



CenturyLink™

Qwest Corporation DBA CenturyLink QC
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Mark S. Reynolds
Assistant Vice President
Public Policy & Regulatory Affairs

January 4, 2013

Mr. David Danner, Executive Director and Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, Washington 98504-7250

Attn: Betty Erdahl

RE: WAC 480-120-375 Affiliated Interest Agreement

Dear Mr. Danner:

In accordance with WAC 480-120-375, Qwest Corporation DBA CenturyLink QC is filing notification of the enclosed affiliated interest agreement between Qwest Corporation DBA CenturyLink QC (QC) and Qwest Communications Company, LLC DBA CenturyLink QCC (QCC). This is Amendment No. 40 to Wholesale Services Agreement which was filed under Docket No. UT-041379. Also enclosed is a verified statement.

Please call Frances Bendever on 303-992-4341 if you have any questions or require any additional information.

Very truly yours,

for Mark Reynolds

Enclosures

VERIFIED STATEMENT OF AFFILIATED INTEREST TRANSACTION

Qwest Corporation

WAC 480-120-375 states:

Every public service company must file a verified copy, or a verified summary, if unwritten, of contracts or arrangements with affiliated interests before the effective date of the contract or arrangement. Verified copies of modifications or amendments to the contract or arrangements must be filed before the effective date of the modification or amendment. If the contract or arrangement is unwritten, then a public service company must file a verified summary of any amendment or modification. The Commission may institute an investigation and disapprove the contract or arrangement if the commission finds the public service company has failed to prove that it is reasonable and consistent with the public interest.

Frances Bendeveer, Sr. Analyst of Qwest Corporation DBA CenturyLink QC certifies that the attached Amendment No. 40 to Wholesale Services Agreement describes the affiliate arrangement between Qwest Corporation DBA CenturyLink QC and Qwest Communications Company, LLC DBA CenturyLink QCC.

A handwritten signature in blue ink that reads "Frances L. Bendeveer". The signature is written in a cursive style and is positioned above a horizontal line.

Frances L. Bendeveer

Dated at Denver this 4th day of January, 2013

**AMENDMENT NO. 40 TO
WHOLESALE SERVICES AGREEMENT**

THIS AMENDMENT NO. 40 (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.¹ The service descriptions and related rate exhibits set forth in Exhibit IPE-2 Select 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: _____
88185EDE11484FA...

Warren Mickens

Vice President, Customer Service Operations

Date: 12/26/2012

Customer:

Qwest Corporation dba CENTURYLINK QC

DocuSigned by:

John Ogden

By: _____
075E7503A28C4A7

Name: John Ogden

Title: Vice President, Finance

Date: 1/2/2013

¹ 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
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

1. NON-RECURRING CHARGES (NRCs).

* 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.

Port Installation NRCs	
Port Speed	Port NRC*
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.

Port Cancellation NRCs	
Port Speed	Port NRC
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)	\$1,200

Port Expedite NRCs	
Port Speed	Port NRC
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

Change Charge	
Port Speed	Port NRC
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

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

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

Enhanced Port Secure IP Gateway NRCs	
Port Speed	Enhanced Port NRC
All Speeds	\$140 Per Port

VPN Extensions NRCs

Exhibit IPE-2 SELECT (12.20.12)

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

Port Speed	VPN Extension NRC
All Speeds	\$50 per IPsec tunnel

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

2. 1 YEAR TERM - MONTHLY RECURRING CHARGES (MRCs).

(a) Flat Rate Port Charges:

FLAT RATE PORT MRCs with 1 YEAR INITIAL SERVICE TERM			
Port Speed	Internet Port MRC	Private Port MRC	Enhanced Port MRC
DS-1 (1.544Mbps)	\$95	\$110	\$121
2xDS-1 (3 Mbps)	\$168	\$194	\$214
3xDS-1 (4.5 Mbps)	\$248	\$286	\$315
4xDS-1 (6 Mbps)	\$322	\$371	\$409
5xDS-1 (7.5 Mbps)	\$395	\$455	\$501
6xDS-1 (9 Mbps)	\$461	\$531	\$585
7xDS-1 (10.5 Mbps)	\$528	\$608	\$669
8xDS-1 (12 Mbps)	\$587	\$676	\$744
DS-3 (45 Mbps)	\$1,100	\$1,265	\$1,392
OC-3 (155 Mbps)	\$3,256	\$3,745	\$4,120
OC-12 (622 Mbps)	\$7,560	\$8,694	\$9,564
OC-48 (2,488 Mbps)	\$26,640	\$30,636	\$33,700
Fast Ethernet (100 Mbps)	\$1,000	\$1,150	\$1,265
Gigabit Ethernet (1000Mbps)	\$3,622	\$4,166	\$4,583

(b) Tiered Port Charges:

TIERED PORT - DS3 MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
DS-3 - 12 Mbps	\$1,026	\$1,180	\$1,298
DS-3 - 15 Mbps	\$1,026	\$1,180	\$1,298
DS-3 - 18 Mbps	\$1,026	\$1,180	\$1,298
DS-3 - 21 Mbps	\$1,026	\$1,180	\$1,298
DS-3 - 24 Mbps	\$1,026	\$1,180	\$1,298
DS-3 - 27 Mbps	\$1,026	\$1,180	\$1,298
DS-3 - 30 Mbps	\$1,026	\$1,180	\$1,298
DS-3 - 33 Mbps	\$1,026	\$1,180	\$1,298
DS-3 - 36 Mbps	\$1,067	\$1,228	\$1,351
DS-3 - 39 Mbps	\$1,110	\$1,277	\$1,405
DS-3 - 42 Mbps	\$1,156	\$1,330	\$1,463

TIERED PORT - OC3 MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-3 - 35 Mbps	\$1,604	\$1,845	\$2,030
OC-3 - 45 Mbps	\$1,957	\$2,251	\$2,477
OC-3 - 55 Mbps	\$2,219	\$2,552	\$2,808
OC-3 - 65 Mbps	\$2,481	\$2,854	\$3,140
OC-3 - 75 Mbps	\$2,695	\$3,100	\$3,410
OC-3 - 85 Mbps	\$2,908	\$3,345	\$3,680
OC-3 - 95 Mbps	\$3,048	\$3,506	\$3,857
OC-3 - 105 Mbps	\$3,125	\$3,594	\$3,954
OC-3 - 115 Mbps	\$3,195	\$3,675	\$4,043
OC-3 - 125 Mbps	\$3,200	\$3,680	\$4,048
OC-3 - 135 Mbps	\$3,225	\$3,709	\$4,080
OC-3 - 145 Mbps	\$3,250	\$3,738	\$4,112

TIERED PORT - OC-12 MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-12 - 90 Mbps	\$4,455	\$5,124	\$5,637
OC-12 - 135 Mbps	\$4,500	\$5,175	\$5,693
OC-12 - 180 Mbps	\$4,555	\$5,239	\$5,763
OC-12 - 225 Mbps	\$4,616	\$5,309	\$5,840
OC-12 - 270 Mbps	\$5,346	\$6,148	\$6,763
OC-12 - 315 Mbps	\$5,525	\$6,354	\$6,990
OC-12 - 360 Mbps	\$5,863	\$6,743	\$7,418
OC-12 - 405 Mbps	\$6,201	\$7,132	\$7,846
OC-12 - 495 Mbps	\$7,560	\$8,694	\$9,564
OC-12 - 540 Mbps	\$7,997	\$9,197	\$10,117
OC-12 - 585 Mbps	\$8,459	\$9,728	\$10,701

