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BellSouth Telecommunications, Inc.
Suite 400
150 South Monroe Street
Tallahassee, Florida 32301-1556

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Fax 850 224-5073

Marshall M. Criser, III
Regulatory Vice President

RECORDS AND
REPORTING

March 17, 1999

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 ALLTEL Long Distance, 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 ALLTEL Long Distance, 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 ALLTEL Long Distance, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-97-1461-FOF-TP issued November 20, 1998 in Docket 971017-TP.

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

Very truly yours,

Marshall M. Criser III

Regulatory Vice President

(27)

DOCUMENT NUMBER-DATE

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FPSC-RECORDS/REPORTING

**Amendment No. 1
To Interconnection Agreement Between
BellSouth Telecommunications, Inc.
and ALLTEL Long Distance, Inc. in the state of Florida
Dated July 23, 1997**

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth or Company") and ALLTEL Long Distance, Inc. ("ALLTEL") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Interconnection Agreement between the Parties dated June 23, 1997. ("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, BellSouth and ALLTEL hereby covenant and agree as follows.

1. The Interconnection Agreement is hereby amended to reflect ALLTEL's change of name from ALLTEL Long Distance, Inc. to ALLTEL Communications, Inc.
2. Section 2.1 of the General Terms and Conditions of the Interconnection Agreement is hereby extended to extend the term of the Interconnection Agreement until July 1, 1999.
3. Section 2.2 of the General Terms and Conditions of the Interconnection Agreement is hereby amended to read as follows:

"No later than forty-five (45) days prior to the expiration of this Agreement, the Parties agree to commence negotiations with regard to the terms, conditions, and prices of a follow-on agreement for the provision of Services and Elements to be effective on or before the expiration date of this Agreement ("Follow-on Agreement"). The Parties further agree that any such Follow-on Agreement shall be for a term of no less than one (1) year unless the Parties agree otherwise."
4. Section 16, Notices, of the General Terms and Conditions of the Interconnection Agreement is amended to reflect new mailing addresses for both ALLTEL and BellSouth as follows:

If to ALLTEL:

Jayne Eve
Carrier Services
ALLTEL Communications, Inc.
236 W. Center Avenue
P.O.Box 689
Mooresville, NC 28115-0689

If to BellSouth:

CLEC Account Team
9th Floor
600 North 19th Street
Birmingham, AL 35203

and

General Attorney - COU
Suite 4300
675 W. Peachtree Street, N.E.
Atlanta, GA 30375

5. The Parties agree that all of the other provisions of the Interconnection Agreement, dated June 23, 1997, shall remain in full force and effect.
6. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the Florida Public Service 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.


Signature

Jerry D. Hendrix
Printed Name

Director-Interconnection Services
Title

3/5/99
Date

ALLTEL Communications, Inc.


Signature

George A. Page
Printed Name

VPO- New Business Development
Title

2/25/99
Date