

**INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT
FOR THE STATE OF WASHINGTON**

360networks (USA) inc.

and

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

This Interconnection, Collocation and Resale Agreement ("Agreement"), dated August 10, 2010, is entered into by between 360networks (USA) inc. ("CLEC") a Washington CLEC, and United Telephone Company of the Northwest d/b/a CenturyLink ("CenturyLink"), 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. CenturyLink 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 CenturyLink and Axxis Communication Inc., dated May 7, 2010 ("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 Axxis Communication Inc. CenturyLink 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 May 7, 2012, 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
Century CenturyLink
Link: 5454 W. 110th St.
 KSOPKJ0201-208
 Overland Park, KS 66211

If to 360networks (USA) inc.
CLEC: Attn: Contracts Management
 370 Interlocken Blvd., Suite 600
 Broomfield, CO 80021

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

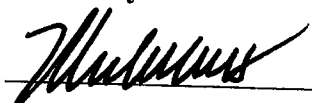
5. **MISCELLANEOUS**

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.

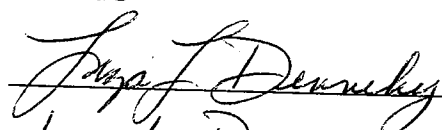
5.2 This Agreement, executed by authorized representatives of CenturyLink and CLEC, is made a part of and incorporates the terms and conditions of this Agreement and the Adopted Agreement.

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

"CenturyLink"

By: 
Name: Michael R. Hunsucker
Title: Director, Contract Management
Date: 8-4-10

"CLEC"

By: 
Name: Liza L. Dennehy
Title: VP, Operations
Date: 7/28/2010



CenturyLink™

805 Broadway, 8th Floor
Vancouver, WA 98660

August 11, 2010

Mr. David Danner
Washington Utilities and Transportation
Commission
1300 S. Evergreen Park Drive SW
P.O. Box 47250
Olympia, WA 98504

Re: Interconnection, Collocation and Resale Agreement between 360networks (USA) inc. and United Telephone Company of the Northwest d/b/a CenturyLink.

Dear Mr. Danner:

Pursuant to Section 252(a) and (e) of the Telecommunications Act of 1996 (“the Act”) enclosed for submission are one original and three (3) copies of the fully executed Interconnection, Collocation and Resale Agreement between 360networks (USA) inc. and United Telephone Company of the Northwest d/b/a CenturyLink. 360networks (USA) inc. is adopting the Master Interconnection, Collocation and Resale Agreement (UT-103016) between Axxis Communications, Inc. and UTNW d/b/a CenturyLink.

Electronic copies of the form and agreement have been filed with the Records Center on this date.

Should you have any questions concerning this submission or need additional information, please contact Rhonda Kent at (360)905-7354 or rhonda.kent@centurytel.com.

Sincerely,

Rhonda Kent

Enclosure