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BellSouth Telecommunications, Inc.
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Tallahassee, FL 32301-1556

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COMMISSION
CLERK

Marshall M. Criser III
Vice President
Regulatory & External Affairs

850 224 7798
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March 7, 2002

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

020196-TP

Re: Approval of Amendment to the Adopted Interconnection, Unbundling, Resale, and Collocation Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and ALEC, 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 ALEC, 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 ALEC, Inc.. The initial agreement between the companies was filed in 011215-TP, on September 25, 2001, and was deemed effective by operation of law on December 26, 2001. This Amendment terminates this agreement..

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 ALEC, 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 agree that neither of these reasons exists as to the agreement they have negotiated and therefore, as such this amendment should be deemed effective by operation of law on June 7, 2002.

Very truly yours,

Marshall M. Criser III

Regulatory Vice President (KA)

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DOCUMENT NUMBER-DATE

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ATTACHMENT TO TRANSMITTAL LETTER

The Amendment entered into by and between ALEC, Inc. and BellSouth Telecommunications, Inc., dated January 5, 2002 for the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment	2
TOTAL	2

**Amendment to the Agreement
between BellSouth Telecommunications, Inc.
and
ALEC, Inc.
dated April 24, 2000**

Pursuant to this Amendment, (the "Amendment"), ALEC, Inc. ("ALEC"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Agreement between the Parties dated April 24, 2000, as amended by that certain Amendment to The Interconnection Agreement between ALEC and BellSouth dated September 14, 2000, as further amended by that certain Amendment to the Interconnection Agreement between ALEC and BellSouth dated January 25, 2001, as further amended by that certain Amendment to the Interconnection Agreement between ALEC and BellSouth dated May 10, 2001, and as further amended by that certain Amendment to Agreement between BellSouth and ALEC dated July 25, 2001, as further amended by that certain Amendment to the Agreement between BellSouth and ALEC dated October 1, 2001, as further amended by that certain Amendment to the Agreement between BellSouth and ALEC dated December 10, 2001 (the "Agreement").

WHEREAS, the Parties desire to amend certain provisions of the Agreement

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. In consideration for the Parties' agreement on a specific interconnection arrangement in Kentucky, the term of the Agreement shall be from the effective date above and shall terminate on August 11, 2002.
2. All of the other provisions of the Agreement, dated April 24, 2000, 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.

ALEC, Inc.


Signature

Philip V. Patete
Name

Chief Technical Officer
Title

12-24-01
Date

BellSouth Telecommunications, Inc.


Signature

G.R. Follensbee
Name

Senior Director
Title

1-5-02
Date