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 **BELLSOUTH**

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

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A. M. Lombardo
Regulatory Vice President

RECORDS AND
REPORTING

November 5, 1998

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

981551-TP

Re: Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Interstate Telephone Group 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 Interstate Telephone Group 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 Interstate Telephone Group. The Commission approved the initial agreement between the companies in Order No. PSC-97-1332-FOF-TP issued October 27, 1997 in Docket 970888-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and Interstate Telephone Group 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,


Regulatory Vice President

(el)

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FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

**AMENDMENT
TO THE
INTERCONNECTION AGREEMENT,
DATED APRIL 15, 1997, BETWEEN
INTERSTATE TELEPHONE GROUP and
BELLSOUTH TELECOMMUNICATIONS, INC.**

Pursuant to this Agreement (the "Amendment"), Interstate Telephone Group ("Interstate") 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 April 15, 1997 ("Interconnection Agreement").

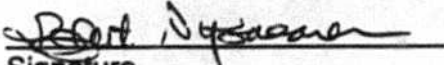
NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Interstate and BellSouth hereby covenant and agree as follows:

1. The Parties agree to eliminate and strike the language of paragraphs 6 and 7 on page 2 in the Amendment effective March 1, 1998, and insert in place thereof the following paragraphs:
 6. The Parties agree that all access traffic shall be billed on an elemental basis at the rates, terms and conditions reflected in the respective companies' Access Service Tariffs, which have been approved by appropriate regulatory bodies.
 7. The Parties agree that all of the other provisions of this Amendment and the Interconnection Agreement, dated April 15, 1997, shall remain in full force and effect.
2. The Parties further agree that either or both of the Parties are authorized to submit this Amendment to the Georgia Public Service Commission, 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.

Interstate Telephone Group

BellSouth Telecommunications, Inc.


Signature


Signature

Robert Nyswaner
Name

Jerry D. Hendrix
Name

CFO
Title

Director - Interconnection Svcs.
Title

9/17/98
Date

9/21/98
Date