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

TIERED PORT – OC-48 MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-48 - 270 Mbps	\$8,910	\$10,247	\$11,272
OC-48 - 500 Mbps	\$8,910	\$10,247	\$11,272
OC-48 - 730 Mbps	\$9,409	\$10,821	\$11,904
OC-48 - 960 Mbps	\$11,511	\$13,238	\$14,562
OC-48 - 1190 Mbps	\$14,256	\$16,395	\$18,035
OC-48 - 1420 Mbps	\$16,929	\$19,469	\$21,416
OC-48 – 1650 Mbps	\$19,246	\$22,133	\$24,347
OC-48 – 1880 Mbps	\$21,799	\$25,069	\$27,576
OC-48 – 2110 Mbps	\$24,354	\$28,008	\$30,809
OC-48 – 2340 Mbps	\$26,907	\$30,944	\$34,039

TIERED ETHERNET PORT – MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers MBPS	Internet Port MRC	Private Port MRC	Enhanced Port MRC
1	\$176	\$203	\$224
2	\$176	\$203	\$224
3	\$176	\$203	\$224
4	\$247	\$285	\$314
5	\$247	\$285	\$314
6	\$268	\$309	\$340
7	\$268	\$309	\$340
8	\$300	\$345	\$380
10	\$300	\$345	\$380
15	\$300	\$345	\$380
20	\$300	\$345	\$380
30	\$440	\$506	\$557
40	\$600	\$690	\$759
50	\$670	\$771	\$849
60	\$737	\$848	\$933
70	\$811	\$933	\$1,027
80	\$908	\$1,045	\$1,150
90	\$1,000	\$1,150	\$1,265
100	\$1,000	\$1,150	\$1,265
150	\$1,200	\$1,380	\$1,518
200	\$1,477	\$1,699	\$1,869
250	\$1,600	\$1,840	\$2,024
300	\$1,884	\$2,167	\$2,384
400	\$2,221	\$2,555	\$2,811
450	\$2,400	\$2,760	\$3,036
500	\$2,515	\$2,893	\$3,183
600	\$2,740	\$3,151	\$3,467
700	\$2,936	\$3,377	\$3,715
800	\$3,105	\$3,571	\$3,929
900	\$3,259	\$3,748	\$4,123
1000	\$3,622	\$4,166	\$4,583

*Availability determined by ELA Handoff & Bandwidth in Product Pricer

TIERED ETHERNET 10gigE PORT – MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers MBPS	Internet Port MRC	Private Port MRC	Enhanced Port MRC
1000	\$4,200	\$4,830	\$5,313
2000	\$6,398	\$7,358	\$8,094
3000	\$9,297	\$10,692	\$11,762
4000	\$11,996	\$13,796	\$15,176
5000	\$14,495	\$16,670	\$18,337
6000	\$16,794	\$19,314	\$21,246
7000	\$18,893	\$21,727	\$23,900
8000	\$20,792	\$23,911	\$26,303
9000	\$22,491	\$25,865	\$28,452
10000	\$23,990	\$27,589	\$30,348

*Availability determined by ELA Handoff & Bandwidth in Product Pricer

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

(c) Burstable Port Charges:

BURSTABLE PORT – DS3 (5 Mbps MINIMUM) Per Mbps MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
5.000 Mbps (minimum)	\$ 111.15	\$ 127.82	\$ 140.60
5.001 – 9.000 Mbps	\$ 103.37	\$ 118.87	\$ 130.76
9.001 – 14.000 Mbps	\$ 96.13	\$ 110.55	\$ 121.61
14.001- 18.000 Mbps	\$ 88.92	\$ 102.26	\$ 112.48
18.001 – 23.000 Mbps	\$ 74.10	\$ 85.22	\$ 93.74
23.001 – 27.000 Mbps	\$ 63.51	\$ 73.04	\$ 80.35
27.001 – 45.000 Mbps	\$ 35.78	\$ 41.15	\$ 45.26

BURSTABLE PORT – OC3 (15 Mbps MINIMUM) Per Mbps MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
15.000 Mbps (minimum)	\$ 59.58	\$ 68.51	\$ 75.37
15.001 – 30.000 Mbps	\$ 58.39	\$ 67.14	\$ 73.86
30.001 – 45.000 Mbps	\$ 56.63	\$ 65.13	\$ 71.64
45.001 – 60.000 Mbps	\$ 56.54	\$ 65.02	\$ 71.52
60.001 – 80.000 Mbps	\$ 49.62	\$ 57.06	\$ 62.77
80.001 – 155.000 Mbps	\$ 44.48	\$ 51.15	\$ 56.26

BURSTABLE PORT – OC12 (60 Mbps MINIMUM) Per Mbps MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
60.000 Mbps (minimum)	\$ 64.35	\$ 74.00	\$ 81.40
60.001 – 125.000 Mbps	\$ 59.85	\$ 68.82	\$ 75.70
125.001 – 140.000 Mbps	\$ 43.33	\$ 49.83	\$ 54.82
140.001 – 185.000 Mbps	\$ 32.90	\$ 37.83	\$ 41.61
185.001 – 250.000 Mbps	\$ 26.67	\$ 30.67	\$ 33.74
250.001 – 310.000 Mbps	\$ 25.74	\$ 29.60	\$ 32.56
310.001 – 622.000 Mbps	\$ 21.17	\$ 24.35	\$ 26.78

BURSTABLE PORT – OC48 (250 Mbps MINIMUM) Per Mbps MRCs with 1 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
250.000 Mbps (minimum)	\$ 42.90	\$ 49.34	\$ 54.27
250.001 – 500.000 Mbps	\$ 39.90	\$ 45.88	\$ 50.47
500.001 – 600.000 Mbps	\$ 23.17	\$ 26.64	\$ 29.30
600.001 – 750.000 Mbps	\$ 16.76	\$ 19.27	\$ 21.20
750.001 – 1000.000 Mbps	\$ 15.59	\$ 17.93	\$ 19.72
1000.001 – 1250.000 Mbps	\$ 15.57	\$ 17.91	\$ 19.70
1250.001 – 2488.000 Mbps	\$ 15.07	\$ 17.33	\$ 19.07

