**Qwest.**

*Spirit of Service*

**Qwest Corporation**
1600 7th Avenue, Room 3206
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(206) 345-1568
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Mark S. Reynolds
Director – Regulatory
Policy and Law

November 25, 2008

Ms. Carole Washburn, Executive Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, Washington 98504-7250

Attn: Betty Erdahl

 RE: WAC 480-120-375 Affiliated Interest Agreement

Dear Ms. Washburn:

In accordance with WAC 480-120-375, Qwest Corporation is filing notification of the enclosed affiliated interest agreement between Qwest Corporation (QC) and Qwest Communications Corporation (QCC). This is Amendment 12 to the Wholesale Services Agreement which was filed under Docket No. UT-041379. Also enclosed is a verified statement.

Please call Joyce McDonald on 206-345-1514 if you have any questions or require any additional information.

Very truly yours,
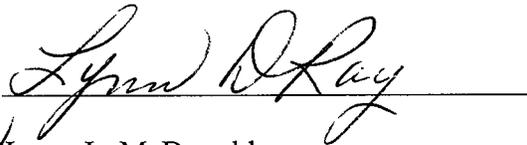
*for* Mark Reynolds

Enclosures

# VERIFIED STATEMENT OF AFFILIATED INTEREST TRANSACTION

## Qwest Corporation

WAC 480-120-375 states:

> Every public service company must file a verified copy, or a verified summary, if unwritten, of contracts or arrangements with affiliated interests before the effective date of the contract or arrangement. Verified copies of modifications or amendments to the contract or arrangements must be filed before the effective date of the modification or amendment. If the contract or arrangement is unwritten, then a public service company must file a verified summary of any amendment or modification. The Commission may institute an investigation and disapprove the contract or arrangement if the commission finds the public service company has failed to prove that it is reasonable and consistent with the public interest.

Joyce L. McDonald, Lead Finance/Business Analyst of Qwest Corporation certifies that the attached Amendment 12 to the Wholesale Services Agreement describes the affiliate arrangement between Qwest Corporation and Qwest Communications Corporation.


Joyce L. McDonald

Dated at Seattle this 25th day of November, 2008.

THIS AMENDMENT NO. 12 (this "Amendment") is by and between **Qwest Communications Corporation** ("Qwest") and **Qwest Corporation** ("Customer") and amends the Wholesale Services Agreement between Customer and Qwest dated effective as of July 29, 2004, as may have been previously amended by amendment, addenda or rate change notification (the "Agreement"). This Amendment shall be effective as of the date when it has been signed by both Parties (the "Amendment Effective Date"). All capitalized terms used herein which are not defined herein shall have the definitions ascribed to them in the Agreement. The Parties hereby agree to amend the Agreement as follows:

1. New Services.[1]  The service descriptions and related rate exhibits set forth in Exhibit(s) G2, I2 and IP-2 attached to this Amendment (the "New Services") shall be added to the Amendment and shall replace and supersede in their entirety certain service descriptions and rates as previously attached to the Agreement (or any amendment, addenda or rate change notification to the Agreement), including without limitation, Exhibits G2, I2 and IP2 (the "Old Services"). The list of Service Exhibits in the "Applicable Services" portion of the Agreement shall be deemed revised by the deletion of the Old Services and the addition of the New Services. Qwest agrees to provide the New Services in accordance with the terms of the Agreement and this Amendment. The terms, rates and discounts, if any, for the New Services shall be effective as of the first business day of Customer's next full monthly billing cycle following the Amendment Effective Date, provided, however that the rates for any Old Services in place as of the Amendment Effective Date shall continue to apply until the expiration of the applicable service term for such Old Services and until changed pursuant to Customer order.

2. Effective Date.  This Amendment shall be effective as of the date it is executed by the last Party to execute (the "Amendment Effective date ") and be deemed incorporated by reference into the Agreement; provided however, that if under applicable law, this Agreement or notice thereof must be filed with a governmental entity, including, but not limited to, a state public utility commission, this Agreement shall not become effective with respect to the jurisdiction having such requirements until such filing have occurred. In particular, this Agreement shall not be effective with respect to the State of Washington until it is filed with Washington Utilities and Transportation Commission.  The terms, rates and discounts, if any, for the New Services shall be effective as of the Amendment Effective Date.

3. Miscellaneous.  All other terms and conditions in the Agreement shall remain in full force and effect and be binding upon the Parties. This Amendment and the Agreement set forth the entire understanding between the Parties as to the subject matter herein, and in the event there are any inconsistencies between the two documents, the terms of this Amendment shall control.  To the extent that the terms of any New Service exhibit are inconsistent with the terms of this Amendment or the Agreement, the terms of the New Service exhibit shall control.

