

Joan Gage
State Manager – Regulatory Affairs

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January 23, 2004

STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

Verizon Northwest Inc.
1800 41st Street
P.O. Box 1003
Everett, Washington 98201
Mailcode: WA0101RA

Phone 425 261-5238
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Ms. Carole J. Washburn
Executive Secretary
Washington Transmission and
Utilities Commission
1300 S. Evergreen Park Drive S.W.
Olympia, Washington 98504

Dear Ms. Washburn:

Subject: **INTERCONNECTION AGREEMENT AND AMENDMENT
BETWEEN VERIZON NORTHWEST INC. AND RHYTHMS LINKS,
INC.**

Enclosed for filing with the Commission pursuant to 47 U.S.C. § 252 is an original and three copies of the Interconnection Agreement ("Agreement") that was entered into by Rhythms Links Inc. and Verizon Northwest Inc., f/k/a GTE Northwest Incorporated ("Verizon"), effective 11/30/01. The parties negotiated this Agreement during the pendency of Rhythms NetConnections, Inc.'s and its affiliates' chapter 11 bankruptcy proceedings in the Bankruptcy Court for the Southern District of New York. This agreement was not filed for approval by the Commission at that time in light of the then-pending Rhythms bankruptcy.

Subsequently, this Agreement was assigned to MCI WORLDCOM Communications Inc. pursuant to an order of the Bankruptcy Court in connection with MCI WORLDCOM Communications Inc.'s purchase of certain assets of Rhythms Links Inc. Under such Bankruptcy Court order, MCI WORLDCOM Communications Inc. was directed to choose a single interconnection agreement under which to operate in Washington. The terms of this Agreement include, among other things, line splitting provisions with respect to applicable assets and sites purchased by MCI WORLDCOM Communications Inc. from Rhythms Links Inc. However, the terms of MCI WORLDCOM Communications Inc.'s other existing interconnection agreement does not include line splitting and other needed provisions.

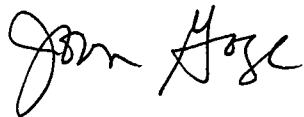
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The disposition of this Agreement then became subject to the WorldCom, Inc. petition for chapter 11 bankruptcy filed in 2002. With the disposition of the WorldCom, Inc. bankruptcy, Verizon and MCI WORLDCOM Communications Inc. are now submitting the Agreement for approval by the Commission. Verizon and MCI WORLDCOM Communications Inc. are in the process of amending their interconnection agreement that applies to non-Rhythms assets and sites so that it includes line splitting and other needed provisions. Upon completion and execution of such an amendment, MCI WORLDCOM Communications Inc. intends to operate the Rhythms assets and sites pursuant to the terms of such other interconnection agreement and will, thereby, be in a position to terminate this Agreement.

Also, enclosed is an Amendment to this Agreement that addresses inter-carrier compensation.

Please call me with any questions.

Very truly yours,



Joan M. Gage
State Manager – Regulatory Affairs

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Enclosure