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BellSouth Telecommunications, Inc.

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General Counsel

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T.R.A. DOCKET ROOM

December 12, 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. 03-00637

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 replaces OSS Regional Rates with OSS State Specific rates for all states.

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

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In 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. _____

PETITION FOR APPROVAL OF THE
AMENDMENT TO THE INTERCONNECTION AGREEMENT
NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.
AND DIECA COMMUNICATIONS, INC.
D/B/A COVAD COMMUNICATIONS COMPANY
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, DIECA Communications, Inc. d/b/a Covad Communications Company ("Covad") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated December 19, 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Covad and BellSouth state the following:

1. Covad and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Covad. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on February 12, 2002.

2. The parties have recently negotiated an Amendment to the Agreement which replaces OSS Regional Rates with OSS State Specific rates for all states. A copy of the Amendment is attached hereto and incorporated herein by reference.

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.

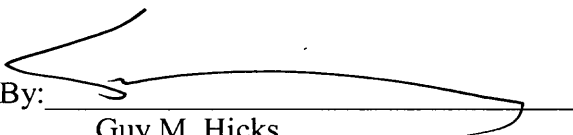
6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

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

This 12 day of Dec, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

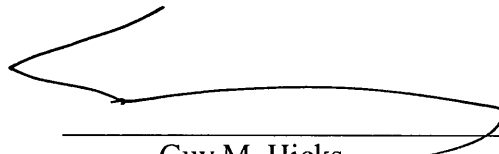
Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

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 12 day of Dec, 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 30 days after 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. Rates contained in Attachment 1, Exhibit G of the Agreement, for OSS elements, are hereby deleted and replaced by rates contained in Exhibit 1 to this Amendment, incorporated herein by this reference.
2. Rates contained in Attachment 2, Exhibit C of the Agreement, for OSS elements, are hereby deleted and replaced by rates contained in Exhibit 2 to this Amendment, incorporated herein by this reference.
3. All of the other provisions of the Agreement, dated December 19, 2001, shall remain in full force and effect.
4. 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 Finlen

Name: Patrick C. Finlen

Title: Assistant Director

Date: 10/24/03

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

By: Dagmar Carver

Name: Dagmar Carver

Title: Asst Secretary

Date: 10/2/03

RESALE DISCOUNTS AND RATES - Georgia														
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)					Attachment 1		Exhibit: G	
						Svc Order Submitted Erec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l		
													Rec	Nonrecurring
							First	Add'l	Add'l	First	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONAL SUPPORT SYSTEMS														
NOTE (3) OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only = \$110.00 Per Each Additional 1000 Orders Per Month														
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only Per First 1000 Orders Per Month		SYS		SOMCA		550.00							
	Service Establishment Charge For OSS Interfaces (CA)		SYS		SYSLL		200.00	0.00		0.00				
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMECC			0.00		0.00				
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - Resale Only				SOMAN		21.99	0.00		21.99				

RESALE DISCOUNTS AND RATES - South Carolina															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 1		Exhibit G	
						Nonrecurring First	Add'l	Nonrecurring First	Add'l			Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st
						Rec				Nonrecurring Disconnect First	Add'l	SOMECSOMAN	SOMANSOMAN	SOMANSOMAN	

[illegible]

UNBUNDLED NETWORK ELEMENTS - Florida																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted ELEC per LSR	Svc Order Submitted Manually per LSR	Attachment 2			Exhibit C	
						Nonrecurring			Nonrecurring Disconnect			Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st	
						First	Add'l	Add'l								
						Rec	First	Add'l		SOME	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN	
OPERATIONAL SUPPORT SYSTEMS (OSS) RATES																
NOTE (1) CLEC should contact its contract negotiator if it prefers the "regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two																
NOTE (2) Any element that can be ordered electronically will be billed according to the SOME rate listed in this category. Please refer to BellSouth's Business Rules for Local Ordering (BBR-LO) to determine if a product can be ordered electronically. For those elements that cannot be ordered electronically at present per the BBR-LO, the listed SOME rate in this category reflects the charge that would be billed to a CLEC once electronic ordering capabilities come on-line for that element. Otherwise, the manual ordering charge, SOMAN, will be																
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOME		1.52	0.00	0.20	0.00						
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		11.90	0.00	1.83	0.00						

