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

850 224-7798
Fax 850 224-5073

RECORDS AND
REPORTING

Marshall M. Criser III
Regulatory Vice President

April 5, 1999

990442-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 Unidial 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 Unidial 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 Unidial Communications, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-98-0678-FOF-TP issued May 18, 1998 in Docket 980210-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 Unidial 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,

Marshall M. Criser III
Regulatory Vice President (2f)

DOCUMENT NUMBER-DATE

04397 APR-5 99

FPSC-RECORDS/REPORTING

AMENDMENT
TO THE
RESALE AGREEMENT BETWEEN
UNIDIAL COMMUNICATIONS, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC.
DATED JANUARY 13, 1998

Pursuant to this Agreement, (the "Amendment") UniDial Communications, Inc. ("UniDial") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated January 13, 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, the Parties hereby covenant and agree as follows:

1. UniDial has changed the name of said contact person and address to:

John J. Greive
Director of Legal Services and General Counsel
9931 Corporate Campus Drive
Louisville, KY 40223
Phone: 502-394-0789
Fax: 502-426-2257

The Resale Agreement is hereby amended to reflect these changes.

2. All of the other provisions of the Resale Agreement, dated January 13, 1998, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission 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.

UNIDIAL COMMUNICATIONS, INC.

By:

Name:

Title:

Date:

John J. Greive
John J. Greive
General Counsel
3/11/99

BELLSOUTH TELECOMMUNICATIONS, INC.

By:

Name:

Title: Director

Date:

Jerry D. Hendrix
Jerry D. Hendrix
Director
3/11/99