

REDACTED

**AMENDMENT NO. 1
TO THE
AGREEMENT
FOR
ANALOG VIDEO SERVICE
BETWEEN
MICROSOFT CORPORATION
AND
VERIZON NORTHWEST INC.**

This is Amendment No. 1 ("Amendment No. 1") to the Agreement for Analog Video Service (the "Agreement") between Microsoft Corporation ("Customer") and Verizon Northwest Inc. ("Verizon").

Whereas, the parties entered into the Agreement effective May 13, 2004 (Contract No. 1277ICB filed on April 13, 2004 (Docket UT-030293), Verizon internal tracking number 2003-272219); and

Whereas, the purpose of this Amendment No. 1 is to extend the term of the Agreement for thirty six (36) months;

Pursuant to Section 15, the parties agree to amend the Agreement as follows:

1) The Agreement will expire May 12, 2007. In order for Service to continue without interruption, this Amendment No. 1 must be fully executed and filed with the Commission no later than May 2, 2007, in order for the Commission to complete its review and approval prior to the May 12, 2007 expiration date. If this Amendment No. 1 is not approved and effective by May 12, 2007 the Agreement will terminate and Customer's Service will immediately be disconnected and cannot be re-established until a new agreement is effective.

Customer must sign and date this Amendment No. 1 and return it to Verizon on or before April 30, 2007 in order for Verizon to sign and prepare this Amendment No. 1 for filing with the Commission. This Amendment No. 1 will not be considered fully executed until signed by both Customer and Verizon.

Provided this Amendment No. 1 is made effective on or before May 12, 2007, the term of the Agreement shall be extended effective May 13, 2007 for thirty six (36) consecutive months (the "Extension Term"), unless sooner terminated.

EXCEPT AS EXPRESSLY MODIFIED HEREIN, ALL OTHER RATES, TERMS AND CONDITIONS OF THE AGREEMENT REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

IN WITNESS WHEREOF, Customer and Verizon have caused this Amendment No. 1 to be executed by their duly authorized representatives.


Microsoft Corporation



Authorized Signature



Title



Date

Verizon Business Network Services Inc.
on behalf of Verizon Northwest Inc.



Authorized Signature

Suleiman Hessami
Title VP Pricing/Contract Management

Date 4/30/07