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Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

RECORDS AND
REPORTING

October 27, 2000

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

001634-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Ciera Network Systems, 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 Ciera Network Systems, 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 Ciera Network Systems, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-00-0092-FOF-TP issued January 10, 2000 in Docket 991592-TP. This amendment adds the Subscriber List Information.

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 Ciera Network Systems, 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

(22)

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Amendment entered into by and between Ciera Network Systems, Inc. and BellSouth Telecommunications, Inc., dated 09/15/2000, 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	1
Total	1

10/16/00

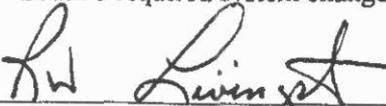
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This amendment is intended to be inserted into the interconnection agreement in the section concerning directory listings:

Release of Subscriber List Information to Independent Publishers

Notwithstanding any provision(s) to the contrary, CIERA NETWORK SYSTEMS, INC. agrees to provide BellSouth, and BellSouth agrees to accept, CIERA NETWORK SYSTEMS, INC.'s Subscriber List Information (SLI) relating to CIERA NETWORK SYSTEMS, INC.'s customers in the geographic area(s) covered by this Interconnection Agreement. CIERA NETWORK SYSTEMS, INC. authorizes BellSouth to release all such CIERA NETWORK SYSTEMS, INC. SLI provided to BellSouth by CIERA NETWORK SYSTEMS, INC. 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 CIERA NETWORK SYSTEMS, INC. SLI shall be intermingled with BellSouth's own customer listings and shall not be differentiated from the BellSouth listings or from the 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 the modification to such tariffs.

No compensation shall be paid to CIERA NETWORK SYSTEMS, INC. for BellSouth's receipt of CIERA NETWORK SYSTEMS, INC. SLI, or for the subsequent release to third parties of such SLI. In addition, to the extent BellSouth incur costs on an ongoing basis to administer the release of CIERA NETWORK SYSTEMS, INC. SLI, CIERA NETWORK SYSTEMS, INC. shall pay to BellSouth its proportionate share of the reasonable costs associated therewith. BellSouth shall not be liable for the content or accuracy of any SLI provided by CIERA NETWORK SYSTEMS, INC. under this Agreement. CIERA NETWORK SYSTEMS, INC. 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 CIERA NETWORK SYSTEMS, INC. listings or use of the SLI provided pursuant to this Agreement. BellSouth shall forward to CIERA NETWORK SYSTEMS, INC. any complaints received by BellSouth relating to the accuracy or quality of CIERA NETWORK SYSTEMS, INC. listings. The Parties shall negotiate the date for initial release of CIERA NETWORK SYSTEMS, INC. listings and subsequent updates. The CIERA NETWORK SYSTEMS, INC. listings and subsequent updates will be released consistent with BellSouth's required system changes and/or scheduling requirements.



Signature of Authorized Representative

RW Livingston

Typed of Printed Name

CEO

Title

ACCEPTED



BellSouth Telecommunications, Inc.