

June 30, 2005

Ms. Cheryl Walker
Administrative Hearings
Oregon Public Utility Commission
550 Capitol Street, N. E., Suite 215
Salem, Oregon 97301-2551

Re: Amendment # 3 to the agreement between Verizon Northwest Inc. and MCI
Worldcom Communications, Inc.

Dear Ms. Walker:

Enclosed for filing are an original and two copies of Amendment 3 to the interconnection
agreement between Verizon Northwest Inc. and MCI Worldcom Communications, Inc.

Please call me at 503/645-7909, if you have any questions.

Sincerely,

Renee M. Willer
Senior Staff Consultant

Enclosures

FURTHER AMENDMENT

To

INTERCONNECTION AGREEMENTS

THIS FURTHER AMENDMENT (this "Amendment"), effective as of May 18, 2005 (the "Effective Date"), amends each of the Interconnection Agreements listed in Exhibit A hereto (the "Interconnection Agreements"), and is made by and between each of the Verizon incumbent local exchange carriers (individually and collectively "Verizon" or the "Verizon Parties") and each of the MCI competitive local exchange carriers ("CLECs") that is a party to an Interconnection Agreement with Verizon (individually and collectively "MCI" or the "MCI Parties"), all as shown in Exhibit A. Verizon and MCI are referred to herein individually as a "Party" and collectively as the "Parties".

WITNESSETH:

WHEREAS, Parties have agreed to amend the Interconnection Agreements to increase the charges applicable to MCI's DS0 UNE-P lines in service with Verizon as of March 10, 2005 ("Embedded Base"); and

WHEREAS, Parties have previously amended the Interconnection Agreements to effectuate the foregoing as of March 10, 2005, such amendment effective as of March 11, 2005 (the "March Amendment");

WHEREAS, the Parties wish to further amend all of the Interconnection Agreements to change certain rates applicable to the Embedded Base, and for the ease of administration, have elected to do so through this single Amendment.

NOW, THEREFORE, in consideration of the mutual promises hereinafter set forth, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Rates Applicable To Embedded Base.

Notwithstanding anything in the March Amendment to the contrary, the monthly recurring charge that MCI shall pay Verizon for the DS0 (or POTs) switch port for each Embedded Base line shall be increased by: (a) \$2.75 between March 11, 2005 and July 15, 2005 and (b) \$1.00 between July 16, 2005 and March 10, 2006.

2. Successor Terms.

Each Party agrees that, if they establish new or replacement interconnection agreements superseding those set forth in Exhibit A to this Amendment that are effective between March 11, 2005 and March 10, 2006 (including, for avoidance of doubt,

interconnection agreements established through adoptions of other agreements under Section 252(i) of the Act), they shall implement the terms of this Amendment into such new or replacement interconnection agreements.

3. Conflicts.

This Amendment shall amend the terms and provisions of the Interconnection Agreements only to the extent necessary to give effect to the terms and provisions of this Amendment, and, except to the extent set forth in this Amendment, the terms and provisions of the Interconnection Agreements shall remain in full force and effect after the Effective Date. In the event of a conflict between the terms and provisions of this Amendment and the terms and provisions of the Interconnection Agreements, this Amendment shall govern.

4. Counterparts.

This Amendment may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

5. Joint Work Product.

This Amendment is a joint work product, and any ambiguities in this Amendment shall not be construed by operation of law against either Party.

6. Captions.

The Parties acknowledge that the captions in this Amendment have been inserted solely for convenience of reference and in no way define or limit the scope or substance of any term or provision of this Amendment.

7. Termination.

If a court or regulatory body of competent jurisdiction requires modifications to this Amendment, either Party shall have the right to terminate the Amendment after sixty (60) days advance written notice.

IN WITNESS WHEREOF, the undersigned have caused this Amendment to be duly executed and to become effective as of the Effective Date.

