

BellSouth Telecommunications, Inc. 904 224-7798
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150 South Monroe Street
Tallahassee, Florida 32301-1556

A. M. Lombardo
Regulatory Vice President

January 5, 1998

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

ORIGINAL

980025-TP


Re: Approval of an Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Vanguard Cellular Financial Corp. 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 Vanguard Cellular Financial Corp. 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 Vanguard Cellular Financial Corp.. The original agreement was filed on February 27, 1997 in Docket 970260-TP.

Pursuant to section 252(e) of the Act, the Commission is charged with approving or rejecting the negotiated agreement between BellSouth and Vanguard Cellular Financial Corp. 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,


Regulatory Vice President (22)

DOCUMENT NUMBER-DATE

00168 JAN-68

FPSC-RECORDS/REPORTING

THIRD AMENDMENT

TO

**INTERCONNECTION AGREEMENT BETWEEN
VANGUARD CELLULAR FINANCIAL CORP. ("Vanguard") AND BELLSOUTH
TELECOMMUNICATIONS, INC. ("BellSouth")**

WHEREAS, pursuant to sections 251 and 252 of the Telecommunications Act of 1996, Vanguard and BellSouth entered into an interconnection agreement (the "Agreement") for the rates, terms, and conditions of the exchange of traffic between the parties to be effective February 11, 1997;

WHEREAS, the Agreement was approved by the Florida Public Service Commission on May 19, 1997; and by the South Carolina Public Service Commission on March 14, 1997;

WHEREAS, the Agreement provided for an initial LATA-wide Additive that was included in Type 1 and Type 2A rates, subject to further negotiation by the parties; and

WHEREAS, Vanguard and BellSouth have negotiated a final LATA-wide Additive as set forth herein.

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, Vanguard and BellSouth hereby covenant and agree as follows:

1. Section V of the Agreement is hereby revised to read as follows:

V. Modification of Rates

The LATA-wide Additive reflected in Attachment B-1 for Type 1 and Type 2A rates is intended to compensate BellSouth for additional transport and other costs associated with transporting and terminating Local Traffic throughout a LATA instead of only within local calling areas as defined by the Commission as of the Effective Date. From the Effective Date until the expiration or termination of the Agreement, the LATA-wide Additive shall be the rate per minute in each state as set forth in Attachment B-1 (Amended). The parties shall make the adjustment, or "true-up" described in the original Section V of the Agreement for the purpose of applying the final LATA-wide Additive back to the Effective Date of the Agreement.

2. Attachment B-1 of the Agreement is hereby revised and replaced with Attachment B-1 (Amended) appended hereto and made a part hereof.

3. The parties agree that except as specifically modified by this Amendment all other provisions of the Agreement shall remain in full force and effect.

4. The parties further agree that either or both of the parties is authorized to submit this Amendment to the Commission or other regulatory body having jurisdiction over the subject matter of this Amendment for approval subject to Section 252(e) of the 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.

Vanguard Cellular Financial Corp.

By: Richard C. Rowleson
Vice President

DATE: 12/11/97

BellSouth Telecommunications, Inc.

By: [Signature]

DATE: 12/5/97

ATTACHMENT B-1(Amended)

CMRS Local Interconnection Rates
(All rates are Per Minute of Use)

Florida

Type 1 (End Office Switched):	.003776	(Includes LATA-wide Additive of .000516)
Type 2A (Tandem Switched):	.003776	(Includes LATA-wide Additive of .000516)
Type 2B (Dedicated End Office):	.002	

South Carolina

Type 1 (End Office Switched):	.006431	(Includes LATA-wide Additive of .000493)
Type 2A (Tandem Switched):	.006431	(Includes LATA-wide Additive of .000493)
Type 2B (Dedicated End Office):	.00221	