**IN WITNESS WHEREOF**, an authorized representative of each Party has executed this Amendment as of the Amendment Effective Date.

QWEST:

QWEST COMMUNICATIONS CORPORATION

By: _____
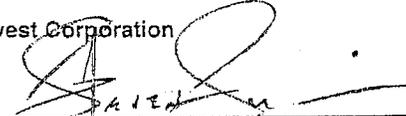
Warren Mickens

Vice President, Customer Service Operations

Date: __11/24/08__

Offer Management Director _____

Date: __11/24/08__

Customer:

Qwest Corporation

By: _____

Name: Steven Swain

Title: Vice President - Finance

Date: __11/24/08__

## SERVICE EXHIBIT G2
## PRIVATE LINE SERVICE RATE SCHEDULE
## WHOLESALE SERVICES AGREEMENT

The Rates for the Services herein apply to Qwest's Domestic Private Line Service. Customer shall be responsible for all interconnection costs from the Customer location indicated by the Originating NPA/NXX and the Terminating NPA/NXX to the corresponding Qwest owned POP.

**1.    Domestic Private Line Service Monthly Recurring Charges**

Monthly Rates for all Domestic Private Line Services are calculated using a Base Rate that is based upon the term commitment applicable to the ordered Service from the table below and the total mileage calculated by DS-0 per V&H mile. Each Service also has a Minimum Monthly Commitment (as determined from the table below) which will be applied should the calculated Monthly Recurring Charge amount to less than the Minimum Monthly Commitment for that Service.

|  | DS-0 | DS-1 | DS-3 | OC-3 | OC-12 | OC-48 |
|---|---|---|---|---|---|---|
| Base Rate per DS-0 per V & H mile* | $0.085 | $0.02500 | $0.00479 | $0.00404 | $0.00340 | $0.00309 |
| Minimum Monthly Commitment | $200.00 | $200.00 | $1250.00 | $2500.00 | $8500.00 | $30,000.00 |
| DS-0 equivalents | 1 | 24 | 672 | 2016 | 8064 | 32,256 |

*Customer may be eligible to receive a discount for circuit Term commitments greater than one year and for mileage discounts based on the V & H mileage of the circuit as more specifically provided below.

**Amendment No. 12 additional pricing terms and conditions:**

**Special Pricing:** Customer will be eligible to order and receive special pricing for Domestic Private Line Services as specifically set forth below ("Special Priced Private Line Services"), at the following rate(s) based capacity and availability as determined by Qwest. The below rates will apply to new or re-termed circuits ordered with a Minimum Service Term of twelve (12) months or greater. Qwest will waive Termination Liability Charges as described in section 5 below, associated with changing the rates and Service Term to such Existing Services. Customer will not be eligible for any additional discounts associated with these new or re-termed circuits. All other terms and conditions of Exhibit G will apply.

|  | DS-1 | DS-3 | OC-3 | OC-12 | OC-48 |
|---|---|---|---|---|---|
| Base Rate per DS-0 per V & H mile | $0.0115 | $0.00149 | $0.00068 | $0.00048 | $0.00035 |
| Minimum Monthly Commitment | $128.00 | $531.00 | $1063.00 | $2975.00 | $8,500.00 |

### Wholesale Term and Mileage Discount Table

| Term Discount | | | | Mileage Discount | | |
|---|---|---|---|---|---|---|
| 1 Year | 2 Year | 3 Year | | 750+ miles | 1500+ miles | 2000+ miles |
| 0% | 3% | 5% | | 5% | 10% | 15% |

Eligible discounts to Customer's Service based upon the tables above will be applied in the following order:

    Term Discount (if applicable)
    Mileage Discount (if applicable)
    WSA Discount (if applicable)

**2.    Domestic Private Line Service Non-Recurring Rates**

Customer will be responsible for all installation charges, unless otherwise noted in writing.

|  | DS-0 | DS-1 | DS-3 | OC-3 | OC-12 | OC-48 |
|---|---|---|---|---|---|---|
| Installation charge per Service | $500.00 | $500.00 | $2000.00 | $5000.00 | $10,000.00 | $40,000.00 |

**3.    Other Charges:** In addition to the foregoing Private Line Service Rates, Customer shall pay to Qwest the following additional charges, as applicable:

**3.1    Expedite Order Charges.**

        Expedite Order Charges:
        • DS-0          $550.00 each

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- DS-1       $550.00 each
- DS-3       $600.00 each
- OC-3       $750.00 each
- OC-12      $1500 each
- OC-48      priced ICB

In addition, Customer will also be responsible for paying all associated expedite charges imposed on Qwest by Off-net Providers for processing the Customer's Order.