The MCI Parties

The Verizon Parties

By: _____

By: _____

Printed: Michael A. Beach

Printed: Jeffrey A. Masoner

Title: Vice President – Carrier Management

Title: Vice President - Interconnection
Services Policy and Planning

Date: _____

Date: _____

Exhibit A

State	MCI Affiliate	Verizon Affiliate	Effective Date	Amendment #
CA	Brooks Fiber Communications of Bakersfield Inc.	Verizon California Inc., f/k/a GTE California Incorporated	3/16/03	Amendment #5
CA	Brooks Fiber Communications of Fresno Inc.	Verizon California Inc., f/k/a GTE California Incorporated	3/16/03	Amendment #5
CA	Brooks Fiber Communications of Sacramento Inc.	Verizon California Inc., f/k/a GTE California Incorporated	3/16/03	Amendment #5
CA	Brooks Fiber Communications of San Jose Inc.	Verizon California Inc., f/k/a GTE California Incorporated	3/16/03	Amendment #5
CA	Brooks Fiber Communications of Stockton Inc.	Verizon California Inc., f/k/a GTE California Incorporated	3/16/03	Amendment #5
CA	Intermedia Communications Inc.	Verizon California Inc., f/k/a GTE California Incorporated	3/16/03	Amendment #5
CA	MCI WORLDCOM Communications Inc.	Verizon California Inc., f/k/a GTE California Incorporated	3/16/03	Amendment #5
CA	MCImetro Access Transmission Services LLC	Verizon California Inc., f/k/a GTE California Incorporated	3/16/03	Amendment #5
CT	MCImetro Access Transmission Services LLC	Verizon New York Inc., d/b/a Verizon New York, f/k/a New York Telephone Company, d/b/a Bell Atlantic-New York	4/20/98	Amendment #4
CT	MCImetro Access Transmission Services LLC (as successor to Rhythms Links Inc.)	Verizon New York Inc., d/b/a Verizon New York, f/k/a New York Telephone Company, d/b/a Bell Atlantic-New York	11/8/01	Amendment #3
DC	Intermedia Communications Inc.	Verizon Washington, DC Inc., f/k/a Bell Atlantic - Washington, D.C., Inc.	2/19/97	Amendment #4
DC	MCI WORLDCOM Communications Inc.	Verizon Washington, DC Inc., f/k/a Bell Atlantic - Washington, D.C., Inc.	9/28/99	Amendment #3
DC	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon Washington, DC Inc., f/k/a Bell Atlantic - Washington, D.C., Inc.	11/28/01	Amendment #3
DC	MCImetro Access Transmission Services LLC	Verizon Washington, DC Inc., f/k/a Bell Atlantic - Washington, D.C., Inc.	9/12/97	Amendment #4
DE	MCI WorldCom Communications Inc.	Verizon Delaware Inc., f/k/a Bell Atlantic - Delaware, Inc.	7/16/96	Amendment #5
DE	MCImetro Access Transmission Services LLC	Verizon Delaware Inc., f/k/a Bell Atlantic - Delaware, Inc.	9/12/02	Amendment #4
FL	Intermedia Communications Inc.	Verizon Florida Inc., f/k/a GTE Florida Incorporated	2/23/04	Amendment #3
FL	MCImetro Access Transmission Services LLC	Verizon Florida Inc., f/k/a GTE Florida Incorporated	2/23/04	Amendment #3
FL	Metropolitan Fiber Systems of Florida Inc.	Verizon Florida Inc., f/k/a GTE Florida Incorporated	2/23/04	Amendment #3
FL	MCI WORLDCOM Communications. Inc.	Verizon Florida Inc., f/k/a GTE Florida Incorporated	2/23/04	Amendment #3

Exhibit A

State	MCI Affiliate	Verizon Affiliate	Effective Date	Amendment #
ID	MCI WORLDCOM Communications Inc.	Verizon Northwest Inc., f/k/a GTE Northwest Incorporated	6/25/03	Amendment #4
ID	MCImetro Access Transmission Services LLC	Verizon Northwest Inc., f/k/a GTE Northwest Incorporated	6/25/03	Amendment #4
IL	Intermedia Communications Inc.	Verizon North Inc., f/k/a GTE North Incorporated, Verizon South Inc., f/k/a GTE South Incorporated	6/25/03	Amendment #3
IL	MCI WORLDCOM Communications Inc.	Verizon North Inc., f/k/a GTE North Incorporated, Verizon South Inc., f/k/a GTE South Incorporated	6/25/03	Amendment #3
IN	Intermedia Communications Inc.	Verizon North Inc., f/k/a GTE North Incorporated Contel of the South, Inc., d/b/a Verizon North Systems	6/3/03	Amendment #3
IN	MCI WORLDCOM Communications Inc.	Verizon North Inc., f/k/a GTE North Incorporated Contel of the South, Inc., d/b/a Verizon North Systems	6/3/03	Amendment #3
IN	MCImetro Access Transmission Services LLC	Verizon North Inc., f/k/a GTE North Incorporated Contel of the South, Inc., d/b/a Verizon North Systems	6/3/03	Amendment #3
MA	Brooks Fiber Communications of Massachusetts Inc.	Verizon New England Inc., d/b/a Verizon Massachusetts, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Massachusetts	5/26/00	Amendment #3
MA	Intermedia Communications Inc.	Verizon New England Inc., d/b/a Verizon Massachusetts, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Massachusetts	12/9/96	Amendment #3
MA	MCI Worldcom Communications Inc.	Verizon New England Inc., d/b/a Verizon Massachusetts, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Massachusetts	6/25/99	Amendment #3
MA	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon New England Inc., d/b/a Verizon Massachusetts, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Massachusetts	11/29/01	Amendment #3
MA	MCImetro Access Transmission Services LLC	Verizon New England Inc., d/b/a Verizon Massachusetts, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Massachusetts	10/30/98	Amendment #4
MD	Intermedia Communications Inc.	Verizon Maryland Inc., f/k/a Bell Atlantic - Maryland, Inc.	2/19/97	Amendment #4
MD	MCI WORLDCOM Communications Inc.	Verizon Maryland Inc., f/k/a Bell Atlantic - Maryland, Inc.	4/25/00	Amendment #3

