

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

ORIGINAL

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RECORDS AND REPORTING

December 17, 1999

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

991954-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Vast-Tel Communications 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 Vast-Tel Communications 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 Vast-Tel Communications. The Commission approved the initial agreement between the companies in Order No. PSC-98-1120 FOF-TP issued August 24, 1998 in Docket 980617-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 Vast-Tel Communications 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
(28)

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ATTACHMENT TO TRANSMITTAL LETTER

The Agreement entered into by and between Vast-Tel Communications and BellSouth Telecommunications, Inc., dated 11/27/99, for all nine states consists of the following:

ITEM	NO. PAGES
Amendment #4	1
TOTAL	1

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
VAST-TEL COMMUNICATIONS, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED April 27, 1998**

Pursuant to this Agreement, (the "Amendment") VAST-TEL COMMUNICATIONS, INC. ("Reseller") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated 4/27/98 ("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. VAST-TEL COMMUNICATIONS, INC. has changed the name of said business to USA QUICK PHONE, INC., a Texas corporation. The Resale Agreement is hereby amended to reflect the name change.
2. All of the other provisions of the Resale Agreement, dated 4/27/98, 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 QUICK PHONE, INC.

By: *Randell Brooks*
Name: *RANDELL BROOKS*
Title: *PRESIDENT*
Date: *11/18/99*

BellSouth Telecommunications, Inc.

By: *James H. Hendrix*
Name: *James H. Hendrix*
Title: *Sr. Director*
Date: *11/27/99*