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BellSouth Telecommunications, Inc.

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October 22, 2003

VIA HAND DELIVERY

Hon. Deborah Taylor Tate
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37238

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 03-00571

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, DIECA Communications, Inc. d/b/a Covad Communications Company and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated December 19, 2001. The Amendment incorporates the rate for the Line Sharing – DLEC Owned Splitter in CO-CFA activation deactivation (per LSOD) element.

Thank you for your attention to this matter.

Sincerely yours,


Guy M. Hicks

cc: Douglas Carlen, Esq, Covad Communications Company
William H. Weber, Covad Communications Company

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Covad and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties are authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Covad within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Covad and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Covad and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 22nd day of Oct., 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

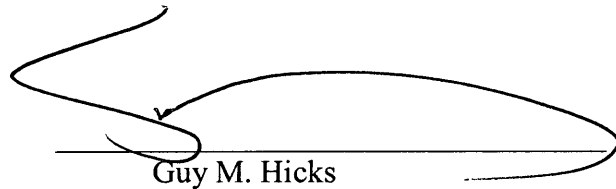
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 22nd day of Oct, 2003:

Douglas Carlen, Esq.
Assistant General Counsel
Covad Communications Company
3420 Central Expressway
Santa Clara, CA 95051

William H. Weber
Vice President, External Affairs
Covad Communications Company
1230 Peachtree Street, NE
19th Floor, Promenade II
Atlanta, GA 30309



Guy M. Hicks

**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 add the rate element, Line Sharing – DLEC Owned Splitter in CO-CFA activation-deactivation (per LSOD), for the state of Tennessee, to Attachment 2, Exhibit C of the Agreement as set forth 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: Pat C. Fowler

Name: Patricia C. Fowler

Title: Asst. Director

Date: 8/29/03

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

By: Douglas Carlen

Name: Douglas Carlen

Title: Asst. Secretary

Date: 8/22/03

UNBUNDLED NETWORK ELEMENTS - Tennessee												
CATEGORY	RATE ELEMENTS	Interim Zone	BCS	USOC	RATES (\$)		Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2	Exhibit B		
					Nonrecurring First	Add'l	Nonrecurring Disconnect First	ADD'l	Incremental Charge - Manual Svc Order vs. Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st Add'l		
					Rec				OSS Rates(\$)			
									SOMECD	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. http://www.interconnection.bellouth.com/bcma/cba/cba.htm#interconnection.htm												
HIGH FREQUENCY SPECTRUM												
	LINE SHARING											
	SPLITTERS-CENTRAL OFFICE BASED											
	Line Sharing-DLEC Owned Splitter in CO-CFA activator-deactivation (per LSOD)	ULS		ULSDG	0.00	163.98	92.71	0.00	20.35	10.54	13.32	13.32