AMENDMENT – COLLOCATION SYNCRHONIZATION/<u>AT&T-9STATE</u> PAGE 1 OF 2 Covad VERSION – 05/28/08

Amendment to the Agreement
Between

DIECA Communications, Inc. dba Covad Communications Company
and
BellSouth Telecommunications, Inc.
d/b/a
AT&T Alabama, AT&T Florida, AT&T Georgia,
AT&T Kentucky, AT&T Louisiana, AT&T Mississippi,
AT&T North Carolina, AT&T South Carolina and
AT&T Tennessee

Pursuant to this Amendment, ("the Amendment"), DIECA Communications, Inc. dba Covad Communications Company ("Covad") and BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina and AT&T Tennessee ("AT&T"), hereinafter referred to collectively as the "Parties", hereby agree to amend that certain Interconnection Agreement between the Parties dated August 24, 2007 ("Agreement") to be effective thirty (30) calendar days after the date of the last signature executing the Amendment ("Effective Date").

Dated: August 24, 2007

WHEREAS, AT&T and Covad entered into the Agreement on August 24,2007, and;

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. <u>AT&T-9STATE</u> shall be defined as the States of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.
- 2. All of the other provisions of the Agreement, dated August 24, 2007 shall remain in full force and effect.
- 3. Either or both of the Parties are authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Acts of 1996.
- 4. The Parties agree that Attachment 4 of the Agreement should be amended by the adding the following terms and conditions as the last section of the Attachment.

16.0 **Physical Collocation Synchronization:**

Bits Timing (per circuit) (Optional) - <u>AT&T-9STATE</u> will provide a single signal to Covad from an <u>AT&T-9STATE</u> timing source to provide synchronization between Covad's single Network Element and <u>AT&T-9STATE</u>'s equipment.

AMENDMENT – COLLOCATION SYNCRHONIZATION/<u>AT&T-9STATE</u> PAGE 2 OF 2

Covad VERSION – 05/28/08

Timing Interconnection Arrangement (Optional) - <u>AT&T-9STATE</u> will provide Timing leads (1 pair of wires) to Covad's dedicated Physical Collocation space.

17.0 <u>Virtual Collocation Synchronization:</u>

- 17.1 Timing Source Arrangement (Optional) <u>AT&T-9STATE</u> provided signal from <u>AT&T-9STATE</u>'s timing source to provide synchronization between Collocator's single network element and <u>AT&T-9STATE</u>'s equipment expressed as a recurring and non-recurring rate
- The prices for Synchronization set forth in Exhibit 1 to this amendment shall be added to Attachment 4-Collocation Rates.
- <u>Captions</u>. The Parties acknowledge that the captions in this Amendment have been inserted solely
 for convenience of reference and in no way define or limit the scope or substance of any term or
 provision of this Amendment.
- 7. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.
- 8. This Amendment shall be filed with and is subject to approval by the respective state regulatory authorities and shall become effective thirty (30) days after the date of the last signature executing the Amendment.

AMENDMENT - COLLOCATION SYNCHRONIZATION/<u>AT&T-9STATE</u> SIGNATURE PAGE Covad VERSION - 05/28/08

DIECA Communications, Inc. dba Covad Communications Company	BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T
By: Oul Q	South Carolina and AT&T Tennessee By: Colemba S
Name: Dorgles Carles	Name: Eddie A. Reed, Jr.
Title: Syp and General Counsel	Title: Director - Interconnection Agreements
Date: 9/18/68	Date: /0.23.08

COLLOCAT	ION - Alabama												Att: 4 Exh: B			
CATEGORY		Interim	Zone	BCS	USOC			RATES(\$)					Incremental	Incremental Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
						_	Nonre	curring	Nonrecurring	Disconnect		I	oss	Rates(\$)	1	ı
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COL	LOCATION															
	Collocation Application Submitted via Collocation Databa Physical Collocation - Timing Lead (1 pair per circuit),	ise														
	Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
	Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	3.58	698.82									
VIRTUAL COLL	OCATION															
	Collocation Application Submitted via Collocation Databa	ise														
	Entrance Cable															
	Virtual Collocation-Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	0.08	14.81									
	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLOCAT	ION - Florida												Att: 4 Exh: B			
CATEGORY		Interim	Zone	BCS	USOC			RATES(\$)					Incremental	Incremental Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
						_	Nonre	curring	Nonrecurring	Disconnect			oss	Rates(\$)		J
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COI	LLOCATION															
	Collocation Application Submitted via Collocation Databa Physical Collocation - Timing Lead (1 pair per circuit),	ise														
	Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
	Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	3.58	698.82									
VIRTUAL COLL	OCATION															
	Collocation Application Submitted via Collocation Databa	ise														
	Entrance Cable															
	Virtual Collocation-Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	0.08	14.81									
	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLO	CATI	ON - Georgia												Att: 4 Exh: B			
CATEGO	ORY	RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Submitted	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Add'I	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Charge -
							Rec	Nonre	curring	Nonrecurring	Disconnect			oss	Rates(\$)		
							Nec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSIC	AL COL	LOCATION															
		Collocation Application Submitted via Collocation Databa	ise														
		Physical Collocation - Timing Lead (1 pair per circuit),															
		Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
		Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	3.58	698.82									
VIRTUA	L COLL	OCATION															
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		Collocation Application Submitted via Collocation Databa	ise														
		Entrance Cable															
		Virtual Collocation-Timing Lead (1 pair per circuit), Per			CLO	S8FXT	0.08	14.81									
		Linear Foot, Per pair								ļ							1
		Virtual Collocation-Bits Timing, Per timing circuit		1	CLO	S8FXS	3.58	698.82									

