

**Special Promotion Amendment
for Available Inventory Collocation Sites
for the State of Washington**

This Agreement between Qwest Corporation ("Qwest") and Covad Communications Company ("CLEC") provides for a limited time, promotional rates for Available Inventory Collocations on Available Inventory Sites, which are identified at <http://www.qwest.com/cgi-bin/wholesale/collocation.cgi>, and amends, for a limited time, the Parties' existing Interconnection Agreement.

Limited Time Offer. The promotional rates provided for herein apply only to Available Inventory applications received between January 1, 2004 and March 31, 2004, or to those current pending Available Inventory applications in process that have not reached "Scheduled Ready for Service" as of Jan. 2, 2004. The collocation applications must be submitted through the normal channel via rfsmet@qwest.com.

Requirement for Collocation Available Inventory Amendment. To receive the promotional rates, CLEC must execute and submit this Agreement to Qwest, and CLEC must either: (1) have previously executed and submitted to Qwest the Collocation Available Inventory Amendment; or (2) execute and submit the Collocation Available Inventory Amendment concurrent with the submission of this executed Agreement.

Promotional Rates. The Special Promotional Rates under this Agreement are as follows:

"Standard Site" Non Recurring Charge ("NRC") discounts for Available Inventory sites will be increased from 50% (off of the NRC contained in the Parties' current Interconnection Agreement) to: 55% for 3 or more sites; 60% for 5 or more sites; 65% for 10 or more sites. The additional discounts from the stated product 50% discount will be determined as of the completion of the special offering timeframe and credited in the subsequent quarter when all sites are completed.

"Special Site" NRC discounts will be increased to 75% off of the NRC in the Parties' current Interconnection Agreement.

Existing Interconnection Agreement; Expiration of Promotion. Apart from the rates, terms, and conditions of this Agreement, all of which expire on April 1, 2004, all other rates, terms, and conditions for collocation are contained in the Parties' Interconnection Agreement as amended, including, without limitation, the Collocation Available Inventory Amendment.

State Commission Approval and Implementation. This Agreement is subject to the approval of an applicable state commission. The Parties agree, however, to implement the provisions of this Agreement upon execution.

Entire Agreement; Amendments. This Agreement (including the Interconnection Agreement as amended, which was incorporated by reference) constitutes the full and entire understanding and agreement between the parties with regard to the subjects of this Agreement. This Agreement may only be amended in writing.

Covad Communications Company

Qwest Corporation

Signature

Signature

Name Printed/Typed

L. T. Christensen

Name Printed/Typed

Title

Director – Interconnection Agreements

Title

Date

Date