

**Performance Assurance Plan Implementation Amendment
to the Interconnection Agreement between
Qwest Corporation
and
Advanced Telcom, Inc.
for the State of Oregon**

This is an Amendment ("Amendment") to the Interconnection Agreement between Qwest Corporation ("Qwest"), a Colorado corporation, and Advanced Telcom, Inc. ("CLEC"), a Delaware corporation.

RECITALS

WHEREAS, the Parties entered into an Interconnection Agreement, for service in the State of Oregon, that was approved by the Oregon Public Utility Commission on November 20, 1998, as referenced ARB 101, Order No. 98-485 ("Agreement"); and

WHEREAS, the Parties wish 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:

Service Performance

The Performance Assurance Plan ("PAP") and the Performance Indicator Definitions ("PIDs") included as Exhibits K and B, respectively, in the Agreement are hereby replaced by the Exhibits K and B effective in the Oregon SGAT Eighteenth Revision as ordered by the Commission in Order No. 05-004.

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

Other than the publicly filed Agreement and its Amendments (including this Amendment), the Parties have no agreement or understanding, written or oral, relating to the terms and conditions for the PAP and PIDs in the State of Oregon.

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.

Advanced Telcom, Inc.

Signature

Name Printed/Typed

J. Jeffery Oxley

Title

08-03-2005

Date

Qwest Corporation

L. T. Christensen

Signature

L. T. Christensen

Name Printed/Typed

Director – Interconnection Agreements

Title

8/4/05

Date