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Marshall M. Criser III
Regulatory Vice President

RECORDS AND
REPORTING

February 3, 2000

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

000135-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Universal Telecom, 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 Universal Telecom, 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 Universal Telecom, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-99-0950-FOF-TP issued May 11, 1999 in Docket 990291-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 Universal Telecom, 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

(2/)

DOCUMENT NUMBER-DATE

01567 FEB-38

FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Amendment to the Resale Agreement entered into by and between Universal Telecom Inc. and BellSouth Telecommunications, Inc., dated 12/07/1999, for the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment	1
TOTAL	1

12/08/99

**Amendment to the Resale Agreement
by and between BellSouth Telecommunications, Inc.
and Universal Telecom, Inc.**

This Agreement refers to the Resale Agreement ("The Agreement") entered into by Universal Telecom, Inc. ("Universal") and BellSouth Telecommunications, Inc. ("BellSouth") on February 25, 1999. This Amendment ("Amendment") is made by and between Universal and BellSouth and shall be deemed effective on the date executed by Universal and BellSouth.

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, Universal and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. Section 15.1 of the Resale Agreement is hereby deleted in its entirety and replaced with the following new Section 15.1:

15.1 BellSouth shall make available, pursuant to 47 USC § 251 and the FCC rules and regulations regarding such availability, to Universal any interconnection, service, or network element provided under any other agreement filed and approved pursuant to 47 USC § 252. The Parties shall adopt all rates, terms and conditions concerning such other interconnection, service or network element and any other rates, terms and conditions that are interrelated or were negotiated in exchange for or in conjunction with the interconnection, service or network element being adopted. The adopted interconnection, service, or network element and agreement shall apply to the same rates as such other agreement and for the identical terms of such other agreement.

2. The Parties agree that all other provisions of the Agreement, dated February 25, 1999, shall remain in full force and effect.

3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the Public Service Commission or other regulatory body having jurisdiction over the subject matter of this Amendment, 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.

Universal Telecom, Inc.

David W. Wigginton
Signature

DAVID W. WIGGINTON
Name

PRESIDENT
Title

12/6/99
Date

BellSouth Telecommunications, Inc.

[Signature]
Signature

Larry D. Hendrik
Name

Senior Director
Title

12/7/99
Date