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BellSouth Telecommunications, Inc Suite 400 150 South Monroe Street Tallahassee, Florida 32301-1556 850 224-7798 Fax 850 224-5073

RECOUDS AND REPORTING

Marshall M. Criser III Regulatory Vice President

May 11, 1999

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

990607.TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Rebound Enterprises, Inc. d/b/a REI Communications 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 Rebound Enterprises, Inc. d/b/a REI Communications 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 Rebound Enterprises, Inc. d/b/a REI Communications The Commission approved the initial agreement between the companies at the 4/20/99 Agenda in Docket 990391-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 Rebound Enterprises, Inc. d/b/a REI Communications 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,

Regulatory Vice President

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FPSC-RECORDS/REPORTING

Amendment to the Resale Agreement by and between BellSouth Telecommunications, Inc. and Rebound Enterprises, Inc, d/b/a REI Communications Dated March 15, 1999.

This Agreement refers to the Resale Agreement ("the Agreement") entered into by Rebound Enterprises, Inc., d/b/a REI Communications ("REI") and BellSouth Telecommunications, Inc. ("BellSouth") on March 15, 1999. This Amendment ("Amendment") is made by and between REI and BellSouth and shall be deemed effective on the date executed by REI and BellSouth.

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, REI and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1) BellSouth and REI agree to delete that section of Exhibit B-South Carolina ("SC") of the Applicable Discounts contained in Attachment 1 of its existing Agreement as follows:

Exhibit B.

Type of Service		SC	
		Resale?	Discount?
1	Grandfathered Services (Note 1)	Yes	Yes
2	Contract Service Arrangements	Yes	No
	Promotions - > 90 Days(Note 2)	Yes	Yes
	Promotions - < 90 Days (Note 2)	Yes	No
5	Lifeline/Link Up Services	Yes	Yes
6	911/E911 Services (See Note7)	Yes	Yes
7	N11 Services (See Note 7)	Yes	Yes
8	AdWatch SM Svc (See Note 6)	Yes	No
9	MemoryCall® Service	Yes	No
10	Mobile Services	Yes	No
	Federal Subscriber Line Chrges	Yes	No
12	Non-Recurring Charges	Yes	Yes
13	End User Line Charge – Number Portability	Yes	No

2) BellSouth and REI agree to add that section of Exhibit B-South Carolina ("SC") of the Applicable Discounts contained in Attachment 1 of its existing Agreement as stated below:

Exhibit B.

Type of Service				SC		
			Resale?	Discount?		
1	Grandfathered Services (Note 1)		Yes	Yes		
2	Contract Service Arrangements		Yes	Note 8		
3	Promotions - > 90 Days(Note 2)		Yes	Yes		
4	Promotions - < 90 Days (Note 2)		Yes	No		
5	Lifeline/Link Up Services		Yes	Yes		
6	911/E911 Services (See Note7)		Yes	Yes		
7	N11 Services (See Note 7)		Yes	Yes		
8	AdWatch SM Svc (See Note 6)		Yes	No		
9	MemoryCall® Service		Yes	No		
	Mobile Services		Yes	No		
11	Federal Subscriber Line Chrges		Yes	No		
12	Non-Recurring Charges		Yes	Yes		
	End User Line Charge – Number Portability		Yes	No		

Applicable Notes:

- 3) The Parties agree that all other provisions of the Agreement, dated March 15, 1999, 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 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.

⁸ In South Carolina, CSAs are available for resale at the CSA specific resale discount of 8.98%. The state specific resale discount rate applies to Special Assemblies.

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.	Rebound Enterprises, Inc, d/b/a REI
\sim \sim \sim	Communications
C his d/X	/ £0 C < C /
Signature	Signature
Jerry D Hendrix	LARL S. Burgess
Name	Name
Director - Interconnection Services	President"
Title	Title
4/24/99	4/13/99
Date / / /	Date / /