

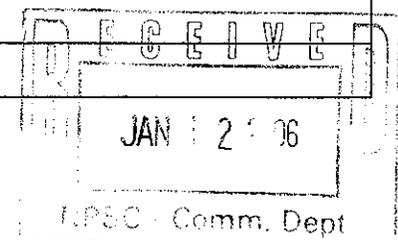
Bas: C

0.3538

**Interconnection Agreement Application**

<b>Applicant #1</b>			
Company Name:	<b>Qwest Corporation ("QWEST")</b>		
Current Authority:	ILEC	Application No.:	C-
Contact Person:	Jill Gettman		
Address:	Gettman & Mills LLP 10250 Regency Circle Suite 200		
City, State, Zip	Omaha, NE 68114		
Phone:	402-320-6000	E-Mail:	jgettman@gettmanmills.com
<b>Applicant #2</b>			
Company Name:	<b>Metropolitan Telecommunications of Nebraska, Inc.</b>		
Current Authority:	CLEC	Application No.:	C-3428
Contact Person:	<b>David Aronow, President</b>		
Address:	<b>44 Wall Street, 6<sup>th</sup> Floor</b>		
City, State, Zip	<b>New York, NY 10005</b>		
Phone:	<b>212-607-2003</b>	E-Mail:	
Type of Filing	<input type="checkbox"/> SGAT	<input type="checkbox"/> Negotiated	<input checked="" type="checkbox"/> X
252(i):	Provide docket number of the agreement you are adopting:		C-
Amendment:	Provide docket number of the original agreement:		C-

<b>Copies of Interconnection Agreement:</b>	
Y / N	Have you included an <b>original</b> (signed by both parties) of the agreement and <b>one copy</b> ?
Y / N	Have you included an <b>electronic copy</b> of the agreement/amendment?
Y / N	Have your included the <b>\$200.00</b> filing fee?



C-5538



November 8, 2005

Metropolitan Telecommunications of Nebraska, Inc.  
David Aronow, President  
44 Wall St. 6<sup>th</sup> Floor  
New York, N.Y. 10005  
Phone-212-607-2003

Dear Mr. Aronow:

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, Metropolitan Telecommunications of Nebraska, Inc. ("CLEC") wishes to adopt in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between Sprint Communications Company, L.P. and Qwest Corporation fka U S WEST Communications, Inc. ("Qwest") that was approved by the Commission on February 4, 2004 as an effective agreement in the State of Nebraska. CLEC is incorporated in the state of Delaware. We understand you have a complete copy of the Underlying Agreement.

By their respective signatures below, Qwest and CLEC ("the Parties") intend that this letter serve as their agreement ("Letter Agreement") for CLEC to adopt the Underlying Agreement under the following terms and conditions:

1. The Parties acknowledge that Qwest believes that the Underlying Agreement no longer accurately reflects the state of the law regarding certain of Qwest's interconnection and unbundling obligations and that, accordingly, Qwest does not believe that it is obligated to allow CLEC to adopt the Underlying Agreement without a corresponding amendment that Qwest believes will bring the Underlying Agreement into compliance with current law. Qwest therefore has prepared and provided to CLEC the attached "TRO and TRRO Amendment," which Qwest believes brings the Underlying Agreement into compliance with current law. Accordingly, the Parties agree to execute and file for Commission approval the attached "TRO and TRRO Amendment" contemporaneously with this Letter Agreement, which amendment thereafter will serve as an amendment to this Letter Agreement.
2. The Parties shall request the Commission to expedite its review and approval of this Letter Agreement. This Letter Agreement shall become effective upon such approval. If for some reason the Commission rejects all or part of the Letter Agreement, including the attached TRO and TRRO Amendment, either party may at its option declare the remainder of the Agreement void and be excused from any performance thereunder.
3. Notwithstanding the mutual commitments set forth herein, Qwest is entering into this Letter Agreement without prejudice to any positions it has taken previously, or may take in the future, in any legislative, regulatory, or other public forum addressing any matters, including those relating to the types of arrangements contained in the Underlying Agreement. During the proceeding in which the Commission is to review and approve the Letter Agreement, Qwest

may point out that it has objected, and continues to object, to the inclusion of the terms and conditions to which it objected in the proceedings involving the approval of the Underlying Agreement.

4. CLEC adopts the terms and conditions of the Underlying Agreement for interconnection with Qwest and in applying the terms and conditions, agrees that Metropolitan Telecommunications of Nebraska, Inc. be substituted in place of "Sprint Communications Company, L.P." throughout the Underlying Agreement wherever the latter appears.

5. Qwest requests that notice to Qwest Corporation as may be required under the Underlying Agreement shall be provided as follows:

Qwest Corporation  
Director Interconnection Agreements  
1801 California Street, Room 2410  
Denver, CO 80202  
303-965-3029  
Email – IntAgree@qwest.com

With copy to:  
Qwest Corporation Law Department  
Attention: General Counsel, Interconnection  
1801 California Street, 10th Floor  
Denver, CO 80202

CLEC requests that notice to CLEC as may be required under the Underlying Agreement shall be provided as follows:

Metropolitan Telecommunications of Arizona, Inc.  
David Aronow  
President  
44 Wall St. 6<sup>th</sup> Floor  
New York, N.Y. 10005  
Phone-212-607-2003  
Fax 212-635-5074  
Email - [daronow@mettel.net](mailto:daronow@mettel.net)

Additional Contact Information  
Andoni Economou  
COO and EVP  
44 Wall St. 6<sup>th</sup> Floor  
New York, N.Y. 10005  
Phone-212-607-2004  
Fax 212-635-5074  
Email - [aeconomou@mettel.net](mailto:aeconomou@mettel.net)

6. CLEC represents and warrants that it is a certified provider of local dialtone service in the State of Nebraska and that this Agreement will cover services in that state only.

7. Please sign all three original copies of this letter, and overnight them within sixty (60) days to:

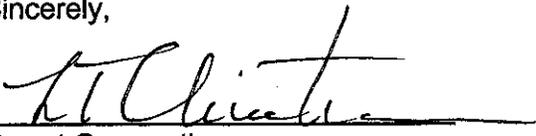
Qwest Corporation  
Manager of Interconnection  
1801 California St, Suite 2420  
Denver, CO 80202  
Phone: 303-965-3029

After sixty (60) days Qwest may rescind its willingness to consider the Agreement's terms and conditions.

8. Please note that Qwest will file this Letter Agreement with the appropriate state commission for approval; however, some state commissions will not approve the Letter Agreement until the CLEC is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,

Date



1/3/06

Qwest Corporation  
L.T. Christensen  
Director – Interconnection Agreements  
1801 California Street, Suite 24th Floor  
Denver, Colorado 80202

I agree to all terms and conditions contained in this letter as indicated by my signature below:

Metropolitan Telecommunications of Nebraska, Inc.



Signature

David Aronow  
Name Printed

President  
Title

December 20, 2005  
Date