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State	MCI Affiliate	Verizon Affiliate	Effective Date	Amendment #
MD	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon Maryland Inc., f/k/a Bell Atlantic - Maryland, Inc.	11/28/01	Amendment #3
MD	MCImetro Access Transmission Services LLC	Verizon Maryland Inc., f/k/a Bell Atlantic - Maryland, Inc.	4/24/00	Amendment #3
ME	MCImetro Access Transmission Services LLC and New England Fiber Communications L.L.C.	Verizon New England Inc., d/b/a Verizon Maine, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Maine	7/17/97	Amendment #4
MI	Brooks Fiber Communications of Michigan Inc.	Verizon North Inc., f/k/a GTE North Incorporated	8/13/03	Amendment #3
MI	MCI WORLDCOM Communications Inc.	Verizon North Inc., f/k/a GTE North Incorporated	8/13/03	Amendment #3
MI	MCImetro Access Transmission Services LLC	Verizon North Inc., f/k/a GTE North Incorporated	8/13/03	Amendment #3
NC	Intermedia Communications Inc.	Verizon South Inc., f/k/a GTE South Incorporated	9/15/97	Amendment #3
NC	MCI WORLDCOM Communications Inc.	Verizon South Inc., f/k/a GTE South Incorporated	7/16/03	Amendment #4
NH	MCImetro Access Transmission Services LLC and New England Fiber Communications L.L.C.	Verizon New England Inc., d/b/a Verizon New Hampshire, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - New Hampshire	7/17/97	Amendment #4
NJ	Intermedia Communications Inc.	Verizon New Jersey Inc., f/k/a Bell Atlantic - New Jersey, Inc.	2/19/97	Amendment #4
NJ	MCI WORLDCOM Communications Inc.	Verizon New Jersey Inc., f/k/a Bell Atlantic - New Jersey, Inc.	9/28/99	Amendment #3
NJ	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon New Jersey Inc., f/k/a Bell Atlantic - New Jersey, Inc.	11/28/01	Amendment #3
NJ	MCImetro Access Transmission Services LLC	Verizon New Jersey Inc., f/k/a Bell Atlantic - New Jersey, Inc.	6/26/97	Amendment #4
NV	Brooks Fiber Communications of Nevada Inc.	Verizon California Inc., f/k/a GTE California Incorporated	5/30/03	Amendment #3
NV	Intermedia Communications Inc.	Verizon California Inc., f/k/a GTE California Incorporated	5/30/03	Amendment #3
NV	MCImetro Access Transmission Services LLC	Verizon California Inc., f/k/a GTE California Incorporated	5/30/03	Amendment #3
NY	Brooks Fiber Communications of New York Inc.	Verizon New York Inc., f/k/a New York Telephone Company	9/21/99	Amendment #4
NY	Intermedia Communications Inc.	Verizon New York Inc., f/k/a New York Telephone Company	11/8/96	Amendment #5
NY	MCI WORLDCOM Communications Inc.	Verizon New York Inc., f/k/a New York Telephone Company	6/24/99	Amendment #4
NY	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon New York Inc., f/k/a New York Telephone Company	11/19/01	Amendment #3

