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150 South Monroe Street  
Tallahassee, Florida 32301-1556

Marshall M. Criser III  
Regulatory Vice President

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November 12, 1999

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

991712-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and U. S. Telco, 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 U. S. Telco, 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 U. S. Telco, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-97-1360-FOF-TP issued October 28, 1997 in Docket 970873-TP. This amendment terminates this agreement.

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 U. S. Telco, 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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**ATTACHMENT TO TRANSMITTAL LETTER**

The Amendment entered into by and between U.S. Telco, Inc. and BellSouth Telecommunications, Inc., dated October 11, 1999, to the Resale Agreement dated June 18, 1997, for the state(s) of Florida and Georgia consists of the following:

ITEM	NO. PAGES
Amendment	1
TOTAL	1


AMENDMENT TO  
RESALE AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND U.S. TELCO, INC.  
DATED JUNE 18, 1997


Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and U.S. Telco, Inc. ("US Telco") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated June 18, 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 US Telco hereby covenant and agree as follows:

1. The Resale Agreement dated June 18, 1997, between BellSouth and US Telco has hereby been terminated and is no longer of any further effect pursuant to the written request received on October 4, 1999, from US Telco. Should US Telco seek to establish an agreement for Resale or Interconnection with BellSouth at a later date in the future, US Telco shall contact BellSouth at that time to initiate the negotiations process for the requested agreement.

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.**  
  
\_\_\_\_\_  
Signature  
Jerry D. Hendrix  
\_\_\_\_\_  
Name  
Sr. Director  
\_\_\_\_\_  
Title  
10/11/99  
\_\_\_\_\_  
Date

**U.S. Telco, Inc.**  
  
\_\_\_\_\_  
Signature  
William E. Brown  
\_\_\_\_\_  
Name  
Secretary + General Counsel  
\_\_\_\_\_  
Title  
10-5-99  
\_\_\_\_\_  
Date