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 1 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 10 Mbps and less than 100 Mbps.			
Usage Tiers	Internet Port	Private Port	Enhanced Port
10.000 Mbps (minimum*)	\$ 39.00	\$ 44.85	\$ 49.34
10.001 – 20.000 Mbps	\$ 26.00	\$ 29.90	\$ 32.89
20.001 – 30.000 Mbps	\$ 19.07	\$ 21.93	\$ 24.12
30.001 – 40.000 Mbps	\$ 17.73	\$ 20.39	\$ 22.43
40.001 - 50.000Mbps	\$ 17.42	\$ 20.03	\$ 22.04
50.001 – 60.000 Mbps	\$ 16.20	\$ 18.63	\$ 20.49
60.001 – 70.000 Mbps	\$ 15.07	\$ 17.33	\$ 19.06
70.001 – 80.000 Mbps	\$ 14.01	\$ 16.11	\$ 17.73
80.001 – 90.000 Mbps	\$ 13.03	\$ 14.99	\$ 16.48
90.001 – 100.000 Mbps	\$ 12.12	\$ 13.94	\$ 15.33

* Customer will be invoiced a minimum of 10 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
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BURSTABLE PORT – ETHERNET Per Mbps MRCs with 1 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 100 Mbps and less than 1000 Mbps			
Usage Tiers	Internet Port	Private Port	Enhanced Port
100.000 Mbps (minimum*)	\$ 13.00	\$ 14.95	\$ 16.45
100.001 – 200.000 Mbps	\$ 9.60	\$ 11.04	\$ 12.14
200.001 – 300.000 Mbps	\$ 8.16	\$ 9.39	\$ 10.33
300.001 - 400.000 Mbps	\$ 7.22	\$ 8.30	\$ 9.13
400.001 – 500.000 Mbps	\$ 6.54	\$ 7.52	\$ 8.27
500.001 – 600.000 Mbps	\$ 5.94	\$ 6.83	\$ 7.51
600.001 – 700.000 Mbps	\$ 5.45	\$ 6.27	\$ 6.90
700.001 – 800.000 Mbps	\$ 5.05	\$ 5.80	\$ 6.38
800.001 – 900.000 Mbps	\$ 4.71	\$ 5.41	\$ 5.95
900.001 – 1000.000 Mbps	\$ 4.71	\$ 5.41	\$ 5.95

* Customer will be invoiced a minimum of 100 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within.

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 1 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 1000 Mbps and less than 10000 Mbps			
Usage Tiers	Internet Port	Private Port	Enhanced Port
1000.000 Mbps (minimum)	\$5.46	\$6.28	\$6.91
1000.001-2000.000 Mbps	\$4.16	\$4.78	\$5.26
2000.001-3000.000 Mbps	\$4.03	\$4.63	\$5.10
3000.001-4000.000 Mbps	\$3.90	\$4.48	\$4.93
4000.001-5000.000 Mbps	\$3.77	\$4.33	\$4.77
5000.001-6000.000 Mbps	\$3.64	\$4.18	\$4.60
6000.001-7000.000 Mbps	\$3.51	\$4.04	\$4.44
7000.001-8000.000 Mbps	\$3.38	\$3.89	\$4.27
8000.001-9000.000 Mbps	\$3.25	\$3.74	\$4.11
9000.001-10,000.000 Mbps	\$3.12	\$3.59	\$3.95

* Customer will be invoiced a minimum of 1000 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within.

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

3. 2 YEAR TERM - MONTHLY RECURRING CHARGES (MRCs).

(a) Flat Rate Port Charges:

FLAT RATE PORT MRCs with 2 YEAR INITIAL SERVICE TERM			
Port Speed	Internet Port MRC	Private Port MRC	Enhanced Port MRC
DS-1 (1.544Mbps)	\$86	\$99	\$109
2xDS-1 (3 Mbps)	\$152	\$175	\$193
3xDS-1 (4.5 Mbps)	\$224	\$258	\$284
4xDS-1 (6 Mbps)	\$290	\$334	\$369
5xDS-1 (7.5 Mbps)	\$356	\$410	\$451
6xDS-1 (9 Mbps)	\$415	\$478	\$527
7xDS-1 (10.5 Mbps)	\$476	\$548	\$603
8xDS-1 (12 Mbps)	\$529	\$609	\$670
DS-3 (45 Mbps)	\$990	\$1,139	\$1,253
OC-3 (155 Mbps)	\$2,931	\$3,371	\$3,708
OC-12 (622 Mbps)	\$6,804	\$7,825	\$8,608
OC-48 (2,488 Mbps)	\$23,976	\$27,573	\$30,330
Fast Ethernet (100 Mbps)	\$900	\$1,035	\$1,139
Gigabit Ethernet (1000Mbps)	\$3,260	\$3,750	\$4,125

(b) Tiered Port Charges:

TIERED PORT - DS3 MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
DS-3 - 12 Mbps	\$924	\$1,062	\$1,169
DS-3 - 15 Mbps	\$924	\$1,062	\$1,169
DS-3 - 18 Mbps	\$924	\$1,062	\$1,169
DS-3 - 21 Mbps	\$924	\$1,062	\$1,169
DS-3 - 24 Mbps	\$924	\$1,062	\$1,169
DS-3 - 27 Mbps	\$924	\$1,062	\$1,169
DS-3 - 30 Mbps	\$924	\$1,062	\$1,169
DS-3 - 33 Mbps	\$924	\$1,062	\$1,169
DS-3 - 36 Mbps	\$961	\$1,106	\$1,216
DS-3 - 39 Mbps	\$999	\$1,150	\$1,265
DS-3 - 42 Mbps	\$1,041	\$1,197	\$1,317

TIERED PORT - OC3 MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-3 - 35 Mbps	\$1,444	\$1,661	\$1,827
OC-3 - 45 Mbps	\$1,762	\$2,026	\$2,230
OC-3 - 55 Mbps	\$1,998	\$2,297	\$2,528
OC-3 - 65 Mbps	\$2,233	\$2,569	\$2,826
OC-3 - 75 Mbps	\$2,426	\$2,790	\$3,069
OC-3 - 85 Mbps	\$2,618	\$3,011	\$3,312
OC-3 - 95 Mbps	\$2,744	\$3,156	\$3,472
OC-3 - 105 Mbps	\$2,813	\$3,235	\$3,559
OC-3 - 115 Mbps	\$2,876	\$3,308	\$3,639
OC-3 - 125 Mbps	\$2,880	\$3,312	\$3,644
OC-3 - 135 Mbps	\$2,903	\$3,339	\$3,672
OC-3 - 145 Mbps	\$2,925	\$3,365	\$3,701

TIERED PORT - OC-12 MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-12 - 90 Mbps	\$4,010	\$4,612	\$5,074
OC-12 - 135 Mbps	\$4,050	\$4,658	\$5,124
OC-12 - 180 Mbps	\$4,100	\$4,716	\$5,187
OC-12 - 225 Mbps	\$4,155	\$4,779	\$5,256
OC-12 - 270 Mbps	\$4,812	\$5,534	\$6,087
OC-12 - 315 Mbps	\$4,973	\$5,719	\$6,291
OC-12 - 360 Mbps	\$5,277	\$6,069	\$6,677
OC-12 - 405 Mbps	\$5,581	\$6,419	\$7,062
OC-12 - 495 Mbps	\$6,804	\$7,825	\$8,608
OC-12 - 540 Mbps	\$7,198	\$8,278	\$9,106
OC-12 - 585 Mbps	\$7,614	\$8,756	\$9,631