3.2     **Multiplexing Charges.**

(a)   **Regular Multiplexing** – Regular multiplexing may be available when Customer wishes to multiplex the Service (i) at a Qwest Backbone POP or (ii) at a Qwest Local Broadband On-Net building. The MRCs for such standard multiplexing services are provided in Table 3.2(a) below:

**Table 3.2(a) – Standard Multiplexing Rates***

|       | DS0 | DS1 | DS3 | OC3 | OC12 | OC48 |
|-------|-----|-----|-----|-----|------|------|
| DS0   | -   | ICB | ICB | ICB | ICB  | ICB  |
| DS1   | ICB | -   | ICB | ICB | ICB  | ICB  |
| DS3   | ICB | ICB | -   | $300 | $900 | $2,700 |
| OC3   | ICB | ICB | $300 | -   | $600 | $2,400 |
| OC12  | ICB | ICB | $900 | $600 | -    | $1,800 |
| OC48  | ICB | ICB | $2,700 | $2,400 | $1,800 | - |

\* Notes to Table 3.2(a):
- One MRC charge applied per end (A and/or Z) multiplexed.
- The MRC is applied on the higher level circuit order.
- There is no Multiplexing NRC.

(b)   **Reverse Multiplexing** - Reverse multiplexing may be available when Customer wishes to (i) multiplex a higher order Metro Private Line local loop to a lower order Qwest Domestic Private Line transport Service or (ii) multiplex the Qwest Domestic Private Line transport Service to provide multi-Service aggregation. The MRCs for such reverse multiplexing services are provided in Table 3.2(b) below:

**Table 3.2(b) – Reverse Multiplexing Rates****

|       | DS0 | DS1 | DS3 | OC3 | OC12 | OC48 |
|-------|-----|-----|-----|-----|------|------|
| DS0   | -   | $250 | $350 | $900 | $1,500 | $3,300 |
| DS1   | ICB | -   | $250 | $600 | $1,200 | $3,000 |
| DS3   | ICB | ICB | -   | $300 | $900 | $2,700 |
| OC3   | ICB | ICB | $300 | -   | $600 | $2,400 |
| OC12  | ICB | ICB | $900 | $600 | -    | $1,800 |
| OC48  | ICB | ICB | $2,700 | $2,400 | $1,800 | - |

\*\* Notes
- One MRC charge applied per higher order local loop order.
- There is no Multiplexing NRC

3.3     **Echo Cancellation Charges.**
- The MRC for Echo Cancellation of DS-1 Services, if available, is $215 per equivalent DS-1 circuit on a point to point basis. For example, the Echo Cancellation MRC is $215 MRC for up to 24 DS-0s going between the same two end points; the MRC for 1 DS-3 is $6,020 (28 DS-1 equivalents x $215).
- The MRCs for Echo Cancellation for higher level circuits (i.e. higher than DS-3) is priced ICB.

4.      **Order Cancellation Charges:** If Customer cancels an order after two business days from the date Qwest issues a Customer Commit Due Date to Customer, Customer will be responsible for all applicable charges, including but not limited to cancellation charges and early termination liability charges for third party services ordered by Qwest on behalf of Customer. In addition, Customer will be charged the following order cancellation charges:

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**SERVICE EXHIBIT G2**
**PRIVATE LINE SERVICE RATE SCHEDULE**
**WHOLESALE SERVICES AGREEMENT**

- Up to and including DS-1 Service:  $250/service
- DS-3 Service                         $750/service
- OC-n Service                         $1000/service

If Customer cancels an order on or after Customer Commit Due Date, Customer will pay Qwest all applicable Termination Liability Charges, including those of third party providers for services ordered by Qwest on behalf of Customer.

**5.      Termination Liability Charges**

For all Domestic Private Line Services and related Ancillary Services, Customer shall pay to Qwest all rates, fees and charges which accrue under this Service Exhibit for each Service up through the date of termination, plus:

(a) Customer must pay the following charges for termination of Service prior to the expiration of the full Service Term:

1. One hundred percent (100%) of the MRC for the remaining unused months through the first twelve (12) months of the Service Term, plus
2. Thirty-five percent (35%) of the MRC for the remaining months beyond the first twelve (12) months of the originally scheduled Service Term, plus
3. One hundred percent (100%) of any Service NRCs that were previously waived by Qwest..


The total charge as calculated above shall be referred to as the "Termination Liability Charge."

