

ORIGINAL

BELLSOUTH

BellSouth Telecommunications, Inc. Fax 904 222-8640
Suite 400 904 224-5139
150 South Monroe Street
Tallahassee, Florida 32301

George L. Frazee
Manager - Regulatory Relations

November 3, 1997

971450-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 Comm South Companies, 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 Comm South Companies, 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 Comm South Companies, Inc. An initial resale agreement between these two parties is already on file with the Commission.

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 Comm South Companies, 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,

A M Lombardo

A. M. Lombardo
Regulatory Vice President

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AMENDMENT

TO

RESALE AGREEMENT BETWEEN
COMM SOUTH COMPANIES, INC. AND
BELLSOUTH TELECOMMUNICATIONS, INC. DATED JULY 3, 1996

Pursuant to this Agreement (the "Amendment"), Comm South Companies, Inc. ("Comm South") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated July 3, 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, Comm South and BellSouth hereby covenant and agree as follows:

- 1. Comm South Companies is amending the Resale Agreement as shown below

Comm South Companies, d/b/a Alabama Comm South
 Comm South Companies, d/b/a Florida Comm South
 Comm South Companies, d/b/a Kentucky Comm South
 Comm South Companies, d/b/a Louisiana Comm South
 Comm South Companies, d/b/a Mississippi Comm South
 Comm South Companies, d/b/a Comm South in Tennessee

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Toby Wilson
COMM SOUTH COMPANIES, INC.

Jerry Hendrix
BELLSOUTH TELECOMMUNICATIONS, INC.

By: Toby Wilson

By: Jerry Hendrix

DATE: 10-10-97

DATE: 10/10/97