

INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT

FOR THE STATE OF WASHINGTON

Eltopia Communications, LLC

and

United Telephone Company of the Northwest d/b/a Embarq

This Interconnection, Collocation and Resale Agreement ("Agreement"), dated September 1, 2009, is entered into by between Eltopia Communications, LLC ("CLEC") a Washington CLEC, and United Telephone Company of the Northwest d/b/a Embarq ("Embarq"), an Oregon corporation, to establish the rates, terms and conditions for local interconnection, collocation, and the purchase of unbundled network elements for the state of Washington. Embarq and CLEC may be referred to individually as a "Party" and together as the "Parties."

NOW THEREFORE, the Parties agree as follows:

1. CONDITIONS

The Parties agree that the Agreement between the Parties shall consist of the Interconnection, Collocation and Resale Agreement for the State of Washington entered into by and between Embarq and Bandwidth.com CLEC, LLC, dated April 15, 2008 ("Adopted Agreement").

All services provided under this Agreement will be consistent with the decisions of courts having jurisdiction over this Agreement, including but not limited to the decisions of the Court of Appeals and the United States Supreme Court.

2. PARTIES:

CLEC is hereby substituted in the Adopted Agreement for Bandwidth.com CLEC, LLC. Embarq shall remain as the other Party to the Adopted Agreement. Except as modified herein, the Agreement shall in all other respects reflect the same terms as the Adopted Agreement.

3. TERM:

The End Date of this Agreement is April 14, 2010, which corresponds with the End Date of the Adopted Agreement.

4. **NOTICES:**

Except as otherwise provided, all notices and other communication hereunder shall be deemed to have been duly given when made in writing and delivered in person or deposited in the United States mail, certified mail, postage paid, return receipt requested and addressed as follows:

If to Director, Contract Management
Embarq: Embarq
 9300 Metcalf
 KSOPKB0402-413
 Overland Park, KS 66212

If to Will Lee MacHugh
CLEC: Vice President
 Eltopia Communications, LLC
 PO Box 240
 Eltopia, WA 99330
 509-266-4950
 wmachugh@eltopia.com

With a Senior Attorney
copy to: Embarq External Affairs
 902 Wasco St.
 MS: ORHDRA04-436
 Hood River, OR 97031

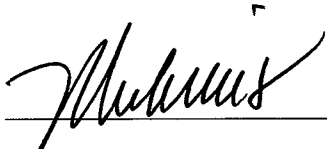
With a Glenn Blackmon
copy to: 203 20th Ave SE
 Olympia, WA 98501
 360-339-5619
 eltopia@glennblackmon.com

5. **MISCELLANEOUS**

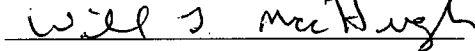
- 5.1 Other than as set forth above, the Agreement remains unchanged and in full force and effect. In the event of a conflict between the terms of this Agreement and the Adopted Agreement, this Agreement will control.
- 5.2. This Agreement, executed by authorized representatives of Embarq and CLEC, is made a part of and incorporates the terms and conditions of this Agreement and the Adopted Agreement.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be executed by their duly respective authorized representatives.

“Embarq”

By: 
Name : Michael R. Hunsucker
Title: Director, Contract Management
Date: 8-20-09

“CLEC”

By: 
Name: Will J. MacHugh
Title: Vice President
Date: 8/11/09