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# EXHIBIT I-2
## DEDICATED INTERNET ACCESS SERVICE RATE SCHEDULE
## QWEST WHOLESALE SERVICES AGREEMENT

### TABLE 1: DIA PORT NRCs

| PORT | NRC |
|---|---|
| DS-1, Fractional DS-1, NxDS-1 | $50 |
| DS-3 | $100 |
| OC-3 | $200 |
| OC-12 | $300 |
| OC-48 | $600 |
| Ethernet | $50 |
| Fast Ethernet | $150 |
| Gigabit Ethernet | $400 |

### TABLE 2: FLAT RATE DIA PORT PRICING

| DS-1 | | DS-3 | |
|---|---|---|---|
| Port Speed | MRC | Port Speed | MRC |
| 1.544 Mbps | $200 | 45 Mbps | $2,500 |

| OC-3 | | OC-12 | |
|---|---|---|---|
| Port Speed | MRC | Port Speed | MRC |
| 155 Mbps | $7,000 | 622 Mbps | $27,000 |

| OC-48 | | Ethernet | |
|---|---|---|---|
| Port Speed | MRC | Port Speed | MRC |
| 2.488 Gbps | $95,000 | 10 Mbps | $800 |

| Fast Ethernet | | Gigabit Ethernet | |
|---|---|---|---|
| Port Speed | MRC | Port Speed | MRC |
| 100 Mbps | $4,500 | 1 Gbps | $37,000 |

### TABLE 3: MINIMUM PORT COMMITMENT (MPC) PRICING

| DS-3 (45 Mbps) | | | OC-3 (155 Mbps) | | |
|---|---|---|---|---|---|
| MPC | MPC List Rates | Per Mbps List | MPC | MPC List Rates | Per Mbps List |
| 5 Mbps | $975 | $195 | 15 Mbps | $1,575 | $105 |
| 9 Mbps | $1,350 | $150 | 30 Mbps | $2,850 | $95 |
| 14 Mbps | $1,820 | $130 | 45 Mbps | $3,825 | $85 |
| 18 Mbps | $2,070 | $115 | 60 Mbps | $4,800 | $80 |
| 23 Mbps | $2,300 | $100 | 80 Mbps | $5,600 | $70 |
| 27 Mbps | $2,430 | $90 | 95 Mbps | $6,175 | $65 |
| 36 Mbps | $2,448 | $68 | | | |

| OC-12 (622 Mbps) | | | OC-48 (2.488 Gbps) | | |
|---|---|---|---|---|---|
| MPC | MPC List Rates | Per Mbps List | MPC | MPC List Rates | Per Mbps List |
| 60 Mbps | $6,000 | $100 | 250 Mbps | $22,500 | $90 |
| 125 Mbps | $11,250 | $90 | 500 Mbps | $40,000 | $80 |
| 140 Mbps | $12,600 | $90 | 600 Mbps | $45,000 | $75 |
| 185 Mbps | $15,725 | $85 | 750 Mbps | $52,500 | $70 |
| 250 Mbps | $18,750 | $75 | 1 Gbps | $65,000 | $65 |
| 310 Mbps | $21,700 | $70 | 1.250 Gbps | $75,000 | $60 |
| 375 Mbps | $24,375 | $65 | 1.5 Gbps | $82,500 | $55 |

| Fast Ethernet (100 Mbps) | | | Gigabit Ethernet (1 Gbps) | | |
|---|---|---|---|---|---|
| MPC | MPC List Rates | Per Mbps List | MPC | MPC List Rates | Per Mbps List |
| 10 Mbps | $900 | $90 | 100 Mbps | $8,500 | $85 |
| 20 Mbps | $1,600 | $80 | 200 Mbps | $15,000 | $75 |
| 30 Mbps | $2,250 | $75 | 300 Mbps | $21,000 | $70 |
| 40 Mbps | $2,800 | $70 | 400 Mbps | $26,000 | $65 |
| 50 Mbps | $3,250 | $65 | 500 Mbps | $30,000 | $60 |
| 60 Mbps | $3,900 | $65 | 600 Mbps | $33,000 | $55 |

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| TABLE 4: FLAT RATE FRACTIONAL DS-1 PORT PRICING | |
| --- | --- |
| Speeds | MRC |
| 256 Kbps | $145 |
| 384 Kbps | $155 |
| 512 Kbps | $165 |
| 768 Kbps | $175 |
| 1,024 Mbps | $185 |

| TABLE 5: FLAT RATE NxDS-1 PORT PRICING* | |
| --- | --- |
| Speeds | MRC |
| 3 Mbps (2) | $390 |
| 4.5 Mbps (3) | $580 |
| 6 Mbps (4) | $760 |
| 7.5 Mbps (5) | $940 |
| 9 Mbps (6) | $1,110 |
| 10.5 Mbps (7) | $1,280 |
| 12 Mbps (8) | $1,440 |

