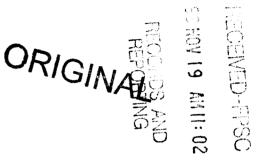


BellSouth Telecommunications, Inc Suite 400 150 South Monroe Street Tallahassee, Florida 32301-1556 850 224-7798 Fax 850 224-5073 Marshall M. Criser III
Regulatory Vice President

November 19, 1999

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



Re: Docket 991561-TP Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and AL-CALL, 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 AL-CALL, 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 AL-CALL, Inc.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and AL-CALL, 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.

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SECOND AMENDMENT THE INTERCONNECTION AGREEMENT BETWEEN AL-CALL, INC. BELLSOUTH TELECOMMUNICATIONS, INC. DATED FEBRUARY 2, 1999

Pursuant to this Agreement (the "Amendment"), Al-Call, Inc. ("Al-Call") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to as the "Parties". hereby agree to amend the Interconnection Agreement between the Parties dated February 2, 1999 ("Interconnection 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. Attachment 4 - Physical Collocation, as amended on September 9, 1999, is hereby amended to delete the following language:

> The rates, terms and conditions contained within this Attachment were negotiated as a whole and each rate, term and condition within the Attachment is interdependent upon the other rates, terms and conditions.

2. Section 1.1 of Attachment 4 - Physical Collocation, as amended on September 9, 1999, is hereby amended to include the following language as a new paragraph:

> All negotiated rates, terms and conditions set forth in this Attachment pertain to collocation and the provisioning of collocation space.

- 3. All of the other provisions of the Agreement shall remain unchanged and in full force and effect.
- 4. Either or both of the Parties is authorized to submit this Amendment to the appropriate State Public Service Commissions or other Regulatory Agencies 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.

Al-Cali, Inc.	BellSouth Telecommunications, Mc.
Destavs	La pung Alexander
Signature	Signature
GREG DAVIS	Printed Name / D. Hendry
Printed Name	Printed Name (
V.P. OF BARTIONS	Sr. Director
Title	Title
1/12/99	11/18/99
Date	Date

STATE OF FLORIDA

Commissioners:
JOE GARCIA, CHAIRMAN
J. TERRY DEASON
SUSAN F. CLARK
JULIA L. JOHNSON
E. LEON JACOBS, JR.



DIVISION OF RECORDS & REPORTING BLANCA S. BAYÓ DIRECTOR (850) 413-6770

Public Service Commission

October 14, 1999

Marshall M. Criser III, Regulatory Vice President BellSouth Telecommunications, Inc. 150 South Monroe Street, Suite 400 Tallahassee, Florida 32301-1556

Re: Docket No. 991561-TP

Dear Mr. Criser:

This will acknowledge receipt of a request by BellSouth Telecommunications, Inc. for approval of amendment to interconnection, unbundling, and resale agreement with Al-Call, Inc., which was filed in this office on October 11, 1999 and assigned the above-referenced docket number. Appropriate staff members will be advised.

Mediation may be available to resolve any dispute in this docket. If mediation is conducted, it does not affect a substantially interested person's right to an administrative hearing. For more information, contact the Office of General Counsel at (850) 413-6078 or FAX (850) 413-6079.

Division of Records and Reporting Florida Public Service Commission