

BELLSOUTH

Bellsouth Telecommunications, Inc.

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Marshall M. Criser III

Vice President
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April 4, 2005

Mrs. Blanca S. Bayo

Director, Division of Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

050234-TP

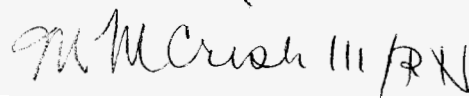
Re: Approval of Amendment to the Resale Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and American Phone Services, Corp.

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Amendment to Resale Agreement with American Phone Services, Corp.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 222-9380.

Very truly yours,



Regulatory Vice President

DOCUMENT NUMBER-DATE

03306 APR-4 2005

FPSC-COMMISSION CLERK

**Amendment
To The
Resale Agreement Between
BellSouth Telecommunications, Inc.
American Phone Services, Corp.
Dated August 30, 2003**

Pursuant to this Amendment, (the "Amendment"), American Phone Services, Corp. (American Phone), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated August 30, 2003 ("Agreement") to be effective 30 (thirty) days after the of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and American Phone entered into the Agreement on August 30, 2003, and;

WHEREAS, BellSouth and American Phone are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No. 01-338, issued on July 13, 2004;

NOW THEREFORE, in consideration of the mutual promises and covenants 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 agree to delete Section 12 of the General Terms and Conditions and replace it with the following:
 12. Pursuant to 47 USC § 252(i) and 47 C.F.R. § 51.809, BellSouth shall make available to American Phone any entire resale agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted.
2. All of the other provisions of the Resale Agreement, dated August 30, 2003, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Kristen Rowe

Title: Director

Date: 3/23/05

American Phone Services, Corp.

By: 

Name: Riccardo Ferranti

Title: President

Date: 3-17-2005