*Customer must use Qwest-approved
CPE for NxDS-1 Services

**Amendment No. 12 additional pricing terms and conditions:**

**Special Pricing:** Customer will be eligible to order and receive special pricing for the DIA Services as specifically set forth below, collectively (the "Special Priced DIA Ports"), at the following rates based on capacity and availability as determined by Qwest. The below rates will only apply to new or re-termed ports ordered with a Minimum Service Term of twelve (12) months or greater. Qwest will waive Early Termination Charges set forth in Section 2.3 of Exhibit I, associated with changing the rates and Service Term to such existing Services. With respect to the rate(s) listed below, Customer will not be eligible for any additional discounts associated with these new or re-termed circuits. All other terms and conditions of Exhibit I will apply.

| DIA Service | Minimum Service Term | MRC |
| --- | --- | --- |
| Flat Rate DS-1 | Twelve (12) months | $105 |
| Flat Rate DS-3 | Twelve (12) months | $1,200 |
| Flat Rate OC-3 | Twelve (12) months | $3,617 |
| Flat Rate OC-12 | Twelve (12) months | $8,400 |
| Flat Rate OC-48 | Twelve (12) months | $38,000 |
| Ethernet (10 Mbps) | Twelve (12) months | $500 |
| Fast Ethernet (100 Mbps) | Twelve (12) months | $1,944 |
| Gigabit Ethernet (1000 Mbps) | Twelve (12) months | $10,000 |
| Flat Rate NxDS1 (3 Mbps) | Twelve (12) months | $187 |
| Flat Rate NxDS1 (4.5 Mbps) | Twelve (12) months | $276 |
| Flat Rate NxDS1 (6 Mbps) | Twelve (12) months | $358 |
| Flat Rate NxDS1 (7.5 Mbps) | Twelve (12) months | $439 |
| Flat Rate NxDS1 (9 Mbps) | Twelve (12) months | $513 |
| Flat Rate NxDS1 (10.5 Mbps) | Twelve (12) months | $587 |
| Flat Rate NxDS1 (12 Mbps) | Twelve (12) months | $653 |

| MINIMUM PORT COMMITMENT (MPC) PRICING | | | | | |
| --- | --- | --- | --- | --- | --- |
| DS-3 (45 Mbps) | | | OC-3 (155 Mbps) | | |
| MPC | MPC List Rates | Per Mbps List | MPC | MPC List Rates | Per Mbps List |
| 9 Mbps | $639 | $71 | 45 Mbps | $1,575 | $35 |
| 14 Mbps | $924 | $66 | 60 Mbps | $2,040 | $34 |
| 18 Mbps | $1,026 | $57 | 80 Mbps | $2,560 | $32 |
| 23 Mbps | $1,219 | $53 | 95 Mbps | $2,945 | $31 |
| 27 Mbps | $1,296 | $48 | | | |
| | | | | | |
| OC-12 (622 Mbps) | | | OC-48 (2.488 Gbps) | | |
| MPC | MPC List Rates | Per Mbps List | MPC | MPC List Rates | Per Mbps List |
| 185 Mbps | $3,885 | $21 | 500 Mbps | $11,500 | $23 |
| 250 Mbps | $4,750 | $19 | 750 Mbps | $12,750 | $17 |
| 310 Mbps | $5,890 | $19 | 1 Gbps | $16,000 | $16 |
| 375 Mbps | $6,750 | $18 | 1.250 Gbps | $20,000 | $16 |
| | | | 1.5 Gbps | $22,500 | $15 |
| Fast Ethernet (100 Mbps) | | | Gigabit Ethernet (1 Gbps) | | |
| MPC | MPC List Rates | Per Mbps List | MPC | MPC List Rates | Per Mbps List |

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| MINIMUM PORT COMMITMENT (MPC) PRICING | | | | | |
|---|---|---|---|---|---|
| 10 Mbps | $490 | $49 | 100 Mbps | $2,100 | $21 |
| 20 Mbps | $900 | $45 | 200 Mbps | $3,800 | $19 |
| 30 Mbps | $1,230 | $41 | 300 Mbps | $5,100 | $17 |
| 40 Mbps | $1,480 | $37 | 400 Mbps | $6,400 | $16 |
| 50 Mbps | $1,700 | $34 | 500 Mbps | $7,500 | $15 |
| 60 Mbps | $1,920 | $32 | 600 Mbps | $8,400 | $14 |

| MINIMUM PORT COMMITMENT (MPC) PRICING | | |
|---|---|---|
| Ethernet (10 Mbps) | | |
| MPC | MPC List Rates | Per Mbps List |
| 2 Mbps | $258 | $129 |
| 4 Mbps | $244 | $61 |
| 6 Mbps | $312 | $52 |
| 8 Mbps | $400 | $50 |

| TABLE 5: FLAT RATE NxDS-1 PORT PRICING* | |
|---|---|
| Speeds | MRC |
| 3 Mbps (2) | $187 |
| 4.5 Mbps (3) | $276 |
| 6 Mbps (4) | $358 |
| 7.5 Mbps (5) | $439 |
| 9 Mbps (6) | $513 |
| 10.5 Mbps (7) | $587 |
| 12 Mbps (8) | $653 |

