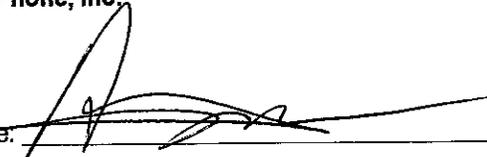


In Witness whereof, the Parties hereto have caused this Amendment to be executed on the date shown below by their respective duly authorized representatives.

Budget Phone, Inc.

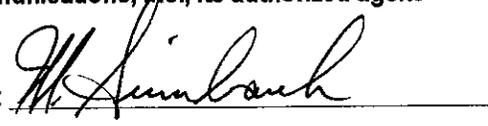
Signature: 

Name: R. Daniel Hyde Jr.
(Print or Type)

Title: President
(Print or Type)

Date: 10-3-03

Wisconsin Bell, Inc. d/b/a SBC Wisconsin by SBC Telecommunications, Inc., its authorized agent

Signature: 

Name: Mike Auinbaur
(Print or Type)

Title: For/ President - Industry Markets

Date: JAN 23 2004

FACILITIES-BASED OCN# 9716

ACNA b9p