

BY EACH REPORTING PERSON

43,678,658

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	19.7%
14	TYPE OF REPORTING PERSON	HC

1	NAME OF REPORTING PERSON	SBC INTERNATIONAL INC.
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	43-1380735
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) [] (b) []
3	SEC USE ONLY	
4	SOURCE OF FUNDS	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	[]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	7 SOLE VOTING POWER 0
		8 SHARED VOTING POWER 43,678,658*
		* Of the Shares beneficially owned by SBC, 13,024,520 Shares are non-voting.
		9 SOLE DISPOSITIVE POWER 0
		10 SHARED DISPOSITIVE POWER 33,678,658
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	43,678,658
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	19.7%
14	TYPE OF REPORTING PERSON	C0

1 NAME OF REPORTING PERSON SBC OPTION DELIVERY, LLC
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES	7	SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER * Of the Shares beneficially owned by SBC, 13,024,520 Shares are non-voting.	17,448,823*
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	17,448,823

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
 BY EACH REPORTING PERSON 17,448,823

12 CHECK BOX IF THE AGGREGATE AMOUNT IN
 ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%

14 TYPE OF REPORTING PERSON CO

AMENDMENT NO. 2 TO SCHEDULE 13D
RELATING TO ORDINARY SHARES
OF AMDOCS LIMITED

This Amendment No. 2 to the Schedule 13D filed on February 22, 2000 (the "Original 13D"), by SBC Communications Inc. ("SBC") and SBC International Inc. ("SBCI") is being filed to report their beneficial ownership of ordinary shares of Amdocs Limited (the "Company") by proxy.

Item 1. Security and Issuer

This statement relates to the Ordinary Shares, par value (pound) 0.01 (the "Shares"), of Amdocs Limited, a company organized under the laws of the Island of Guernsey. The Shares trade on the New York Stock Exchange under the symbol "DOX". The principal executive office of the Company is Suite 5, Tower Hill House Le Bordage, St. Peter Port, Island of Guernsey, GY1 3QT Channel Islands.

Item 4. Purpose of Transaction

On December 19, 2000, Amdocs International Limited ("AIL") entered into an agreement with SBCI whereby AIL granted to SBCI an irrevocable proxy for 10,000,000 Shares (the "Proxy Shares"). The proxy will expire on the earlier of a default under a related agreement between AIL and a third party or June 11, 2002 (the "Proxy").

Item 5. Interest in Securities of the Issuer

- (a) SBCI beneficially owns 43,678,658 Shares representing 19.7% of the outstanding ordinary Shares class. SBCO directly beneficially owns 17,448,823 Shares representing 7.9% of the outstanding ordinary Shares class. As of February 1, 2001, the capital structure of Amdocs Limited is made up of 221,318,000 Shares (according to Form 6-K filed by Amdocs Limited on February 1, 2001). SBC possesses ultimate beneficial ownership of the Shares by virtue of its ownership of SBCI and SBCO.
- (b) Of the 43,678,658 Shares beneficially owned by SBC, SBC has shared dispositive power over 33,678,658 Shares, of which 20,654,138 Shares have voting rights and 13,024,520 Shares are non-voting Shares. Each non-voting Share will convert into one Share with voting rights upon its sale. In addition, SBC has shared voting power over 10,000,000 Shares pursuant to the Proxy. SBC has ultimate control over the voting of the 10,000,00 Proxy Shares. SBC has ultimate control over the voting and disposition of the 33,678,658 Shares held by SBCI and SBCO by virtue of its ownership of SBCI.

SBCI beneficial ownership interest:

Percent of class:	19.7%
Sole power to vote or to direct the vote:	0 Shares
Shared power to vote or to direct the vote:	43,678,658 Shares*
Sole power to dispose or to direct the disposition of:	0 Shares
Shared power to dispose or direct the disposition of:	33,678,658 Shares

SBCO beneficial ownership interest:

Percent of class:	7.9%
Sole power to vote or to direct the vote:	0 Shares
Shared power to vote or to direct the vote:	17,448,823 Shares*
Sole power to dispose or to direct the disposition of:	0 Shares
Shared power to dispose or direct the disposition of:	17,448,823 Shares

* Of the Shares beneficially owned by SBC, 13,024,520 Shares are non-voting so long as they are owned by SBC.

- (c) None
- (d) None.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

See Item 4.

Item 7. Material to be Filed as Exhibits

Exhibit No.	Description
1	Agreement dated December 19, 2000, between Amdocs International Limited and SBC International, Inc.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SBC COMMUNICATIONS INC.