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### INSTALLATION CHARGE (NRC)

| Port Speed | NRC |
|---|---|
| DS-1 (All Speeds) | $50 |
| DS-3 (All Speeds) | $100 |
| OC-3 (All Speeds) | $200 |
| 10 Mbps Ethernet (All Speeds) | $50 |
| 100 Mbps Fast Ethernet (All Speeds) | $100 |
| 1,000 Mbps Gigabit Ethernet (All Speeds) | $200 |

### CANCELLATION CHARGE (NRC)

| Port Speed | NRC |
|---|---|
| DS-1 (All Speeds) | $50 |
| DS-3 (All Speeds) | $100 |
| OC-3 (All Speeds) | $200 |
| 10 Mbps Ethernet (All Speeds) | $50 |
| 100 Mbps Fast Ethernet (All Speeds) | $100 |
| 1,000 Mbps Gigabit Ethernet (All Speeds) | $200 |

### EXPEDITE CHARGE (NRC)

| Port Speed | NRC |
|---|---|
| DS-1 (All Speeds) | $100 |
| DS-3 (All Speeds) | $150 |
| OC-3 (All Speeds) | $200 |
| 10 Mbps Ethernet (All Speeds) | $100 |
| 100 Mbps Fast Ethernet (All Speeds) | $150 |
| 1,000 Mbps Gigabit Ethernet (All Speeds) | $200 |

### CHANGE CHARGE (NRC)

| Port Speed | NRC |
|---|---|
| DS-1 (All Speeds) | $50 |
| DS-3 (All Speeds) | $100 |
| OC-3 (All Speeds) | $200 |
| 10 Mbps Ethernet (All Speeds) | $50 |
| 100 Mbps Fast Ethernet (All Speeds) | $100 |
| 1,000 Mbps Gigabit Ethernet (All Speeds) | $200 |

**Flat Rate Port Charges**

### FLAT PORT (MRC)

| Port Speed | Private Port | Enhanced Port |
|---|---|---|
| DS-1 (1.544Mbps) | $355 | $390 |
| NxDS-1 (3 Mbps) | $705 | $775 |
| NxDS-1 (4.5 Mbps) | $1,055 | $1,160 |
| NxDS-1 (6 Mbps) | $1,400 | $1,540 |
| NxDS-1 (7.5 Mbps) | $1,750 | $1,925 |
| NxDS-1 (9 Mbps) | $2,090 | $2,300 |
| NxDS-1 (10.5 Mbps) | $2,430 | $2,675 |
| NxDS-1 (12 Mbps) | $2,770 | $3,045 |
| DS-3 (45 Mbps) | $3,300 | $3,630 |
| OC-3 (155 Mbps) | $7,286 | $8,005 |
| OC-12 (622 Mbps) | ICB | ICB |
| OC-48 (2,488 Mbps) | ICB | ICB |
| Ethernet (10Mbps) | $972 | N/A |
| Fast Ethernet (100 Mbps) | $4,954 | N/A |
| Gigabit Ethernet (1000Mbps) | $33,246 | N/A |

**Tiered port Charges:**

### TIERED PORT DS-1 (MRC)

| Usage Tiers | Private Port | Enhanced Port |
|---|---|---|
| DS-1 - 0.128 Mbps | $273 | $300 |
| DS-1 - 0.192 Mbps | $302 | $332 |
| DS-1 - 0.256 Mbps | $320 | $351 |
| DS-1 - 0.384 Mbps | $337 | $371 |
| DS-1 - 0.512 Mbps | $337 | $371 |
| DS-1 - 0.768 Mbps | $351 | $386 |
| DS-1 - 1.024 Mbps | $353 | $388 |
| DS-1 - 1.544 Mbps | $355 | $391 |

