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BellSouth Telecommunications, Inc. 850 224-7798
Suite 400 Fax 850 224-5073
150 South Monroe Street
Tallahassee, Florida 32301-1556

ORIGINAL

Marshall M. Criser III
Regulatory Vice President

February 16, 2000

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

RECEIVED-FPSC
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RECORDS AND REPORTING

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Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Alternative Phone, 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 Alternative Phone, 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 Alternative Phone, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-98-0369-FOF-TP issued February 22, 1999 in Docket 981819-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 Alternative Phone, 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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FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Amendment, made effective 1/26/00, to the Resale Agreement entered into by and between **Alternative Phone, Inc** and BellSouth Telecommunications, Inc., dated 11/2/98, 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

**Amendment to Resale Agreement
by and between BellSouth Telecommunications, Inc.
and Alternative Phone, Inc
dated November 2, 1998**

This Agreement refers to the Resale Agreement ("the Agreement") entered into by Alternative Phone, Inc ("Alternative Phone") and BellSouth Telecommunications, Inc. ("BellSouth") on November 2, 1998. This Amendment ("Amendment") is made by and between Alternative Phone and BellSouth and shall be deemed effective on the date executed by Alternative Phone 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, Alternative Phone and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. BellSouth and Alternative Phone are entering into this Agreement for the purpose of deleting the second 'Whereas' clause at the beginning of the General Terms and Conditions of the Agreement in its entirety and replacing it with the following:

WHEREAS, Alternative Phone is or seeks to become an alternative local exchange telecommunications company authorized to provide telecommunications services in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee; and;

2. The Parties agree that all other provisions of the Agreement, dated November 2, 1998, 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.

BellSouth Telecommunications, Inc.

Signature

Jeffrey D. Hendrix

Name

Director - Interconnection Services

Title

Date

1/26/00

Alternative Phone, Inc

Signature

Charles de Menzes

Name

CEO/COO

Title

Date

1-30-2000