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BellSouth Telecommunications, Inc.
Suite 400
150 South Monroe Street
Tallahassee, FL 32301-1556

marshall.criser@bellsouth.com

Marshall M. Criser III
Vice President
Regulatory & External Affairs

850 224 7798
Fax 850 224 5073

COMMISSION
CLERK

November 14, 2001

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

011416-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Annox, 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 Annox, 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 Annox, Inc. . The initial agreement between the companies was filed in Docket 011416-TP, on October 31, 2001, and will be deemed effective by operation of law on January 31, 2002. This amendment extends the term of the current agreement to three (3) years.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting this amendment to the negotiated agreement between BellSouth and Annox, 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, as such this amendment should be deemed effective by operation of law on February 14, 2002.

Very truly yours,

Marshall M. Criser III

Regulatory Vice President (KA)

[Signature]
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FPSC-COMMISSION CLERK

**AMENDMENT
TO THE
AGREEMENT BETWEEN
Annox, Inc.
AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED October 4, 2001**

Pursuant to this Amendment, (the "Amendment"), Annox, Inc. ("Annox"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated October 4, 2001 ("Agreement").

WHEREAS, BellSouth and Annox, Inc. entered into the Agreement on October 4, 2001 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. Term of the Agreement, Section 2.1 is hereby amended to three (3) years.
2. All of the other provisions of the Agreement, dated October 4, 2001, 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.

ANNOX, INC.

By: 

Name: Dominick Marchitto

Title: President

Date: 10/26/01

BellSouth Telecommunications, Inc.

By: 

Name: G. R. Follensbee

Title: Senior Director

Date: 10/26/01