### TIERED PORT DS-3 (MRC)

| Usage Tiers | Private Port | Enhanced Port |
|---|---|---|
| DS-3 - 3 Mbps | $516 | $567 |
| DS-3 - 6 Mbps | $936 | $1,030 |
| DS-3 - 9 Mbps | $1,289 | $1,418 |
| DS-3 - 12 Mbps | $1,607 | $1,767 |
| DS-3 - 15 Mbps | $1,865 | $2,051 |
| DS-3 - 18 Mbps | $2,087 | $2,296 |
| DS-3 - 21 Mbps | $2,304 | $2,534 |
| DS-3 - 24 Mbps | $2,477 | $2,725 |
| DS-3 - 27 Mbps | $2,630 | $2,893 |
| DS-3 - 30 Mbps | $2,768 | $3,045 |
| DS-3 - 33 Mbps | $2,912 | $3,203 |
| DS-3 - 36 Mbps | $3,024 | $3,326 |
| DS-3 - 39 Mbps | $3,125 | $3,437 |
| DS-3 - 42 Mbps | $3,236 | $3,560 |

| TIERED PORT OC-3 (MRC) | | |
|---|---|---|
| Usage Tiers | Private Port | Enhanced Port |
| OC-3 - 35 Mbps | $2,325 | $2,554 |
| OC-3 - 45 Mbps | $2,888 | $3,173 |
| OC-3 - 55 Mbps | $3,394 | $3,729 |
| OC-3 - 65 Mbps | $3,883 | $4,266 |
| OC-3 - 75 Mbps | $4,321 | $4,747 |
| OC-3 - 85 Mbps | $4,750 | $5,218 |
| OC-3 - 95 Mbps | $5,131 | $5,637 |
| OC-3 - 105 Mbps | $5,512 | $6,055 |
| OC-3 - 115 Mbps | $5,874 | $6,453 |
| OC-3 - 125 Mbps | $6,187 | $6,797 |
| OC-3 - 135 Mbps | $6,511 | $7,152 |
| OC-3 - 145 Mbps | $6,789 | $7,458 |

| TIERED PORT 10 Mbps ETHERNET (MRC) | | |
|---|---|---|
| Usage Tiers | Private Port | Enhanced Port |
| Ethernet - 2 Mbps | $583 | N/A |
| Ethernet -4 Mbps | $818 | N/A |
| Ethernet -6 Mbps | $946 | N/A |
| Ethernet -8 Mbps | $1,026 | N/A |

| TIERED PORT 100 Mbps FAST ETHERNET (MRC) | | |
|---|---|---|
| Usage Tiers | Private Port | Enhanced Port |
| Fast Ethernet- 10 Mbps | $1,113 | N/A |
| Fast Ethernet- 15 Mbps | $1,579 | N/A |
| Fast Ethernet- 20 Mbps | $1,998 | N/A |
| Fast Ethernet- 30 Mbps | $2,720 | N/A |
| Fast Ethernet- 40 Mbps | $3,320 | N/A |
| Fast Ethernet- 50 Mbps | $3,826 | N/A |
| Fast Ethernet- 60 Mbps | $4,259 | N/A |
| Fast Ethernet- 70 Mbps | $4,634 | N/A |
| Fast Ethernet- 80 Mbps | $4,961 | N/A |
| Fast Ethernet- 90 Mbps | $5,249 | N/A |

| TIERED PORT 1000 Mbps GIGABIT ETHERNET (MRC) | | |
|---|---|---|
| Usage Tiers | Private Port | Enhanced Port |
| Gigabit Ethernet - 100 Mbps | $7,463 | N/A |
| Gigabit Ethernet - 200 Mbps | $13,407 | N/A |
| Gigabit Ethernet - 300 Mbps | $18,252 | N/A |
| Gigabit Ethernet - 400 Mbps | $22,277 | N/A |
| Gigabit Ethernet - 500 Mbps | $25,674 | N/A |
| Gigabit Ethernet - 600 Mbps | $28,580 | N/A |
| Gigabit Ethernet - 700 Mbps | $31,092 | N/A |
| Gigabit Ethernet - 800 Mbps | $33,288 | N/A |
| Gigabit Ethernet - 900 Mbps | $35,223 | N/A |

**Burstable Based Port Charges:**

| BURSTABLE PORT DS-3 (MRC) | | |
|---|---|---|
| Usage Tiers | Private Port Per Mbps | Enhanced Port Per Mbps |
| 3.000 Mbps | $192 | N/A |

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WHSL IP

| | | |
|---|---|---|
| 3.001 - 6.000 Mbps | $173 | N/A |
| 6.001 - 9.000 Mbps | $157 | N/A |
| 9.001- 12.000 Mbps | $144 | N/A |
| 12.001 - 15.000 Mbps | $134 | N/A |
| 15.001- 18.000 Mbps | $126 | N/A |
| 18.001 - 21.000 Mbps | $118 | N/A |
| 21.001 - 45.000 Mbps | $111 | N/A |

