

December 9, 2002

Susan S. Masterton Attorney

Law/External Affairs

Post Office Box 2214
1313 Blair Stone Road
Tallahassee, FL 32316-2214
Mailstop FLTLH00107
Voice 850 599 1560
Fax 850 878 0777
susan.masterton@mail.sprint.com

Ms. Blanca S. Bayó, Director Division of the Commission Clerk & Administrative Services Florida Public Service Commission 2540 Shumard Oak Boulevard Tallahassee, Florida 32399-0850

02/224-TP

RE: Notice of Adoption of Source One Communications, Inc. d/b/a Quick Connects and Sprint-Florida, Incorporated Master Resale Agreement by ReTel Communications Inc.

Dear Ms. Bayó:

Sprint-Florida, Incorporated hereby provides notice to the Florida Public Service Commission of the adoption by ReTel Communications Inc. of the Master Resale Agreement for the State of Florida entered into by Source One Communications, Inc. d/b/a Quick Connects and Sprint-Florida, Incorporated which was filed with the Commission on June 6, 2002 in Docket No. 020492-TP

ReTel Communications Inc. is adopting the agreement as provided by Section 252(i) of the Telecom Act of 1996.

Enclosed is the original signed and two (2) copies of the agreement between Sprint-Florida, Incorporated and ReTel Communications Inc. for your records.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact my assistant Teresa Harless at (850) 599-1563.

Sincerely,

CC:

Susan S. Masterton

Martin Thompson

ReTel Communications, Inc.

Shows. moting

101 Queens Circle

Panama City, Florida 32405

Phone: 850-527-1024

Enclosure

INTERCONNECTION AND RESALE AGREEMENT

This Interconnection and Resale Agreement ("Agreement"), dated November 8th, 2002, is entered into by between ReTel Communications Inc., a Florida corporation ("CLEC"), and Sprint – Florida, Incorporated, a Florida corporation, ("Sprint") to establish the rates, terms and conditions for local resale for the state of Florida. (Sprint and CLEC may be referred to individually as a "Party" and collectively as the "Parties").

NOW THEREFORE, the Parties agree as follows:

1. INTERCONNECTION AND RESALE AGREEMENT

The Parties agree that the Agreement between the Parties shall consist of the Source One Communications, Inc. d/b/a Quick Connects dated April 18, 2002 (the "Adopted Agreement").

All services provided under this Agreement will be consistent with the decisions of courts having jurisdiction over this Agreement, including but not limited to the decisions of the Court of Appeals and the United States Supreme Court.

2. PARTIES:

CLEC is hereby substituted in the Adopted Agreement for Source One Communications, Inc. d/b/a Quick Connects and Sprint shall remain as the other Party to the Adopted Agreement. Except as modified herein, the Agreement shall in all other respects reflect the same terms as the Adopted Agreement.

3. TERM:

This Agreement shall have a termination date of April 17, 2004 which corresponds with the termination date of the Adopted Agreement.

4. NOTICES:

Except as otherwise provided, all notices and other communication hereunder shall be deemed to have been duly given when made in writing and delivered in person or deposited in the United States mail, certified mail, postage paid, return receipt requested and addressed as follows:

If to CLEC:

Mr. S. Martin Thompson ReTel Communications, Inc.

PO Box 15577

Panama City, FL 32406

With a copy to:

Ms. Tanya Duke

ReTel Communications, Inc

PO Box 15577

Panama City, FL 32406

Panama City, FL 32406

Sprint

Director - Local Carrier Markets

Mailstop: KSOPHM0310-3A453 Overland Park, KS 66251

6480 Sprint Parkway

Field Service Manager

FLAPKA0202-2265 555 Lake Border Drive Apopka, FL 32703-5815

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be

To Sprint:

Copy to:

executed by their duly respective authorized representatives.	
ReTel Communications Inc.	Sprint – Florida, Incorporated
By: M.M.	By: wuh Elle
Name: Sven Martin Thompson	Name: William E. Cheek
Title: President	Title: President - Sales & Acct. Mgmt.
Date:	Date: