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December 2, 1997

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

Re: Fourth Addendum to Agreement Concerning
Operation of Washington Data Distribution Center -
Docket No. UT-951081

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 TCG Seattle to the companies that are participating in the Data Distribution Center. The parties to the agreement respectfully request Commission approval of the Addendum.

This Addendum is similar to prior addendums that have been approved by the Commission for the participation of other companies in the Data Distribution Center.

Sincerely,

Richard A. Finnigan

RICHARD A. FINNIGAN

RAF/aw
Enclosures as noted

cc: Dan Aronson
Gary Paulson
Lida Tong
Nancy Judy
Deb Harwood
Brian Wylie
Karen Notsund

(letter only): Craig Phillips
Bob Smith

RECEIVED
RECORDS MANAGEMENT
97 DEC -2 PM 4:40
STATE OF WASH.
UTIL. AND TRASP.
COMMISSION

FOURTH ADDENDUM TO AGREEMENT CONCERNING OPERATION OF WASHINGTON DATA DISTRIBUTION CENTER

THIS ADDENDUM to the Agreement Concerning Operation of Washington Data Distribution Center ("DDC Agreement") is entered into this _____ day of _____, 1997, by and among the Washington Exchange Carrier Association ("WECA"), a Washington nonprofit corporation, Electric Lightwave, Inc. ("ELI"), a Washington corporation, TCG Seattle ("TCG"), a New York general partnership, US WEST Communications, Inc. ("USWC"), a Colorado corporation, GTE Northwest Incorporated ("GTENW"), 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 and other telecommunications providers have since become parties to the DDC Agreement. The DDC Agreement contemplates that other telecommunications providers will become parties to that Agreement.

2. TCG is operating as a provider of local telecommunications services within the state of Washington and as a provider of intraLATA toll within the state of Washington and desires to enter into the DDC Agreement.

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

AGREEMENT

1. At such time as TCG operates in the manner of a PTC by routing 1+ intraLATA traffic, in whole or in part, to itself, the allocation of WECA's charges under Paragraph 4.6 of the DDC Agreement shall be made among the PTCs (TCG, USWC, GTENW, and others) in proportion to each PTC's messages processed by the Data Distribution Center relate to the total messages of all PTCs processed by the Data Distribution Center. For this purpose, a PTC's messages means 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:

<u>Messages for Month X</u>				
TCG	OTHER PTCs	USWC	GTENW	Total
1000	1000	4000	4000	10,000
<u>% Responsibility</u>				
TCG	OTHER PTCs	USWC	GTENW	Total
10%	10%	40%	40%	100%

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

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

TCG: TCG Seattle
 Attention: Karen Notsund
 Western Regional Manager - Regulatory Affairs
 201 North Civic Drive, Suite 210
 Walnut Creek, CA 94596

With a copy to: TCG
 Attention: General Counsel
 Two Teleport Drive, Suite 300
 Staten Island, NY 10311


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

5. TCG agrees to pay for 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.

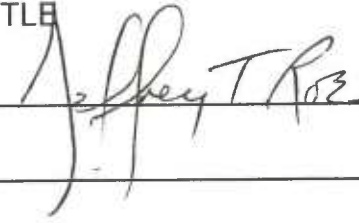
WASHINGTON EXCHANGE CARRIER ASSOCIATION

By: 
Robert A. Smith
Its: President

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

TCG SEATTLE

By: 
Its: _____

US WEST COMMUNICATIONS, INC.


By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

Approved as to Form
Legal Department
Date 10/22/93 By 

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: October 29, 1997

Viola M. Hullet

VIOLA M. HULIT
(Printed Name)
Notary Public in and for the State of
Washington
residing at Happyose, 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 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: _____

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

ELECTRIC LIGHTWAVE, INC.

By: Deborah Johnson Herwood
Its: VP & Chief Counsel

TCG SEATTLE

By: Jeffrey T. Rose
Its: _____

Approved as to Form
Legal Department
Date 10/22/97 By BW

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

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 CLARK) ss.

