



April 21, 2003

Kevin Shady
Lightyear Communications, Inc.
1901 Eastpoint Parkway
Louisville, KY 40223
502-244-6666 x 1129

Dear Mr. Shady:

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, Lightyear Communications, Inc. ("CLEC") wishes to "Pick and Choose" in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, ("Agreement") between ZTel Communications, Inc. and Qwest Corporation fka U S WEST Communications, Inc. ("Qwest") that was approved by the Commission on December 13, 2000 as an effective agreement in the State of Washington. Lightyear Communications, Inc. is incorporated in the state of Kentucky. We understand you have a copy of the wireline agreement.

With respect to the aforementioned Agreement, Qwest and CLEC (" the Parties") understand and agree:

1. The Parties shall request the Commission to expedite its review and approval of this Agreement. This Agreement shall become effective upon such approval.
2. Notwithstanding the mutual commitments set forth herein, the Qwest is entering into this Agreement without prejudice to any positions it has taken previously, or may take in the future, in any legislative, regulatory, or other public forum addressing any matters, including those relating to the types of arrangements contained in this Agreement. During the proceeding in which the Commission is to review and approve the Agreement, Qwest may point out that it has objected, and continues to object, to the inclusion of the terms and conditions to which it objected in the proceedings involving the approval of the Underlying Agreement.
3. CLEC adopts the terms and conditions of the Z-Tel Communications, Inc. Agreement for interconnection with Qwest and in applying the terms and conditions, agrees that Lightyear Communications, Inc. be substituted in place of "Z-Tel Communications, Inc." throughout the Agreement wherever the latter appears.
4. Qwest requests that notice to Qwest Corporation as may be required under the Agreement shall be provided as follows:

To: Qwest Corporation
Director Interconnection Compliance
1801 California Street, Room 2410
Denver, CO 80202

With copy to:
Qwest Corporation Law Department
Attention: General Counsel, Interconnection
1801 California Street, 49th Floor
Denver, CO 80202

CLEC requests that notice to CLEC as may be required under the Agreement shall be provided as follows:

Lightyear Communications, Inc.
Kevin Shady
1901 Eastpoint Parkway
Louisville, KY 40223
502-244-6666 ext 1129

CLEC represents and warrants that it is a certified provider of local dialtone service in the State of Washington and that this Agreement will cover services in that state only.

Please sign all three original copies of this letter, and overnight them by July 21, 2003 to:

Qwest Corporation
Manager of Interconnection
1801 California St, Suite 2410
Denver, CO 80202
Phone: 303-965-3029

After July 21, 2003 Qwest may rescind its willingness to consider the Agreement's terms and conditions.

Please note that Qwest will file this letter with the appropriate state commission for approval; however, some state commissions will not approve the letter until the CLEC is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,

Date

Qwest Corporation
L.T. Christensen
Director – Business Policy
1801 California Street, Suite 24th Floor
Denver, Colorado 80202

I agree to all terms and conditions contained in this letter as indicated by my signature below:

Lightyear Communications, Inc.

Signature

Name Printed

Title

Date