

**Amendment
to Terminate the Resale Agreement between
Qwest Corporation and
Topp Comm Inc. for the
State of Washington**

This Amendment ("Amendment") to the Resale Agreement is made and entered into by and between Qwest Corporation ("Qwest"), a Colorado corporation, and Topp Comm Inc. ("CLEC"). CLEC and Qwest shall be known jointly as the "Parties."

RECITALS

WHEREAS, the Parties entered into an Interconnection Agreement ("Agreement") for service in the state of Washington that was approved by the Washington ("Commission") on February 26, 1999;

WHEREAS, the Agreement expired on March 15, 2001 and has been extended on a month to month basis;

WHEREAS, CLEC is not purchasing services from Qwest pursuant to the Agreement;

WHEREAS, the Parties have agreed to terminate the Agreement; and

WHEREAS, the Parties wish to amend the Agreement further under the terms and conditions 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:

A. Amendment Terms

The Agreement is hereby terminated and shall no longer be in force and effect on the Effective Date.

B. Effective Date

This Amendment shall be deemed effective upon approval by the Commission; however, the Parties agree to implement the provisions of this Amendment upon execution.

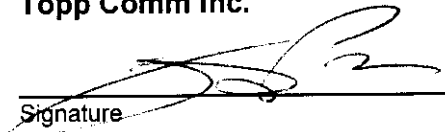
C. Entire Agreement

This Amendment (including the documents referred to herein) constitutes the full and entire understanding and agreement between the Parties with regard to the subjects of this Amendment and supersedes any prior understandings, agreements, amendments or representations by or between the Parties, written or oral, to the extent they relate in any way to the subjects of this Amendment.

D. Counterparts

The Parties, intending to be legally bound, have executed this Amendment as of the dates set forth below, in multiple counterparts, each of which is deemed an original, but all of which shall constitute one and the same instrument.

Topp Comm Inc.




Signature
F.S. Pollak

Name Printed/Typed
President

Title
2/10/03

Date

Qwest Corporation



Signature
L. T. Christensen

Name Printed/Typed
Director - Business Policy

Title
2/12/03

Date