

AMENDMENT NO. 39 TO  
WHOLESALE SERVICES AGREEMENT

**THIS AMENDMENT NO. 39** (this "Amendment") is by and between **Qwest Communications Company, LLC dba CenturyLink QCC** ("CenturyLink") and **Qwest Corporation dba CenturyLink QC** ("Customer") and amends the Wholesale Services Agreement between Customer and CenturyLink dated effective as of July 29, 2004, as may have been previously amended by amendment, addenda or rate change notification (the "Agreement"). This Amendment shall be effective as of the date when it has been signed by both Parties (the "Amendment Effective Date"). All capitalized terms used herein which are not defined herein shall have the definitions ascribed to them in the Agreement. The Parties hereby agree to amend the Agreement as follows:

**1. New Services.**<sup>1</sup> The service descriptions and related rate exhibits set forth in Exhibit IPE-2 Preferred attached to this Amendment (the "New Services") shall be added to the Amendment and shall replace and supersede in their entirety certain service descriptions and rates as previously attached to the Agreement (or any amendment, addenda or rate change notification to the Agreement), including without limitation, Exhibit IPE-2 Preferred (the "Old Services"). The list of Service Exhibits in the "Applicable Services" portion of the Agreement shall be deemed revised by the deletion of the Old Services and the addition of the New Services. CenturyLink agrees to provide the New Services in accordance with the terms of the Agreement and this Amendment. The terms, rates and discounts, if any, for the New Services shall be effective as of the first business day of Customer's next full monthly billing cycle following the Amendment Effective Date, provided, however that the rates for any Old Services in place as of the Amendment Effective Date shall continue to apply until the expiration of the applicable service term for such Old Services and until changed pursuant to Customer order.

**2. Effective Date.** This Amendment shall be effective as of the date it is executed by the last Party to execute (the "Amendment Effective date") and be deemed incorporated by reference into the Agreement; provided however, that if under applicable law, this Agreement or notice thereof must be filed with a governmental entity, including, but not limited to, a state public utility commission, this Agreement shall not become effective with respect to the jurisdiction having such requirements until such filing have occurred. In particular, this Agreement shall not be effective with respect to the State of Washington until it is filed with Washington Utilities and Transportation Commission. The terms, rates and discounts, if any, for the New Services shall be effective as of the Amendment Effective Date.

**3. Miscellaneous.** All other terms and conditions in the Agreement shall remain in full force and effect and be binding upon the Parties. This Amendment and the Agreement set forth the entire understanding between the Parties as to the subject matter herein, and in the event there are any inconsistencies between the two documents, the terms of this Amendment shall control. To the extent that the terms of any New Service exhibit are inconsistent with the terms of this Amendment or the Agreement, the terms of the New Service exhibit shall control.

**4. Counterparts and Facsimile Signatures.** This Agreement may be executed by the Parties in separate counterparts, each of which, when so executed and delivered, will be an original, but all such counterparts will together constitute one and the same Agreement. Facsimile signatures will be deemed to be, and will constitute and be treated as, an original signed document or counterpart, as applicable. CenturyLink will provide the Agreement or any amendment thereto for execution.

IN WITNESS WHEREOF, an authorized representative of each Party has executed this Amendment as of the Amendment Effective Date.

**QWEST:**

**QWEST COMMUNICATIONS COMPANY, LLC dba**

**CENTURYLINK QCC**

*DocuSigned by:  
Warren Mickens*

By: 6B165EDE114A4FA...

Warren Mickens

Vice President, Customer Service Operations

Date: 12/13/2012

**Customer:**

**Qwest Corporation dba CENTURYLINK QC**

*DocuSigned by:  
John Ogden*

By: 075F7508A28C4A7...

Name: John Ogden

Title: Vice President, Finance

Date: 12/4/2012

<sup>1</sup> Since certain international rates are subject to change on five (5) days notice. Customer acknowledges, that until this Amendment is returned to Qwest, those international rates as set forth in a Service Exhibit may change and that, once this Amendment is executed, the international rates then in effect will be implemented by Qwest. Thereafter, changes to those international rates shall be made pursuant to the rate change process provided for in each Service Exhibit.

