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February 12, 1997

Steve McLellan, Executive Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, WA 98504-7250

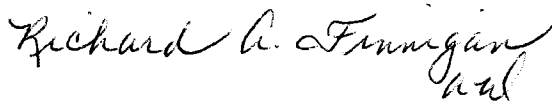
Re: WECA Data Distribution Center - Addition of Sprint
Docket No. UT-951081

Dear Mr. McLellan:

Enclosed you will find the original and 19 copies of the Agreement entered into between WECA, US WEST Communications, Inc., GTE Northwest Incorporated, and United Telephone Company of the Northwest. This adds United to the DDC as a primary toll carrier.

Commission approval of this filing is respectfully requested.

Sincerely,



RICHARD A. FINNIGAN

RAF/aw

Enclosures as noted

cc w/enc: Nancy Judy
Gary Paulson
Monte Marti
Craig Phillips

8335.ltr

RECEIVED
REGULATORY MANAGEMENT
97 FEB 12 AM 11:52
STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

**SECOND ADDENDUM TO AGREEMENT CONCERNING
OPERATION OF WASHINGTON DATA DISTRIBUTION CENTER**

THIS SECOND ADDENDUM to the Agreement Concerning Operation of Washington Data Distribution Center ("DDC Agreement") is entered into this 31st day of December, 1996, by and among the Washington Exchange Carrier Association ("WECA"), a Washington nonprofit corporation, US WEST Communications, Inc. ("USWC"), a Colorado corporation, GTE Northwest Incorporated ("GTENW"), a Washington corporation, and United Telephone Company of the Northwest ("United"), an Oregon corporation.

RECITALS

1. WECA, USWC, and GTENW have entered into the DDC Agreement dated the 16th day of May, 1996. The DDC Agreement contemplates that other telecommunications companies will become parties to that Agreement.

2. United has filed with the Washington Utilities and Transportation Commission to become a primary toll carrier. It has delivered notice to WECA that it will withdraw from WECA upon approval by the Washington Utilities and Transportation Commission of United to operate as a primary toll carrier. United desires to participate in the Data Distribution Center as a primary toll carrier ("PTC"), providing intraLATA toll within the state of Washington.

NOW, THEREFORE, in consideration of the mutual promises and benefits contained herein, the parties hereto agree as follows:

AGREEMENT

1. At such time as United is approved by the Washington Utilities and Transportation Commission to become a PTC by routing 1+ intraLATA traffic, in whole or in part, to itself, United shall participate in the DDC as a PTC and the allocation of WECA's charges under Paragraph 4.6 of the DDC Agreement shall be made among the PTCs (United, USWC, and GTENW) in proportion to each PTC's messages processed by the Data Distribution Center relate to the total messages of all the PTCs processed by the Data Distribution Center. For this purpose, a PTC's messages mean those messages that apply to intraLATA toll traffic carried by that PTC.

By way of illustration, the following is an example of the allocation of costs:

Messages for Month X

UNITED	OTHER PTC	USWC	GTENW	Total
1000	1000	4000	4000	10,000

% Responsibility

UNITED	OTHER PTC	USWC	GTENW	Total
10%	10%	40%	40%	100%

2. In addition to all other responsibilities of a PTC contained in the DDC Agreement, United shall perform all duties and responsibilities contained in Article 7 DDC Operations - GTENW Responsibilities, Section 3.1 Receipt of Records, and Section 8.1 WECA Audits, which for purposes of this Addendum only shall be amended to substitute United for GTENW.

3. Section 16.9 Notices is amended to add the following notice address at the end of the section:

United: United Telephone Company of the Northwest
Attention: Director - Revenues & Regulatory
902 Wasco Street
Hood River, OR 97031

4. Except to the extent that the DDC Agreement has been amended by Paragraphs 1, 2, and 3, above, the DDC Agreement shall remain in full force and effect and by this Addendum United shall be treated as and shall become a party to the DDC Agreement, upon approval by the Washington Utilities and Transportation Commission for United to operate as a PTC.