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

TIERED PORT - OC48 MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-48 - 270 Mbps	\$8,019	\$9,223	\$10,145
OC-48 - 500 Mbps	\$8,019	\$9,223	\$10,145
OC-48 - 730 Mbps	\$8,469	\$9,739	\$10,714
OC-48 - 960 Mbps	\$10,360	\$11,915	\$13,106
OC-48 - 1190 Mbps	\$12,831	\$14,756	\$16,232
OC-48 - 1420 Mbps	\$15,237	\$17,523	\$19,275
OC-48 - 1650 Mbps	\$17,322	\$19,920	\$21,913
OC-48 - 1880 Mbps	\$19,620	\$22,563	\$24,819
OC-48 - 2110 Mbps	\$21,919	\$25,208	\$27,729
OC-48 - 2340 Mbps	\$24,217	\$27,850	\$30,636

TIERED ETHERNET PORT - MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers MBPS	Internet Port MRC	Private Port MRC	Enhanced Port MRC
1	\$159	\$183	\$202
2	\$159	\$183	\$202
3	\$159	\$183	\$202
4	\$223	\$257	\$283
5	\$223	\$257	\$283
6	\$242	\$279	\$306
7	\$242	\$279	\$306
8	\$270	\$311	\$342
10	\$270	\$311	\$342
15	\$270	\$311	\$342
20	\$270	\$311	\$342
30	\$396	\$456	\$502
40	\$540	\$621	\$684
50	\$603	\$694	\$765
60	\$664	\$764	\$840
70	\$730	\$840	\$925
80	\$818	\$941	\$1,035
90	\$900	\$1,035	\$1,139
100	\$900	\$1,035	\$1,139
150	\$1,080	\$1,242	\$1,367
200	\$1,330	\$1,530	\$1,683
250	\$1,440	\$1,656	\$1,822
300	\$1,696	\$1,951	\$2,146
400	\$1,999	\$2,300	\$2,530
450	\$2,160	\$2,484	\$2,733
500	\$2,264	\$2,604	\$2,865
600	\$2,466	\$2,836	\$3,121
700	\$2,643	\$3,040	\$3,344
800	\$2,795	\$3,214	\$3,537
900	\$2,934	\$3,374	\$3,711
1000	\$3,260	\$3,750	\$4,125

*Availability determined by ELA Handoff & Bandwidth in Product Pricer

TIERED ETHERNET 10gigE PORT - MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers MBPS	Internet Port MRC	Private Port MRC	Enhanced Port MRC
1000	\$3,780	\$4,347	\$4,782
2000	\$5,759	\$6,623	\$7,285
3000	\$8,368	\$9,623	\$10,586
4000	\$10,797	\$12,417	\$13,659
5000	\$13,046	\$15,003	\$16,504
6000	\$15,115	\$17,383	\$19,122
7000	\$17,004	\$19,555	\$21,510
8000	\$18,713	\$21,520	\$23,673
9000	\$20,242	\$23,279	\$25,607
10000	\$21,591	\$24,831	\$27,314

*Availability determined by ELA Handoff & Bandwidth in Product Pricer

(c) Burstable Port Charges:

Exhibit IPE-2 SELECT (12.20.12)

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

BURSTABLE PORT – DS3 (5 Mbps MINIMUM) Per Mbps MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
5.000 Mbps (minimum)	\$100.04	\$115.04	\$126.54
5.001 – 9.000 Mbps	\$93.03	\$106.99	\$117.69
9.001 – 14.000 Mbps	\$86.52	\$99.50	\$109.45
14.001- 18.000 Mbps	\$80.03	\$92.03	\$101.24
18.001 – 23.000 Mbps	\$66.69	\$76.69	\$84.36
23.001 – 27.000 Mbps	\$57.16	\$65.74	\$72.31
27.001 – 45.000 Mbps	\$32.20	\$37.03	\$40.74

BURSTABLE PORT – OC3 (15 Mbps MINIMUM) Per Mbps MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
15.000 Mbps (minimum)	\$53.62	\$61.66	\$67.83
15.001 – 30.000 Mbps	\$52.55	\$60.43	\$66.47
30.001 – 45.000 Mbps	\$50.97	\$58.62	\$64.48
45.001 – 60.000 Mbps	\$50.88	\$58.51	\$64.37
60.001 – 80.000 Mbps	\$44.66	\$51.36	\$56.49
80.001 – 155.000 Mbps	\$40.03	\$46.03	\$50.64

BURSTABLE PORT – OC12 (60 Mbps MINIMUM) Per Mbps MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
60.000 Mbps (minimum)	\$57.92	\$66.60	\$73.26
60.001 – 125.000 Mbps	\$53.86	\$61.94	\$68.13
125.001 – 140.000 Mbps	\$39.00	\$44.85	\$49.34
140.001 – 185.000 Mbps	\$29.61	\$34.05	\$37.45
185.001 – 250.000 Mbps	\$24.00	\$27.60	\$30.36
250.001 – 310.000 Mbps	\$23.17	\$26.64	\$29.30
310.001 – 622.000 Mbps	\$19.05	\$21.91	\$24.10

BURSTABLE PORT – OC48 (250 Mbps MINIMUM) Per Mbps MRCs with 2 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
250.000 Mbps (minimum)	\$38.61	\$44.40	\$48.84
250.001 – 500.000 Mbps	\$35.91	\$41.29	\$45.42
500.001 – 600.000 Mbps	\$20.85	\$23.98	\$26.37
600.001 – 750.000 Mbps	\$15.08	\$17.34	\$19.08
750.001 – 1000.000 Mbps	\$14.03	\$16.13	\$17.75
1000.001 – 1250.000 Mbps	\$14.02	\$16.12	\$17.73
1250.001 – 2488.000 Mbps	\$13.57	\$15.60	\$17.16

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 2 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 10 Mbps and less than 100 Mbps.			
Usage Tiers	Internet Port	Private Port	Enhanced Port
10.000 Mbps (minimum*)	\$35.10	\$40.37	\$44.40
10.001 – 20.000 Mbps	\$23.40	\$26.91	\$29.60
20.001 – 30.000 Mbps	\$17.16	\$19.73	\$21.71
30.001 – 40.000 Mbps	\$15.96	\$18.35	\$20.19
40.001 - 50.000Mbps	\$15.68	\$18.03	\$19.83
50.001 – 60.000 Mbps	\$14.58	\$16.77	\$18.44
60.001 – 70.000 Mbps	\$13.56	\$15.59	\$17.15
70.001 – 80.000 Mbps	\$12.61	\$14.50	\$15.95
80.001 – 90.000 Mbps	\$11.73	\$13.49	\$14.84
90.001 – 100.000 Mbps	\$10.91	\$12.54	\$13.80

* Customer will be invoiced a minimum of 10 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 2 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 100 Mbps and less than 1000 Mbps.			
Usage Tiers	Internet Port	Private Port	Enhanced Port
100.000 Mbps (minimum*)	\$11.70	\$13.46	\$14.80
100.001 – 200.000 Mbps	\$8.64	\$9.94	\$10.93
200.001 – 300.000 Mbps	\$7.35	\$8.45	\$9.29
300.001 – 400.000 Mbps	\$6.50	\$7.47	\$8.22
400.001 – 500.000 Mbps	\$5.89	\$6.77	\$7.44
500.001 – 600.000 Mbps	\$5.34	\$6.14	\$6.76
600.001 – 700.000 Mbps	\$4.91	\$5.64	\$6.21
700.001 – 800.000 Mbps	\$4.54	\$5.22	\$5.74
800.001 – 900.000 Mbps	\$4.24	\$4.87	\$5.36
900.001 – 1000.000 Mbps	\$4.24	\$4.87	\$5.36

* Customer will be invoiced a minimum of 100 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within.