**EXHIBIT IPE-2 PREFERRED  
CENTURYLINK IP SOLUTIONS SERVICE  
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

**1. NON-RECURRING CHARGES (NRCs).**

<b>Port Installation Charge</b>	
<b>Port Speed</b>	<b>Port NRC*</b>
DS 1, NxDS 1	\$50
DS 3	\$100
OC 3	\$200
OC 12	\$300
OC 48	\$600
10 Mbps Ethernet (All Speeds)	\$50
100 Mbps Fast Ethernet (All Speeds)	\$150
1,000 Mbps Gigabit Ethernet (All Speeds)	\$400

\* CenturyLink will waive the Port NRC associated with the Port Installation Charge for any Port ordered with a Initial Service Term of 12 months or longer.

<b>Port Cancellation Charge</b>	
<b>Port Speed</b>	<b>Port NRC</b>
DS 1 (All Speeds)	\$250
DS 3 (All Speeds)	\$750
OC 3 (All Speeds)	\$1,000
OC 12	\$1,000
OC 48	\$1,000
10 Mbps Ethernet (All Speeds)	\$250
100 Mbps Fast Ethernet (All Speeds)	\$750
1,000 Mbps Gigabit Ethernet (All Speeds)	\$1,000
10,000 Mbps Ethernet (All Speeds)	\$1,250

<b>Port Expedite Charge</b>	
<b>Port Speed</b>	<b>Port NRC</b>
DS 1 (All Speeds)	\$550
DS 3 (All Speeds)	\$600
OC 3 (All Speeds)	\$750
OC 12	\$1,500
OC 48	ICB
10 Mbps Ethernet (All Speeds)	\$550
100 Mbps Fast Ethernet (All Speeds)	\$600
1,000 Mbps Gigabit Ethernet (All Speeds)	\$750
10,000 Mbps Ethernet (All Speeds)	\$900

<b>Change Charge</b>	
<b>Port Speed</b>	<b>Port NRC</b>
DS-1 (All Speeds)	\$400
DS-3 (All Speeds)	\$800
OC-3 (All Speeds)	\$1,500
OC-12	\$1,500
OC-48	ICB
10 Mbps Ethernet (All Speeds)	\$400
100 Mbps Fast Ethernet (All Speeds)	\$800
1,000 Mbps Gigabit Ethernet (All Speeds)	\$1,500

<b>Internet Port Priority Access Change Charge**</b>	
<b>Port Speed</b>	<b>Internet Port NRC</b>
DS-1 (All Speeds)	\$75 Per Port

\*\*This change charge will only apply when Customer adds Priority Access to a Port during its Service Term.

<b>Enhanced Port Secure IP Gateway Charge</b>	
<b>Port Speed</b>	<b>Enhanced Port NRC</b>
All Speeds	\$140 Per Port

<b>VPN Extensions NRCs</b>	
<b>Port Speed</b>	<b>VPN Extension NRC</b>
All Speeds	\$50 per IPsec tunnel

**EXHIBIT IPE-2 PREFERRED  
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**2. MONTHLY RECURRING CHARGES (MRCs).**

(a) Flat Rate Port Charges:

<b>FLAT RATE PORT</b>			
<b>Port Speed</b>	<b>Internet Port MRC</b>	<b>Private Port MRC</b>	<b>Enhanced Port MRC</b>
DS 1 (1.544Mbps)	\$105	\$180	\$216
2xDS 1 (3 Mbps)	\$187	\$360	\$432
3xDS-1 (4.5 Mbps)	\$276	\$540	\$648
4xDS 1 (6 Mbps)	\$358	\$720	\$864
5xDS 1 (7.5 Mbps)	\$439	\$900	\$1,080
6xDS 1 (9 Mbps)	\$513	\$1,080	\$1,296
7xDS 1 (10.5 Mbps)	\$587	\$1,260	\$1,512
8xDS 1 (12 Mbps)	\$653	\$1,440	\$1,728
DS 3 (45 Mbps)	\$1,200	\$1,859	\$2,231
OC 3 (155 Mbps)	\$3,617	\$4,800	\$5,760
OC 12 (622 Mbps)	\$8,400	\$14,400	\$17,280
OC 48 (2,488 Mbps)	\$29,600	\$42,280	\$50,736
Ethernet (10Mbps)	\$517	\$778	\$933
Fast Ethernet (100 Mbps)	\$1,944	\$2,880	\$3,456
Gigabit Ethernet (1000 Mbps)	\$10,000	\$23,000	\$29,277

(b) Tiered Port Charges:

