

Amendment No. 2 to the Interconnection Agreement
Between
McLeodUSA Telecommunications Services, Inc.
and
Qwest Corporation
f.k.a. U S WEST Communications, Inc.
for the State of Washington

This Amendment No. 2 ("Amendment") is made and entered into by and between McLeodUSA Telecommunications Services, Inc. ("McLeodUSA") and Qwest Corporation f.k.a. U S WEST Communications, Inc. ("Qwest").

RECITALS

WHEREAS, McLeodUSA and Qwest entered into a Statement of Generally Available Terms ("SGAT") Agreement for service in the state of Washington which was approved by the Commission on August 30, 2000 (the "Agreement"); and

WHEREAS, McLeodUSA and Qwest desire to amend the Agreement by adding the terms, conditions and rates contained herein.

AGREEMENT

NOW THEREFORE, in consideration of the mutual terms, covenants and conditions contained in this Amendment and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Amendment Terms.

This Amendment is made in order to add terms, conditions and rates for the business-to-business relationship as set forth in Amendment 2 and Attachment 3.2 attached hereto and incorporated herein.

2. Effective date.

This Amendment shall be deemed effective upon approval by the appropriate state Commission; however, the Parties agree to implement the provisions of this Amendment effective October 1, 2000.

3. Further Amendments.

Except as modified herein, the provisions of the Agreement shall remain in full force and effect. Neither the Agreement nor this Amendment may be further amended or altered except by written instrument executed by an authorized representative of both parties.