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 **BELLSOUTH**

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A. M. Lombardo
Regulatory Vice President

RECORDS AND
REPORTING

December 10, 1998

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

981843-TP

Re: Docket 981358-TP Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Empire Communications, 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 Empire Communications, 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 Empire Communications, Inc.

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 Empire Communications, 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

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DOCUMENT NUMBER - DATE

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FPSC-RECORDS/REPORTING

AMENDMENT TO
RESALE AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND EMPIRE COMMUNICATIONS, INC.
DATED OCTOBER 7, 1998

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth or Company") and Empire Communications, Inc. ("Empire") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated October 2, 1998 ("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 Empire hereby covenant and agree as follows:

1. The parties hereby agree that Section VIII.A of the Resale Agreement is amended by inserting the following sentence as Subsection 6 at the end of Section VIII.A

BellSouth may disconnect and reuse facilities when the facility is in a denied state and BellSouth has received an order to establish new service or transfer of service from a customer or a customer's CLEC at the same address served by the denied facility.

2. The Parties agree that all of the other provisions of the Resale Agreement, dated October 7, 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(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

BELLSOUTH TELECOMMUNICATIONS, INC.

EMPIRE COMMUNICATIONS, INC.

By: On File
Jerry D. Hendrix - Director

By: On File
D. Chris Cedrone - President

DATE: 10/13/98

DATE: 10/19/98