

**Special Promotion for Available Inventory Collocation Sites Amendment
to the Interconnection Agreement between
Qwest Corporation and TeleWise, LLC
For the State of Washington**

This Amendment between Qwest Corporation (“Qwest”) and TeleWise, LLC (“CLEC”) provides for limited time, promotional rates for Available Inventory Collocations on Available Inventory Sites, which are identified at <http://www.qwest.com/cgi-bin/wholesale/collocation.cgi>. The Parties acknowledge that they have previously entered into an Interconnection Agreement in the applicable state.

Limited Time Offer. The promotional rates provided for herein apply only to Available Inventory applications received between January 2, 2005 and March 31, 2005. The collocation applications must be submitted through the normal channel via rfsmet@qwest.com.

Requirement for Collocation Available Inventory Amendment. To receive the promotional rates, CLEC must execute and submit this Amendment to Qwest, and CLEC must either: (1) have previously executed and submitted to Qwest the Collocation Available Inventory Amendment; or (2) execute and submit the Collocation Available Inventory Amendment concurrent with the submission of this executed Amendment.

Promotional Rates. The Special Promotional Rates under this Amendment are as follows:

“Standard Sites” and “Special Sites” Non Recurring Charge (“NRC”) discounts for Available Inventory sites will be 85% off rates contained in the Interconnection Agreement for applications received during the timeframe identified above.

Expiration. The Promotional Rates for Available Inventory requests will sunset or expire on March 31, 2005. Should Qwest choose to offer a similar promotion in the future, Qwest reserves the right to modify or change the rates, terms, and conditions.

Existing Interconnection Agreement. Apart from the rates, terms, and conditions of this Amendment (all of which expire on March 31, 2005), all other rates, terms, and conditions for collocation are contained in the Parties’ Interconnection Agreement as amended (including, without limitation, the Collocation Available Inventory Amendment).

State Commission Approval and Implementation. This Amendment is subject to the approval of an applicable state commission. The Parties agree, however, to implement the provisions of this Amendment upon execution.

Entire Agreement. This Amendment (including the Interconnection Agreement as amended, which was incorporated by reference) constitutes the full and entire understanding and agreement between the Parties with regard to the subjects of this Amendment.

TeleWise, LLC

Qwest Corporation

Signature

Signature

Name Printed/Typed

Larry Christensen

Name Printed/Typed

Title

Director Interconnection

Title

Date

Date