



BellSouth Telecommunications, Inc.

P.O. Box 32410
Louisville, KY 40232

or

BellSouth Telecommunications, Inc.

Room 407
601 West Chestnut Street
Louisville, KY 40203

Craighton.Mershon@BellSouth.com

Craighton E. Mershon, Sr.
General Counsel-Kentucky

502 582-8219
Fax 502 582-1573

November 13, 2000

RECEIVED
NOV 13 2000
PUBLIC SERVICE
COMMISSION

Mr. Thomas M. Dorman
Executive Director
Public Service Commission
211 Sower Boulevard
P. O. Box 615
Frankfort, KY 40602

Re: Approval of the Resale Agreement Negotiated by
BellSouth Telecommunications, Inc. and Intellicall
Operator Services f/k/a Interlink Telecommunications,
Inc. pursuant to Sections 251 and 252 of the
Telecommunications Act of 1996
PSC 97-332

Dear Mr. Dorman:

Attached for filing in this case are the original and ten
(10) copies of BellSouth's October 23, 2000, letter terminating
the Resale Agreement with Intellicall Operator Services f/k/a
Interlink Telecommunications, Inc.

Sincerely,

Craighton E. Mershon, Sr.

Attachment

cc: Don Santavicca, Empire Technology Corporation

235914



BellSouth Interconnection Services

675 West Peachtree Street, NE
Room 34S91
Atlanta, Georgia 30375

Elaine Frazier
(404)927-8998
Fax: (404) 529-7839

Via Certified Mail

October 23, 2000

Mr. Dennis Stoutenburgh
ILD Telecommunications
16200 Addison Road
Suite 100
Addison, TX 75001

Dear Mr. Stoutenburgh:

Pursuant to the attached "Statement of Assumption of Access Services and All Outstanding Indebtedness and Future Charges", signed by Empire Technology Corporation on February 28, 2000, BellSouth is hereby terminating the Resale Agreement for Intellicall Operator Services f/k/a Interlink Telecommunications, Inc. (and referred to in the attached document as Interlink Telecom). The Resale Agreement expired on November 30, 1999, and was applicable to all BellSouth states.

Should you have questions regarding this termination notice, please contact Elaine A. Frazier at 404-927-8998.

Sincerely,

A handwritten signature in cursive script that reads "Elaine A. Frazier".

Elaine A. Frazier
Manager - Interconnection Services

Attachment

cc Dan Santavicca - Empire Technology Corporation
Jerry Hendrix - BellSouth
State Regulatory Staff (U.S. Mail)

**STATEMENT OF ASSUMPTION OF ACCESS SERVICES AND
ALL OUTSTANDING INDEBTEDNESS AND FUTURE CHARGES**

I am an official of EMPIRE TECHNOLOGY CORP and am authorized to commit my Company to the conditions stated herein:

1. Service includes any service offered by BellSouth Telecommunications under Access Service Tariffs.
2. EMPIRE TECHNOLOGY hereby agrees that any transfer of service through the sale, merger, consolidation, acquisition, or any other corporate buy-sell agreement shall be in accordance with the requirements of this Agreement and applicable BellSouth Telecommunications tariffs.
3. EMPIRE TECHNOLOGY hereby assumes all obligations for services offered to EMPIRE TECHNOLOGY and agrees to pay BellSouth Telecommunications upon demand future, current, past due and presently outstanding bills which are attributed to EMPIRE TECHNOLOGY CORPORATION for such services.
4. EMPIRE TECHNOLOGY specifically agrees to pay all bills and charges for billing account numbers on Attachment(s) that were incurred during the time period the account was in the name of INTERLINK TELECOM as well as any and all charges incurred during the time period that EMPIRE TECHNOLOGY is a customer.
5. EMPIRE TECHNOLOGY specifically agrees to assume the unexpired portion of the minimum period and the termination liability applicable to such services.
6. EMPIRE TECHNOLOGY agrees that the requirements of this Agreement apply where ILD TELECOMMUNICATIONS requests a final bill on its account and establishes a new account or requests a modification or change of the existing services of ILD TELECOMMUNICATIONS.
7. EMPIRE TECHNOLOGY understands that BellSouth Telecommunications requires 60 days notification prior to the effective date of such assumption of service in order to comply with such request.
8. BellSouth Telecommunications will provide written acknowledgment of such notification 15 days from the receipt of such notification.
9. Signed this 28 day of FEBRUARY, 2000.

Billing Name & Address:

EMPIRE TECHNOLOGY CORPORATION
4501 CIRCLE 75 HWY. SUITE 0-4210
ATLANTA GA 30329-3025

By:

(Signature)

DON SANTAVICCA, VP ADMIN & CONTROLLER
 (Name Typed) (Title)

Attest:

(Title)

Notary Public, Fulton County, Georgia
 My Commission Expires August 27, 2004

