



BellSouth Telecommunications, Inc 850 224-7798
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150 South Monroe Street
Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

September 15, 1999

991397-TP

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SEP 15 PM 1:48

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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 Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and BlueStar Networks, Inc. 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 BlueStar Networks, Inc. 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 BlueStar Networks, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-99-1676-FOF-TP issued August 30, 1999 in Docket 991114-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and BlueStar Networks, 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 agreement.

Very truly yours,

Marshall M. Criser, III

Regulatory Vice President

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FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The amendment entered into by and between BlueStar Networks, Inc. and BellSouth Telecommunications, Inc., dated August 10, 1999, for the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, South Carolina and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment	1
TOTAL	1

**AMENDMENT
TO THE
AGREEMENT BETWEEN
BLUESTAR NETWORKS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JUNE 30, 1999**

Pursuant to this Agreement, (the "Amendment"), BlueStar Networks, Inc. ("BlueStar"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend the Agreement between the Parties dated June 30, 1999 ("Agreement").

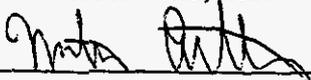
WHEREAS, BellSouth and BlueStar entered into an Agreement dated June 30, 1999 to adopt the e.spire Interconnection Agreement dated July 25, 1996 effective September 1, 1996, and;

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 Agreement is hereby amended to delete the standalone Resale Agreement dated December 20, 1996 in its entirety.
2. All of the other provisions of the Agreement, dated June 30, 1999, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities 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.

BlueStar Networks, Inc.

By: 
Name: Norton Cutler
Title: VP Regulatory
Date: 8/10/99

BellSouth Telecommunications, Inc.

By: 
Name: Jerry Hendrix
Title: Senior Director
Date: 8/12/99