

RECEIVED-FPSC

**BELLSOUTH**

93 MAR -9 PM 4:32

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

990300-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and African American 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 African American 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 African American Telecommunications, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-99-0406-FOF-TP issued February 25, 1999 in Docket 981996-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 African American 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,

*Marshall M. Criser III*  
Regulatory Vice President

(22) RECEIVED & FILED

*[Signature]*  
FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

03062 MAR-99

FPSC-RECORDS/REPORTING

AMENDMENT  
TO  
THE RESALE AGREEMENT BETWEEN  
AFRICAN AMERICAN TELECOMMUNICATIONS, INC. AND  
BELLSOUTH TELECOMMUNICATIONS, INC.  
DATED December 4, 1998

Pursuant to this Agreement (the "Amendment"), African American Telecommunications, Inc. ("AAT") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to as the "Parties", hereby agree to amend the Resale Agreement between the Parties dated December 4, 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:

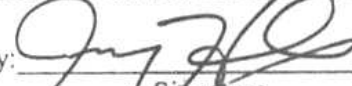
1. The Parties hereby agree that Section I.A of the Resale Agreement is hereby amended by deleting in its entirety Section I.A and replacing it with a new Section I.A as follows:

The term of this Agreement shall be two years beginning December 4, 1998 and shall apply to all of BellSouth's serving territory as of January 1, 1998 in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee; and;

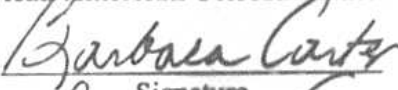
2. All of the other provisions of the Resale Agreement dated December 4, 1998 shall remain unchanged and in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the appropriate State Public Service Commissions or other Regulatory Agencies for approval subject 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:   
Signature  
Name: Jerry D. Hendry  
Printed Name  
Title: Director  
Date: 3/1/99

African American Telecommunications, Inc.

By:   
Signature  
Name: Barbara Carter  
Printed Name  
Title: CEO  
Date: 2/9/99