

**Subloop access at MDUs Amendment
to the Interconnection Agreement between
Qwest Corporation
and
Cox Nebraska Telcom, L.L.C.
for the State of Nebraska**

This is an Amendment ("Amendment") to the Interconnection Agreement between Qwest Corporation ("Qwest"), a Colorado corporation, and Cox Nebraska Telcom, L.L.C. ("CLEC"), a Delaware limited liability company. Qwest and CLEC shall be known jointly as the "Parties".

RECITALS

WHEREAS, the Parties entered into an Interconnection Agreement, for service in the State of Nebraska, that was approved by the Commission on January 29, 2008 ("Agreement"); and

WHEREAS, the Agreement, at Sections 9.3 and 9.5, incorporates terms and conditions originally agreed upon by the Parties as an amendment to the prior interconnection agreement entitled "Subloop Unbundling and Network Interface Device (NID) Amendment;" and

WHEREAS, the Parties have entered into the Settlement Agreement related to the Qwest-CenturyLink Merger in Arizona Corporation Commission DOCKET NOS. T-01051B-10-0194; T-03902A-10-0194; T-02811B-10-0194; T-20443A-10-0194; T-04190A-10-0194; T-03555A-10-0194 (the "Merger Settlement"); and

WHEREAS, the Merger Settlement contains agreements reflecting terms, conditions and rates for Subloop access at MDUs; and

WHEREAS, in accordance with the Merger Settlement Agreement, the Parties agree to amend the Agreement 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:

Amendment Terms

The Agreement is hereby amended by adding terms and conditions to Section 9.3 of the Agreement, as set forth in Attachment 1 to this Amendment, attached hereto and incorporated herein by this reference. The Parties agree the terms in this document are for the limited purposes of this Amendment. CLEC and Qwest reserve their rights to assert different language and/or term(s) in other contexts.

Effective Date

This Amendment shall be deemed effective upon approval by the Commission or by operation of law.

Further Amendments

Except as modified herein, the provisions of the Agreement shall remain in full force and effect. Except as provided in the Agreement, this Amendment may not be further amended or altered, and no waiver of any provision thereof shall be effective, except by written instrument executed by an authorized representative of both Parties.

Entire Agreement

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

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.

Cox Nebraska Telcom, L.L.C.

Qwest Corporation



Signature



Signature

Jennifer Hightower

Name Printed/Typed

L. T. Christensen

Name Printed/Typed

VP - Regulatory

Title

Director – Wholesale Contracts

Title

4/27/11

Date

4/27/11

Date

ATTACHMENT 1

9.3 Subloop Unbundling

The Parties agree that upon a single payment by CLEC of \$75,000, no later than November 24, 2012, the existing terms related to Subloop access at MDUs, including the terms set forth in Section 9.3 and Section 9.5 of the Agreement and the same sections in the Interconnection Agreement between Qwest Corporation and Cox Arizona Telecom, L.L.C., will be extended until December 11, 2016. In the event that CLEC does not make such payment by November 24, 2012, the Parties agree that the terms and conditions prior to the Arbitration Settlement approved on December 11, 2007, for Subloop access at MDUs, apply.