3   **Line Sharing**

3.1   **General.** Line Sharing is defined as the process by which <<customer_short_name>> provides digital subscriber line service ("xDSL") over the same copper Loop that BellSouth uses to provide retail voice service, with BellSouth using the low frequency portion of the Loop and <<customer_short_name>> using the high frequency spectrum (as defined below) of the Loop.

3.1.1   Line Sharing arrangements in service as of October 1, 2003 under a prior Interconnection Agreement between Bellsouth and <<customer_short_name>>, will remain in effect until the End User discontinues or moves xDSL service with <<customer_short_name>>. Arrangements pursuant to this Section will be billed at the rates set forth in Exhibit A.

3.1.2   No new line sharing arrangements may be ordered. For Line Sharing arrangements placed in service between October 2, 2003, and October 1, 2004; on or after October 2, 2004 (whether under this Agreement only, or under this Agreement and a prior Agreement), the rates will be as set forth in Exhibit A.

3.1.3   Any Line Sharing arrangements placed in service between October 2, 2003 and October 1, 2004; on or after October 2, 2004; and not otherwise terminated, shall terminate on October 2, 2006.

3.1.4   The High Frequency Spectrum is defined as the frequency range above the voiceband on a copper Loop facility carrying analog circuit-switched voiceband transmissions. Access to the High Frequency Spectrum is intended to allow <<customer_short_name>> the ability to provide xDSL data services to the End User for which BellSouth provides voice services. The High Frequency Spectrum shall be available for any version of xDSL complying with Spectrum Management Class 5 of ANSI T1.417, American National Standard for Telecommunications, Spectrum Management for Loop Transmission Systems. BellSouth will continue to have access to the low frequency portion of the Loop spectrum (from 300 Hertz to at least 3000 Hertz, and potentially up to 3400 Hertz, depending on equipment and facilities) for the purposes of providing voice service. <<customer_short_name>> shall only use xDSL technology that is within the PSD mask for Spectrum Management Class 5 as found in the above-mentioned document.

3.1.5   Access to the High Frequency Spectrum requires an unloaded, 2-wire copper Loop. An unloaded Loop is a copper Loop with no load coils, low-pass filters, range extenders, DAMLs, or similar devices and minimal bridged taps consistent with ANSI T1.413 and T1.601.

3.1.6   BellSouth will provide Loop Modification to <<customer_short_name>> on an existing Loop for Line Sharing in accordance with procedures as specified in Section 2 of this Attachment. BellSouth is not required to modify a Loop for access to the High Frequency spectrum if modification of that Loop significantly degrades BellSouth's voice service. If <<customer_short_name>> requests that BellSouth modify a Loop and such modification significantly degrades the voice services on the Loop, <<customer_short_name>> shall pay for the Loop to be restored to its original state.

3.1.7   Line Sharing shall only be available on loops on which BellSouth is also providing, and continues to provide, analog voice service directly to the End User. In the event the End User terminates its BellSouth provided voice service for any reason, or in the event BellSouth disconnects the End User's voice service pursuant to its tariffs or applicable law, and <<customer_short_name>> desires to continue providing xDSL service on such Loop, <<customer_short_name>> or the new voice provider, or both, shall be required to purchase a full stand-alone Loop. In those cases in which BellSouth no longer provides voice service to the End User and <<customer_short_name>> purchases the full stand-alone Loop, <<customer_short_name>> may elect the type of Loop it will purchase. <<customer_short_name>> will pay the appropriate recurring and nonrecurring rates for such Loop as set forth in Exhibit A to this Attachment. In the event <<customer_short_name>> purchases a voice grade Loop, <<customer_short_name>> acknowledges that such Loop may not remain xDSL compatible.

3.1.8   In the event the End User terminates its BellSouth provided voice service, and <<customer_short_name>> requests BellSouth to convert the Line Sharing arrangement to a Line Splitting arrangement (see below), BellSouth will discontinue billing <<customer_short_name>> for the High Frequency Spectrum and begin billing the voice CLEC. BellSouth will continue to bill the Data LEC for all associated splitter charges if the Data LEC continues to use a BellSouth splitter.