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 2 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 1000 Mbps and less than 10000 Mbps.			
Usage Tiers	Internet Port	Private Port	Enhanced Port
1000.000 Mbps (minimum)	\$4.91	\$5.65	\$6.22
1000.001-2000.000 Mbps	\$3.74	\$4.30	\$4.73
2000.001-3000.000 Mbps	\$3.63	\$4.17	\$4.59
3000.001-4000.000 Mbps	\$3.51	\$4.04	\$4.44
4000.001-5000.000 Mbps	\$3.39	\$3.90	\$4.29
5000.001-6000.000 Mbps	\$3.27	\$3.77	\$4.14
6000.001-7000.000 Mbps	\$3.16	\$3.63	\$3.99
7000.001-8000.000 Mbps	\$3.04	\$3.50	\$3.85
8000.001-9000.000 Mbps	\$2.92	\$3.36	\$3.70
9000.001-10,000.000 Mbps	\$2.81	\$3.23	\$3.55

* Customer will be invoiced a minimum of 1000 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within.

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

4. 3 AND 4 YEAR TERM - MONTHLY RECURRING CHARGES (MRCs).

(a) Flat Rate Port Charges:

FLAT RATE PORT MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Port Speed	Internet Port MRC	Private Port MRC	Enhanced Port MRC
DS-1 (1.544Mbps)	\$72	\$83	\$91
2xDS-1 (3 Mbps)	\$126	\$146	\$161
3xDS-1 (4.5 Mbps)	\$186	\$215	\$237
4xDS-1 (6 Mbps)	\$242	\$279	\$307
5xDS-1 (7.5 Mbps)	\$297	\$342	\$376
6xDS-1 (9 Mbps)	\$346	\$399	\$439
7xDS-1 (10.5 Mbps)	\$396	\$456	\$502
8xDS-1 (12 Mbps)	\$441	\$507	\$558
DS-3 (45 Mbps)	\$825	\$949	\$1,044
OC-3 (155 Mbps)	\$2,442	\$2,809	\$3,090
OC-12 (622 Mbps)	\$5,670	\$6,521	\$7,173
OC-48 (2,488 Mbps)	\$19,980	\$22,977	\$25,275
Fast Ethernet (100 Mbps)	\$750	\$863	\$949
Gigabit Ethernet (1000Mbps)	\$2,717	\$3,125	\$3,438

(b) Tiered Port Charges:

TIERED PORT - DS3 MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
DS-3 - 12 Mbps	\$770	\$885	\$974
DS-3 - 15 Mbps	\$770	\$885	\$974
DS-3 - 18 Mbps	\$770	\$885	\$974
DS-3 - 21 Mbps	\$770	\$885	\$974
DS-3 - 24 Mbps	\$770	\$885	\$974
DS-3 - 27 Mbps	\$770	\$885	\$974
DS-3 - 30 Mbps	\$770	\$885	\$974
DS-3 - 33 Mbps	\$770	\$885	\$974
DS-3 - 36 Mbps	\$801	\$921	\$1,014
DS-3 - 39 Mbps	\$833	\$958	\$1,054
DS-3 - 42 Mbps	\$867	\$998	\$1,098

TIERED PORT - OC3 MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-3 - 35 Mbps	\$1,203	\$1,384	\$1,523
OC-3 - 45 Mbps	\$1,468	\$1,689	\$1,858
OC-3 - 55 Mbps	\$1,665	\$1,914	\$2,106
OC-3 - 65 Mbps	\$1,861	\$2,141	\$2,355
OC-3 - 75 Mbps	\$2,022	\$2,325	\$2,558
OC-3 - 85 Mbps	\$2,181	\$2,509	\$2,760
OC-3 - 95 Mbps	\$2,286	\$2,630	\$2,893
OC-3 - 105 Mbps	\$2,344	\$2,696	\$2,966
OC-3 - 115 Mbps	\$2,397	\$2,757	\$3,033
OC-3 - 125 Mbps	\$2,400	\$2,760	\$3,036
OC-3 - 135 Mbps	\$2,419	\$2,782	\$3,060
OC-3 - 145 Mbps	\$2,438	\$2,804	\$3,084

TIERED PORT - OC12 MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-12 - 90 Mbps	\$3,342	\$3,843	\$4,228
OC-12 - 135 Mbps	\$3,375	\$3,882	\$4,270
OC-12 - 180 Mbps	\$3,417	\$3,930	\$4,323
OC-12 - 225 Mbps	\$3,462	\$3,982	\$4,380
OC-12 - 270 Mbps	\$4,010	\$4,611	\$5,073
OC-12 - 315 Mbps	\$4,144	\$4,766	\$5,243
OC-12 - 360 Mbps	\$4,398	\$5,058	\$5,564
OC-12 - 405 Mbps	\$4,651	\$5,349	\$5,885
OC-12 - 495 Mbps	\$5,670	\$6,521	\$7,173
OC-12 - 540 Mbps	\$5,998	\$6,898	\$7,588
OC-12 - 585 Mbps	\$6,345	\$7,296	\$8,026

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

TIERED PORT – OC48 MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-48 - 270 Mbps	\$6,683	\$7,686	\$8,454
OC-48 - 500 Mbps	\$6,683	\$7,686	\$8,454
OC-48 - 730 Mbps	\$7,057	\$8,116	\$8,928
OC-48 - 960 Mbps	\$8,634	\$9,929	\$10,922
OC-48 - 1190 Mbps	\$10,692	\$12,297	\$13,527
OC-48 - 1420 Mbps	\$12,697	\$14,602	\$16,062
OC-48 - 1650 Mbps	\$14,435	\$16,600	\$18,261
OC-48 - 1880 Mbps	\$16,350	\$18,802	\$20,682
OC-48 - 2110 Mbps	\$18,266	\$21,006	\$23,107
OC-48 - 2340 Mbps	\$20,181	\$23,208	\$25,530

