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150 South Monroe Street
Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

December 1, 1999

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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

991792-TP

Re: Docket 991400-TP Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and State Communications, Inc. d/b/a Trivergent Communications, Inc. (FL) 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 State Communications, Inc. d/b/a Trivergent Communications, Inc. (FL) 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 State Communications, Inc. d/b/a Trivergent Communications, Inc. (FL)

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and State Communications, Inc. d/b/a Trivergent Communications, Inc. (FL) 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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**SECOND AMENDMENT
TO
THE INTERCONNECTION AGREEMENT BETWEEN
STATE COMMUNICATIONS, INC. D/B/A TRIVERGENT COMMUNICATIONS, INC. (FL)
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED APRIL 27, 1999**

Pursuant to this Agreement (the "Amendment"), State Communications, Inc. d/b/a TriVergent Communications, Inc. ("TriVergent") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to as the "Parties", hereby agree to amend the Interconnection Agreement between the Parties dated April 27, 1999 ("Interconnection 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 - Physical Collocation, as amended on July 28, 1999, is hereby amended to delete the following language:

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.

2. Section 1.1 of Attachment 4 - Physical Collocation, as amended on July 28, 1999, is hereby amended to include the following language as a new paragraph:

All 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 shall remain unchanged and in full force and effect.

4. 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.

State Communications, Inc. d/b/a
TriVergent Communications, Inc. (FL)

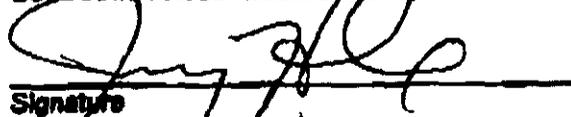

Signature

Hamilton E. Russell, III
Printed Name

VP Regulatory Affairs
Title

11/23/99
Date

BellSouth Telecommunications, Inc.


Signature

Jerry D. Hendrup
Printed Name

Sr. Director
Title

11/29/99
Date