

**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 thirty (30) days following the last signature executing the Amendment.

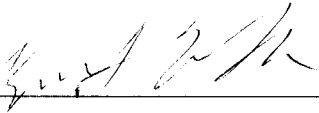
WHEREAS, BellSouth and Covad entered into the Agreement on December 19, 2001, and;

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 add the rates for Physical Collocation – 2-Wire Cross Connects (Loop) for Line Splitting to Exhibit C of Attachment 2 as shown in Exhibit 1 attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated December 19, 2001, shall remain in full force and effect.
3. Either or both of the Parties is 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: Kristen E. Rowe

Title: Director

Date: 3/4/04

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

By: 

Name: James A. Kirkland

Title: SVP & General Counsel

Date: 2/27/04

UNBUNDLED NETWORK ELEMENTS - Kentucky												Attachment: 2		Exhibit: C				
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
The "Zone" shown in the sections for stand-alone loops or loops as part of a combination refers to Geographically Deaveraged UNE Zones. To view Geographically Deaveraged UNE Zone Designations by Central Office, refer to internet Website: <a href="http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm">http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm</a>																		
PHYSICAL COLLOCATION																		
		Physical Collocation-2 Wire Cross Connects (Loop) for Line Splitting						UEPSR, UEPSB	PE1LS	0.0333	24.68	23.68	12.14	10.95		7.86		