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BellSouth Telecommunications, Inc.

Regulatory & External Affairs

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COMMISSION
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August 24, 2004

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, unbundling, resale and collocation 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, unbundling, resale and collocation 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,

MM Criser III / RN
Regulatory Vice President

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**Amendment
To the
Interconnection 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 the date of the last signature executing this Amendment.

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

WHEREAS, BellSouth and Covad are amending the Agreement to modify Local Number Portability (LNP) recovery charge pursuant to the Order in the matter of the Telephone Number Portability BellSouth Corporation Petition for Declaratory Ruling and/or Waiver, CC Docket No. 95-116, released April 13, 2004;

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 in their entirety all rate elements and USOCs identified as "Local Number Portability charges" in Exhibit B of Attachment 2, as specified by the following USOCs: LNPCX, LNPCP, LNPCN, and LNPCC.
2. The Parties agree to add the following language to Section 3 as Section 3.1.1.1 of Attachment 2 and Section 5 as Section 5.6.3.9 of Attachment 2:
 - In addition to other charges specified in this Agreement for Local Number Portability Covad shall pay to BellSouth the Local Number Portability charges as set forth in Section 13 of the BellSouth FCC No. 1 Tariff;
3. All of the other provisions of the Agreement dated December 19, 2001 shall remain unchanged and 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.

LNP Recovery Amendment
Signature Page

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

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 08/11/04

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

By: 

Name: JAMES KIRKLAND

Title: GENERAL COUNSEL

Date: August 10, 2004