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 **BELLSOUTH**

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 23, 1998

981702-TP

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

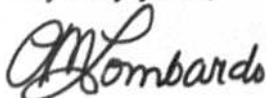
Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Alliance Telecommunications, Inc. pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Alliance Telecommunications, 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 Alliance Telecommunications, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-97-1341-FOF-TP issued October 27, 1997 in Docket 970868-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 Alliance 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 amendment.

Very truly yours,



Regulatory Vice President

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

AMENDMENT TO
RESALE AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND ALLIANCE TELECOMMUNICATIONS, INC.
DATED JUNE 17, 1997

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth or Company") Alliance Telecommunications, Inc. ("Reseller") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated June 17, 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, BellSouth and Alliance Telecommunication, Inc. hereby covenant and agree as follows:

- 1. The Parties hereby agree that Section VII. L. of the Resale Agreement is deleted in its entirety and replaced with a new Section VII. L. as follows.

"Pursuant to 47 CFR Section 51.617, the Company will bill Reseller end user common line charges identical to the end user common line charges the Company bills its end users."

- 2. The Parties agree that all of the other provisions of the Resale Agreement, dated June 17, 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:

Jerry D. Hendrix - Director

DATE:

10/22/98

ALLIANCE TELECOMMUNICATIONS INC.

By:

Devo Rome

DATE:

10/20/98