

**BellSouth Telecommunications, Inc.**

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**Guy M. Hicks**  
General Counsel

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September 26, 2006

VIA HAND DELIVERY

Hon. Sara Kyle  
Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

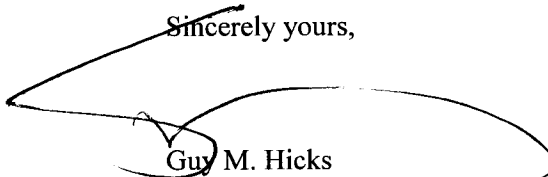
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. \_\_\_\_\_

Dear Chairman Kyle:

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 plus six paper copies and one electronic copy of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated December 19, 2001. The Amendment adds CLEC to CLEC rates for ADSL to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Douglas Carlen, Esq., Covad Communications Company  
Colette Davis, Vice President, External Affairs, 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 23, 2004.
2. The parties have recently negotiated an Amendment to the Agreement which adds CLEC to CLEC rates for ADSL to the Agreement. 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 is 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 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement filed and approved pursuant to 47 USC Section 252.

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

This 26<sup>th</sup> day of May, 2006.

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 26<sup>th</sup> day of May, 2006:

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

Colette Davis  
Vice President, External Affairs  
Covad Communications Company  
1230 Peachtree Street NE  
Suite 1900  
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 one (1) day after the date of 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 following rates attached in Exhibit B to the Attachment 2 rates for the states Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee.
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.

Signature Page

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below.

**BellSouth Telecommunications, Inc.**

By: *Kristen Rowe*

Name: ~~Kristen Rowe~~ Shore

Title: Director

Date: 8/15/06

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

By: *James A. Kirkland*

Name: James A. Kirkland

Title: SVP and General Counsel

Date: 8/14/06

UNBUNDLED NETWORK ELEMENTS - Florida																
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Exh A		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 Add'l
						Rec	Nonrecurring First	Nonrecurring Add'l	Nonrecurring Disconnect Add'l			SOMEC	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: <a href="http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm">http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm</a>																
UNBUNDLED EXCHANGE ACCESS LOOP																
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP																
	CLEC to CLEC Conversion Charge without outside dispatch		UAL		UREWO		86.19	40.39								

UNBUNDLED NETWORK ELEMENTS - Georgia													
CATEGORY	RATE ELEMENTS	Interl m	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 2 Exh A				
									Incremental Charge - Manual Svc Order vs. Electronic- 1st	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 Add'l	



UNBUNDLED NETWORK ELEMENTS - Kentucky										Attachment 2 Exh A:			
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)			Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
											1st	1st	
						First	Nonrecurring Add'l	Nonrecurring Disconnect Add'l	SOME	SOMAN	OSS Rates(\$)	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: <a href="http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm">http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm</a>													
UNBUNDLED EXCHANGE ACCESS LOOP													
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP													
	CLEC to CLEC Conversion Charge without outside dispatch		UAL		UREWO	86.20	40.40						



[illegible]

UNBUNDLED NETWORK ELEMENTS - North Carolina															
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES(\$)	Svc Order Submitted Elec per LSR		Svc Order Submitted Manually per LSR	Attachment: 2 Exh A		Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l		
							Nonrecurring First	Nonrecurring Add'l		Nonrecurring Disconnect First	Nonrecurring Disconnect Add'l			Incremental Charge - Manual Svc Order vs. Electronic-Disc 1st	Incremental Charge - Manual Svc Order vs. Electronic-Disc Add'l
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 Zones, refer to Internet Website: <a href="http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm">http://www.interconnection.bellsouth.com/become_a_clec/html/interconnection.htm</a>															
UNBUNDLED EXCHANGE ACCESS LOOP															
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP															
	CLEC to CLEC Conversion Charge without outside dispatch		UAL		UREWO	78.06		32.38							

[illegible]

UNBUNDLED NETWORK ELEMENTS - Tennessee												Attachment 2 Exh A:					
CATEGORY	RATE ELEMENTS	Inter m	Zone	BCS	USOC	RATES(\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	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
						Nonrecurring First	Add'l	Nonrecurring Disconnect Add'l				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			
								Rec							SOME		
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UNBUNDLED EXCHANGE ACCESS LOOP																	
2-WIRE ASYMMETRICAL DIGITAL SUBSCRIBER LINE (ADSL) COMPATIBLE LOOP																	
	CLEC to CLEC Conversion Charge without outside dispatch		UAL		UREWO		20.02	31.99						20.35	10.54	13.32	13.32