



Rob McKenna

ATTORNEY GENERAL OF WASHINGTON

Utilities and Transportation Division

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September 20, 2007

Carole J. Washburn, Secretary
Washington Utilities and Transportation Commission
1300 S. Evergreen Park Dr. SW
P. O. Box 47250
Olympia, Washington 98504-7250

Re: *Verizon/MCI Merger*
Docket No. UT-050814

Dear Ms. Washburn:

Enclosed for filing in the above-referenced docket are the original and 20 copies of a Fund Agreement Modification executed (in counterparts) by the parties to the original Fund Agreement filed July 18, 2006.

The purpose of this filing is to comply with the Commission's September 19, 2007, Order 14 (Order Amending Order 07 Relating To Disbursement Period Of Public Purpose Fund), which required the parties to the Fund Agreement to file a revised Fund Agreement within 30 days reflecting an extension of the grant disbursement period.

Sincerely,



JONATHAN C. THOMPSON
Assistant Attorney General

JCT:tmw
Enclosures

cc: Gregory Romano, Verizon Northwest, Inc.
Maddy Metzger-Utt, Greater Everett Community Foundation
Simon ffitch, Public Counsel



Fund Agreement Modification

On July 14, 2006, the Washington Utilities & Transportation Commission (the "Commission"), an agency of the State of Washington, entered into a Fund Agreement with Verizon Northwest ("Verizon"), and the Greater Everett Community Foundation (the "Foundation"), a publicly supported charitable organization that is tax-exempt under section 501(c)(3) of the Internal Revenue Code. The purpose of the Fund is to offset harm resulting from the merger of Verizon and MCI as explained by the Commission in its Order 07 in Docket UT-050814.

On September 4, 2007, the Foundation filed a request, on behalf of itself, Verizon, the Office of Public Counsel, and the Commission, to amend the Agreement by extending the date that all funds shall be expended from June 30, 2009, to August 15, 2009.

Paragraph 8 of the Fund Agreement is modified as follows:

8. The Foundation shall report periodically to the Commission on the status of the fund and grant decisions. All funds shall be expended by August 15, 2009. If funds are remaining after that date, the Foundation shall deposit those funds in a separate interest-bearing account and maintain that fund until the Commission consults with Verizon, Public Counsel and Commission Staff and provides instruction, consistent in purpose with the original order, to the Foundation regarding the distribution of remaining funds.

All other terms and conditions of this Agreement remain in full force and effect.

The parties agree to the foregoing modification.

Washington Utilities and Transportation Commission

By: Carole J. Washburn Date: 9/19/07
Carole J. Washburn, Executive Secretary

Verizon Northwest, Inc., Donor

By: Greg M. Romano Date: 9/10/07
Gregory M. Romano, General Counsel

Greater Everett Community Foundation

By: _____ Date: _____
Maddy Metzger-Utt, Executive Director

By: _____ Date: _____
Rich Anderson, Board President

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Washington Utilities and Transportation Commission

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Carole J. Washburn, Executive Secretary

Verizon Northwest, Inc., Donor

By: _____ Date: _____
Gregory M. Romano, General Counsel

Greater Everett Community Foundation

By: Maddy Metzger-Utt Date: 9/11/07
Maddy Metzger-Utt, Executive Director

By: Rich Anderson Date: 9/11/07
Rich Anderson, Board President