

**AMENDMENT 1
to
SETTLEMENT
OF CLEC ISSUES**

This Amendment 1 to Settlement of CLEC Issues hereby amends the Settlement Agreement between Frontier Communications Northwest Inc. ("Frontier") and Cbeyond Communications LLC, Integra Telecom of Washington, Inc., tw telecom of washington, llc, Level 3 Communications, LLC and Charter Fiberlink WA-CCVII, LLC (collectively "CLEC Intervenors") entered into on April 15, 2013 and filed with the Commission on April 25, 2013 (hereinafter the "Frontier/CLEC Settlement Agreement").

WHEREAS, on May 21, 2013, Frontier entered into a settlement agreement with Commission Staff and Public Counsel (hereinafter the "Frontier/Staff/PC Settlement Agreement"); and

WHEREAS, the Frontier/Staff/PC Settlement Agreement contemplates a resolution of certain issues in a manner that could be interpreted to be inconsistent with the language contained in paragraph 14 of the Frontier/CLEC Settlement Agreement; and

WHEREAS, paragraph 23 of the Frontier/Staff/PC Settlement Agreement expressly calls for the filing by Frontier and the CLEC Intervenors of an amendment to the Frontier/CLEC Settlement Agreement that modifies paragraph 14 of the Frontier/CLEC Settlement Agreement to explain that the Frontier/CLEC Settlement Agreement will apply if the Commission approves the Frontier/Staff/PC Settlement Agreement;

NOW THEREFORE, Frontier and the CLEC Intervenors agree to amend the Frontier/CLEC Settlement Agreement by replacing paragraph 14 of the Frontier/CLEC Settlement Agreement with the following:

14. This Settlement shall not take effect in the event the Commission issues an order denying Frontier's Petition in this docket. Notwithstanding the foregoing, this Settlement shall take effect if the Commission approves the Frontier/Staff/PC Settlement Agreement between Frontier, Commission Staff and Public Counsel entered into on May 21, 2013 and filed with the Commission on May 22, 2013.

This Amendment 1 to Settlement of CLEC Issues is agreed to by the following Parties as of May 23, 2013:

Frontier Communications Northwest Inc.

By: *Kevin Sawicki*
Printed Name: *Kevin Sawicki*
Title: Vice President & Associate General Counsel
Date: *5-23-13*

Cbeyond Communications LLC

By: _____
Printed Name: _____
Title: _____
Date: _____

tw telecom of washington, llc

By: _____
Printed Name: _____
Title: _____
Date: _____

Integra Telecom of Washington, Inc.

By: _____
Printed Name: _____
Title: _____
Date: _____

Charter Fiberlink WA-CCVII, LLC

By: _____
Printed Name: _____
Title: _____
Date: _____

Level 3 Communications, LLC

By: *[Signature]*
Printed Name: *Gregory L. Diamond*
Title: *Regulatory Attorney*
Date: *5/23/13*

This Amendment 1 to Settlement of CLEC Issues is agreed to by the following Parties as of May 23, 2013:

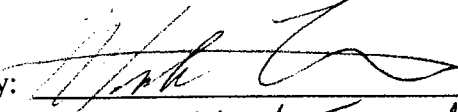
Frontier Communications Northwest Inc.

By: _____
Printed Name: _____
Title: Vice President & Associate General Counsel
Date: _____

Cbeyond Communications LLC

By: _____
Printed Name: _____
Title: _____
Date: _____

tw telecom of washington, llc

By: 
Printed Name: Mark Trinchero
Title: Attorney
Date: May 23, 2013

Integra Telecom of Washington, Inc.

By: _____
Printed Name: _____
Title: _____
Date: _____

Charter Fiberlink WA-CCVII, LLC

By: _____
Printed Name: _____
Title: _____
Date: _____

Level 3 Communications, LLC

By: _____
Printed Name: _____
Title: _____
Date: _____

This **Amendment 1 to Settlement of CLEC Issues** is agreed to by the following Parties as of May 23, 2013:

Frontier Communications Northwest Inc.

By: _____
Printed Name: _____
Title: Vice President & Associate General Counsel
Date: _____


Cbeyond Communications LLC

By: _____
Printed Name: _____
Title: _____
Date: _____

tw telecom of washington, llc

By: _____
Printed Name: _____
Title: _____
Date: _____

Integra Telecom of Washington, Inc.

By:  _____
Printed Name: Douglas Denney
Title: Vice President Cost and Policy
Date: 5/23/2013

Charter Fiberlink WA-CCVII, LLC

By: _____
Printed Name: _____
Title: _____
Date: _____

Level 3 Communications, LLC

By: _____
Printed Name: _____
Title: _____
Date: _____