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Tallahassee, Florida 32301-1556

A M Lombardo
Regulatory Vice President

February 6, 1998

480 701-117

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

Re: Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and BellSouth Cellular Corp. 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 BellSouth Cellular Corp. 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 BellSouth Cellular Corp. The original agreement was filed on March 7, 1997 in Docket 970286-TP.

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

Very truly yours,


Regulatory Vice President

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FPSC BUREAU OF RECORDS

DOCUMENT FILED
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FEB-68

THIRD AMENDMENT

TO

**INTERCONNECTION AGREEMENT BETWEEN
BELLSOUTH CELLULAR CORP. AND BELLSOUTH TELECOMMUNICATIONS, INC.**

WHEREAS, pursuant to sections 251 and 252 of the Telecommunications Act of 1996, BellSouth Cellular Corp. and BellSouth Telecommunications, Inc. entered into an interconnection agreement (the "Agreement") for the rates, terms, and conditions of the exchange of traffic between the parties to be effective January 1, 1997;

WHEREAS, the Agreement was approved by the Alabama Public Service Commission on May 5, 1997; by the Florida Public Service Commission on May 19, 1997; by the Georgia Public Service Commission on May 27, 1997; by the Kentucky Public Service Commission on April 9, 1997; by the Louisiana Public Service Commission on June 10, 1997; by the Mississippi Public Service Commission on April 29, 1997; and as filed with the Tennessee Regulatory Authority;

WHEREAS, the Agreement provided for an initial LATA-wide Additive that was included in Type 1 and Type 2A rates, subject to further negotiation by the parties; and

WHEREAS, BellSouth Cellular Corp. and BellSouth Telecommunications Inc. have negotiated a final LATA-wide Additive as set forth herein.

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 Cellular Corp. and BellSouth Telecommunications, Inc. hereby covenant and agree as follows:

- 1. Section V of the Agreement is hereby revised to read as follows:

V. Modification of Rates

The LATA-wide Additive reflected in Attachment B-1 for Type 1 and Type 2A rates is intended to compensate BellSouth for additional transport and other costs associated with transporting and terminating Local Traffic throughout a LATA instead of only within local calling areas as defined by the Commission as of the Effective Date. From the Effective Date until the expiration or termination of the Agreement, the LATA-wide Additive shall be the rate per minute in each state as set forth in Attachment B-1 (Amended). The parties shall make the adjustment, or "true-up" described in the original Section V of the Agreement for the purpose of applying the final LATA-wide Additive back to the Effective Date of the Agreement.

DOCUMENT NUMBER DATE

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REGISTRATION UNIT

2. Attachment B-1 of the Agreement is hereby revised and replaced with Attachment B-1 (Amended) appended hereto and made a part hereof.

3. The parties agree that except as specifically modified by this Amendment all other provisions of the Agreement shall remain in full force and effect.

4. The parties further agree that either or both of the parties is authorized to submit this Amendment to the Commission or other regulatory body having jurisdiction over the subject matter of this Amendment for approval subject to Section 252(e) of the 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.

BellSouth Cellular Corp.

By: *PS McAllister*

DATE: *12/24/97*

BellSouth Telecommunications, Inc.

By: *[Signature]*

DATE: *12/16/97*

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ATTACHMENT B-1(Amended)

CMRS Local Interconnection Rates
(All rates are Per Minute of Use)

Alabama

Type 1 (End Office Switched): .004709 (Includes LATAwide Additive of .000499)
Type 2A (Tandem Switched): .004709 (Includes LATAwide Additive of .000499)
Type 2B (Dedicated End Office): .0017

Florida

Type 1 (End Office Switched): .003776 (Includes LATAwide Additive of .000516)
Type 2A (Tandem Switched): .003776 (Includes LATAwide Additive of .000516)
Type 2B (Dedicated End Office): .002

Georgia

Type 1 (End Office Switched): .004513 (Includes LATAwide Additive of .000533)
Type 2A (Tandem Switched): .004513 (Includes LATAwide Additive of .000533)
Type 2B (Dedicated End Office): .00160

Kentucky

Type 1 (End Office Switched): .005273 (Includes LATAwide Additive of .000643)
Type 2A (Tandem Switched): .005273 (Includes LATAwide Additive of .000643)
Type 2B (Dedicated End Office): .002562

Louisiana

Type 1 (End Office Switched): .003730 (Includes LATAwide Additive of .000566)
Type 2A (Tandem Switched): .003730 (Includes LATAwide Additive of .000566)
Type 2B (Dedicated End Office): .001599

Mississippi

Type 1 (End Office Switched): .009104 (Includes LATAwide Additive of .000704)
Type 2A (Tandem Switched): .009104 (Includes LATAwide Additive of .000704)
Type 2B (Dedicated End Office): .0026

Tennessee

Type 1 (End Office Switched): .003767 (Includes LATAwide Additive of .000497)
Type 2A (Tandem Switched): .003767 (Includes LATAwide Additive of .000497)
Type 2B (Dedicated End Office): .0019