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EMBARQ™

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June 3, 2008

FILED ELECTRONICALLY

Ms. Ann Cole
Office of Commission Clerk
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

Re: Docket Number 080012-TP, Master Resale Agreement with Ernest
Communications, Inc. and Embarq Florida, Inc. –Amendment No. 1

Dear Ms. Cole:

Attached please find for approval and filing Amendment No. 1 to the Master Resale Agreement between Embarq and Ernest Communications, Inc., which was approved in Docket Number 080012--TP on April 3, 2008.

If you have any questions on this matter, please contact Roberta Cooper at 850-599-1563.

Sincerely,

Susan S. Masterton

Susan S. Masterton
SENIOR COUNSEL
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**AMENDMENT NO. 1
TO THE MASTER RESALE AGREEMENT FOR THE STATE OF FLORIDA
BETWEEN
EMBARQ FLORIDA, INC. AND ERNEST COMMUNICATIONS, INC.**

Amendment No. 1 made this 12th day of May, 2008, is entered into by and between Ernest Communications, Inc. ("CLEC") and Embarq Florida, Inc. ("Embarq"). Embarq and CLEC are collectively referred herein as the "Parties".

BACKGROUND:

WHEREAS, the Parties entered into a Master Resale Agreement for the state of Florida ("Agreement") on November 20, 2007.

WHEREAS, the Parties wish to amend the Agreement to remove a clause from the agreement:

In consideration of the promises and agreements contained in this Amendment, the Parties hereby agree as follows:

AMENDMENT:

1. The following Section 36.1.1 from the November 20, 2007 Master Resale Agreement is deleted from the agreement:

Voluntary Federal and State Subscriber Financial Assistance Programs. Subsidized local Telecommunications Services are provided to low-income subscribers pursuant to requirements established by the appropriate state regulatory body, and include programs such as Voluntary Federal Subscriber Financial Assistance Program and Link-Up America. Voluntary Federal and State Subscriber Financial Assistance Programs are not Telecommunications Services that are available for resale under this Agreement.


2. Except as modified herein, the terms and conditions of the Parties Agreement shall continue in full force and effect. In the event of a conflict between the rates for the

DS1 and DS3 Dedicated Interoffice Transport in the Agreement and this Amendment, this Amendment shall control.


3. This Amendment No. 1 is executed by authorized representatives of Embarq and CLEC is made a part of and incorporates the terms and conditions of the Agreement.

IN WITNESS WHEREOF, Embarq and CLEC has caused this Amendment No. 1 to be executed by its duly authorized representatives.

"Embarq"

By: 
Name (typed): William E. Cheek
Title: President – Wholesale Markets
Date: 5/22/08

"CLEC"

By: 
Name: Paul Masters
Title: President
Date: 5/12/08