

AMENDMENT 5
TO THE
TELECOMMUNICATIONS SERVICES AGREEMENT
BETWEEN
VERIZON GLOBAL NETWORKS INC.
AND
MCI WORLDCOM NETWORK SERVICES, INC.

This Amendment 5 to the Telecommunications Services Agreement (Contract No. TSA010302-1) (Agreement) by and between MCI WORLDCOM Network Services, Inc., a Delaware corporation, with offices at 6929 N. Lakewood Avenue, Tulsa, Oklahoma 74117 ("Provider"), and Verizon Global Networks Inc., a Delaware corporation, with offices at 6665 N. MacArthur Boulevard, Irving, Texas 75039 ("Customer") shall be effective on the date set forth below.

1. EFFECTIVE DATE

This Amendment 5 shall be effective May 1, 2002.

2. AGREEMENT MODIFICATION

2.1 ADD the following sentence to the end of Section 2.4 "Cumulative Minutes of Use":

"This definition shall also include those minutes of use accumulated by Customer's Affiliate under that certain MCI WorldCom Services Agreement between Customer's Affiliate (Verizon High Speed Solutions Inc.) and Provider's Affiliate (MCI WORLDCOM International, Inc.), specifically those provisions under the Business Savings Plan Addendum (No. 2400000208) for the provision of Open Borders Coverage Toll-free service."

3. OTHER TERMS AND CONDITIONS

Except as specifically amended herein, the terms and conditions of the Agreement, including any Amendments thereto, shall remain in full force and effect during the term of the Agreement.

IN WITNESS WHEREOF the parties have entered into this Amendment 5 as of the date set forth above.

MCI WORLDCOM NETWORK SERVICES, INC.

VERIZON GLOBAL NETWORKS INC.


Signature


Signature

Robert A. Brejcha

Michael J. Crapp

Print Name

Print Name

Vice President

Director - Contract Management

Title

Title

May 17, 2002


Date

Date

REDACTED COPY

