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October 18, 2007

VIA HAND DELIVERY

Hon. Eddie Roberson
Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

filed electronically in docket office 10/19/2007

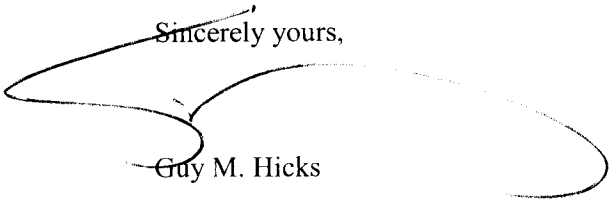
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*
Docket No. 07-00240

Dear Chairman Roberson:

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 effective August 24, 2007. The Amendment relates to Universal Digital Channel and to Physical and Virtual Cross Connects.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Charles E. Watkins, Senior Counsel, 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. dba 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.
DBA COVAD COMMUNICATIONS COMPANY
PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996

COME NOW, DIECA Communications, Inc. dba Covad Communications Company ("Covad") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated effective August 24, 2007 (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 filed for approval by the Tennessee Regulatory Authority ("TRA") on September 20, 2007.

2. The parties have recently negotiated an Amendment to the Agreement which relates to Universal Digital Channel and to Physical and Virtual Cross Connects. 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.

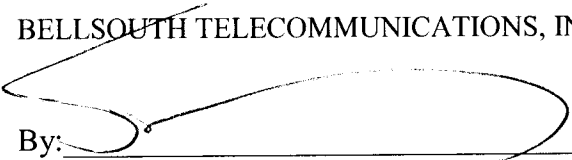
6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Interconnection Agreement approved pursuant to 47 USC Section 252.

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

This 18th day of Oct, 2007.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

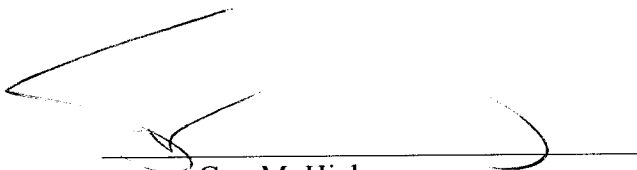
By: 

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 18th day of Oct, 2007:

Charles E. Watkins
Senior Counsel
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. dba Covad Communications Company
and
BellSouth Telecommunications, Inc.
d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia,
AT&T Kentucky, AT&T Louisiana, AT&T Mississippi,
AT&T North Carolina, AT&T South Carolina and
AT&T Tennessee
Dated August 24, 2007**

Pursuant to this Amendment, (the "Amendment"), DIECA Communications, Inc. dba Covad Communications Company (Covad), and BellSouth Telecommunications, Inc. d/b/a AT&T Alabama, AT&T Florida, AT&T Georgia, AT&T Kentucky, AT&T Louisiana, AT&T Mississippi, AT&T North Carolina, AT&T South Carolina and AT&T Tennessee ("AT&T"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated August 24, 2007 (Agreement) to be effective upon the date of the last signature executing the Amendment (Effective Date).

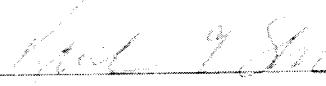
WHEREAS, AT&T and Covad entered into the Agreement on August 24, 2007,
and;

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 incorporate the rates for the 2-Wire Universal Digital Channel (UDC) Compatible Loop into Exhibit A of Attachment 2, attached as Exhibit 1 to this Amendment.
2. The Parties agree to incorporate the rates for the Physical Collocation – 2-Wire Cross Connect and the Virtual Collocation – 2-Wire Cross Connect into Exhibit B of Attachment 4, attached as Exhibit 2 to this Amendment.
3. All of the other provisions of the Agreement, dated August 24, 2007, shall remain in full force and effect.
4. 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.
5. In entering into this Amendment, neither Party waives, and each Party expressly reserves, any rights, remedies or arguments it may have at law or under the intervening law or regulatory change provisions in the underlying Agreement (including intervening law rights asserted by either Party via written notice predating this Amendment) with respect to any orders, decisions, legislation or proceedings and any remands thereof, which the Parties have not yet fully incorporated into this Agreement or which may be the subject of further review.

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

BellSouth Telecommunications, Inc.
d/b/a AT&T Alabama, AT&T Florida,
AT&T Georgia, AT&T Kentucky,
AT&T Louisiana, AT&T Mississippi,
AT&T North Carolina, AT&T South
Carolina and AT&T Tennessee

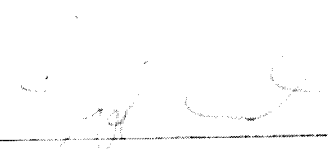
By: 

Name: Kristen E. Shore

Title: Director

Date: 8/31/07

DIECA Communications, Inc. dba
Covad Communications Company

By: 

Name: Doug Carlen

Title: VP, Legal + Corporate Affairs

Date: 8/31/07

[CCCS Amendment 3 of 20]

[CCCS Amendment 4 of 20]

[CCCS Amendment 6 of 20]

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[CCCS Amendment 19 of 20]

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