TIERED ETHERNET PORT – MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers MBPS	Internet Port MRC	Private Port MRC	Enhanced Port MRC
1	\$132	\$153	\$168
2	\$132	\$153	\$168
3	\$132	\$153	\$168
4	\$186	\$214	\$236
5	\$186	\$214	\$236
6	\$201	\$232	\$255
7	\$201	\$232	\$255
8	\$225	\$259	\$285
10	\$225	\$259	\$285
15	\$225	\$259	\$285
20	\$225	\$259	\$285
30	\$330	\$380	\$418
40	\$450	\$518	\$570
50	\$503	\$579	\$637
60	\$553	\$636	\$700
70	\$609	\$700	\$771
80	\$681	\$784	\$863
90	\$750	\$863	\$949
100	\$750	\$863	\$949
150	\$900	\$1,035	\$1,139
200	\$1,108	\$1,275	\$1,402
250	\$1,200	\$1,380	\$1,518
300	\$1,413	\$1,626	\$1,788
400	\$1,666	\$1,917	\$2,109
450	\$1,800	\$2,070	\$2,277
500	\$1,887	\$2,170	\$2,388
600	\$2,055	\$2,364	\$2,601
700	\$2,202	\$2,533	\$2,787
800	\$2,329	\$2,679	\$2,947
900	\$2,445	\$2,811	\$3,093
1000	\$2,717	\$3,125	\$3,438

*Availability determined by ELA Handoff & Bandwidth in Product Pricer

TIERED ETHERNET 10GigE PORT – MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers MBPS	Internet Port MRC	Private Port MRC	Enhanced Port MRC
1000	\$3,150	\$3,623	\$3,985
2000	\$4,799	\$5,519	\$6,071
3000	\$6,973	\$8,019	\$8,822
4000	\$8,997	\$10,347	\$11,382
5000	\$10,872	\$12,503	\$13,753
6000	\$12,596	\$14,486	\$15,935
7000	\$14,170	\$16,296	\$17,925
8000	\$15,594	\$17,934	\$19,728
9000	\$16,869	\$19,399	\$21,339
10000	\$17,993	\$20,692	\$22,761

*Availability determined by ELA Handoff & Bandwidth in Product Pricer

(c) Burstable Port Charges:

Exhibit IPE-2 SELECT (12.20.12)

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

BURSTABLE PORT – DS3 (5 Mbps MINIMUM) Per Mbps MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
5.000 Mbps (minimum)	\$83.36	\$95.87	\$105.45
5.001 – 9.000 Mbps	\$77.53	\$89.16	\$98.07
9.001 – 14.000 Mbps	\$72.10	\$82.92	\$91.21
14.001- 18.000 Mbps	\$66.69	\$76.69	\$84.36
18.001 – 23.000 Mbps	\$55.58	\$63.91	\$70.30
23.001 – 27.000 Mbps	\$47.64	\$54.78	\$60.26
27.001 – 45.000 Mbps	\$26.84	\$30.86	\$33.95

BURSTABLE PORT – OC3 (15 Mbps MINIMUM) Per Mbps MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
15.000 Mbps (minimum)	\$44.68	\$51.39	\$56.52
15.001 – 30.000 Mbps	\$43.79	\$50.36	\$55.39
30.001 – 45.000 Mbps	\$42.48	\$48.85	\$53.73
45.001 – 60.000 Mbps	\$42.40	\$48.76	\$53.64
60.001 – 80.000 Mbps	\$37.22	\$42.80	\$47.08
80.001 – 155.000 Mbps	\$33.36	\$38.36	\$42.20

BURSTABLE PORT – OC12 (60 Mbps MINIMUM) Per Mbps MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
60.000 Mbps (minimum)	\$48.26	\$55.50	\$61.05
60.001 – 125.000 Mbps	\$44.88	\$51.62	\$56.78
125.001 – 140.000 Mbps	\$32.50	\$37.38	\$41.11
140.001 – 185.000 Mbps	\$24.67	\$28.37	\$31.21
185.001 – 250.000 Mbps	\$20.00	\$23.00	\$25.30
250.001 – 310.000 Mbps	\$19.31	\$22.20	\$24.42
310.001 – 622.000 Mbps	\$15.88	\$18.26	\$20.09

BURSTABLE PORT – OC48 (250 Mbps MINIMUM) Per Mbps MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
250.000 Mbps (minimum)	\$32.18	\$37.00	\$40.70
250.001 – 500.000 Mbps	\$29.92	\$34.41	\$37.85
500.001 – 600.000 Mbps	\$17.37	\$19.98	\$21.98
600.001 – 750.000 Mbps	\$12.57	\$14.45	\$15.90
750.001 – 1000.000 Mbps	\$11.69	\$13.44	\$14.79
1000.001 – 1250.000 Mbps	\$11.68	\$13.43	\$14.78
1250.001 – 2488.000 Mbps	\$11.31	\$13.00	\$14.30

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 10 Mbps and less than 100 Mbps.			
Usage Tiers	Internet Port	Private Port	Enhanced Port
10.000 Mbps (minimum*)	\$29.25	\$33.64	\$37.00
10.001 – 20.000 Mbps	\$19.50	\$22.43	\$24.67
20.001 – 30.000 Mbps	\$14.30	\$16.45	\$18.09
30.001 – 40.000 Mbps	\$13.30	\$15.29	\$16.82
40.001 - 50.000Mbps	\$13.07	\$15.02	\$16.53
50.001 – 60.000 Mbps	\$12.15	\$13.97	\$15.37
60.001 – 70.000 Mbps	\$11.30	\$12.99	\$14.29
70.001 – 80.000 Mbps	\$10.51	\$12.09	\$13.29
80.001 – 90.000 Mbps	\$9.77	\$11.24	\$12.36
90.001 – 100.000 Mbps	\$9.09	\$10.45	\$11.50

* Customer will be invoiced a minimum of 10 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM				
Available when the ELA Bandwidth is greater than 100 Mbps and less than 1000 Mbps.				
Usage Tiers	Internet Port	Private Port	Enhanced Port	
100.000 Mbps (minimum*)	\$9.75	\$11.21	\$12.33	
100.001 – 200.000 Mbps	\$7.20	\$8.28	\$9.11	
200.001 – 300.000 Mbps	\$6.12	\$7.04	\$7.75	
300.001 – 400.000 Mbps	\$5.41	\$6.23	\$6.85	
400.001 – 500.000 Mbps	\$4.90	\$5.64	\$6.20	
500.001 – 600.000 Mbps	\$4.45	\$5.12	\$5.63	
600.001 – 700.000 Mbps	\$4.09	\$4.70	\$5.17	
700.001 – 800.000 Mbps	\$3.78	\$4.35	\$4.79	
800.001 – 900.000 Mbps	\$3.53	\$4.06	\$4.47	
900.001 – 1000.000 Mbps	\$3.53	\$4.06	\$4.47	

* Customer will be invoiced a minimum of 100 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within.

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 3 YEAR or 4 YEAR INITIAL SERVICE TERM				
Available when the ELA Bandwidth is greater than 1000 Mbps and less than 10000 Mbps.				
Usage Tiers	Internet Port	Private Port	Enhanced Port	
1000.000 Mbps (minimum)	\$4.10	\$4.71	\$5.18	
1000.001-2000.000 Mbps	\$3.12	\$3.59	\$3.95	
2000.001-3000.000 Mbps	\$3.02	\$3.47	\$3.82	
3000.001-4000.000 Mbps	\$2.92	\$3.36	\$3.70	
4000.001-5000.000 Mbps	\$2.83	\$3.25	\$3.58	
5000.001-6000.000 Mbps	\$2.73	\$3.14	\$3.45	
6000.001-7000.000 Mbps	\$2.63	\$3.03	\$3.33	
7000.001-8000.000 Mbps	\$2.53	\$2.91	\$3.21	
8000.001-9000.000 Mbps	\$2.44	\$2.80	\$3.08	
9000.001-10,000.000 Mbps	\$2.34	\$2.69	\$2.96	

* Customer will be invoiced a minimum of 1000 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within.

