



September 28, 2010

**VIA Email: Michel.Nelson@360.net**

Michel Singer Nelson  
Associate General Counsel  
370 Interlocken Blvd, Suite 600  
Broomfield, CO 80021

Re: 360networks Intervention in CenturyLink/Qwest merger proceedings

Dear Michel:

This will confirm the understanding we reached regarding the status of interconnection agreements, as amended, between 360networks (USA) inc. (360networks) and Qwest Corporation, namely that Qwest Corporation<sup>1</sup> will honor all obligations under its existing interconnection agreements with 360networks. Qwest Corporation will not terminate or change the conditions of 360networks' interconnection agreements in any state, with the exception of changes of law, unless requested or agreed to by 360networks, or in the event of default or other triggering event expressly contemplated by the terms of the agreement, for a period of 36 months from the Closing Date of the CenturyLink/Qwest transaction for any agreement not expired as of the Closing Date and for any agreement that has been expired less than 3 years as of the Closing Date. In addition, where 360networks and Qwest Corporation are in negotiations for the initial successor agreement to an agreement covered above, 360networks may, at its option, use its currently existing agreement as the basis for negotiating the initial successor agreement with Qwest Corporation. Unless mutually agreed otherwise, 360networks and Qwest Corporation agree to incorporate the amendments to the existing agreement into the body of the agreement used as the basis for such negotiations of the initial successor agreement. The parties will work cooperatively to complete any necessary ICA amendments or filings to effectuate these terms, where needed. This agreement is null and void if the pending merger between CenturyLink and Qwest does not close.

Nothing in this agreement shall preclude 360networks from obtaining the benefits of additional FCC conditions not addressed in this agreement.

In exchange for this agreement, 360networks will immediately take all necessary steps to withdraw from or cease participation (directly or indirectly) in all pending CenturyLink/Qwest merger review dockets before the state regulatory commissions and the FCC, except to the extent

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<sup>1</sup> Throughout, Qwest Corporation includes any successor entity operating in current Qwest territories.



participation is required to gain approval of this agreement, where required. Where permitted, this includes the withdrawal of interventions, pre-filed testimony, and any pending discovery. The parties also acknowledge that this agreement is not confidential and may need to be filed, or otherwise disclosed to state regulatory commissions or other parties in response to discovery requests or by commission rule or order. To the extent necessary to comply with the dictates of a given state filing convention, the parties agree to work cooperatively to convert or present this agreement in another format (e.g. in Motion format), as needed, so long as the substance of the agreement does not change.

Please confirm that this letter accurately describes your understanding and agreement to these terms by signing in the space provided below, and return the executed copy to my attention this afternoon via email if it meets with your approval.

I appreciate all your efforts and assistance in getting this worked out, and I look forward to continue to working with you in the future.

Best regards,

A handwritten signature in black ink, appearing to read "M. Hunsucker", written over a horizontal line.

Michael R. Hunsucker, Director – CLEC Management and Services, CenturyLink  
(VP Wholesale Services & Support designee for post-merger company)  
michael.hunsucker@centurylink.com

Confirmed as to content and Agreed to as to terms:

A handwritten signature in black ink, appearing to read "Michel Singer Nelson", written over a horizontal line.

By: Michel Singer Nelson  
Associate General Counsel  
360networks (USA) inc.