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**BELLSOUTH**

OCT 29 PM 3:57

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

850 224-7798  
Fax 850 224-5073

A. M. Lombardo  
Regulatory Vice President

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REPORTING

October 29, 1998

981463-TP

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

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Omnicall, Inc. 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 Omnicall, Inc. 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 Omnicall, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-97-1322-FOF-TP issued October 24, 1997 in Docket 970923-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 Omnicall, 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 amendment.

Very truly yours,

*A. M. Lombardo*  
Regulatory Vice President  
(2)

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*[Signature]*  
FPSC-BUREAU OF RECORDS

DOCUMENT # 98-1463-TP

12122 OCT 29 1998

FPSC BUREAU OF RECORDS

AMENDMENT TO  
RESALE AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND OMNICALL INC.  
DATED JULY 14, 1997

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and OmniCall, Inc. ("OmniCall") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated July 14, 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, the Parties hereby covenant and agree as follows:

1. Section IV. 3 of the Resale Agreement is hereby amended to included the appropriate Shared Tenant Service tariff reference, A27, for the states of Alabama, Kentucky, Louisiana, Mississippi and Tennessee.

2. All of the other provisions of the Resale Agreement, dated July 14, 1997 shall remain in full force and effect.

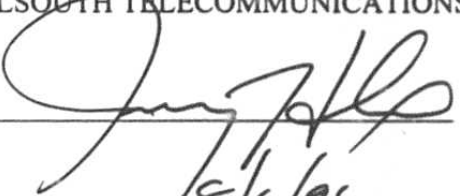
3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate Commission or other regulatory body having jurisdiction over the subject matter of this Amendment, for approval subject to Section 252(e) of the federal Telecommunications Act of 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.

BELLSOUTH TELECOMMUNICATIONS,  
INC.

By: \_\_\_\_\_

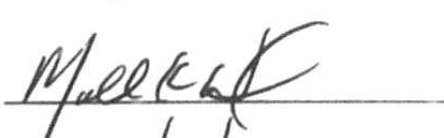
DATE: \_\_\_\_\_

  
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OMNICALL, INC.

By: \_\_\_\_\_

DATE: \_\_\_\_\_

  
8/10/98

DOCUMENT NUMBER - DATE

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