

**Amendment to the Interconnection Agreement
By and Between BellSouth Telecommunications, Inc.
And
DIECA Communications, Inc. d/b/a
Covad Communications Company**

Dated May 30, 2001

This Agreement refers to the Interconnection Agreement ("the Agreement") entered into by DIECA Communications, Inc. d/b/a Covad Communications Company ("DIECA"), a California corporation and BellSouth Telecommunications, Inc. ("BellSouth"), a Georgia corporation on May 30, 2001. This Amendment ("Amendment") is made by and between DIECA and BellSouth and shall be deemed effective on the date executed by DIECA and BellSouth.

WHEREAS, BellSouth and DIECA entered into the Agreement on May 30, 2001 for the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee, 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, DIECA and BellSouth (individually, a "Party" and collectively, the "Parties") hereby covenant and agree as follows:

1. Attachment 2 of the Agreement is hereby amended to include the terms and conditions for Unbundled Loop Modifications (Line Conditioning) as set forth in Exhibit 1 attached hereto and incorporated herein by this reference.
2. The Parties agree that all of the other provisions of the Interconnection Agreement between DIECA and BellSouth, dated May 30, 2001, shall remain unchanged and in full force and effect.
3. Either or both of the Parties are authorized to submit this Amendment to the appropriate State Public Service Commissions or other Regulatory Agencies for approval subject to Section 252 (e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

DIECA Communications, Inc. d/b/a

Covad Communications Company

BellSouth Telecommunications, Inc.

Original Signature on File

Original Signature on File

Signature
Dhruv Khanna

Signature
C. W. Boltz

Name

Name

Executive-VP & General
Counsel

Managing Director

Title

Title
10/01/01

Date

Date

EXHIBIT 1

ACCESS TO NETWORK ELEMENTS AND OTHER SERVICES

1.1 Unbundled Loop Modifications (Line Conditioning)

- 1.1.1 Subject to applicable and effective FCC rules and orders, BellSouth shall condition loops, as requested by DIECA, whether or not BellSouth offers advanced services to the End User on that loop.
- 1.1.2 Loop conditioning is defined as the removal from the loop of any devices that may diminish the capability of the loop to deliver high-speed switched wireline telecommunications capability, including xDSL service. Such devices include, but are not limited to, load coils, bridge taps, low pass filters, and range extenders.
- 1.1.3 The Unbundled Loop Modifications (ULM) offering provides the following elements: 1) removal of equipment on loops equal to or less than 18kft; 2) removal of equipment of loops longer than 18kft; and 3) removal of bridged-taps on loops of any length.
- 1.1.4 Charges for loop conditioning, if any, shall be determined by each state commission in accordance with federal pricing rules.