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BELLSOUTH

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BellSouth Telecommunications, Inc. 850 224-7798
Suite 400 Fax 850 224-5073
150 South Monroe Street
Tallahassee, Florida 32301-1566

Marshall M. Criser, III
Regulatory Vice President

RECORDS AND
REPORTING

March 1, 1999

990235-TP

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 Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Quintelco, Inc. pursuant to Sections 251 and 252 of the Telecommunications Act of 1996

TX120

Dear Mrs. Bayo:

Pursuant to section 252(e) of the Telecommunications Act of 1996, BellSouth and Quintelco, 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 Quintelco, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-98-1446-FOF-TP issued October 26, 1998 in Docket 980944-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 Quintelco, 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,

Marshall M. Criser III

Regulatory Vice President

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FPSC BUREAU OF RECORDS

DOCUMENT NUMBER-DATE

02632 MAR-1 99

FPSC-RECORDS/REPORTING

AMENDMENT TO
RESALE AGREEMENT BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND QUINTELCO, INC.
DATED NOVEMBER 10, 1997

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and Quintelco, Inc., ("Quintelco") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated November 10, 1997 ("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, the Parties hereby covenant and agree as follows:

1. Section IV. 3 of the Resale Agreement is hereby amended to include the appropriate Shared Tenant Service tariff reference, A27, for the states of Alabama, Kentucky, Louisiana, Mississippi and Tennessee.

2. All of the other provisions of the Resale Agreement, dated November 10, 1997 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.

By: _____

DATE: _____

1/23/99

QUINTELCO, INC.

By: _____

DATE: _____

2/1/99