<b>TIERED PORT - DS3</b>			
<b>Usage Tiers</b>	<b>Internet Port MRC</b>	<b>Private Port MRC</b>	<b>Enhanced Port MRC</b>
DS 3 3 Mbps	\$1,139	\$1,252	\$1,503
DS 3 6 Mbps	\$1,139	\$1,252	\$1,503
DS-3 9 Mbps	\$1,139	\$1,252	\$1,503
DS 3 12 Mbps	\$1,139	\$1,252	\$1,503
DS 3 15 Mbps	\$1,139	\$1,252	\$1,503
DS 3 18 Mbps	\$1,139	\$1,354	\$1,625
DS 3 - 21 Mbps	\$1,139	\$1,406	\$1,687
DS 3 24 Mbps	\$1,139	\$1,457	\$1,749
DS 3 27 Mbps	\$1,139	\$1,497	\$1,796
DS 3 30 Mbps	\$1,139	\$1,568	\$1,882
DS 3 33 Mbps	\$1,139	\$1,639	\$1,967
DS 3 36 Mbps	\$1,185	\$1,711	\$2,053
DS-3 - 39 Mbps	\$1,233	\$1,794	\$2,153
DS 3 - 42 Mbps	\$1,284	\$1,878	\$2,253

<b>TIERED PORT - OC3</b>			
<b>Usage Tiers</b>	<b>Internet Port MRC</b>	<b>Private Port MRC</b>	<b>Enhanced Port MRC</b>
OC 3 35 Mbps	\$1,782	\$2,376	\$2,851
OC 3 45 Mbps	\$2,174	\$2,851	\$3,421
OC 3 55 Mbps	\$2,465	\$3,089	\$3,707
OC 3 65 Mbps	\$2,756	\$3,326	\$3,992
OC 3 75 Mbps	\$2,994	\$3,406	\$4,087
OC 3 85 Mbps	\$3,231	\$3,485	\$4,182
OC 3 95 Mbps	\$3,386	\$3,762	\$4,514
OC 3 105 Mbps	\$3,548	\$4,061	\$4,874
OC 3 115 Mbps	\$3,717	\$4,384	\$5,261
OC 3 125 Mbps	\$3,895	\$4,733	\$5,539
OC 3 135 Mbps	\$4,081	\$4,848	\$5,818
OC 3 145 Mbps	\$4,276	\$4,966	\$6,110

<b>TIERED PORT - OC12</b>			
<b>Usage Tiers</b>	<b>Internet Port MRC</b>	<b>Private Port MRC</b>	<b>Enhanced Port MRC</b>
OC 12 90 Mbps	\$4,950	\$6,930	\$8,910
OC 12 135 Mbps	\$4,950	\$7,425	\$8,910
OC 12 180 Mbps	\$4,950	\$7,762	\$9,314
OC-12 225 Mbps	\$5,128	\$9,524	\$11,429
OC 12 270 Mbps	\$5,940	\$10,890	\$13,068

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OC-12 - 315 Mbps	\$6,138	\$11,048	\$13,258
OC-12 - 360 Mbps	\$6,514	\$11,464	\$13,757
OC-12 - 405 Mbps	\$6,890	\$11,880	\$14,256
OC-12 - 495 Mbps	\$8,400	\$12,768	\$15,322
OC-12 - 540 Mbps	\$8,885	\$13,656	\$16,387
OC-12 - 585 Mbps	\$9,398	\$14,544	\$17,453

<b>TIERED PORT - OC48</b>			
<b>Usage Tiers</b>	<b>Internet Port MRC</b>	<b>Private Port MRC</b>	<b>Enhanced Port MRC</b>
OC 48 - 270 Mbps	\$9,900	\$22,770	\$30,690
OC 48 - 500 Mbps	\$9,900	\$22,770	\$30,690
OC 48 - 730 Mbps	\$10,454	\$22,770	\$30,690
OC 48 - 960 Mbps	\$12,789	\$23,760	\$30,690
OC 48 - 1190 Mbps	\$15,840	\$27,720	\$33,264
OC 48 - 1420 Mbps	\$18,810	\$29,700	\$35,640
OC 48 - 1650 Mbps	\$21,384	\$33,264	\$39,917
OC 48 - 1880 Mbps	\$24,221	\$37,772	\$45,214
OC 48 - 2110 Mbps	\$27,059	\$42,280	\$50,512
OC 48 - 2340 Mbps	\$29,896	\$45,300	\$55,810

