

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPROVAL OF THE RESALE)
AGREEMENT NEGOTIATED BY)
BELLSOUTH TELECOMMUNICATIONS,)
INC. AND UTILICORE CORPORATION) CASE NO. 98-051
PURSUANT TO SECTIONS 251 AND)
252 OF THE TELECOMMUNICATIONS)
ACT OF 1996)

O R D E R

On January 26, 1998, BellSouth Telecommunications, Inc. ("BellSouth") and Utilicore Corporation ("Utilicore") submitted to the Commission their negotiated agreement for resale of BellSouth's services, and on February 19, 1998, BellSouth and Utilicore submitted their negotiated agreement for the interconnection of their networks, the unbundling of specific network elements and resale of BellSouth's services. The agreements were negotiated pursuant to the Telecommunications Act of 1996 ("1996 Act"), 47 U.S.C. Sections 251 and 252. Section 252(e) of the 1996 Act requires the parties to an interconnection agreement adopted by negotiation to submit the agreement for approval to the Commission.

The Commission has reviewed the agreements and finds that no portion of the agreements discriminate against a telecommunications carrier not a party to the agreements. The Commission also finds that the implementation of the agreements is consistent with the public interest, convenience, and necessity.

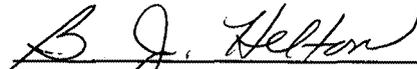
Utilicore must comply with all relevant Commission mandates for serving in this Commonwealth.

The Commission, having been otherwise sufficiently advised, HEREBY ORDERS
that:

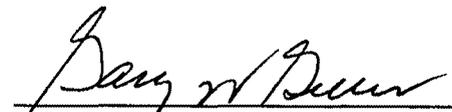
1. The negotiated agreements between BellSouth and Utilicore are approved.
2. Utilicore shall file a tariff for local service prior to providing local service giving 30-days' notice to the Commission and shall comply with all Commission regulations and orders as directed.

Done at Frankfort, Kentucky, this 17th day of March, 1998.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director