| BURSTABLE PORT OC-3 (MRC)* | | |
|---|---|---|
| Usage Tiers | Private Port Per Mbps | Enhanced Port Per Mbps |
| 35.000 Mbps | $75 | N/A |
| 35.001 - 45.000 Mbps | $68 | N/A |
| 45.001- 55.000 Mbps | $64 | N/A |
| 55.001 - 65.000 Mbps | $63 | N/A |
| 65.001 - 75.000 Mbps | $61 | N/A |
| 75.001 - 85.000 Mbps | $58 | N/A |
| 85.001 - 155.000 Mbps | $56 | N/A |

| BURSTABLE PORT 10 Mbps ETHERNET (MRC)* | | |
|---|---|---|
| Usage Tiers | Private Port Per Mbps | Enhanced Port |
| 2.000 Mbps | $369 | N/A |
| 2.001 - 3.000 Mbps | $291 | N/A |
| 3.001 - 4.000 Mbps | $241 | N/A |
| 4.001 - 5.000Mbps | $205 | N/A |
| 5.001 - 6.000 Mbps | $178 | N/A |
| 6.001 – 7.000 Mbps | $158 | N/A |
| 7.000 – 10.000 Mbps | $142 | N/A |

| BURSTABLE PORT 100 Mpbs FAST ETHERNET (MRC)* | | |
|---|---|---|
| Usage Tiers | Private Port Per Mbps | Enhanced Port |
| 10.000 Mbps | $124 | N/A |
| 10.001 - 20.000 Mbps | $112 | N/A |
| 20.001 - 30.000 Mbps | $100 | N/A |
| 30.001 - 40.000 Mbps | $91 | N/A |
| 40.001 - 50.000Mbps | $83 | N/A |
| 50.001 - 60.000 Mbps | $77 | N/A |
| 60.001 – 70.000 Mbps | $72 | N/A |
| 70.001 – 80.000 Mbps | $67 | N/A |
| 80.001 – 90.000 Mbps | $62 | N/A |
| 90.001-100.000 Mbps | $59 | N/A |

| BURSTABLE PORT 1,000 Mpbs GIGABIT ETHERNET (MRC)* | | |
|---|---|---|
| Usage Tiers | Private Port Per Mbps | Enhanced Port |
| 100.000 Mbps | $83 | N/A |
| 100.001 - 150.000 Mbps | $75 | N/A |
| 150.001 - 200.000 Mbps | $71 | N/A |
| 200.001 - 250.000 Mbps | $67 | N/A |
| 250.001 - 300.000Mbps | $64 | N/A |
| 300.001 - 350.000 Mbps | $61 | N/A |
| 350.001 – 400.000 Mbps | $59 | N/A |
| 400.001 – 500.000 Mbps | $56 | N/A |
| 500.001 – 600.000 Mbps | $52 | N/A |
| 600.001- 700.000 Mbps | $48 | N/A |
| 700.001 - 800.000 Mbps | $45 | N/A |
| 800.001 - 900.000 Mbps | $42 | N/A |
| 900.001 – 1000.000 Mbps | $40 | N/A |

*Please see Burstable Port Minimum Usage table below

| BURSTABLE PORT MINIMUM USAGE | |
|---|---|
| Port Speed | Bandwidth Minimum |
| DS-3 | 3 Mbps |
| OC-3 | 35 Mbps |
| 10 Mbps Ethernet | 2 Mbps |

| | |
|---|---|
| 100 Mbps Fast Ethernet | 10 Mbps |
| 1,000 Mbps Gigabit Ethernet | 100 Mpbs |

| QoS (MRC) | |
|---|---|
| **Port Speed** | **MRC** |
| All Port Speeds | Waived |

**Amendment No. 12 additional pricing terms and conditions:**

**SPECIAL PRICING:** Customer will be eligible to receive the new pricing and new Minimum Service Term for the Flat Port IP Solutions Services as specifically set forth below ("Special Priced IP Ports") based on compliance with the conditions set forth below and capacity and availability as determined by Qwest. Qwest agrees to waive all Early Termination Fees associated with the re-price and re-term of such Special Priced IP Ports. With respect to the rate(s) listed below, Customer will not be eligible for any additional discounts associated with these new or re-termed circuits. All other terms and conditions of Exhibit IP will apply.

**Flat Rate Port Charges**

| FLAT PORT (MRC) | |
|---|---|
| **Port Speed** | **Private Port** |
| DS-1 (1.544Mbps) | $200 |
| NxDS-1 (3 Mbps) | $397 |
| NxDS-1 (4.5 Mbps) | $594 |
| NxDS-1 (6 Mbps) | $789 |
| NxDS-1 (7.5 Mbps) | $986 |
| NxDS-1 (9 Mbps) | $1,178 |
| NxDS-1 (10.5 Mbps) | $1,369 |
| NxDS-1 (12 Mbps) | $1,561 |
| DS-3 (45 Mbps) | $1,859 |