

BellSouth Telecommunications, Inc. 850 224-7798  
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150 South Monroe Street  
Tallahassee, Florida 32301-1556

A. M. Lombardo  
Regulatory Vice President

March 20, 1998

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

980401-TR

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and WorldCom Technologies, 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 WorldCom Technologies, 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 WorldCom Technologies, 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 WorldCom Technologies, 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,

  
Regulatory Vice President  
(att)

DOCUMENT NUMBER - DATE

03408 MAR 20 88

FPSC-RECORDS/REPORTING

**AMENDMENT  
TO  
RESALE AGREEMENT BETWEEN  
WORLD COM TECHNOLOGIES, INC.  
AND  
BELL SOUTH TELECOMMUNICATIONS, INC.  
DATED NOVEMBER 24, 1997**

Pursuant to this Amendment to the Resale Agreement (the "Amendment"), WorldCom Technologies, Inc. ("WorldCom") and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties" hereby agree to amend the Resale Agreement between the Parties dated November 24, 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, WorldCom and BellSouth hereby covenant and agree as follows:

1. Section X, Paragraph B. (2), of the Resale Agreement is hereby deleted in its entirety and shall be replaced with the following:

(2) Taxes and fees imposed on the purchasing party which are not required to be collected and/or remitted by the providing party, shall be borne and paid by the purchasing party.

2. All of the other provisions of the Resale Agreement shall remain unchanged and in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to the appropriate state Public Service Commissions or other Regulatory Agencies 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.

WorldCom Technologies, Inc.

By: [Signature]

Name: Lynn Refer

Title: Vice President

Date: 2-10-98

BellSouth Telecommunications, Inc.

By: [Signature]

Name: Jerry D. Hendrix

Title: Director-Interconnection  
Services/Pricing

Date: 2/18/98

