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

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RECORDS AND
REPORTING

A. M. Lombardo
Regulatory Vice President

July 8, 1998

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

980839-TP

Re: Approval of an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Connect-A-Phone Company, Inc. (formerly John C. Chapman d/b/a Chapman Diversified Services) 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 Connect-A-Phone Company, Inc. (formerly John C. Chapman d/b/a Chapman Diversified Services) 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 Connect-A-Phone Company, Inc. (formerly John C. Chapman d/b/a Chapman Diversified Services). The Commission approved the initial agreement between the companies in Order No. PSC-98-0865-FOF-TP issued July 1, 1998.

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 Connect-A-Phone Company, Inc. (formerly John C. Chapman d/b/a Chapman Diversified Services) 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
Regulatory Vice President
(22)

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**AMENDMENT
TO
RESALE AGREEMENT BETWEEN
JOHN C. CHAPMAN D/B/A/ CHAPMAN DIVERSIFIED SERVICES AND
BELL SOUTH TELECOMMUNICATIONS, INC.
DATED FEBRUARY 9, 1998**

Pursuant to this Agreement, (the "Amendment") John C. Chapman d/b/a Chapman Diversified Services ("Reseller") and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated February 9, 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. John C. Chapman d/b/a Chapman Diversified Services has incorporated its business operations under the Tennessee Corporation Statutes and has changed the name of said business to Connect-A-Phone, Inc., a Tennessee corporation. The Resale Agreement is hereby amended to reflect the name change and the corporate status of Reseller.
2. All of the other provisions of the Resale Agreement, dated February 9, 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.

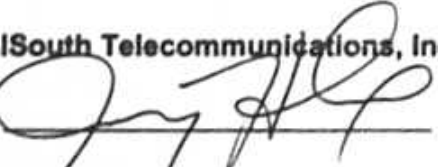
Connect-A-Phone, Inc.

By: 

Name: J. Chad Chapman
Title: Vice-President

Date: 4/29/98

BellSouth Telecommunications, Inc.

By: 

Name: Jerry D. Hendrix
Title: Director-Interconnection
Service Pricing

Date: 5/6/98