5. This Addendum may be executed in two or more counterparts, each of which will be deemed an original, but all of which together constitute one and the same instrument. This Addendum may be executed by facsimile, which will be deemed an original signature.

IN WITNESS WHEREOF, the parties have signed this Addendum on the day and year first above written.

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: [Signature]
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: Nancy L. Judy
Its: Director - Revenues + Regulatory

STATE OF Washington)
County of Clark) ss.

I certify that I know or have satisfactory evidence that Robert A. Smith is the person who appeared before me, and said person acknowledged to me that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President of Washington Exchange Carrier Association to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: January 21, 1997

[Signature]
VIDLA M. HULIT
(Printed Name)
Notary Public in and for the State of
Washington
residing at Appasson OR
My commission expires: 10/20/2000

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: _____
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: General Manager

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: Nancy L. Juday
Director - Revenues + Regulatory

STATE OF Washington)
County of King) ss.

I certify that I know or have satisfactory evidence that Keith G. Galitz is the person who appeared before me, and said person acknowledged to me that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the General Manager of Washington Exchange Carrier Association ^{US WEST Communications Inc.} to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: January 30, 1997

Lee Annette Fortier
Lee Annette Fortier
(Printed Name)

Notary Public in and for the State of Washington
residing at Seattle
My commission expires: 9/15/97

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: _____
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: Lidia C. Jorg
Its: Director - External Affairs

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: Annise L. Judd
Its: Director - Revenues + Regulatory

STATE OF _____)
County of _____) ss.

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged to me that _____ signed this instrument, on oath stated that _____ was authorized to execute the instrument and acknowledged it as the _____ of Washington Exchange Carrier Association to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: _____

(Printed Name)
Notary Public in and for the State of _____
residing at _____
My commission expires: _____

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: _____
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: James L. Judy
Its: Director - Revenues + Regulatory

STATE OF _____)
County of _____) ss.

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged to me that _____ signed this instrument, on oath stated that _____ was authorized to execute the instrument and acknowledged it as the _____ of Washington Exchange Carrier Association to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: _____

(Printed Name)
Notary Public in and for the State of _____
residing at _____
My commission expires: _____

STATE OF _____)
County of _____) ss.

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged to me that _____ signed this instrument, on oath stated that _____ was authorized to execute the instrument and acknowledged it as the _____ of US WEST Communications, Inc. to be the free and voluntary act of such party for the uses and purposes therein described.

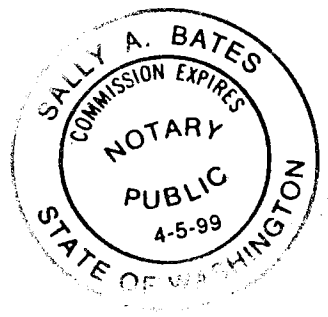
DATED: _____

(Printed Name)
Notary Public in and for the State of _____
residing at _____.
My commission expires: _____.

STATE OF Washington)
County of Snohomish) ss.

I certify that I know or have satisfactory evidence that Lida C. Tong is the person who appeared before me, and said person acknowledged to me that she signed this instrument, on oath stated that she was authorized to execute the instrument and acknowledged it as the Director - Regional Affairs of GTE Northwest Incorporated to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: January 17, 1997



Sally A. Bates
Sally A. Bates
(Printed Name)
Notary Public in and for the State of _____
Washington
residing at Marysville.
My commission expires: 4-5-99.

STATE OF Oregon)
County of Hood River) ss.

I certify that I know or have satisfactory evidence that Nancy L. Judy is the person who appeared before me, and said person acknowledged to me that she signed this instrument, on oath stated that she was authorized to execute the instrument and acknowledged it as the Dir-Revenues + Regulatory of United Telephone Company of the Northwest to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: 12/30/94



Rebecca M. Bugge
Rebecca M. Bugge
(Printed Name)
Notary Public in and for the State of
Oregon
residing at Hood River, OR
My commission expires: 9/16/98