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BellSouth Telecommunications, Inc. 850 224-7798
Suite 400 Fax 850 224-5073
150 South Monroe Street
Tallahassee, Florida 32301-1556

Marshall M. Criser, III
Regulatory Vice President

RECORDS AND
REPORTING

March 9, 1999

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

990296-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and First Touch, 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 First Touch, 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 First Touch, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-98-1287-FOF-TP issued October 5, 1998 in Docket 980851-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 First Touch, 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,

Marshall M. Criser III

Regulatory Vice President

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DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
FIRST TOUCH, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JUNE 9, 1998**

Pursuant to this Agreement, (the "Amendment") First Touch, Inc. ("First Touch") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated June 9, 1998 ("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. **FIRST TOUCH has changed the name of said contact person and address to:**

Charles Bryant
1036-48 Dunn Avenue
Jacksonville, FL 32218-4867
Phone: 904-757-0997
Fax: 904-757-1819

The Resale Agreement is hereby amended to reflect these changes.

2. All of the other provisions of the Resale Agreement, dated June 9, 1998, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each 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.

FIRST TOUCH, INC.

By: Charles Bryant

Name: Charles Bryant

Title: General Manager

Date: February 9, 1999

BELLSOUTH TELECOMMUNICATIONS, INC.

By: Jerry D. Hendrix

Name: Jerry D. Hendrix

Title: Director

Date: 2/22/99