<b>TIERED PORT - 10 Mbps ETHERNET</b>			
<b>Usage Tiers</b>	<b>Internet Port MRC</b>	<b>Private Port MRC</b>	<b>Enhanced Port MRC</b>
Ethernet - 2 Mbps	\$248	\$574	\$632
Ethernet - 4 Mbps	\$317	\$574	\$665
Ethernet - 6 Mbps	\$428	\$713	\$855
Ethernet - 8 Mbps	\$520	\$792	\$950

<b>TIERED PORT - 100 Mbps FAST ETHERNET</b>			
<b>Usage Tiers</b>	<b>Internet Port MRC</b>	<b>Private Port MRC</b>	<b>Enhanced Port MRC</b>
Fast Ethernet 10 Mbps	\$644	\$861	\$1,198
Fast Ethernet- 15 Mbps	\$742	\$906	\$1,198
Fast Ethernet- 20 Mbps	\$840	\$950	\$1,198
Fast Ethernet- 30 Mbps	\$1,188	\$1,378	\$1,654
Fast Ethernet 40 Mbps	\$1,489	\$1,679	\$2,015
Fast Ethernet 50 Mbps	\$1,584	\$1,901	\$2,281
Fast Ethernet 60 Mbps	\$1,711	\$2,091	\$2,509
Fast Ethernet- 70 Mbps	\$1,848	\$2,364	\$2,836
Fast Ethernet 80 Mbps	\$1,995	\$2,636	\$3,163
Fast Ethernet 90 Mbps	\$2,155	\$2,909	\$3,491

<b>TIERED PORT - 1000 Mbps GIGABIT ETHERNET</b>			
<b>Usage Tiers</b>	<b>Internet Port MRC</b>	<b>Private Port MRC</b>	<b>Enhanced Port MRC</b>
Gigabit Ethernet 100 Mbps	\$2,079	\$7,326	\$8,059
Gigabit Ethernet 200 Mbps	\$3,366	\$7,445	\$8,934
Gigabit Ethernet 300 Mbps	\$4,455	\$10,692	\$12,830
Gigabit Ethernet 400 Mbps	\$5,148	\$13,622	\$16,347
Gigabit Ethernet 500 Mbps	\$5,940	\$16,236	\$19,483
Gigabit Ethernet 600 Mbps	\$6,534	\$18,533	\$22,239

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Gigabit Ethernet - 700 Mbps	\$7,489	\$21,309	\$25,561
Gigabit Ethernet - 800 Mbps	\$8,445	\$24,086	\$28,883
Gigabit Ethernet - 900 Mbps	\$9,400	\$26,863	\$32,205

(c) Burstable Port Charges:

<b>BURSTABLE PORT – DS3 (5 Mbps MINIMUM) Per Mbps MRC</b>			
Usage Tiers	Internet Port	Private Port	Enhanced Port
5.000 Mbps (minimum)	\$144	\$160	\$192
5.001 - 9.000 Mbps	\$104	\$120	\$144
9.001 - 14.000 Mbps	\$72	\$88	\$106
14.001 - 18.000 Mbps	\$60	\$76	\$91
18.001 - 23.000 Mbps	\$48	\$64	\$77
23.001 - 27.000 Mbps	\$42	\$56	\$67
27.001 - 45.000 Mbps	\$37	\$48	\$58

<b>BURSTABLE PORT – OC3 (15 Mbps MINIMUM) Per Mbps MRC</b>			
Usage Tiers	Internet Port	Private Port	Enhanced Port
15.000 Mbps (minimum)	\$60	\$120	\$144
15.001 - 30.000 Mbps	\$58	\$80	\$96
30.001 - 45.000 Mbps	\$49	\$64	\$77
45.001 - 60.000 Mbps	\$46	\$56	\$67
60.001 - 80.000 Mbps	\$41	\$44	\$53
80.001 - 155.000 Mbps	\$36	\$40	\$48

<b>BURSTABLE PORT – OC12 (60 Mbps MINIMUM) Per Mbps MRC</b>			
Usage Tiers	Internet Port	Private Port	Enhanced Port
60.000 Mbps (minimum)	\$40	\$68	\$82
60.001 - 125.000 Mbps	\$36	\$60	\$72
125.001 - 140.000 Mbps	\$33	\$56	\$67
140.001 - 185.000 Mbps	\$28	\$52	\$62
185.001 - 250.000 Mbps	\$24	\$44	\$53
250.001 - 310.000 Mbps	\$20	\$36	\$43
310.001 - 622.000 Mbps	\$19	\$32	\$38

