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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

May 5, 2000

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RECORDS AND REPORTING

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

000534-TP

Re: Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and COMPASS Telecommunications, Inc. 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 COMPASS Telecommunications, Inc. 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 COMPASS Telecommunications, Inc. The Commission approved the initial agreement between the companies in Order No. 99-0618-FOF-TP issued April 2, 1999 in Docket 990047-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and COMPASS Telecommunications, 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 agreement.

Very truly yours,

Marshall M. Criser III

Regulatory Vice President
(22)

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FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Agreement entered into by and between COMPASS Telecommunications, Inc. and BellSouth Telecommunications, Inc., dated 04/13/2000, 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 dated 04/13/2000	1
TOTAL	1

04/25/00

**AMENDMENT
TO THE
AGREEMENT BETWEEN
COMPASS TELECOMMUNICATIONS, INC.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED DECEMBER 7, 1998**

Pursuant to this Agreement, (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth"), COMPASS Telecommunications, Inc. ("COMPASS"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 7, 1998 ("Agreement").

WHEREAS, BellSouth and COMPASS entered into an Interconnection Agreement on December 7, 1998, and;

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. The following language from Attachment 4, Physical Collocation is hereby deleted in its entirety:

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 is hereby deleted in its entirety and replaced with the following new Section 1.1:

1.1 Scope of Attachment. The rates, terms, and conditions contained within this Attachment shall only apply when COMPASS is occupying the collocation space as a sole occupant or as a Host pursuant to Section 4.

All the 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, dated December 7, 1998, shall remain in full force and effect.

4. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities 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.

COMPASS Telecommunications, Inc.

By: Andria Allen

Name: Andria Allen

Title: Vice President, Network Ops

Date: 12 April 2000

BellSouth Telecommunications, Inc.

By: Jerry Hendrix

Name: Jerry Hendrix

Title: Senior Director

Date: 4/13/00