

**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
Dated: August 24, 2007**

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”).

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. AT&T-9STATE 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:

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

- 16.2 Timing Interconnection Arrangement (Optional) - AT&T-9STATE will provide Timing leads (1 pair of wires) to Covad's dedicated Physical Collocation space.
- 17.0 **Virtual Collocation Synchronization:**
- 17.1 Timing Source Arrangement (Optional) - AT&T-9STATE provided signal from AT&T-9STATE's timing source to provide synchronization between Collocator's single network element and AT&T-9STATE's equipment expressed as a recurring and non-recurring rate.
5. The prices for Synchronization set forth in Exhibit 1 to this amendment shall be added to Attachment 4-Collocation Rates.
6. Captions. 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.

**DIECA Communications, Inc. dba Covad
Communications Company**

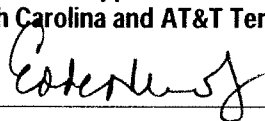
By: 

Name: Douglas Carlen

Title: SVP and General Counsel

Date: 9/18/08

**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**

By: 

Name: Eddie A. Reed, Jr.

Title: Director - Interconnection Agreements

Date: 10.23.08

COLLOCATION - Alabama											Att: 4 Exh: B					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	Collocation Application Submitted via Collocation Database															
	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 Database															
	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									

COLLOCATION - Florida											Att: 4 Exh: B					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	Collocation Application Submitted via Collocation Database															
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COLLOCATION - Georgia											Att: 4 Exh: B					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLOCATION - Kentucky											Att: 4 Exh: B					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
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	Virtual Collocation-Bits Timing, Per timing circuit			CLO	S8FXS	3.58	698.82									

COLLOCATION - Louisiana											Att: 4 Exh: B					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
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							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	
PHYSICAL COLLOCATION																
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	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									

COLLOCATION - Mississippi											Att: 4 Exh: B					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
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	Physical Collocation - Timing Lead (1 pair per circuit), Per Linear Foot, Per pair			CLO	S8F45	0.08	14.81									
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	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									

COLLOCATION - North Carolina											Att: 4 Exh: B					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-1st	Incremental Charge - Manual Svc Order vs. Electronic-Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l	
						Rec	Nonrecurring		Nonrecurring Disconnect							OSS Rates(\$)
							First	Add'l	First	Add'l	SOMEc	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
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COLLOCATION - South Carolina											Att: 4 Exh: B					
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COLLOCATION - Tennessee											Att: 4 Exh: B					
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