<b>BURSTABLE PORT – OC48 (250 Mbps MINIMUM) Per Mbps MRC</b>			
Usage Tiers	Internet Port	Private Port	Enhanced Port
250.000 Mbps (minimum)	\$20	\$44	\$53
250.001 - 500.000 Mbps	\$18	\$40	\$48
500.001 - 600.000 Mbps	\$18	\$36	\$43
600.001 - 750.000 Mbps	\$17	\$32	\$38
750.001 - 1000.000 Mbps	\$16	\$28	\$34
1000.001 - 1250.000 Mbps	\$15	\$24	\$29
1250.001 - 2488.000 Mbps	\$14	\$22	\$27

<b>BURSTABLE PORT – 10 Mbps ETHERNET (2 Mbps MINIMUM) Per Mbps MRC</b>			
Usage Tiers	Internet Port	Private Port	Enhanced Port
2.000 Mbps (minimum)	\$88	\$160	\$192
2.001 - 4.000 Mbps	\$80	\$140	\$168
4.001 - 6.000 Mbps	\$72	\$120	\$144
6.001 - 10.000 Mbps	\$66	\$100	\$120

<b>BURSTABLE PORT – 100 Mbps FAST ETHERNET (10 Mbps MINIMUM) Per Mbps MRC</b>			
Usage Tiers	Internet Port	Private Port	Enhanced Port
10.000 Mbps (minimum)	\$60	\$62	\$74
10.001 - 20.000 Mbps	\$42	\$48	\$58
20.001 - 30.000 Mbps	\$40	\$46	\$56
30.001 - 40.000 Mbps	\$38	\$42	\$51
40.001 - 50.000 Mbps	\$32	\$38	\$46
50.001 - 100.000 Mbps	\$29	\$35	\$42

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<b>BURSTABLE PORT – 1,000 Mbps GIGABIT ETHERNET (100 Mbps MINIMUM) Per Mbps MRC</b>			
<b>Usage Tiers</b>	<b>Internet Port</b>	<b>Private Port</b>	<b>Enhanced Port</b>
100,000 Mbps (minimum)	\$19	\$40	\$48
100,001 – 200,000 Mbps	\$17	\$38	\$45
200,001 – 300,000 Mbps	\$15	\$36	\$43
300,001 – 400,000 Mbps	\$13	\$34	\$41
400,001 – 500,000 Mbps	\$12	\$33	\$39
500,001 – 1000,000 Mbps	\$11	\$31	\$37

(d) Feature Charges:

(i) End to End Performance Reporting

<b>END TO END Performance Reporting Charge</b>	
<b>Port Speed</b>	<b>Private/Enhanced Port MRC</b>
All Speeds	\$0 Per Port

(ii) Priority Access

<b>INTERNET PORT – PRIORITY ACCESS</b>	
<b>Port Speed</b>	<b>Internet Port MRC</b>
DS-1 (All Speeds)	\$45 Per Port

(e) VPN Extension Charges:

<b>VPN Extensions MRCs</b>	
<b>Port Speed</b>	<b>VPN Extension MRC</b>
All Speeds	\$25 per IPsec tunnel

**3. TERMINATION LIABILITY CHARGE.**

In addition to all rates, fees and charges which accrue under this Exhibit for each Service up through the date of Termination, Customer also must pay CenturyLink the following "Termination Liability Charge":

- 100% of the MRCs multiplied by the number of remaining unused months (including the pro rata portion of any partial months) through the first 12 months of the Service Term; plus
- 50% of the MRCs multiplied by the number of remaining unused months (including the pro rata portion of any partial months) beyond the first 12 months of the Service Term, plus
- 100% of any Service NRCs that were previously waived or discounted by CenturyLink.

**4. SPECIAL PRICING**

**4.1 Amendment No. 36 additional pricing terms and conditions:**

Customer is eligible to receive special pricing for the Flat Rate Private Port Services as specifically set forth below (the "Specially Priced Amendment No. 36 Port"), at the following rate(s) based on compliance with the conditions set forth below and capacity and availability as determined by CenturyLink, provided Customer submits an Order Form (as defined in Exhibit T) by January 30, 2012. The below rates will only apply to Ports ordered with an Initial Service Term of sixty (60) months or greater. With respect to the Specially Priced Amendment No. 36 Port listed below, Customer will not be eligible for any additional discounts. All other terms and conditions of Exhibit IPE will apply.

Flat Rate Port Charges:

<b>FLAT RATE PORT</b>	
<b>Port Speed</b>	<b>Private Port MRC</b>
Gigabit Ethernet (1000Mbps)	\$7,000