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STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

October 7, 1997

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

Re: Docket UT-951081 - Third Addendum to Agreement
Concerning Operation of Washington Data Distribution Center

Dear Mr. McLellan:

Enclosed you will find the original and three copies of the above-referenced agreement. The purpose of this agreement is to add MFS Intelenet of Washington, Inc. to the companies that are participating in the Data Distribution Center. The parties to the agreement respectfully request Commission approval of the agreement.

This Addendum is similar to prior addendums that have been approved by the Commission for the participation of Electric Lightwave, Inc. and United Telephone Company of the Northwest.

Sincerely,

Richard A. Finnigan
aw

RICHARD A. FINNIGAN

RAF/aw

cc (letter only): Craig Phillips
Bob Smith
Dan Aronson
Gary Paulson
Lida Tong
Nancy Judy
Rob McMillin

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

THIS THIRD ADDENDUM to the Agreement Concerning Operation of Washington Data Distribution Center ("DDC Agreement") is entered into this 14th day of August, 1997, 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, Electric Lightwave, Inc. ("ELI"), a Washington corporation, United Telephone Company of the Northwest ("United"), an Oregon corporation, and MFS Intelenet of Washington, Inc. ("MFS"), a Washington 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 became a primary toll carrier and entered into the Second Addendum to the DDC Agreement on December 31, 1996. ELI signed an addendum to participate in the Data Distribution Center on October 14, 1996.

3. MFS now 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. MFS 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, GTENW, and MFS) 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	MFS	USWC	GTENW	Total
1000	1000	4000	4000	10,000

% Responsibility

UNITED	MFS	USWC	GTENW	Total
10%	10%	40%	40%	100%

2. In addition to all other responsibilities of a PTC contained in the DDC Agreement, MFS 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 MFS for GTENW.

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

MFS: MFS Intelenet of Washington, Inc.
Attention: DAN ARONSON
515 EAST AMITE ST.
JACKSON, MS. 39201


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 MFS shall be treated as and shall become a party to the DDC Agreement.

5. MFS agrees to pay the applicable costs as described on Exhibit 1, attached hereto and made a part hereof by this reference.

6. 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: 
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

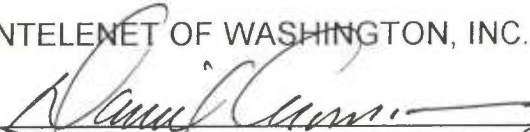
ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

MFS INTELENET OF WASHINGTON, INC.

By: 
Its: DIRECTOR, LOCAL CARRIER REVENUE SERVICES

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

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: _____
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: General Manager

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

MFS INTELENET OF WASHINGTON, INC.

By: _____
Its: DIRECTOR, LOCAL CARRIER REVENUE SERVICES

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

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: _____
Robert A. Smith
Its: President

GTE NORTHWEST INCORPORATED

By: John C. Jorg
Its: DIRECTOR - EXTERNAL AFFAIRS

FORM APPROVED

RE [Signature]
Attorney

Date 9/16/97

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

MFS INTELENET OF WASHINGTON, INC.

By: [Signature]
Its: DIRECTOR, LOCAL CARRIER REVENUE SERVICES

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

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: _____
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

ELECTRIC LIGHTWAVE, INC.

By: Timothy R. Peltier
Its: Director, Regulatory & Industry Affairs

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

MFS INTELENET OF WASHINGTON, INC.

By: David L. ...
Its: DIRECTOR, LOCAL CARRIER REVENUE SERVICES

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

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: _____
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: Nancy L. Judy
Its: Director Regulatory & Government Affairs

MFS INTELENET OF WASHINGTON, INC.

By: [Signature]
Its: DIRECTOR, LOCAL CARRIER REVENUE SERVICES

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

WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: _____
Robert A. Smith
Its: President

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

MFS INTELENET OF WASHINGTON, INC.

By: _____
Its: DIRECTOR, LOCAL CARRIER REVENUE SERVICES

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: 9-16-97

Viola M. Hult
VIOLA M. HULT
(Printed Name)
Notary Public in and for the State of
WASHINGTON
residing at Springer, OR
My commission expires: 10/20/2000

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 _____)
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 WASHINGTON)
County of KING) ss.

