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150 South Monroe Street
Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

RECORDS AND REPORTING

May 10, 1999

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

990589-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Empire Communications, Inc. pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Empire Communications, Inc. are submitting to the Florida Public Service Commission their amendment to their negotiated agreement for the purchase of BellSouth's telecommunications services for the purpose of resale to end users by Empire Communications, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-99-0037-FOF-TP issued January 5, 1999 in Docket 981358-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the amendment to the negotiated agreement between BellSouth and Empire Communications, Inc. within 90 days of its submission. The Act provides that the Commission may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity. Both parties aver that neither of these reasons exist as to the agreement they have negotiated and therefore, are very hopeful that the Commission shall approve their amendment.

Very truly yours,

Marshall M. Criser III

Regulatory Vice President

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FPSC-BUREAU OF RECORDS

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FPSC-RECORDS/REPORTING

**Amendment to Resale Agreement
by and between BellSouth Telecommunications, Inc.
and Empire Communications Corp.
dated October 7, 1998**

This Agreement refers to the Resale Agreement ("the Agreement") entered into by Empire Communications Corp. ("Empire") and BellSouth Telecommunications, Inc. ("BellSouth") on October 7, 1998. This Amendment ("Amendment") is made by and between Empire and BellSouth and shall be deemed effective on the date executed by Empire and BellSouth.

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, Empire and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. BellSouth and Empire are entering into this Agreement for the purpose of deleting the table of Operational Support System (OSS) Rates contained in Exhibit A of their existing Agreement in its entirety and replacing it with the new OSS rates as follows:

OPERATIONAL SUPPORT SYSTEMS (OSS) RATES	Electronic Per LSR received from the CLEC by one of the OSS interactive interfaces	Manual Per LSR received from the CLEC by means other than one of the OSS interactive interfaces
OSS Order Charge	\$3.50	\$19.99

Footnote (1): In addition to OSS charges, applicable discounted service order and related charges apply per the tariff.

2. The Parties agree that Empire will incur the mechanized rate for all LSRs, both mechanized and manual, if the percentage of mechanized LSRs to total LSRs exceeds the threshold percentages shown below:

Year	Ratio: Mechanized/Total LSRs
1999	70%
2000	80%
2001	90%

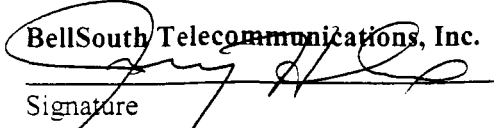
The threshold plan will be discontinued in 2002.

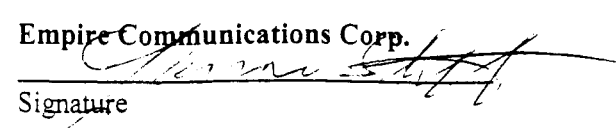
3. The Parties agree that the threshold plan described in Paragraph 2 above may be superceded by an LSR specific process that would apply the mechanized LSR rate to only those manual LSRs, which cannot be submitted over a mechanized system.

4. The Parties agree that all other provisions of the Agreement, dated October 7, 1998, shall remain in full force and effect.

5. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the Public Service 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.

Signature
Jerry D. Hendrix
Name
Director - Interconnection Services
Title
4/21/99
Date

Empire Communications Corp.

Signature
JAMES STILL
Name
SEC. TREAS.
Title
04/14/99
Date