

BELLSOUTH

BellSouth Telecommunications, Inc.

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Marshall M. Criser III

Vice President
Regulatory & External Affairs

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April 19, 2004

040345-TP

Mrs. Blanca S. Bayo
Director, Division of Commission Clerk and Administrative Services
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

Re: Approval of Amendment to the Interconnection Agreement between BellSouth Telecommunications, Inc. ("BellSouth") and DIECA Communications, Inc. d/b/a Covad Communications Company.

Dear Mrs. Bayo:

Please find enclosed for filing and approval, the original and two copies of BellSouth Telecommunications, Inc.'s Amendment to Interconnection Agreement with DIECA Communications, Inc. d/b/a Covad Communications Company.

If you have any questions, please do not hesitate to call Robyn Holland at (850) 222-9380.

Very truly yours,

Marshall M. Criser III
Regulatory Vice President (RM)

DOCUMENT NUMBER-DATE

04648 APR 19 3

FPSC-COMMISSION CLERK

**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 ten (10) calendar days after the date of the last signature executing the Amendment.

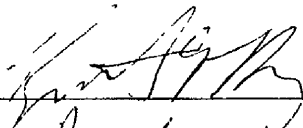
WHEREAS, BellSouth and Covad entered into the Agreement on December 19, 2001, and;

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:

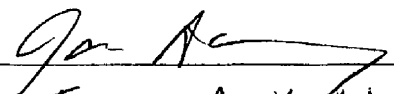
1. The Parties agree to incorporate terms, conditions and rates for Circuit Facility Assignments within Attachment 4, Physical Collocation – Central Office as reflected in Exhibits 1 and 2, attached hereto and by reference incorporated into this Amendment.
2. The Parties agree to delete the following language from Section 6.7.1 to include Exhibit B of Attachment 4, Physical Collocation: "To be considered a timely and accurate forecast, Covad must submit to BellSouth the CLEC Forecast Form, as set forth in Exhibit B attached hereto, containing the following information: Central Office/Serving Wire Center CLLI, number of Caged square feet and/or Cageless bays, number of DS0, DS1, DS3 frame terminations, number of fused amps and planned application date."
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 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.

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

BellSouth Telecommunications, Inc.

By: 
Name: Director Kristin Lowe
Title: Director
Date: 4/12/04

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

By: 
Name: James A. Kirkland
Title: SVP + General Counsel
Date: 4/5/04

6.19 Circuit Facility Assignments (CFAs). Unless otherwise specified, BellSouth will provide CFAs to Covad prior to the applicable provisioning interval set forth herein (Provisioning Interval) for those BellSouth Premises in which Covad has physical Collocation Space with no POT bay or with a grandfathered POT bay provided by BellSouth.

6.19.1 BellSouth cannot provide CFAs to Covad prior to the Provisioning Interval for those BellSouth Premises in which Covad has physical Collocation Space with a POT bay provided by Covad or virtual Collocation Space, until Covad provides BellSouth with the following information:

For physical Collocation Space with a Covad-provided Pot bay, Covad shall provide BellSouth with a complete layout of the POT panels on an equipment inventory update (EIU) form, showing locations, speeds, etc.

For virtual Collocation Space, Covad shall provide BellSouth with a complete layout of Covad's equipment on an equipment inventory update (EIU) form, including the locations of the low speed ports and the specific frame terminations to which the equipment will be wired by Covad's BellSouth Certified Supplier.

6.19.1.1 BellSouth cannot begin work on the CFAs, identified in Section 6.19.1 above, until the complete and accurate EIU form is received from Covad. If the EIU form is provided within ten (10) calendar days prior to the ending date of the Provisioning Interval, then the CFAs, identified in Section 6.19.1 above, will be made available by the ending date of the Provisioning Interval. If the EIU form is not received ten (10) calendar days prior to the ending date of the Provisioning Interval, then the CFAs, identified in Section 6.19.1 above, will be provided within ten (10) calendar days of receipt of the EIU form.

6.19.2 BellSouth will bill Covad a nonrecurring charge, as set forth in Exhibit D, each time Covad requests a resend of its CFAs for any reason other than a BellSouth error in the CFAs initially provided to Covad.

COLLOCATION - Alabama										Attachment: 4		Exhibit: D			
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- 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	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.56								

COLLOCATION - Florida										Attachment: 4		Exhibit: D																					
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-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	OSS Rates (\$)																				
													Rec	Nonrecurring		Nonrecurring Disconnect		SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN										
													First	Add'l	First	Add'l																	
PHYSICAL COLLOCATION																																	
	Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9	77.54																											

COLLOCATION - Georgia											Attachment: 4		Exhibit: D		
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	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	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.42								

COLLOCATION - Kentucky															
CATEGORY	RATE ELEMENTS	Inten m	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 4		Exhibit: D				
									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	Nonrecurring		Nonrecurring	Disconnect	OSS Rates (\$)				
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9	77.55									

COLLOCATION - Louisiana										Attachment: 4		Exhibit: D			
CATEGORY	RATE ELEMENTS	Interm	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	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	Nonrecurring		Nonrecurring Disconnect						
							First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION															
	Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.43								

COLLOCATION - Mississippi																					
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)	Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 4		Exhibit: D										
									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	Nonrecurring		Nonrecurring Disconnect		OSS Rates (\$)									
								First	Add'l	First	Add'l	SOME C	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN				
PHYSICAL COLLOCATION																					
	Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9	77.41															

COLLOCATION - North Carolina										Attachment: 4		Exhibit: D				
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-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	Nonrecurring		Nonrecurring Disconnect							OSS Rates (\$)
							First	Add'l	First	Add'l	SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	Physical Collocaton - CFA Informaton Resend Request, per premises, per request			CLO	PE1C9		77.48									

COLLOCATION - South Carolina																
CATEGORY	RATE ELEMENTS	Interim	Zone	BCS	USOC	RATES (\$)				Svc Order Submitted Elec per LSR	Svc Order Submitted Manually per LSR	Attachment: 4		Exhibit: D		
						Rec	Nonrecurring		Nonrecurring Disconnect			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	
						First	Add'l	First	Add'l	SOME C	SOMAN					SOMAN
PHYSICAL COLLOCATION																
	Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77	71								

COLLOCATION - Tennessee											Attachment: 4		Exhibit: D			
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-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	Nonrecurring First	Add'l	Nonrecurring First							Disconnect Add'l
											SOMEK	SOMAN	SOMAN	SOMAN	SOMAN	SOMAN
PHYSICAL COLLOCATION																
	Physical Collocation - CFA Information Resend Request, per premises, per request			CLO	PE1C9		77.67									