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Tallahassee, Florida 32301-1556

Marshall M. Criser III
Regulatory Vice President

March 12, 2001

010311-TP

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 Interconnection Unbundling and Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and XO Florida, Inc. (f/k/a NEXTLINK Florida, 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 XO Florida, 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 XO Florida, Inc. The Commission approved the initial agreement between the companies in Order No. 98-1324-FOF-TP issued October 12, 1998 in Docket 980886-TP. This amendment replaces the definition of Local Traffic in the Agreement.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and XO Florida, 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
(2#)

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ATTACHMENT TO TRANSMITTAL LETTER

The Amendment entered into by and between XO Florida, Inc. and BellSouth Telecommunications, Inc., dated February 1, 2001 for the state of Florida consists of the following:

ITEM	NO. PAGES
Amendment	2
TOTAL	2

**AMENDMENT
TO THE
AGREEMENT BETWEEN
XO FLORIDA, INC.
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JUNE 23, 1998**

Pursuant to this Agreement, (the "Amendment"), XO Florida, Inc., ("XO"), and BellSouth Telecommunications, Inc., ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated June 23, 1998 ("Agreement").

WHEREAS, BellSouth and XO entered into the Agreement on June 23, 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 Parties hereby delete and replace all references to the definition of Local Traffic as follows:

Local Traffic is defined as any telephone call that originates and terminates in the same LATA and is billed by the originating party as a local call. The Parties have been unable to agree upon whether, pursuant to the FCC's Declaratory Ruling in Docket CC-99-98, Enhanced Service Provider ("ESP") and Information Service Provider ("ISP") traffic should be considered Local Traffic for purposes of this Agreement. Therefore, without prejudice to either Party's position concerning the nature of ESP and ISP traffic, the Parties agree that for purposes of this agreement only, ESP and ISP traffic shall not be deemed Local Traffic in determining compensation to be exchanged between the Parties pursuant to Attachment 3, Section 8 of this Agreement.

2. All of the other provisions of the Agreement, dated June 23, 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.

XO Florida, Inc.

By: 

Name: R. Gerard Salemm

Title: Sr. Vice President

Date: Nov. 17, 2000

BellSouth Telecommunications, Inc.

By: 

Name: Jerry Hendrix

Title: Exec. Senior Director

Date: 2/1/01