

SEVENTH AMENDMENT TO SALE AND PURCHASE AGREEMENT

THIS SEVENTH AMENDMENT TO SALE AND PURCHASE AGREEMENT (the "Amendment") is made and entered into as of this 31st day of October, 2005 (the "Amendment Effective Date"), by and between BRCP QWEST SEATTLE I, LLC , a Delaware limited liability company ("Buyer"), and QWEST CORPORATION, a Colorado corporation ("Qwest").

REDACTED

The balance of this 38-page document has been redacted.