

AMENDMENT TO
RESALE AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND RGW COMMUNICATIONS, INC.
DATED MAY 16, 1997

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth or Company") and RGW Communications, Inc. ("Reseller") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated May 16, 1997 ("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 RGW Communications, Inc. hereby covenant and agree as follows:

1. The Parties hereby agree that Section VII. L. of the Resale Agreement is deleted in its entirety and replaced with a new Section VII. L. as follows.

"Pursuant to 47 CFR Section 51.617, the Company will bill Reseller end user common line charges identical to the end user common line charges the Company bills its end users."

2. The Parties agree that all of the other provisions of the Resale Agreement, dated May 16, 1997 shall remain in full force and effect.

3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate Commission or other 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.

BELLSOUTH TELECOMMUNICATIONS,
INC.

By: 
Jerry D. Hendrix - Director

DATE: 8/14/98

R GW COMMUNICATIONS, INC.

By: 

DATE: 8-17-98

DOCUMENT NUMBER DATE

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REGISTRATION