

**Amendment to the Agreement  
Between  
DIECA Communications, Inc. d/b/a Covad Communications Company  
and  
BellSouth Telecommunications, Inc.  
Dated December 19, 2001**

Pursuant to this Amendment, (the "Amendment"), DIECA Communications, Inc. d/b/a Covad Communications Company (Covad), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated December 19, 2001 ("Agreement") to be effective ten (10) calendar days after the date of the last signature executing the Amendment.

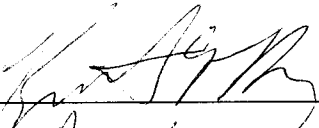
WHEREAS, BellSouth and Covad entered into the Agreement on December 19, 2001, and;

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:

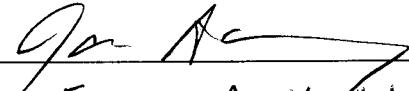
1. The Parties agree to incorporate terms, conditions and rates for Circuit Facility Assignments within Attachment 4, Physical Collocation – Central Office as reflected in Exhibits 1 and 2, attached hereto and by reference incorporated into this Amendment.
2. The Parties agree to delete the following language from Section 6.7.1 to include Exhibit B of Attachment 4, Physical Collocation: "To be considered a timely and accurate forecast, Covad must submit to BellSouth the CLEC Forecast Form, as set forth in Exhibit B attached hereto, containing the following information: Central Office/Serving Wire Center CLLI, number of Caged square feet and/or Cageless bays, number of DS0, DS1, DS3 frame terminations, number of fused amps and planned application date."
3. All of the other provisions of the Agreement, dated December 19, 2001, shall remain in full force and effect.
4. 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 Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

**BellSouth Telecommunications, Inc.**

By:   
Name: Director Kristen Elam  
Title: Director  
Date: 4/12/04

**DIECA Communications, Inc. d/b/a  
Covad Communications Company**

By:   
Name: James A. Kirkland  
Title: SVP + General Counsel  
Date: 4/5/04

6.19 Circuit Facility Assignments (CFAs). Unless otherwise specified, BellSouth will provide CFAs to Covad prior to the applicable provisioning interval set forth herein (Provisioning Interval) for those BellSouth Premises in which Covad has physical Collocation Space with no POT bay or with a grandfathered POT bay provided by BellSouth.

6.19.1 BellSouth cannot provide CFAs to Covad prior to the Provisioning Interval for those BellSouth Premises in which Covad has physical Collocation Space with a POT bay provided by Covad or virtual Collocation Space, until Covad provides BellSouth with the following information:

For physical Collocation Space with a Covad-provided Pot bay, Covad shall provide BellSouth with a complete layout of the POT panels on an equipment inventory update (EIU) form, showing locations, speeds, etc.

For virtual Collocation Space, Covad shall provide BellSouth with a complete layout of Covad's equipment on an equipment inventory update (EIU) form, including the locations of the low speed ports and the specific frame terminations to which the equipment will be wired by Covad's BellSouth Certified Supplier.

6.19.1.1 BellSouth cannot begin work on the CFAs, identified in Section 6.19.1 above, until the complete and accurate EIU form is received from Covad. If the EIU form is provided within ten (10) calendar days prior to the ending date of the Provisioning Interval, then the CFAs, identified in Section 6.19.1 above, will be made available by the ending date of the Provisioning Interval. If the EIU form is not received ten (10) calendar days prior to the ending date of the Provisioning Interval, then the CFAs, identified in Section 6.19.1 above, will be provided within ten (10) calendar days of receipt of the EIU form.

6.19.2 BellSouth will bill Covad a nonrecurring charge, as set forth in Exhibit D, each time Covad requests a resend of its CFAs for any reason other than a BellSouth error in the CFAs initially provided to Covad.

COLLOCATION - Alabama												Attachment: 4		Exhibit: D		
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
		Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.56								

COLLOCATION - Florida												Attachment: 4		Exhibit: D			
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																	
		Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.54									

COLLOCATION - Georgia												Attachment: 4		Exhibit: D			
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																	
		Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.42									

COLLOCATION - Kentucky											Attachment: 4		Exhibit: D			
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
		Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.55								

COLLOCATION - Louisiana												Attachment: 4		Exhibit: D			
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																	
		Physical Collocation - CFA Information Resend Request, per premises, per request				CLO	PE1C9		77.43								



COLLOCATION - Mississippi												Attachment: 4		Exhibit: D				
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																		
		Physical Collocation - CFA Information Resend Request, per premises, per request				CLO	PE1C9		77.41									

COLLOCATION - North Carolina												Attachment: 4		Exhibit: D			
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																	
		Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.48									

COLLOCATION - South Carolina												Attachment: 4		Exhibit: D		
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	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
		Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.71								

COLLOCATION - Tennessee												Attachment: 4		Exhibit: D			
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 First	Add'l	Nonrecurring Disconnect First	Add'l	OSS Rates (\$)					
												SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																	
		Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.67									