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BELLSOUTH

BellSouth Telecommunications, Inc.
Suite 400
150 South Monroe Street
Tallahassee, Florida 32301-1556
March 24, 1999

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Marshall M. Criser, III
Regulatory Vice President

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RECORDS AND
REPORTING

990379-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 an Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. ("BellSouth") and Sterling International Funding, Inc. d/b/a RECONEX, 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 Sterling International Funding, Inc. d/b/a RECONEX, 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 Sterling International Funding, Inc. d/b/a RECONEX, Inc. The Commission approved the initial agreement between the companies in Order No. PSC-97-0698-FOF-TP issued June 12, 1997 in Docket 970304-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 Sterling International Funding, Inc. d/b/a RECONEX, 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,

Marshall M. Criser III

Regulatory Vice President

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FPSC-RECORDS/REPORTING

**Amendment No. 1
To Resale Agreement Between
BellSouth Telecommunications, Inc.
and Sterling International Funding, Inc. d/b/a RECONEX
Dated May 16, 1997**

Pursuant to this Agreement (the "Amendment"), BellSouth Telecommunications, Inc. ("BellSouth or Company") and Sterling International Funding, Inc. d/b/a RECONEX ("RECONEX") hereinafter referred to collectively as the "Parties" hereby agree to amend that certain Resale Agreement between the Parties dated May 16, 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 RECONEX hereby covenant and agree as follows:

1. The Resale Agreement is hereby amended to reflect RECONEX's change of name from Sterling International Funding, Inc. d/b/a RECONEX to 1-800-RECONEX, Inc. ("RECONEX").
2. Section XVII, Notices, of the Resale Agreement is amended to reflect new mailing addresses for both RECONEX and BellSouth as follows:

If to RECONEX:

1-800-RECONEX, Inc.
2500 Industrial Avenue
P. O. Box 9
Hubbard, Oregon 97032

If to BellSouth:

CLEC Account Team
9th Floor
600 North 19th Street
Birmingham, AL 35203

and

General Attorney - COU
Suite 4300
675 W. Peachtree Street, N.E.
Atlanta, GA 30375

3. All of the other provisions of the Resale Agreement, dated May 16, 1997, shall remain in full force and effect.
4. Either or both of the Parties is authorized to submit this Amendment to the applicable state commission(s) 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.



Signature

Jerry D. Hendrix
Printed Name

Director-Interconnection Services
Title

Date

3/5/99

1-800-RECONEX, Inc.



Signature

William E. Braun
Printed Name

General Counsel
Title

Date

2/25/99