



July 10, 2008

Peerless Network of Washington, LLC
Daniel Meldazis, Director Regulatory Affairs
225 W. Washington Street, Suite 1285
Chicago, IL 60606

Dear Mr. Meldazis,

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, Peerless Network of Washington, LLC ("CLEC") wishes to adopt in its entirety, the terms of the Wireline Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between 360networks (USA) inc. (Agreement # CDS-051216-0004) and Qwest Corporation ("Qwest"), that was approved by the Commission on March 15, 2006, as an effective agreement in the State of Washington. CLEC is incorporated in the State of Delaware. We understand you have a complete copy of the Underlying Agreement.

By their respective signatures below, Qwest and CLEC ("the Parties") intend that this letter serves as their agreement ("Letter Agreement") for CLEC to adopt the Underlying Agreement under the following terms and conditions:

1. The Parties shall request the Commission to expedite its review and approval of this Letter Agreement. This Letter Agreement shall become effective upon such approval. If for some reason the Commission rejects all or part of the Letter Agreement either party may at its option declare the remainder of the Agreement void and be excused from any performance thereunder.
2. Notwithstanding the mutual commitments set forth herein, Qwest is entering into this Letter Agreement without prejudice to any positions it has taken previously, or may take in the future, in any legislative, regulatory, or other public forum addressing any matters, including those relating to the types of arrangements contained in the Underlying Agreement. During the proceeding in which the Commission is to review and approve the Letter Agreement, Qwest may point out that it has objected, and continues to object, to the inclusion of the terms and conditions to which it objected in the proceedings involving the approval of the Underlying Agreement.
3. CLEC adopts the terms and conditions of the Underlying Agreement for interconnection with Qwest Corporation and in applying the terms and conditions, agrees that Peerless Network of Washington, LLC be substituted in place of "360networks (USA) inc." throughout the Underlying Agreement wherever the latter appears.
4. Qwest requests that notice to Qwest Corporation as may be required under the Underlying Agreement shall be provided as follows:

Qwest Corporation
Director Interconnection Agreements
1801 California Street, Room 2410
Denver, CO 80202
Phone - 303-965-3029
Email - IntAgree@qwest.com

With copy to
Qwest Corporation Law Department
Attention: General Counsel, Interconnection
1801 California Street, 10th Floor
Denver, CO 80202
Phone: 303-383-6553
Email: Legal.Interconnection@qwest.com

CLEC requests that notice to CLEC as may be required under the Underlying Agreement shall be provided as follows:

Peerless Network of Washington, LLC
Daniel Meldazis, Director Regulatory Affairs
225 W. Washington Street, Suite 1285
Chicago, IL 60606
Phone 312-506-0933
Fax 312-506-0931
dmeldazis@peerlessnetwork.com

5. CLEC represents and warrants that it is a certified provider of local telecommunication service in the State of Washington and that this Agreement will cover services in that state only.

6. Please sign all three original copies of this letter, and overnight them within thirty (30) days to:

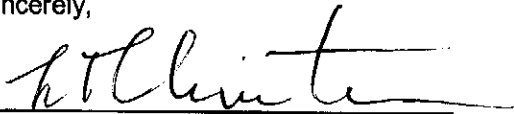
Manager of Interconnection
Qwest Corporation
1801 California St, Suite 2420
Denver, CO 80202
Phone: 303-965-3029

After thirty (30) days Qwest may rescind its willingness to consider the Agreement's terms and conditions.

7. Please note that Qwest will file this Letter Agreement with the appropriate state commission for approval; however, some state commissions will not approve the Letter Agreement until the CLEC is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,

Date

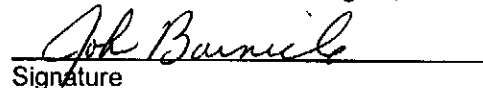


7/14/08

Qwest Corporation
L.T. Christensen
Director – Interconnection Agreements
1801 California Street, Suite 24th Floor
Denver, Colorado 80202

I agree to all terms and conditions contained in this letter as indicated by my signature below:

Peerless Network of Washington, LLC


Signature

John Barnicle
Name Printed

Chief Executive Officer
Title

07/10/2008
Date