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Marshall M. Criser III
Regulatory Vice President

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RECORDS AND REPORTING

November 3, 1999

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

991671-TP

Re: Docket 991372-TP Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Florida Digital Network, 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 Florida Digital Network, 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 Florida Digital Network, Inc.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and Florida Digital Network, 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
(22)

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**AMENDMENT
TO THE
AGREEMENT BETWEEN
FLORIDA DIGITAL NETWORK, INC.
AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED July 1, 1998**

Pursuant to this Agreement, (the "Amendment"), Florida Digital Network ("FDN"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Agreement between the Parties dated July 1, 1998 (Agreement").

WHEREAS, The Parties entered into an Agreement to adopt in its entirety the MCImetro Access Transmission Services, Inc. ("MCIm") and BellSouth Telecommunications, Inc. ("BellSouth") Interconnection Agreement dated June 3, 1997, and all amendments to said agreement executed and approved by the appropriate state regulatory commission as of the date of the execution of this 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. Attachment 4 (As Amended on July 28, 1999)- The following language is hereby deleted in its entirety:

The rates, terms and conditions contained within this Attachment were negotiated as a whole and each rate, term and condition within the Attachment is interdependent upon the other rates, terms and conditions.

Section 1.1 is amended to include the following:

All the negotiated rates, terms and conditions set forth in this Attachment pertain to collocation and the provisioning of collocation space.

3. All of the other provisions of the Agreement, dated July 1, 1998, shall remain in full force and effect.

4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 253(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.

Florida Digital Network, Inc.

By: [Signature]

Name: Ryan Haard

Title: VP OPS/ENG.

Date: 11/2/99

BellSouth Telecommunications, Inc.

By: [Signature]

Name: Jerry Hendrix

Title: Senior Director

Date: 11/2/99