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

5. 5 YEAR TERM - MONTHLY RECURRING CHARGES (MRCs):

(a) Flat Rate Port Charges:

FLAT RATE PORT MRCs with 5 YEAR INITIAL SERVICE TERM			
Port Speed	Internet Port MRC	Private Port MRC	Enhanced Port MRC
DS-1 (1.544Mbps)	\$67	\$77	\$85
2xDS-1 (3 Mbps)	\$118	\$136	\$150
3xDS-1 (4.5 Mbps)	\$174	\$201	\$221
4xDS-1 (6 Mbps)	\$226	\$260	\$287
5xDS-1 (7.5 Mbps)	\$277	\$319	\$351
6xDS-1 (9 Mbps)	\$323	\$372	\$410
7xDS-1 (10.5 Mbps)	\$370	\$426	\$469
8xDS-1 (12 Mbps)	\$411	\$474	\$521
DS-3 (45 Mbps)	\$770	\$886	\$975
OC-3 (155 Mbps)	\$2,280	\$2,622	\$2,884
OC-12 (622 Mbps)	\$5,292	\$6,086	\$6,695
OC-48 (2,488 Mbps)	\$18,648	\$21,446	\$23,590
Fast Ethernet (100 Mbps)	\$700	\$805	\$886
Gigabit Ethernet (1000Mbps)	\$2,536	\$2,917	\$3,209

(b) Tiered Port Charges:

TIERED PORT - DS3 MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
DS-3 - 12 Mbps	\$719	\$826	\$909
DS-3 - 15 Mbps	\$719	\$826	\$909
DS-3 - 18 Mbps	\$719	\$826	\$909
DS-3 - 21 Mbps	\$719	\$826	\$909
DS-3 - 24 Mbps	\$719	\$826	\$909
DS-3 - 27 Mbps	\$719	\$826	\$909
DS-3 - 30 Mbps	\$719	\$826	\$909
DS-3 - 33 Mbps	\$719	\$826	\$909
DS-3 - 36 Mbps	\$747	\$860	\$946
DS-3 - 39 Mbps	\$777	\$894	\$984
DS-3 - 42 Mbps	\$810	\$931	\$1,025

TIERED PORT - OC3 MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-3 - 35 Mbps	\$1,123	\$1,292	\$1,421
OC-3 - 45 Mbps	\$1,370	\$1,576	\$1,734
OC-3 - 55 Mbps	\$1,554	\$1,787	\$1,966
OC-3 - 65 Mbps	\$1,737	\$1,998	\$2,198
OC-3 - 75 Mbps	\$1,887	\$2,170	\$2,387
OC-3 - 85 Mbps	\$2,036	\$2,342	\$2,576
OC-3 - 95 Mbps	\$2,134	\$2,455	\$2,700
OC-3 - 105 Mbps	\$2,188	\$2,516	\$2,768
OC-3 - 115 Mbps	\$2,237	\$2,573	\$2,831
OC-3 - 125 Mbps	\$2,240	\$2,576	\$2,834
OC-3 - 135 Mbps	\$2,258	\$2,597	\$2,856
OC-3 - 145 Mbps	\$2,275	\$2,617	\$2,879

TIERED PORT - OC12 MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-12 - 90 Mbps	\$3,119	\$3,587	\$3,946
OC-12 - 135 Mbps	\$3,150	\$3,623	\$3,986
OC-12 - 180 Mbps	\$3,189	\$3,668	\$4,035
OC-12 - 225 Mbps	\$3,232	\$3,717	\$4,088
OC-12 - 270 Mbps	\$3,743	\$4,304	\$4,735
OC-12 - 315 Mbps	\$3,868	\$4,448	\$4,893
OC-12 - 360 Mbps	\$4,105	\$4,721	\$5,193
OC-12 - 405 Mbps	\$4,341	\$4,993	\$5,493
OC-12 - 495 Mbps	\$5,292	\$6,086	\$6,695
OC-12 - 540 Mbps	\$5,598	\$6,438	\$7,082
OC-12 - 585 Mbps	\$5,922	\$6,810	\$7,491

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TIERED PORT - OC-48 MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port MRC	Private Port MRC	Enhanced Port MRC
OC-48 - 270 Mbps	\$6,237	\$7,173	\$7,891
OC-48 - 500 Mbps	\$6,237	\$7,173	\$7,891
OC-48 - 730 Mbps	\$6,587	\$7,575	\$8,333
OC-48 - 960 Mbps	\$8,058	\$9,267	\$10,194
OC-48 - 1190 Mbps	\$9,980	\$11,477	\$12,625
OC-48 - 1420 Mbps	\$11,851	\$13,629	\$14,992
OC-48 - 1650 Mbps	\$13,473	\$15,494	\$17,043
OC-48 - 1880 Mbps	\$15,260	\$17,549	\$19,304
OC-48 - 2110 Mbps	\$17,048	\$19,606	\$21,567
OC-48 - 2340 Mbps	\$18,835	\$21,661	\$23,828

TIERED ETHERNET PORT - MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers MBPS	Internet Port MRC	Private Port MRC	Enhanced Port MRC
1	\$124	\$143	\$157
2	\$124	\$143	\$157
3	\$124	\$143	\$157
4	\$173	\$200	\$220
5	\$173	\$200	\$220
6	\$188	\$217	\$238
7	\$188	\$217	\$238
8	\$210	\$242	\$266
10	\$210	\$242	\$266
15	\$210	\$242	\$266
20	\$210	\$242	\$266
30	\$308	\$355	\$390
40	\$420	\$483	\$532
50	\$469	\$540	\$595
60	\$516	\$594	\$654
70	\$568	\$654	\$719
80	\$636	\$732	\$805
90	\$700	\$805	\$886
100	\$700	\$805	\$886
150	\$840	\$966	\$1,063
200	\$1,034	\$1,190	\$1,309
250	\$1,120	\$1,288	\$1,417
300	\$1,319	\$1,517	\$1,669
400	\$1,555	\$1,789	\$1,968
450	\$1,680	\$1,932	\$2,126
500	\$1,761	\$2,026	\$2,229
600	\$1,918	\$2,206	\$2,427
700	\$2,056	\$2,364	\$2,601
800	\$2,174	\$2,500	\$2,751
900	\$2,282	\$2,624	\$2,887
1000	\$2,536	\$2,917	\$3,209

*Availability determined by ELA Handoff & Bandwidth in Product Pricer

TIERED ETHERNET 10gigE PORT - MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers MBPS	Internet Port MRC	Private Port MRC	Enhanced Port MRC
1000	\$2,940	\$3,381	\$3,720
2000	\$4,479	\$5,151	\$5,666
3000	\$6,508	\$7,485	\$8,234
4000	\$8,398	\$9,658	\$10,624
5000	\$10,147	\$11,669	\$12,836
6000	\$11,756	\$13,520	\$14,873
7000	\$13,226	\$15,209	\$16,730
8000	\$14,555	\$16,738	\$18,413
9000	\$15,744	\$18,106	\$19,917
10000	\$16,793	\$19,313	\$21,244

