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BellSouth Telecommunications, Inc  
Suite 400  
150 South Monroe Street  
Tallahassee, Florida 32301-1556

850 224-7798  
Fax 850 224-5073

Marshall M. Criser III  
Regulatory Vice President

RECORDS AND  
REPORTING

June 28, 1999

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

990845-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and North American Telephone Network, LLC. pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

TX 259

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and North American Telephone Network, 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 North American Telephone Network, LLC. The Commission approved the initial agreement between the companies in Order No. PSC-99-1175-FOF-TP issued June 8, 1999 in Docket 990469-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 North American Telephone Network, 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]*  
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DOCUMENT NUMBER-DAT

07823 JUN 28 99

FPSC-RECORDS/REPORTING

**ATTACHMENT TO TRANSMITTAL LETTER**

The Amendment entered into by and between North American Telephone Network, LLC, and BellSouth Telecommunications, Inc., dated May 21, 1999, to the Resale Agreement dated March 31, 1999, 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	1
TOTAL	1

**Amendment No. 1 to the Resale Agreement  
By and Between BellSouth Telecommunications, Inc.  
And North American Telephone Network, LLC Dated March 31, 1999**

This Agreement refers to the Resale Agreement ("the Agreement") entered into by North American Telephone Network, LLC ("NATN") and BellSouth Telecommunications, Inc. ("BellSouth") on March 31, 1999. This Amendment ("Amendment") is made by and between NATN and BellSouth and shall be deemed effective on the date executed by NATN 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, NATN and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. Exhibit A of Attachment 1 is hereby amended to include a 9.05% discount rate for Contract Service Arrangements (CSAs) in the state of Louisiana, as ordered by the Louisiana Public Service Commission in Order No. U-22252 (Subdocket D) dated March 22, 1999.
2. All of the other provisions of the Resale Agreement shall remain unchanged and in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the appropriate State Public Service Commissions or other Regulatory Agencies 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.

**North American Telephone Network, LLC**

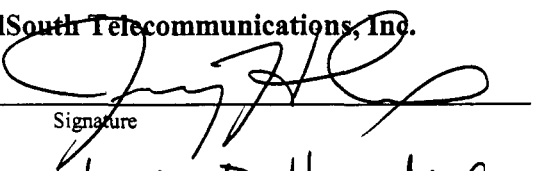
By: X   
Signature

Name: Hans Kasper  
Printed Name

Title: President

Date: 5/19/99

**BellSouth Telecommunications, Inc.**

By:   
Signature

Name: Jerry D. Hendry  
Printed Name

Title: Sr. Director

Date: 5/21/99