Dated: February 27, 2001

By: /s/ James S. Kahan
James S. Kahan
Executive Vice President - Development

SBC INTERNATIONAL INC.

Dated: February 27, 2001

By: /s/ James S. Kahan
James S. Kahan
Senior Executive Vice President -
Corporate Development

SBC OPTION DELIVERY, LLC

By SBC Hedging Management, LLC
Manager of SBC Option Delivery, LLC

Dated: February 27, 2001

By: /s/ Michael D. Wagner
Michael D. Wagner
Director, SBC Hedging Management, LLC

EXHIBIT INDEX

Exhibit No. Description

- 1 Agreement dated December 19, 2000, between Amdocs International Limited and SBC International, Inc.

EXHIBIT I

AGREEMENT

Made on this 19th day of December, 2000 by and between Amdocs International Limited ("AIL"), a company incorporated in Guernsey, and SBC International, Inc., a Delaware corporation ("SBC").

WHEREAS AIL owns 10,000,000 Ordinary Shares (the "Traces Shares") of Amdocs Limited (the "Company") which Traces Shares are subject to a pledge in favor of Chase Manhattan Bank (the "Pledge") to secure AIL's obligation to sell such Traces Shares to the Amdocs Automatic Common Exchange Security Trust (the "Trust") on June 11, 2002 in accordance with the terms of a Purchase Agreement between AIL and the Trust; and,

WHEREAS AIL desires to grant SBC an irrevocable proxy with respect to the Traces Shares, and SBC desires to accept such proxy, all in accordance with Exhibit "A" attached to this Agreement ("Irrevocable Proxy")

NOW, THEREFORE, the parties have agreed as follows:

1. For value received, AIL hereby grants SBC a proxy with regard to the Traces Shares as set forth in the Irrevocable Proxy. The Irrevocable Proxy will expire upon the earlier of June 11, 2002 or such time in which AIL notifies SBC that AIL was notified that an event of default has occurred under the Pledge.
2. This agreement shall be governed by and construed in accordance with the laws of the Island of Guernsey without regard to its conflict of laws provisions.

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed in their respective names on the date(s) set forth below.

Amdocs International Limited

SBC International, Inc.

By: /s/ Zvi Meitar
 Name: Zvi Meitar
 Title: _____
 By: /s/ Hillel Peled
 Name: Hillel Peled
 Title: _____
 Date: _____

By: /s/ John B. Gibson
 Name: John B. Gibson
 Title: Vice President and General
 Counsel and Assistant Secretary
 Date: December 19, 2000

IRREVOCABLE PROXY

Exhibit "A"

The undersigned, Amdocs International Limited ("AIL"), a company incorporated in Guernsey, hereby irrevocably appoints SBC International, Inc. (the "Proxy"), subject to the terms hereinafter, as its proxy to represent AIL and to vote in its name at any and all general meetings of Amdocs Limited (the "Company"), including general meetings convened for the purposes of adopting extraordinary resolutions, and to sign on its behalf on any written resolution of the shareholders of the Company. The authorization and appointment of Proxy relates to 10,000,000 Ordinary Shares of the Company evidenced by share certificate number AL 0379 (the "Shares") currently held and beneficially owned by AIL which Shares are subject to a pledge in favor of Chase Manhattan Bank (the "Pledge") to secure AIL's obligation to sell such Traces Shares to the Amdocs Automatic Common Exchange Security Trust (the "Trust") on June 11, 2002 in accordance with the terms of a Purchase Agreement with the Trust. In the event of a subdivision of the Company's capital and/or any share dividend, bonus shares, reclassification of shares, etc., this proxy shall apply to an adjusted number of Shares respectively. Following this irrevocable proxy granted to Proxy regarding the Shares, AIL will not be able to exercise any voting rights regarding the Shares, even if the Proxy chooses not to exercise the powers granted to him regarding the Shares (in whole or in part) under this proxy. This proxy will expire upon the earlier of June 11, 2002 or such time in which AIL

notifies the Proxy that AIL was notified that an event of default has occurred under the Pledge.

The Proxy, at his sole discretion may attend, or choose not to attend, any meeting of the shareholders of the Company and may exercise at his sole discretion, or choose not to exercise, the voting rights vested in the Shares.

AMDOCS INTERNATIONAL LIMITED

Name: Svi Meitar
Date: December 19, 2000
Signature: /s/ Svi Meitar

Name: Hillel Peled
Date: December 19, 2000
Signature: /s/ Hillel Peled