



Guy M. Hicks  
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January 24, 2008

VIA HAND DELIVERY

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

filed electronically in docket office on 01/24/08

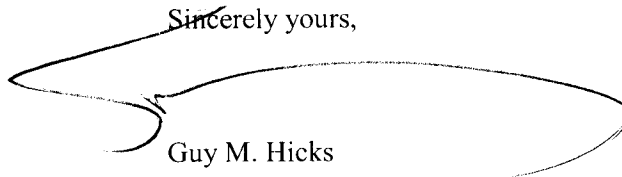
Re: *Approval of the Amendments to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and DIECA Communications, Inc. d/b/a Covad Communications Company Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. 08-00016

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 Amendments to the Interconnection Agreement dated effective August 24, 2007. The first Amendment modifies the Notice provision in the Agreement and the second Amendment adds grandfathered USOCs and rates for DC Power to the Agreement.

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 Amendments 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**  
**AMENDMENTS 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 Amendments to the Interconnection Agreement dated effective August 24, 2007 (the "Amendments") 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 two Amendments to the Agreement. The first Amendment modifies the Notice provision in the Agreement and the second Amendment adds grandfathered USOCs and rates for DC Power to the Agreement. Copy of the Amendments are 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 Amendments to the TRA for its consideration and approval. The Amendments provide that either or both of the parties are authorized to submit the Amendments 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 Amendments 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 Amendments are 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 Amendments negotiated between the parties.

This 24<sup>th</sup> day of Jan., 2008.

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 Amendments to the Interconnection Agreement on the following via United States Mail on the 24<sup>th</sup> day of Jan., 2008:

Charles E. Watkins  
Senior Counsel  
Covad Communications Company  
1230 Peachtree Street, NE  
19<sup>th</sup> 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**

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 July 25, 2007 and effective August 24, 2007 (Agreement) to be effective after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, AT&T and Covad entered into the Agreement dated July 25, 2007 and effective 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 delete Covad's contact information in Section 20.1 of the General Terms and Conditions in its entirety and replace with the following:

Gregory T. Diamond  
Senior Counsel  
7901 Lowry Blvd  
Denver, CO 80230  
720.670.1069 phone  
720.670.3350 fax  
gdiamond@covad.com

2. All of the other provisions of the Agreement, dated July 25, 2007 and effective August 24, 2007, 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.
4. 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: \_\_\_\_\_

**DIECA Communications, Inc. dba**  
**Covad Communications Company**

By: \_\_\_\_\_

Name: Douglas Carlen

Title: SVP & General Counsel

Date: 11/5/07

FACILITIES-BASED OCN # \_\_\_\_\_

ACNA \_\_\_\_\_





**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**

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 July 25, 2007 and effective August 24, 2007 (Agreement) to be effective after the date of the last signature executing the Amendment (Effective Date).

WHEREAS, AT&T and Covad entered into the Agreement on dated July 25, 2007 and effective 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 add the grandfathered USOCs and Rates for DC Power to Attachment 4, Exhibit B in the state of Tennessee as set forth in Amendment Exhibit 1, attached hereto and incorporated herein by this reference.
2. All of the other provisions of the Agreement, dated July 25, 2007 and effective August 24, 2007, 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.
4. 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.

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: Kristen E. Shore

Name: Kristen E. Shore

Title: Director

Date: 11/27/07

DIECA Communications, Inc. dba Covad  
Communications Company

By: Douglas Carlen

Name: Douglas Carlen

Title: SVP + General Counsel

Date: 11/27/07

FACILITIES-BASED OCN # \_\_\_\_\_

ACNA \_\_\_\_\_

