

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

November 24, 1997

ORIGINAL

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

971548-TP

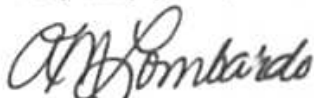
Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and GTE Communications Corp. pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and GTE Communications Corp. 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 GTE Communications Corp. An initial resale agreement between these two parties is already on file with the Commission.

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 GTE Communications Corp. 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,



Regulatory Vice President

(2)

DOCUMENT NUMBER-DATE

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FPSR-RECORDS/REPORTING

AMENDMENT ONE

TO

FLORIDA RESALE AGREEMENT BETWEEN
GTE LONG DISTANCE AND
BELLSOUTH TELECOMMUNICATIONS, INC. DATED SEPTEMBER 1, 1997

Pursuant to this amendment (the "Amendment"), GTE Communications Corporation, formerly known as GTE Card Services d/b/a GTE Long Distance ("GTE") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated September 1, 1997 ("Resale 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, GTE and BellSouth hereby covenant and agree as follows:

1. The Parties agree that the Agreement be modified to change the name of GTE Card Services Incorporated d/b/a GTE Long Distance to GTE Communications Corporation.
2. The Parties agree that all of the other provisions of the Resale Agreement, dated September 1, 1997, shall remain in full force and effect.
3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate state 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.

GTE COMMUNICATIONS CORPORATION

BELLSOUTH TELECOMMUNICATIONS, INC.

By: *Debra R. Covey*

By: *Jerry D. Hendrix*

Name: DEBRA R. COVEY

Name: Jerry D. Hendrix

Title: VICE PRESIDENT
OPERATIONS SUPPORT

Title: Director

Date: 11/2/97

Date: 11/18/97

APPROVED AS TO FORM AND LEGALITY

DUPLICATE ORIGINAL *SJS* Attorney, GTE

Date: 11/5/97