

AMENDMENT NO. 3

to the

INTERCONNECTION AGREEMENT

between

VERIZON NORTHWEST INC.

and

QWEST CORPORATION

This Amendment No. 3 (the "Amendment") is made by and between Verizon Northwest Inc., f/k/a GTE Northwest Incorporated ("Verizon"), a Washington corporation with offices at 1800 41st Street, Everett, WA 98201, and Qwest Corporation, a corporation with offices at 1801 California Street, Denver, CO 80202 ("Qwest"), and, except as otherwise expressly provided herein, shall be deemed effective upon Commission approval pursuant to Section 252 of the Act (the "Amendment Effective Date"). Verizon and Qwest are hereinafter referred to collectively as the "Parties" and individually as a "Party". This Amendment covers services in Verizon's service territory in the State of Washington (the "State").

WITNESSETH:

WHEREAS, pursuant to an adoption letter dated September 9, 2004 (the "Adoption Letter"), Qwest adopted in the State of Washington, certain provisions of the interconnection agreement between XO Communications Services, Inc. and Verizon (such Adoption Letter and underlying adopted interconnection agreement referred to herein collectively as the "Agreement"); and

WHEREAS, the Federal Communications Commission (the "FCC") released an order on August 21, 2003 in CC Docket Nos. 01-338, 96-98, and 98-147 (the "Triennial Review Order" or "TRO"), which became effective as of October 2, 2003; and

WHEREAS, on March 2, 2004, the U.S. Court of Appeals for the District of Columbia Circuit (the "D.C. Circuit") issued a decision affirming in part and vacating in part the TRO (the "D.C. Circuit Decision"), which became effective as of June 15, 2004; and

WHEREAS, on August 20, 2004, the FCC released an Order in WC Docket No. 04-313 and CC Docket No. 01-338 (the "Interim Rules Order"), which became effective as of September 13, 2004; and

WHEREAS, on February 4, 2005, the FCC released an Order on Remand in WC Docket No. 04-313 and CC Docket No. 01-338 (the "TRRO") setting forth additional rules, which became effective March 11, 2005; and

WHEREAS, on July 8, 2005, the Arbitrator in Washington Utilities and Transportation Commission Docket No. UT-043013 issued Order No. 17 ("Order No. 17") recommending that certain interconnection agreements be amended in accordance with rulings set forth therein; and

WHEREAS, on September 22, 2005, the Washington Utilities and Transportation Commission ("Commission") in Docket No. UT-043013 issued Order No. 18, which affirmed in part and modified in part Order No. 17 ("Order No. 18"); and