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Marshall M. Criser III
Regulatory Vice President

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July 17, 2000

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 DPI Teleconnect, LLC 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 DPI Teleconnect, LLC 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 DPI Teleconnect, LLC. The Commission approved the initial agreement between the companies in Order No. PSC-98-0216-FOF-TP issued February 9, 1999 in Docket 981651-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 DPI Teleconnect, LLC 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 Resale Agreement Amendment to authorize the release of Subscriber Listing Information to Independent Publishers entered into by and between DPI-Teleconnect, LLC. DPI Teleconnect, LLC and BellSouth Telecommunications, Inc., dated 06/14/00, for the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment (SLI to Independent Publishers)	2
TOTAL	2

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FPSC-RECORDS/REPORTING

06/14/00

**AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
DPI TELECONNECT, LLC
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED NOVEMBER 5, 1998**

Pursuant to this Agreement, (the "Amendment"), DPI Teleconnect, LLC ("DPI Teleconnect"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated ("Agreement").

WHEREAS, BellSouth and DPI Teleconnect entered into a Resale Agreement on November 5, 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. Notwithstanding any provision(s) to the contrary, DPI Teleconnect agrees to provide to BellSouth, and BellSouth agrees to accept, DPI Teleconnect's Subscriber Listing Information (SLI) relating to DPI Teleconnect's customers in the geographic area(s) covered by this Resale Agreement. DPI Teleconnect authorizes BellSouth to release all such DPI Teleconnect SLI provided to BellSouth by DPI Teleconnect to qualifying third parties via either license agreement or BellSouth's Directory Publishers Database Service (DPDS), General Subscriber Services Tariff, Section A38.2, as the same may be amended from time to time. Such CLEC SLI shall be intermingled with BellSouth's own customer listings of any other CLEC that has authorized a similar release of SLI. Where necessary, BellSouth will use good faith efforts to obtain state commission approval of any necessary modifications to Section A38.2 of its tariff to provide for release of third party directory listings, including modifications regarding listings to be released pursuant to such tariff and BellSouth's liability thereunder. BellSouth's obligation pursuant to this Section shall not arise in any particular state until the commission of such state has approved modifications to such tariff.
- 1.2 No compensation shall be paid to DPI Teleconnect for BellSouth's receipt of DPI Teleconnect SLI, or for the subsequent release to third parties of such SLI. In addition, to the extent BellSouth incurs costs to modify its systems to enable the release of CLEC's SLI, or costs on an ongoing basis to administer the release of DPI Teleconnect SLI, DPI Teleconnect shall pay to BellSouth its proportionate share of the reasonable costs associated therewith.

- 1.3 BellSouth shall not be liable for the content or accuracy of any SLI provided by DPI Teleconnect under this Agreement. DPI Teleconnect shall indemnify, hold harmless and defend BellSouth from and against any damages, losses, liabilities, demands claims, suits, judgments, costs and expenses (including but not limited to reasonable attorneys' fees and expenses) arising from BellSouth's tariff obligations or otherwise and resulting from or arising out of any third party's claim of inaccurate DPI Teleconnect listings or use of the SLI provided pursuant to this Agreement. BellSouth shall forward to DPI Teleconnect any complaints received by BellSouth relating to the accuracy or quality of DPI Teleconnect listings.
- 1.4 Listings and subsequent updates will be released consistent with BellSouth system changes and/or update scheduling requirements.
2. All of the other provisions of the Agreement, dated November 5, 1998, shall remain in full force and effect.
3. 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.

DPI Teleconnect, LLC

By: 

Name: David M. Pikoff

Title: Chief Operating Officer

Date: 6-13-00

BellSouth Telecommunications, Inc.

By: 

Name: Jerry Hendrix

Title: Senior Director

Date: 6/14/00