

BellSouth Telecommunications, Inc 850 224-7798
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150 South Monroe Street
Tallahassee, Florida 32301-1556
December 14, 1999

Marshall M. Criser III
Regulatory Vice President

ORIGINAL

RECORDS AND
REPORTING

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991916-TP

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 Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and International Design Group, inc. d/b/a USA Telecom (now USA Telecom, Inc. a Delaware Corporation) 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 International Design Group, inc. d/b/a USA Telecom (now USA Telecom, Inc. a Delaware Corporation) 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 International Design Group, inc. d/b/a USA Telecom (now USA Telecom, Inc. a Delaware Corporation). The Commission approved the initial agreement between the companies in Order No. PSC-98-0862-FOF-TP issued June 30, 1998 in Docket 980398-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 International Design Group, inc. d/b/a USA Telecom (now USA Telecom, Inc. a Delaware Corporation) 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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FPSC-BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

15281 DEC 14 99

FPSC-RECORDS/REPORTING

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN**

**INTERNATIONAL DESIGN GROUP, INC. d/b/a USA TELECOM AND
BELLSOUTH TELECOMMUNICATIONS, INC.**

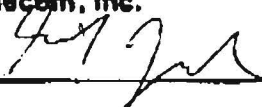
DATED February 17, 1998


Pursuant to this Agreement, (the "Amendment") International Design Group, Inc. d/b/a USA Telecom and BellSouth Telecommunications, Inc., hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated February 17, 1998 ("Resale Agreement").

NOW THEREFORE, in consideration of the mutual promises and covenants 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. International Design Group, Inc. d/b/a USA Telecom has changed the name of said business to USA Telecom, Inc., a Delaware corporation. The Resale Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Resale Agreement, dated February 17, 1998, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission 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.

USA Telecom, Inc.
 By: 
 Name: David Raymond
 Title: President
 Date: November 3, 1999

BellSouth Telecommunications, Inc.
 By: 
 Name: Jerry Hendrix
 Title: Senior Director-Interconnection Services
 Date: 11/3/99