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**BELLSOUTH**

OCT 29 PM 3:57

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

A. M. Lombardo  
Regulatory Vice President

REC'D  
FBI TALLAHASSEE

October 29, 1998

981460-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 two Amendments to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Universalcom, 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 Universalcom, Inc. are submitting to the Florida Public Service Commission two amendments to their negotiated agreement for the purchase of BellSouth's telecommunications services for the purpose of resale to end users by Universalcom, Inc. The Commission approved the initial agreement between BellSouth and Data and Electronic Services, Inc. in Order No. PSC-97-1344-FOF-TP issued October 27, 1997 in Docket 970877-TP. Please note, one of the amendments is changing the company name from Data and Electronic Services, Inc. to Universalcom, Inc.

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 Universalcom, 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*  
Regulatory Vice President  
(22)

RECEIVED & FILED

*907*  
FPC-BUREAU OF RECORDS

DEPT. OF REVENUE

12119 OCT 29 88

10/29/98

AMENDMENT TO  
RESALE AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND UNIVERSALCOM, INC.  
DATED JUNE 24, 1997

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth") and UniversalCom, Inc. ("UniversalCom"), hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Agreement between the Parties dated June 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, BellSouth and UniversalCom hereby covenant and agree as follows:

1. The Parties hereby agree that Section 7, Paragraph L of the Resale Agreement is deleted in its entirety and replaced with a new Section 7, paragraph L as follows:

"Pursuant to 47 CFR Section 51.617, the Company will bill UniversalCom end user common line charges identical to the end user common line charges the Company bills its end users. "

2. The Parties agree that all of the other provisions of the Resale Agreement, dated June 24, 1997, 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 appropriate 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.

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.

By: 

DATE: 8/26/98

UNIVERSALCOM, INC

By: 

DATE: 8/21/98

RECEIVED BY DATE

12119 OCT 23 1998

TELEPHONE REPORTING

AMENDMENT TO RESALE AGREEMENT BETWEEN  
DATA AND ELECTRONIC SERVICES, INC. AND  
BELLSOUTH TELECOMMUNICATIONS, INC. DATED JUNE 24, 1997

This Amendment ("Amendment") is made as of the date both parties have signed, to that certain Resale Agreement ("Resale Agreement") between BellSouth Telecommunications, Inc. ("BST") and Data and Electronic Services, Inc. ("DES"), hereinafter referred to collectively as the "Parties", dated June 24, 1997.

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, DES and BellSouth hereby covenant and agree as follows:

1. The Resale Agreement is hereby amended reflect DES's change of name from Data and Electronic Services, Inc. to UniversalCom, Inc.
2. All other terms and conditions of the Resale Agreement shall remain in full force and effect.
3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate Public Service Commissions for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment through their authorized representatives.

BellSouth Telecommunications, Inc.

BY:   
Signature

NAME: Jerry Hendrix  
Printed Name

TITLE: Director

DATE: 8/26/98

DES Communications, Inc

BY:   
Signature

NAME: Tommy R. Williams  
Printed Name

TITLE: VP - NETWORK SERVICES

DATE: 8/21/98

BellSouth Telecommunications, Inc. 850 224-7798  
Suite 400 Fax 850 224-5073  
150 South Monroe Street  
Tallahassee, Florida 32301-1558

A. M. Lombardo  
Regulatory Vice President

October 29, 1998

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

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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 Universalcom, 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  
(22)

DOCUMENT IDENTIFICATION

12119 OCT 29 8

REGULATORY DIVISION

AMENDMENT TO  
RESALE AGREEMENT BETWEEN  
BELLSOUTH TELECOMMUNICATIONS, INC.  
AND UNIVERSALCOM, INC.  
DATED JUNE 24, 1997

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4. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate 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.

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.

By: 

DATE: 8/26/98

UNIVERSALCOM, INC

By: 

DATE: 8/21/98

AMENDMENT TO RESALE AGREEMENT BETWEEN  
DATA AND ELECTRONIC SERVICES, INC. AND  
BELLSOUTH TELECOMMUNICATIONS, INC. DATED JUNE 24, 1997

This Amendment ("Amendment") is made as of the date both parties have signed, to that certain Resale Agreement ("Resale Agreement") between BellSouth Telecommunications, Inc. ("BST") and Data and Electronic Services, Inc. ("DES"), hereinafter referred to collectively as the "Parties", dated June 24, 1997.

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3. The Parties further agree that either or both of the Parties is authorized to submit this Amendment to the appropriate Public Service Commissions for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment through their authorized representatives.

BellSouth Telecommunications, Inc.

BY: 

Signature

NAME: Jerry Hendrix  
Printed Name

TITLE: Director

DATE 8/24/98

DES Communications, Inc.

BY: 

Signature

NAME: Tommy R. Williams  
Printed Name

TITLE: VP - NETWORK SERVICES

DATE: 8/21/98