3.1.9   Only one CLEC shall be permitted access to the High Frequency Spectrum of any particular Loop.

3.2   Once BellSouth has placed cross-connects on behalf of <<customer_short_name>> to provide <<customer_short_name>> access to the High Frequency Spectrum and chooses to rearrange its splitter or CLEC pairs, <<customer_short_name>> may order the rearrangement of its splitter or cable pairs via "Subsequent Activity". Subsequent Activity is any rearrangement of <<customer_short_name>>'s cable pairs or splitter ports after BellSouth has placed cross-connection to provide

<<customer_short_name>> access to the High Frequency Spectrum. BellSouth shall bill and <<customer_short_name>> shall pay the Subsequent Activity charges as set forth in Exhibit A of this Attachment.

3.3   BellSouth's Local Ordering Handbook (LOH) will provide <<customer_short_name>> the LSR format to be used when ordering disconnections of the High Frequency Spectrum or Subsequent Activity.

3.4   **<u>Maintenance and Repair – Line Sharing.</u>** <<customer_short_name>> shall have access for repair and maintenance purposes to any Loop for which it has access to the High Frequency Spectrum. <<customer_short_name>> may test from the collocation space, the Termination Point, or the NID.

3.4.1   BellSouth will be responsible for repairing voice services and the physical line between the NID at the End User's premises and the Termination Point. <<customer_short_name>> will be responsible for repairing its data services. Each Party will be responsible for maintaining its own equipment.

3.4.2   <<customer_short_name>> shall inform its End Users to direct data problems to <<customer_short_name>>, unless both voice and data services are impaired, in which event <<customer_short_name>> should direct the End Users to contact BellSouth.

3.4.3   Once a Party has isolated a trouble to the other Party's portion of the Loop, the Party isolating the trouble shall notify the End User that the trouble is on the other Party's portion of the Loop.

UNBUNDLED NETWORK ELEMENTS - Kentucky — Attachment: 2 Exh. C

CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l	Svc Order Submitted Elec per LSR (SOMEC)	Svc Order Submitted Manually per LSR (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-1st (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Add'l (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st (SOMAN)	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l (SOMAN)
													OSS Rates($)			
LINE SHARING																
	NOTE 1: The Line Sharing monthly recurring rates for all installations completed from October 02, 2003 through midnight October 01, 2004 and on or after October 02, 2004 shall be billed as follows:															
	NOTE 1: 10/02/2003 – 10/01/2004: 25% of the rate for an unbundled copper loop non-designed ("UCLND")															
	NOTE 1: 10/02/2004 – 10/01/2005: 50% of the rate for UCLND															
	NOTE 1: 10/02/2005 – 10/01/2006: 75% of the rate for UCLND															
	NOTE 1: Above will apply to USOCS: ULSDT and ULSCT															
	**NOTE 2: The Line Sharing monthly recurring rates with USOCs ULSDC and ULSCC applies only to circuits installed and inservice on or before October 1, 2003															
	LINE SHARING															
SPLITTERS-CENTRAL OFFICE BASED																
	Line Sharing Splitter, per System 96 Line Capacity			ULS	ULSDA	198.83	379.05	0.00	358.55	0.00						
	Line Sharing Splitter, per System 24 Line Capacity			ULS	ULSDB	49.71	379.05	0.00	358.55	0.00						
	Line Sharing Splitter, Per System, 8 Line Capacity			ULS	ULSD8	16.94	377.71	0.00	357.29	0.00						
	Line Sharing-DLEC Owned Splitter in CO-CFA activaton-deactivation (per LSOD)			ULS	ULSDG		173.62	0.00	100.40	0.00						
END USER ORDERING-CENTRAL OFFICE BASED LINE SHARING																
	Line Sharing - per Line Activation (BST Owned splitter) - OBSOLETE see **NOTE 2			ULS	ULSDC	0.61	37.16	21.28	20.17	9.90						
	Line Share Service, TRO per line activation, BST owned splitter - Central Office Located (50% of UCLND) - please see NOTE 1 (E:10/2/2004)			ULS	ULSDT	5.29	37.16	21.28	20.17	9.90						
	Line Share Service, TRO per line activation, BST owned splitter - Central Office Located (75% of UCLND) - please see NOTE 1 (E:10/2/2005)			ULS	ULSDT	7.94	37.16	21.28	20.17	9.90						
	Line Sharing - per Subsequent Activity per Line Rearrangement(BST Owned Splitter)			ULS	ULSDS		32.90	16.43								
	Line Sharing - per Subsequent Activity per Line Rearrangement(DLEC Owned Splitter)			ULS	ULSCS		32.90	16.43								
	Line Sharing - per Line Activation (DLEC owned Splitter) - OBSOLETE see **NOTE 2			ULS	ULSCC	0.61	47.44	19.31	20.67	12.74						
	Line Share Service, TRO per line activation, CLEC owned splitter - Central Office Located (50% of UCLND) - please see NOTE 1 (E:10/2/2004)			ULS	ULSCT	5.29	47.44	19.31	20.67	12.74						
	Line Share Service, TRO per line activation, CLEC owned splitter - Central Office Located (75% of UCLND) - please see NOTE 1 (E:10/2/2005)			ULS	ULSCT	7.94	47.44	19.31	20.67	12.74						

