

BellSouth Telecommunications, Inc. 904 224-7798
Suite 400 Fax 904 224-5073
150 South Monroe Street
Tallahassee, Florida 32301-1556

A. M. Lombardo
Regulatory Vice President

October 24, 1997

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

971414-TP

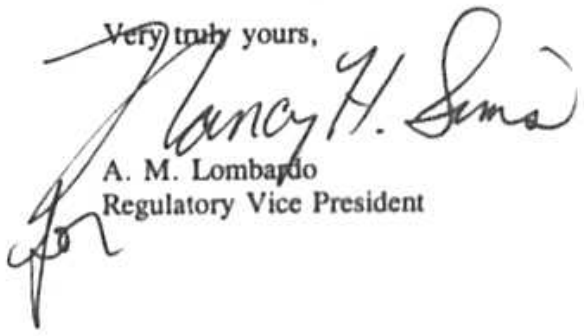
Re: Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and WinStar Telecommunications, Inc. pursuant to Sections 251, 252 and 271 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and WinStar Telecommunications, Inc. are submitting to the Florida Public Service Commission an amendment to their negotiated agreement for the interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to WinStar Telecommunications, Inc. The original agreement was filed on March 24, 1997 in Docket 970366-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and WinStar Telecommunications, 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 agreement.

Very truly yours,


A. M. Lombardo
Regulatory Vice President

DOCUMENT NUMBER - DATE

11021 OCT 24 97

FPSC-RECORDS/REPORTING

**AMENDMENT
TO
MASTER INTERCONNECTION AGREEMENT BETWEEN
WINSTAR TELECOMMUNICATIONS, INC. and
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED AUGUST 22, 1996**

Pursuant to this Agreement (the "Amendment"), WinStar Telecommunications, Inc. ("WinStar") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Master Interconnection Agreement between the Parties dated August 22, 1996 ("Existing Agreement").

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, WinStar and BellSouth hereby covenant and agree as follows:

1. BellSouth will provide, and WinStar will accept and pay for the Super Group trunking arrangement as defined in 2. following.
2. The Super Group trunk group will combine the trunk group(s) terminating BellSouth's local and intralata toll traffic to WinStar and WinStar's terminating local and intralata toll traffic to BellSouth together with the two way trunk group that allows BellSouth to provide an intermediary switching functionality, whereby WinStar can route calls from the network of other CLECs, Interexchange Carriers, Independent Telephone Company, Wireless Carriers, etc., on a single two way trunk group. WinStar will order this trunk group to every access tandem within a LATA. Anything less than each access tandem will require elemental billing.
3. All of the other provisions of the Interconnection Agreement, dated August 22, 1996, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to the Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee Commissions 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

WinStar Telecommunications, Inc.

BellSouth Telecommunications, Inc.

By: 

By: 

Name: Robert G. Berger
Title: Vice President-Regulatory/Legal

Name: Jerry D. Hendrix
Title: Director-Interconnection Services-
Pricing

Date: 10/3/97

Date: 10/03/97