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A M Lombardo
Regulatory Vice President

March 20, 1998

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

780381-TP

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

Dear Ms. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Alltel Mobile Communications, Inc. a Commercial Mobile Radio Service provider, are submitting to the Florida Public Service Commission their second amendment to the negotiated agreement for the interconnection of their networks and the unbundling of specific network elements offered by BellSouth. The amendment was negotiated pursuant to sections 251, 252 and 271 of the Act.

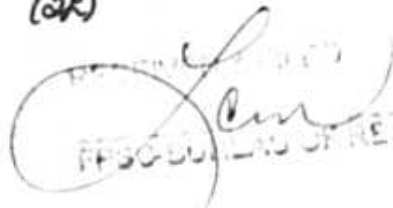
Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated amendment between BellSouth and Alltel Mobile Communications, Inc. within 90 days of its submission. The Commission may only reject such an amendment if it finds that the amendment or any portion of the amendment discriminates against a telecommunications carrier not a party to the amendment or the implementation of the amendment or any portion of the amendment is not consistent with the public interest, convenience and necessity. Both parties represent that neither of these reasons exist as to the amendment they have negotiated and that the Commission should approve their amendment.

Yours very truly,



Regulatory Vice President

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DOCUMENT NUMBER-DATE

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FPSC RECORDS/REPORTING

SECOND AMENDMENT

TO

INTERCONNECTION AGREEMENT BETWEEN
ALLTEL MOBILE COMMUNICATIONS, INC. ("ALLTEL MOBILE") AND BELLSOUTH
TELECOMMUNICATIONS, INC. ("BellSouth")

WHEREAS, pursuant to sections 251 and 252 of the Telecommunications Act of 1996, ALLTEL Mobile and BellSouth entered into an interconnection agreement (the "Agreement") for the rates, terms, and conditions of the exchange of traffic between the parties to be effective March 20, 1997;

WHEREAS, the Agreement was approved by the Alabama Public Service Commission on May 5, 1997, by the Florida Public Service Commission on May 19, 1997, by the Georgia Public Service Commission on July 23, 1997, by the North Carolina Utilities Commission on May 14, 1997, by the South Carolina Public Service Commission on April 17, 1997;

WHEREAS, the Agreement provided for an initial LATA-wide Additive that was included in Type 1 and Type 2A rates, subject to further negotiation by the parties; and

WHEREAS, ALLTEL Mobile and BellSouth have negotiated a final LATA-wide Additive as set forth herein.

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, ALLTEL Mobile and BellSouth hereby covenant and agree as follows:

1. Section V of the Agreement is hereby revised to read as follows:

V. Modification of Rates

The LATA-wide Additive reflected in Attachment B-1 for Type 1 and Type 2A rates is intended to compensate BellSouth for additional transport and other costs associated with transporting and terminating Local Traffic throughout a LATA instead of only within local calling areas as defined by the Commission as of the Effective Date. From the Effective Date until the expiration or termination of the Agreement, the LATA-wide Additive shall be the rate per minute in each state as set forth in Attachment B-1 (Amended). The parties shall make the adjustment, or "true-up" described in the original Section V of the Agreement for the purpose of applying the final LATA-wide Additive back to the Effective Date of the Agreement.

ATTACHMENT B-1(Amended)

CMRS Local Interconnection Rates

Alabama

Type 1 (End Office Switched):	.004709	(Includes LATAwide Additive of .000499)
Type 2A (Tandem Switched):	.004709	(Includes LATAwide Additive of .000499)
Type 2B (Dedicated End Office):	.0017	

Florida

Type 1 (End Office Switched):	.003776	(Includes LATAwide Additive of .000516)
Type 2A (Tandem Switched):	.003776	(Includes LATAwide Additive of .000516)
Type 2B (Dedicated End Office):	.002	

Georgia

Type 1 (End Office Switched):	.004513	(Includes LATAwide Additive of .000533)
Type 2A (Tandem Switched):	.004513	(Includes LATAwide Additive of .000533)
Type 2B (Dedicated End Office):	.00160	

North Carolina

Type 1 (End Office Switched):	.006758	(Includes LATAwide Additive of .000568)
Type 2A (Tandem Switched):	.006758	(Includes LATAwide Additive of .000568)
Type 2B (Dedicated End Office):	.004	

South Carolina

Type 1 (End Office Switched):	.006431	(Includes LATAwide Additive of .000493)
Type 2A (Tandem Switched):	.006431	(Includes LATAwide Additive of .000493)
Type 2B (Dedicated End Office):	.00221	