COLLO	CATION - Kentucky												Att: 4 Exh: B			
CATEGOR		Interim	Zone	всѕ	usoc			RATES(\$)				Svc Order Submitted Manually per LSR		Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
						Rec	Nonred	curring	Nonrecurring	Disconnect			oss	Rates(\$)	ı	
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICA	L COLLOCATION					l l										
	Collocation Application Submitted via Collocation Databa	se														
	Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
	Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	3.58	698.82									
VIRTUAL	COLLOCATION															
-	Collocation Application Submitted via Collocation Databa	co.		1	1	1					1	1	1		1	_
h +	Entrance Cable	sc														
	Virtual Collocation-Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	0.08	14.81									
	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLOCAT	ION - Louisiana												Att: 4 Exh: B			
002200711													Incremental		Incremental Charge -	Incremental Charge -
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC			RATES(\$)			Elec per LSR	Manually per LSR	Manual Svc Order vs.	Manual Svc Order vs.	Manual Svc Order vs.	Manual Svc Order vs.
													Electronic- 1st	Electronic- Add'l	Electronic- Disc 1st	Electronic- Disc Add'l
							Nonre	curring	Nonrecurring	Disconnect				Rates(\$)	Disc 1st	Disc Add I
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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PHYSICAL CO	LLOCATION															
	Collocation Application Submitted via Collocation Databa	ase														
	Physical Collocation - Timing Lead (1 pair per circuit),															
	Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
	Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	3.58	698.82									
VIRTUAL COLI	LOCATION															<u> </u>
	Collocation Application Submitted via Collocation Databa	ise														
	Entrance Cable															
	Virtual Collocation-Timing Lead (1 pair per circuit), Per															
	Linear Foot, Per pair			CLO	S8FXT	0.08	14.81									
	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLOC	ATION - Mississippi												Att: 4 Exh: B			
CATEGOR	Y RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Submitted	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Add'I	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
						Rec	Nonre	curring	Nonrecurring	Disconnect			oss	Rates(\$)		
						Nec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL	COLLOCATION															
	Collocation Application Submitted via Collocation Databa	ase														
	Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
	Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	3.58	698.82									
VIRTUAL C	OLLOCATION															
	Collocation Application Submitted via Collocation Databa	ase	1	1								I			1	1
	Entrance Cable															
	Virtual Collocation-Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	0.08	14.81									
	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLOCA	TION - North Carolina												Att: 4 Exh: B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Svc Order Submitted Manually per LSR		Charge -	Charge -	Incremental Charge - Manual Svc Order vs. Electronic- Disc Add'l
						D	Nonred	curring	Nonrecurring	Disconnect		1	oss	Rates(\$)		1
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL C	OLLOCATION															
	Collocation Application Submitted via Collocation Databa	ase														
	Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
	Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	3.58	698.82									
VIRTUAL CO	LLOCATION															
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 	Entrance Cable	asc							1							
	Virtual Collocation-Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	0.08	14.81									
	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLOCA	TION - South Carolina												Att: 4 Exh: B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	usoc		RATES(\$) Rec Nonrecurring Nonrecurring Disconnect						Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge -	Charge -	Charge -
						D	Nonre	curring	Nonrecurring	Disconnect			oss	Rates(\$)		
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL C	OLLOCATION															
	Collocation Application Submitted via Collocation Databa	ise		1												
	Physical Collocation - Timing Lead (1 pair per circuit),															
	Per Linear Foot, Per pair			CLO	S8F45	\$0.08	\$14.81									
	Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	\$3.58	\$698.82									
VIRTUAL CO	DLLOCATION															
	Collocation Application Submitted via Collocation Databa	ase														
	Entrance Cable															
	Virtual Collocation-Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8FXT	0.08	14.81									
	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLOCAT	ION - Tennessee												Att: 4 Exh: B			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	usoc			RATES(\$)				Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic- 1st	Incremental Charge - Manual Svc Order vs. Electronic- Add'I	Charge -	Charge -
						Rec	Nonre	curring	Nonrecurring	Disconnect			oss	Rates(\$)		
						Rec	First	Add'l	First	Add'l	SOMEC	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL CO	LLOCATION															
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	Collocation Application Submitted via Collocation Databa	se														
	Physical Collocation - Timing Lead (1 pair per circuit),															
	Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
	Physical Collocation-Bits Timing, Per timing circuit			CLO	S8FQT	3.58	698.82									
VIRTUAL COL	LOCATION															
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	Collocation Application Submitted via Collocation Databa	se														
	Entrance Cable															
	Virtual Collocation-Timing Lead (1 pair per circuit), Per															
	Linear Foot, Per pair			CLO	S8FXT	0.08	14.81									
	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									