AMENDMENT NO. 1

TO

INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT

This Amendment No. 1, dated July 15, 2005, is entered into by and between Granite Telecommunications, LLC ("CLEC" or "Granite") and United Telephone Company of the West d/b/a Sprint ("Sprint"). (Sprint and CLEC may be referred to individually as a "Party" and collectively as the "Parties").

BACKGROUND

1. Sprint and Granite entered into an Interconnection, Collocation and Resale Agreement for Wyoming dated April 25, 2005 ("Agreement").

2. Sprint and Granite have mutually agreed on the amount of the initial security deposit.

3. Sprint and Granite wish to modify certain terms related to the security deposit.

In consideration of the promises and agreements contained in this Amendment, the Parties agree as follows:

AMENDMENT

1. Section 36.6 of the Agreement is replaced with the following:

   36.6 Sprint may increase the security deposit requirements when, in Sprint's reasonable judgment, changes in CLEC's financial status so warrant and/or gross monthly billing has increased beyond the level initially used to determine the security deposit. If payment of the additional security deposit amount is not made within 10 days of the request, Sprint may stop processing orders for service and CLEC will be considered in breach of the Agreement.

GENERAL

1. Other than as set forth above, the Agreement remains unchanged and in full force and effect. In the event of a conflict between the terms of the Agreement and this Amendment, this Amendment will control.

2. This Amendment No. 1, executed by authorized representatives of Sprint and CLEC, is made a part of and incorporated into the Agreement.

3. This Amendment No. 1 may be signed in counterparts and is effective as of July 15, 2005.

IN WITNESS WHEREOF, Sprint and CLEC have caused this Amendment No. 1 to be executed by its duly authorized representatives.

"Sprint"		**"CLEC"**	
By:		By:	
Name:	William E. Cheek	Name:	Rand Currier
Title:	AVP - Strategic Sales & Account Management	Title:	Chief Operating Officer
Date:	7/18/05	Date:	7/15/2005