UNBUNDLED NETWORK ELEMENTS - Georgia															
CATEGORY	RATE ELEMENTS		Interim	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2		Exhibit C	
						Rec	Nonrecurring Add'l	Nonrecurring First	Nonrecurring Disconnect Add'l	SOMECH	SOMAN	SOMAN	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l	Incremental Charge - Manual Svc Order vs Electronic-1st Add'l
OPERATIONAL SUPPORT SYSTEMS (OSS) RATES															
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NOTE (3) OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only = \$110.00 Per Each Additional 1000 Orders Per Month															
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only Per First 1000 Orders Per Month			UE+++ ,SSOSS	SOMGA	550.00									
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only Per First 1000 Orders Per Month			SYS	SYSLL		200.00	0.00	0.00				0.00		
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMECH		0.00	0.00	0.00				0.00		
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		11.73	0.00	6.13				0.00		

UNBUNDLED NETWORK ELEMENTS - Kentucky													
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec Manually per LSR	Attachment 2		Exhibit C	
						Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First		Svc Order Submitted	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st
OPERATIONAL SUPPORT SYSTEMS (OSS) RATES													
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	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOME		7.88	0.00	6.82	0.00			
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN		7.86	0.00	0.99	0.00			

UNBUNDLED NETWORK ELEMENTS - Mississippi												
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Attachment 2		Exhibit C
						Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First		Incremental Charge - Manual Svc Order vs Electronic- 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	
						Rec			SOME	SOMAN	SOMAN	SOMAN
OPERATIONAL SUPPORT SYSTEMS (OSS) RATES												
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	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOME	5.70	0.00	3.57				
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - UNE Only				SOMAN	15.75	0.00	1.97				

UNBUNDLED NETWORK ELEMENTS - North Carolina													
CATEGORY	RATE ELEMENTS	Interm Zone	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment 2			Exhibit C
										Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	Incremental Charge - Manual Svc Order vs Electronic- Disc 1st	
					Nonrecurring Add'l	Nonrecurring First	Nonrecurring Disconnect Add'l	SOME	SOMAN	OSS Rates (\$)	SOMAN	SOMAN	
					Rec								
OPERATIONAL SUPPORT SYSTEMS (OSS) RATES													
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	OSS - Electronic Service Order Charge, For Local Service Request (LSR) Submission, Per Month		UE+++ , SSOSS	SOMNC		305.00							
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only			SOME	0.00	0.00	0.00						
	OSS - Manual Service Order Charge, Per Element - UNE Only			SOMAN									
**Please see applicable rate element for OSS charge													

UNBUNDLED NETWORK ELEMENTS - South Carolina												
CATEGORY	RATE ELEMENTS	Interim	BCS	USOC	RATES (\$)			Svc Order Submitted Manually per LSR	Attachment 2		Exhibit C	
					Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect First		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			SOME	SOMAN	SOMAN	SOMAN	SOMAN
OPERATIONAL SUPPORT SYSTEMS (OSS) RATES												
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	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only					5.92	0.00	3.80	0.00			
	OSS - Manual Service Order Charge, Per Local Service Request (LSR) - UNE Only					15.69	0.00	1.97	0.00			

UNBUNDLED NETWORK ELEMENTS - Tennessee											
CATEGORY	RATE ELEMENTS	Interim	BCS	USOC	RATES (\$)			Svc Order Submitted Elec per LSR	Attachment 2		Exhibit C
					Nonrecurring First	Add'l	Nonrecurring First		Incremental Charge - Manual Svc Order vs Electronic-1st	Incremental Charge - Manual Svc Order vs Electronic-1st	
					Rec	Add'l	First	SOME	SOMAN	SOMAN	SOMAN
OPERATIONAL SUPPORT SYSTEMS (OSS) RATES											
	NOTE (1) CLEC should contact its contract negotiator if it prefers the "Regional" OSS charges as offered by BellSouth. The OSS charges currently contained in this rate exhibit are the PSC state ordered "state specific" service ordering charges. CLEC may elect either the state specific Commission ordered rates for the service ordering charges, or CLEC may elect the regional service ordering charge, however, CLEC can not obtain a mixture of the two.										
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	NOTE (3) The actual state specific electronic OSS rate ordered by the Tennessee Regulatory Authority is \$0.00. Recovery of OSS interfaces is built into the recurring charges of the elements ordered										
	OSS - Electronic Service Order Charge, Per Local Service Request (LSR) - UNE Only			SOME	0.00	0.00	0.00				
	OSS - Manual Service Order Charge, Per Element - UNE Only			SOMAN							
	**Please see applicable rate element for OSS charge										