I certify that I know or have satisfactory evidence that KEITH 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 MGR. of US WEST Communications, Inc. to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: Oct 1, 1997

Joyce A. Morris
Joyce A. Morris
(Printed Name)
Notary Public in and for the State of WASHINGTON
residing at EVERETT
My commission expires: April 11, 1997

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-External Affairs of GTE Northwest Incorporated to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: September 18, 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 _____)
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 Electric Lightwave, 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 _____)
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 GTE Northwest Incorporated to be the free and voluntary act of such party for the uses and purposes therein described.

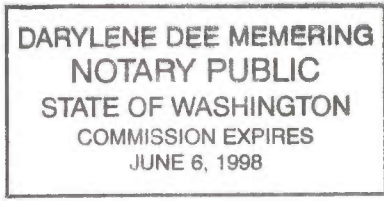
DATED: _____

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

STATE OF Washington)
County of Clark) ss.

I certify that I know or have satisfactory evidence that D. M. Kelly Peters 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 Asst. Pres. & Director of Electric Lightwave, Inc. to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: 9-22-97



Darylene Dee Memering
Darylene Dee Memering
(Printed Name)
Notary Public in and for the State of _____
Washington
residing at Vancouver
My commission expires: 6-6-98

STATE OF Oregon)
County of Hood River) ss.

I certify that I know or have satisfactory evidence that Nancy 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-Reg/Gov. Aff. 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: 9-17-97

C D C
Cheryl D. Chichester
(Printed Name)
Notary Public in and for the State of Oregon
residing at _____
My commission expires: 8/31/2001



STATE OF Mississippi)
County of Hinds) ss.

I certify that I know or have satisfactory evidence that David Cannon 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 Director of Local Computer Revenue Services of MFS Intelenet of Washington, Inc. to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: 8-14-97

Wanda Ingram
Wanda Ingram
(Printed Name)
Notary Public in and for the State of Mississippi
residing at _____
My commission expires: July 16, 1999

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 United Telephone Company of the Northwest 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 Mississippi)
County of Hinds) ss.

I certify that I know or have satisfactory evidence that David Carson 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 Director of Loan Closing of MFS Intelenet of Washington, Inc. to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: 8-14-97

Wanda Ingram
Wanda Ingram
(Printed Name)
Notary Public in and for the State of Mississippi
residing at _____
My commission expires July 16, 1999

EXHIBIT 1
DATA DISTRIBUTION CENTER

CHANGE REQUESTED	COST RECOVERY
1) ADD INITIAL ALEC TRANSPORT/TRANSIT ROUTES	SET-UP CHARGE TO ALEC FOR EACH LOCAL CALLING AREA TRANSIT/TRANSPORT. ACTUAL CHARGES BASED ON STANDARD PROGRAMMING RATES
2) ADD NEW NXXs a) PARTICIPANTS (ILECs AND ALECs) IN DDC IF ROUTING FOR THAT LOCAL CALLING AREA FOR THE PARTICIPANT CURRENTLY EXISTS IN THE ARG--	ONGOING ADMINISTRATION CHARGE - ALLOCATED AS PART OF MONTHLY CHARGES TO THE PTCs
IF PREFIX IS IN A NEW LOCAL CALLING AREA (NEW ROUTE) FOR THE PARTICIPANT--	SET-UP CHARGE TO PARTICIPANT. ACTUAL CHARGES BASED ON STANDARD PROGRAMMING RATES
b) NON-PARTICIPANTS IN DDC PREFIX ROUTING WILL BE COPIED TO NON-DDC ROUTE, NO TERMINATING OR TRANSITING RECORDS WILL BE PRODUCED.	ONGOING ADMINISTRATION CHARGE - ALLOCATED AS PART OF MONTHLY CHARGES TO THE PTCs
3) CHANGE EXISTING ARG ROUTING	ONGOING ADMINISTRATION CHARGE - ALLOCATED AS PART OF MONTHLY CHARGES TO THE PTCs
4) ADD PTC	SET-UP CHARGE TO REQUESTING PTC.
5) CONVERT LEC TO PTC	ACTUAL CHARGES BASED ON STANDARD PROGRAMMING RATES.
6) ADD JURISDICTION (INTERSTATE) -- ONLY WITH DDC/WUTC APPROVAL	
7) REQUEST FOR ARG PRINTOUT OF PARTICIPANT'S ROUTES	CHARGE TO REQUESTING PARTICIPANT. ACTUAL CHARGES BASED ON STANDARD PROGRAMMING RATES.