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BellSouth Telecommunications, Inc
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RECORDS AND
REPORTING

Marshall M. Criser III
Regulatory Vice President

June 28, 1999

990841-TP

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

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Choctaw Communications, LLC pursuant to Sections 251 and 252 of the Telecommunications Act of 1996 TX 189

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Choctaw Communications, LLC 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 Choctaw Communications, LLC. The Commission approved the initial agreement between the companies in Order No. PSC-98-0851-FOF-TP issued June 26, 1998 in Docket 980410-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 Choctaw Communications, LLC 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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[Signature]
FPSC BUREAU OF RECORDS

DOCUMENT NUMBER-DATE
07819 JUN 28 99
FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Amendment entered into by and between Choctaw Communications, LLC and BellSouth Telecommunications, Inc., dated June 1, 1999, to the Resale Agreement dated February 23, 1998, for the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment	2
TOTAL	2

06/01/99

**Amendment No. 2 to Resale Agreement
by and between BellSouth Telecommunications, Inc.
and Choctaw Communications, LLC
dated February 23, 1998**

This Agreement refers to the Resale Agreement ("the Agreement") entered into by Choctaw Communications, LLC ("Choctaw") and BellSouth Telecommunications, Inc. ("BellSouth") on February 23, 1998. This Amendment ("Amendment") is made by and between Choctaw and BellSouth and shall be deemed effective on the date executed by Choctaw 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, Choctaw and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. BellSouth and Choctaw 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

In addition to the OSS Charges, applicable discounted service order and related charges apply per the tariff.

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

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

The threshold plan will be discontinued in 2002.

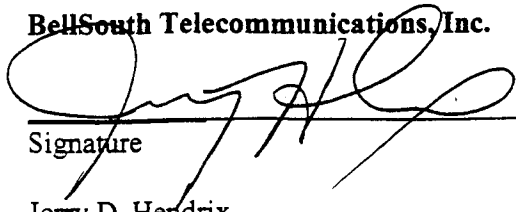
3. The Parties agree that the threshold plan described in Paragraph 2 above may be superceded by an LSR specific process that would apply the electronic LSR rate to only those manual LSRs, which cannot be submitted over a electronic system.

4. The Parties agree that all other provisions of the Agreement, dated February 23, 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

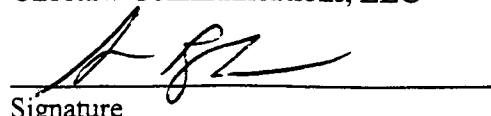
Sr. Director - Interconnection Services

Title

6/1/99

Date

Choctaw Communications, LLC



Signature

Seth L. Black, CPA

Name

Asst. Secretary / CFO

Title

5-24-99

Date