

**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 upon the date of the last signature executing the Amendment ("Effective Date").

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 hereby agree to delete Section 21.1 of the General Terms and Conditions and replace it with a new Section 21.1 as follows:

"21.1 Every notice, consent or approval of a legal nature, required or permitted by this Agreement shall be in writing and shall be delivered either by hand, by overnight courier or by US mail postage prepaid, or email if an email address is listed below, addressed to:

BellSouth Telecommunications, Inc.

BellSouth Local Contract Manager
600 North 19th Street, 10th Floor
Birmingham, AL 35203

and

ICS Attorney
Suite 4300
675 West Peachtree Street
Atlanta, GA 30375

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

Douglas Carlen, Esq.
110 Rio Robles
San Jose, CA 95134

and

Colette Davis
Vice President, External Affairs
1230 Peachree Street NE
Suite 1900
Atlanta, GA 30309

or at such other address as the intended recipient previously shall have designated by written notice to the other Party.”

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 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 Amendment the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Kristen Rowe

Title: Director

Date: 9/28/05

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

By: 

Name: James A. Kirkland

Title: SVP, Strategic Development &
General Counsel

Date: 9/23/05