

**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 on 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 delete Section 8.4 in Attachment 4 of the Agreement and replace with the following language:

8.4 Covad shall submit certificates of insurance reflecting the coverage required pursuant to this Section a minimum of ten (10) business days prior to the commencement of any work in the Collocation Space. Failure to meet this interval may result in construction and equipment installation delays. Covad shall arrange for BellSouth to receive thirty (30) business days' advance notice of cancellation from Covad's insurance company. Covad shall forward a certificate of insurance and notice of cancellation/non-renewal to BellSouth at the following address:

BellSouth Telecommunications, Inc.  
Risk Management Office – Finance  
17F54 BSC  
675 West Peachtree Street, N.E.  
Atlanta, Georgia 30375

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 hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

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

BellSouth Telecommunications, Inc.

By: Original Signature on File

By: Original Signature on File

Name: Douglas Carlen

Name: Elizabeth R. A. Shiroishi

Title: Assistant Secretary

Title: Director

Date: 4/30/03

Date: 05/16/03