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COMMISSION
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October 20, 2004

Mrs. Blanca S. Bayo
Director, Division of Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Re: Approval of Amendment to the Resale Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and QuantumShift Communications, Inc.

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Amendment to Resale Agreement with QuantumShift Communications, Inc.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 222-9380.

Very truly yours,

MM Criser III TRN
Regulatory Vice President

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**Amendment
To The
Resale Agreement Between
BellSouth Telecommunications, Inc.
QuantumShift Communications, Inc
Dated December 6, 2003**

Pursuant to this Amendment, (the "Amendment"), QuantumShift Communications, Inc ("QuantumShift"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated December 6, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and QuantumShift entered into the Agreement on December 6, 2003, and;

WHEREAS, BellSouth and QuantumShift are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

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 Section 12 of the General Terms and Conditions and replace it with the following:
 12. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to QuantumShift any entire resale agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Resale Agreement, dated December 6, 2003, shall remain in full force and effect.
3. 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.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: Kristen Rowe

Name: Kristen Rowe

Title: Director

Date: 10/7/04

QuantumShift Communications, Inc

By: Sameer Hilal

Name: Sameer Hilal

Title: Chief Operating Officer

Date: 9/27/04