Sampling of Covad Press Releases

June 28, 2005
Covad and Samsung Announce Upgrade to Covad Nationwide Network that Enables
Local & Long Distance Service, Internet Access and Video over DSL

June 6, 2005
Earthlink and Covad Announce Market Trial of Innovative Bundle of Phone Services and
High-Speed Internet

March 28, 2005
Covad Dedicated-Loop ADSL Offers Alternative to Bell Customers Who Want "Naked
DSL"

January 13, 2005
Covad to Conduct Trials of Next-Generation DSLAM Technology Supporting New
Competitive Choices for Local and Long Distance Service

December 9, 2004
Covad Completes Nationwide Rollout of Business-Class VoIP

August 31, 2004
Covad Launches Voice over IP Services Based on Cisco Equipment that Provides
Enhanced Performance to Customers Nationwide

July 27, 2004
Lightyear Network Solutions Selects Covad For Its Bundled Voice and Data Service

July 6, 2004
Covad Launches Dedicated-Loop ADSL for Consumers and Small Businesses
Nationwide

July 6, 2004
Met Tel Selects Covad DSL For Its Local and Long Distance Voice and Data Bundles

June 17, 2004
Covad Communications Announces Strategic Relationship with WilTel Communications

May 11, 2004
Covad Partners with AT&T to Offer Bundled DSL and Voice Services in California

April 6, 2004
Covad Partners with AT&T to Offer Bundled DSL and Voice Services in 11 New States

April 5, 2004
Covad Begins Receiving Broadband Orders from ACN As Part of Their Bundled Voice
and Broadband Services

Feb. 25, 2004
Covad Partners with AT&T to Offer Bundled DSL and Voice Services in Three New
States

Feb. 9, 2004
Covad Announces Voice Over Internet Protocol (VoIP) Deployment Plans

Jan. 9, 2004
Covad Partners with ACN to Address Growing Demand for Bundled Local/Long Distance Voice and Data Services

Jan. 8, 2004
Covad Communications Announces Strategic Relationship with Broadwing

Dec. 17, 2003
Covad Named National DSL Provider For Global Crossing Frame Relay, IP-VPN, Dedicated Internet Access And VoIP Services

Dec. 11, 2003
Covad Partners with AT&T to Offer Bundled DSL and Voice Services in Three Additional States

Nov. 18, 2003
Covad Partners with AT&T to Offer Bundled DSL and Voice Services in Three More States

Sept 23, 2003
Netifice Enhances Resale Agreement with Covad to Deliver Business Class Broadband IP VPN Solutions

Sept 11, 2003
Covad Partners with AT&T to Offer Bundled DSL and Voice Services in Four More States

Sept 2, 2003
Covad Extends Partnership with MCI

Aug 28, 2003
Vartec and Excel Select Covad DSL for their Local/Long Distance Voice and Data Bundles

Aug 7, 2003
Covad and Z-Tel Extend Their Partnership

July 30, 2003
Covad Provides DSL Service for AT&T's New High-Speed Internet Service Offer

July 15, 2003
Z-Tel Strengthens Its Business Services Focus, Launches Nationwide Managed Voice and Data Solutions for Companies Large and Small

June 17, 2003
New Edge Networks Expands Agreement with Covad; Offers National Frame Relay over DSL at Savings up to 50%

June 3, 2003
Covad Improves T1 TeleXtendSM for Small and medium Sized Businesses

May 15, 2003
New Agreement With Covad Allows Z-Tel to Deliver Broadband Services to Its Telecom Customers