

MASTER RESALE AGREEMENT

This Resale Agreement is between American Fiber Network, Inc. ("CLEC") and United Telephone Company of the Northwest d/b/a Embarq ("Embarq") hereinafter collectively, "the Parties", entered into this 24th day of November, 2008, for the State of Washington.

WHEREAS, CLEC wishes to purchase Telecommunications Services for resale to others, and Embarq is willing to provide such service; and

WHEREAS, the Parties intend the rates, terms and conditions of this Agreement, and their performance of obligations thereunder, to comply with the Communications Act of 1934, as amended (the "Act"), the Rules and Regulations of the Federal Communications Commission ("FCC"), and the orders, rules and regulations of the Commission; and

WHEREAS, the Parties wish to replace any and all other prior agreements, both written and oral, applicable to the state of Washington;

THEREFORE, the Parties hereby agree as follows:

PART A – DEFINITIONS

1. DEFINED TERMS

- 1.1. Capitalized terms defined in this Article shall have the meanings as set forth herein. Other terms used but not defined herein will have the meanings ascribed to them in the Act or in the Rules and Regulations of the FCC or the Commission. The Parties acknowledge that other terms appear in this Agreement, which are not defined or ascribed as stated above. The Parties agree that any such terms shall be construed in accordance with their customary usage in the Telecommunications industry as of the Effective Date of this Agreement.
- 1.2. "**911 Service**" means a universal telephone number which gives the public direct access to the Public Safety Answering Point (PSAP). Basic 911 Service collects 911 calls from one or more local exchange switches that serve a geographic area. The calls are then sent to the correct authority designated to receive such calls.
- 1.3. "**Act**" means the Communications Act of 1934, as amended.
- 1.4. "**Affiliate**" is as defined in the Act.
- 1.5. "**Business Day(s)**" means the days of the week excluding Saturdays, Sundays, and all Embarq holidays.
- 1.6. "**CLEC 911 Database Records**" are the CLEC subscriber records to be provided by CLEC to Embarq for inclusion in Embarq's E911 database.
- 1.7. "**Commission**" means the Washington Utilities and Transportation Commission.
- 1.8. "**Confidential and/or Proprietary Information**" has the meaning set forth in §14 of Part B – General Terms and Conditions.
- 1.9. "**Customer Proprietary Network Information**" ("**CPNI**") is as defined in the Act.
- 1.10. "**Day**" means calendar days unless otherwise specified.