*Availability determined by ELA Handoff & Bandwidth in Product Pricer

(c) Burstable Port Charges:

Exhibit IPE-2 SELECT (12.20.12)

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

BURSTABLE PORT – DS3 (5 Mbps MINIMUM) Per Mbps MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
5.000 Mbps (minimum)	\$77.81	\$89.48	\$98.42
5.001 – 9.000 Mbps	\$72.36	\$83.21	\$91.53
9.001 – 14.000 Mbps	\$67.29	\$77.39	\$85.13
14.001- 18.000 Mbps	\$62.24	\$71.58	\$78.74
18.001 – 23.000 Mbps	\$51.87	\$59.65	\$65.62
23.001 – 27.000 Mbps	\$44.46	\$51.13	\$56.24
27.001 – 45.000 Mbps	\$25.05	\$28.80	\$31.68

BURSTABLE PORT – OC3 (15 Mbps MINIMUM) Per Mbps MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
15.000 Mbps (minimum)	\$41.70	\$47.96	\$52.76
15.001 – 30.000 Mbps	\$40.87	\$47.00	\$51.70
30.001 – 45.000 Mbps	\$39.64	\$45.59	\$50.15
45.001 – 60.000 Mbps	\$39.57	\$45.51	\$50.06
60.001 – 80.000 Mbps	\$34.73	\$39.94	\$43.94
80.001 – 155.000 Mbps	\$31.13	\$35.80	\$39.38

BURSTABLE PORT – OC12 (60 Mbps MINIMUM) Per Mbps MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
60.000 Mbps (minimum)	\$45.05	\$51.80	\$56.98
60.001 – 125.000 Mbps	\$41.89	\$48.18	\$52.99
125.001 – 140.000 Mbps	\$30.33	\$34.88	\$38.37
140.001 – 185.000 Mbps	\$23.03	\$26.48	\$29.13
185.001 – 250.000 Mbps	\$18.67	\$21.47	\$23.62
250.001 – 310.000 Mbps	\$18.02	\$20.72	\$22.79
310.001 – 622.000 Mbps	\$14.82	\$17.04	\$18.75

BURSTABLE PORT – OC48 (250 Mbps MINIMUM) Per Mbps MRCs with 5 YEAR INITIAL SERVICE TERM			
Usage Tiers	Internet Port	Private Port	Enhanced Port
250.000 Mbps (minimum)	\$30.03	\$34.53	\$37.99
250.001 – 500.000 Mbps	\$27.93	\$32.12	\$35.33
500.001 – 600.000 Mbps	\$16.22	\$18.65	\$20.51
600.001 – 750.000 Mbps	\$11.73	\$13.49	\$14.84
750.001 – 1000.000 Mbps	\$10.91	\$12.55	\$13.80
1000.001 – 1250.000 Mbps	\$10.90	\$12.54	\$13.79
1250.001 – 2488.000 Mbps	\$10.55	\$12.13	\$13.35

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 5 YEAR INITIAL SERVICE TERM			
Available when the FLA Bandwidth is greater than 10 Mbps and less than 100 Mbps.			
Usage Tiers	Internet Port	Private Port	Enhanced Port
10.000 Mbps (minimum*)	\$27.30	\$31.40	\$34.53
10.001 – 20.000 Mbps	\$18.20	\$20.93	\$23.02
20.001 – 30.000 Mbps	\$13.35	\$15.35	\$16.88
30.001 – 40.000 Mbps	\$12.41	\$14.27	\$15.70
40.001 - 50.000Mbps	\$12.19	\$14.02	\$15.43
50.001 – 60.000 Mbps	\$11.34	\$13.04	\$14.35
60.001 – 70.000 Mbps	\$10.55	\$12.13	\$13.34
70.001 – 80.000 Mbps	\$9.81	\$11.28	\$12.41
80.001 – 90.000 Mbps	\$9.12	\$10.49	\$11.54
90.001 – 100.000 Mbps	\$8.48	\$9.76	\$10.73

* Customer will be invoiced a minimum of 10 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within

**EXHIBIT IPE-2
IP SOLUTIONS PORT PRICING - SELECT
WHOLESALE/ ENHANCED SERVICES AGREEMENT**

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 5 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 100 Mbps and less than 1000 Mbps			
Usage Tiers	Internet Port	Private Port	Enhanced Port
100.000 Mbps (minimum*)	\$9.10	\$10.47	\$11.51
100.001 – 200.000 Mbps	\$6.72	\$7.73	\$8.50
200.001 – 300.000 Mbps	\$5.71	\$6.57	\$7.23
300.001 - 400.000 Mbps	\$5.05	\$5.81	\$6.39
400.001 – 500.000 Mbps	\$4.58	\$5.26	\$5.79
500.001 – 600.000 Mbps	\$4.16	\$4.78	\$5.26
600.001 – 700.000 Mbps	\$3.82	\$4.39	\$4.83
700.001 – 800.000 Mbps	\$3.53	\$4.06	\$4.47
800.001 – 900.000 Mbps	\$3.30	\$3.79	\$4.17
900.001 – 1000.000 Mbps	\$3.30	\$3.79	\$4.17

* Customer will be invoiced a minimum of 100 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within.

BURSTABLE PORT – ETHERNET Per Mbps MRCs with 5 YEAR INITIAL SERVICE TERM			
Available when the ELA Bandwidth is greater than 1000 Mbps and less than 10000 Mbps			
Usage Tiers	Internet Port	Private Port	Enhanced Port
1000.000 Mbps (minimum)	\$3.82	\$4.40	\$4.83
1000.001-2000.000 Mbps	\$2.91	\$3.35	\$3.68
2000.001-3000.000 Mbps	\$2.82	\$3.24	\$3.57
3000.001-4000.000 Mbps	\$2.73	\$3.14	\$3.45
4000.001-5000.000 Mbps	\$2.64	\$3.03	\$3.34
5000.001-6000.000 Mbps	\$2.55	\$2.93	\$3.22
6000.001-7000.000 Mbps	\$2.46	\$2.82	\$3.11
7000.001-8000.000 Mbps	\$2.37	\$2.72	\$2.99
8000.001-9000.000 Mbps	\$2.27	\$2.62	\$2.88
9000.001-10.000.000 Mbps	\$2.18	\$2.51	\$2.76

* Customer will be invoiced a minimum of 1000 Mbps of usage per month.
Usage Charge = Usage x Per Mbps rate for the Usage Tier that the usage falls within.

6 FEATURE CHARGES.

(i) End to End Performance Reporting

END TO END Performance Reporting MRCs	
Port Speed	Private/Enhanced Port MRC
All Speeds	\$0 Per Port

(ii) Priority Access

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

(iii) VPN Extensions

VPN Extensions MRCs	
Port Speed	VPN Extension MRC
All Speeds	\$25 per IPsec tunnel

7. 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.