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 **BELLSOUTH**

BellSouth Telecommunications, Inc.
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Tallahassee, Florida 32301-1556

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Marshall M. Criser III
Regulatory Vice President

00 FEB -4 PM 4:37
RECORDS AND
REPORTING

February 4, 2000

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

000146-TP


Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and The Other Phone Company, Inc. d/b/a OmniCall, Inc. pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and The Other Phone Company, Inc. d/b/a OmniCall, Inc. are submitting to the Florida Public Service Commission their amendment to their negotiated agreement for the purchase of BellSouth's telecommunications services for the purpose of resale to end users by The Other Phone Company, Inc. d/b/a OmniCall, Inc. The Interconnection agreement was filed December 14, 1999 in Docket 991921-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the amendment to the negotiated agreement between BellSouth and The Other Phone Company, Inc. d/b/a OmniCall, 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 amendment.

Very truly yours,


Regulatory Vice President
(2)

DOCUMENT NUMBER-DATE

01635 FEB-48

FPSC-RECORDS/REPORTING

ATTACHMENT TO TRANSMITTAL LETTER

The Amendment entered into by and between The Other Phone Company, Inc. d/b/a OmniCall, Inc. and BellSouth Telecommunications, Inc., dated 12/07/1999, for the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee consists of the following:

ITEM	NO. PAGES
Amendment	2
TOTAL	2

12/09/99

ATTACHMENT TO TRANSMITTAL LETTER

The Amendment entered into by and between The Other Phone Company, Inc. d/b/a OmniCall, Inc. and BellSouth Telecommunications, Inc., dated 12/07/1999, for the state(s) of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee consists of the following:

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12/09/99

**AMENDMENT TO THE
RESALE AGREEMENT BETWEEN
THE OTHER PHONE COMPANY, INC. D/B/A OMNICALL, INC.
and
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED NOVEMBER 11, 1999.**

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and The Other Phone Company, Inc. d/b/a OmniCall, Inc. ("OmniCall"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated November 11, 1999 ("Resale 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, BellSouth and OmniCall hereby covenant and agree as follows:

1. The Parties hereby agree that Attachment 1, Exhibit B is hereby deleted and replaced with the following new Exhibit B which affirms that promotions less than 90 days are not available for resale in the state of North Carolina:

Type of Service	AL		FL		GA		KY		LA	
	Resale?	Discount?	Resale?	Discount?	Resale?	Discount?	Resale?	Discount?	Resale?	Discount?
1. Grandfathered Services (Note 1)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2. Contract Service Arrangements	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Promotions - > 90 Days (Note 2)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Promotions - < 90 Days (Note 2)	Yes	No	Yes	No	Yes	No	No	No	Yes	No
5. Lifeline/Link Up Services	Yes	Yes	Yes	Yes	Yes	Yes	Note 4	Note 4	Yes	Yes
6. 911/E911 Services	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	No
7. N11 Services	Yes	Yes	Yes	Yes	Yes	Yes	No	No	No	No
8. AdWatch SM Svc (See Note 5)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
9. MemoryCall SM Service	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
10. Mobile Services	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
11. Federal Subscriber Line Charges	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
12. Non-Recurring Charges	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
13. End User Line Charge - Number Portability	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
14. Public Telephone Access Service (PTAS)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Type of Service	MS		NC		SC		TN			
	Resale?	Discount?	Resale?	Discount?	Resale?	Discount?	Resale?	Discount?		
1. Grandfathered Services (Note 1)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes		
2. Contract Service Arrangements	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes		
3. Promotions - > 90 Days (Note 2)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Note 3		

4. Promotions - < 90 Days (Note 2)	Yes	No	No	No	Yes	No	No	No
5. Lifeline/Link Up Services	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6. 911/ESL Services	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
7. NI Services	Yes	Yes	Yes	Yes	No	No	Yes	Yes
8. AdWatch SM Service (See Note 6)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
9. Memory-Call SM Services	Yes	No	Yes	No	Yes	No	Yes	No
10. Mobile Services	Yes	No	Yes	No	Yes	No	Yes	No
11. Federal Subscriber Line Charges	Yes	No	Yes	No	Yes	No	Yes	No
12. Non-Recurring Charges	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No
13. End User Line Charge - Number Portability	Yes	No	Yes	No	Yes	No	Yes	No
14. Public Telephone Access Service (PTAS)	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes

Applicable Notes:

1. Grandfathered services can be resold only to existing subscribers of the grandfathered service.
2. Where available for resale, promotions will be made available only to end users who would have qualified for the promotion had it been provided by BellSouth directly.
3. In Tennessee, long-term promotions (offered for more than ninety (90) days) may be obtained at one of the following rates:
 - (a) the stated tariff rate, less the wholesale discount;
 - (b) the promotional rate (the promotional rate offered by BellSouth will not be discounted further by the wholesale discount rate).
4. Lifeline/Link Up services may be offered only to those subscribers who meet the criteria that BellSouth currently applies to subscribers of these services as set forth in Sections A3 and A4 of the BellSouth General Subscriber Services Tariff.
5. Some of BellSouth's local exchange and toll telecommunications services are not available in certain central offices and areas.
6. AdWatchSM Service is defined as BellSouthSM ADN Virtual Number Call Detail Service.

2. The Parties agree that all of the other provisions of the Resale Agreement, dated November 11, 1998 shall remain in full force and effect.

3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate Commission or other regulatory body having jurisdiction over the subject matter of this Amendment, for approval subject to Section 252(a) 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.

The Other Phone Company
d/b/a/ OmniCall, Inc.

BellSouth Telecommunications, Inc.

By: [Signature]

By: [Signature]

Name: Ken Basilio

Name: Jerry D. Hendrix

Title: CEO

Title: Senior Director

Date: 12-6-99

Date: 12/7/99