I certify that I know or have satisfactory evidence that ~~Deborah Johnson Harwood~~ 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 V.P./Chief Counsel of Electric Lightwave, Inc. to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: 11/24/97



Viola M. Hulit
(Printed Name)
Notary Public in and for the State of _____
~~Washington~~
residing at Scappoose, OR
My commission expires: 10/20/2000

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

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

TCG SEATTLE

Approved as to Form
Legal Department
Date 10/22/93 By BW

By: _____
Its: _____

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

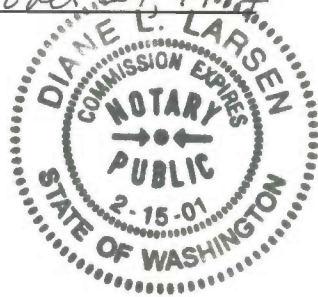
UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

STATE OF WASHINGTON)
) ss.
County of KING)

I certify that I know or have satisfactory evidence that JEFFREY T. ROG 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 VICE PRESIDENT/GEN. MGR. of TCG Seattle to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: October 24, 1997



DIANE LARSEN
Diane Larsen
(Printed Name)
Notary Public in and for the State of
WASHINGTON
residing at Lynnwood, WA
My commission expires: 02/15/2001

STATE OF _____)
) ss.
County of _____)

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: _____

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

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

TCG SEATTLE

Approved as to Form
Legal Department
Date 10/22/93 By AW

By: _____
Its: _____

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

STATE OF WASHINGTON)
)
County of KING) ss.

I certify that I know or have satisfactory evidence that JEFFREY T. ROG 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 VICE PRESIDENT/GEN. MGR. of TCG Seattle to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: October 24, 1997



DIANE LARSEN
Diane Larsen
(Printed Name)
Notary Public in and for the State of
WASHINGTON
residing at Lynnwood, WA
My commission expires: 02/15/2001

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 MANAGER of US WEST Communications, Inc. to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: ^{Jan} Oct Nov. 3, 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

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

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

TCG SEATTLE

By: _____
Its: _____

Approved as to Form
Legal Department
Date 10/22/97 By BW

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

FORM APPROVED
REP/ak
Attorney
Date 1/2/97

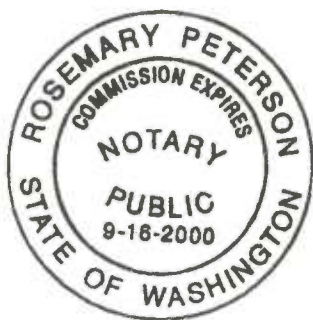
UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: _____

STATE OF Washington)
)
County of Spokane) ss.

I certify that I know or have satisfactory evidence that Lida 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: 11/4/97



Rosemary Peterson
Rosemary Peterson
(Printed Name)
Notary Public in and for the State of
Washington
residing at Princetonwood
My commission expires: 9-16-2000

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 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: _____

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

ELECTRIC LIGHTWAVE, INC.

By: _____
Its: _____

TCG SEATTLE

Approved as to Form
Legal Department
Date 10/22/93 By BW

By: _____
Its: _____

US WEST COMMUNICATIONS, INC.

By: _____
Its: _____

GTE NORTHWEST INCORPORATED

By: _____
Its: _____

UNITED TELEPHONE COMPANY OF THE NORTHWEST

By: _____
Its: Director Regulatory & Governmental Affairs

STATE OF _____)
) ss.
County of _____)

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 Oregon)
) ss.
County of Hood River)

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. - Gov't. Affairs + Reg. 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: 10/30/97

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



MFS INTELENET OF WASHINGTON, INC.

By: *Samuel Thomson*

Its: *Director, Local Carrier Revenue Services*

STATE OF Miss)
)
County of Hinds) ss.

I certify that I know or have satisfactory evidence that DANIEL ARONSON 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, LOCAL} CARBON REVENUE SVCS. of MFS Intelenet of Washington, Inc. to be the free and voluntary act of such party for the uses and purposes therein described.

DATED: 10-30-97

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