	BellSouth Telecommunications, Inc.
By: signature on file	By: signature on file
Name: Anne M. Curather	Name: Elizabeth R.A. Shiroishi
Title: Senior Director, Industry Affairs	Title: Director-CLEC Negotiations
Date: 11-14-00	Date: 11/15/00