Exhibit A

State	MCI Affiliate	Verizon Affiliate	Effective Date	Amendment #
NY	MCImetro Access Transmission Services LLC	Verizon New York Inc., f/k/a New York Telephone Company	10/1/97	Amendment #6
OH	Brooks Fiber Communications Inc.	Verizon North Inc., f/k/a GTE North Incorporated	11/4/99	Amendment #3
OH	MCI WORLDCOM Communications Inc.	Verizon North Inc., f/k/a GTE North Incorporated	6/25/03	Amendment #3
OH	MCImetro Access Transmission Services LLC	Verizon North Inc., f/k/a GTE North Incorporated	6/25/03	Amendment #3
OR	MCI WORLDCOM Communications Inc.	Verizon Northwest Inc., f/k/a GTE Northwest Incorporated	12/5/01	Amendment #3
OR	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon Northwest Inc., f/k/a GTE Northwest Incorporated	11/28/01	Amendment #3
OR	MCImetro Access Transmission Services LLC	Verizon Northwest Inc., f/k/a GTE Northwest Incorporated	10/8/99	Amendment #3
PAe	MCI WorldCom Communications Inc.	Verizon Pennsylvania Inc., f/k/a Bell Atlantic - Pennsylvania, Inc.	9/28/99	Amendment #3
PAe	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon Pennsylvania Inc., f/k/a Bell Atlantic - Pennsylvania, Inc.	11/28/01	Amendment #3
PAe	MCImetro Access Transmission Services LLC	Verizon Pennsylvania Inc., f/k/a Bell Atlantic - Pennsylvania, Inc.	9/3/97	Amendment #5
PAe	Pennsylvania Intermedia Communications Inc.	Verizon Pennsylvania Inc., f/k/a Bell Atlantic - Pennsylvania, Inc.	1/14/97	Amendment #4
Paw	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon North Inc., f/k/a GTE North Incorporated	11/28/01	Amendment #3
RI	MCImetro Access Transmission Services LLC and Brooks Fiber Communications of Rhode Island, Inc.	Verizon New England Inc., d/b/a Verizon Rhode Island, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Rhode Island	5/22/97	Amendment #4
SC	Intermedia Communications Inc.	Verizon South Inc., f/k/a GTE South Incorporated	5/30/03	Amendment #3
SC	MCI WORLDCOM Communications Inc.	Verizon South Inc., f/k/a GTE South Incorporated	5/30/03	Amendment #3
SC	MCImetro Access Transmission Services LLC	Verizon South Inc., f/k/a GTE South Incorporated	5/30/03	Amendment #3
TX	Brooks Fiber Communications of Texas, Inc., f/k/a Metro Access Networks Inc.	GTE Southwest Incorporated, d/b/a Verizon Southwest	5/21/97	Amendment #4
TX	Intermedia Communications Inc.	GTE Southwest Incorporated, d/b/a Verizon Southwest	3/7/98	Amendment #4
TX	MCI WorldCom Communications Inc.	GTE Southwest Incorporated, d/b/a Verizon Southwest	1/13/00	Amendment #4

Exhibit A

State	MCI Affiliate	Verizon Affiliate	Effective Date	Amendment #
TX	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	GTE Southwest Incorporated, d/b/a Verizon Southwest	11/1/01	Amendment #3
TX	MCImetro Access Transmission Services LLC	GTE Southwest Incorporated, d/b/a Verizon Southwest	4/22/97	Amendment #4
VAe	Intermedia Communications Inc.	Verizon Virginia Inc. f/k/a Bell Atlantic - Virginia, Inc.	2/19/97	Amendment #5
VAe	MCI WORLDCOM Communications of Virginia Inc.	Verizon Virginia Inc. f/k/a Bell Atlantic - Virginia, Inc.	10/8/02	Amendment #4
VAe	MCImetro Access Transmission Services of Virginia Inc.	Verizon Virginia Inc. f/k/a Bell Atlantic - Virginia, Inc.	10/8/02	Amendment #4
VAw	MCI WORLDCOM Communications of Virginia Inc.	Verizon South Inc., f/k/a GTE South Incorporated	5/12/97	Amendment #3
VAw	MCImetro Access Transmission Services of Virginia Inc.	Verizon South Inc., f/k/a GTE South Incorporated	9/16/98	Amendment #3
VT	MCImetro Access Transmission Services LLC	Verizon New England Inc., d/b/a Verizon Vermont, f/k/a New England Telephone and Telegraph Company, d/b/a Bell Atlantic - Vermont	10/18/02	Amendment #3
WA	MCI WORLDCOM Communications Inc.	Verizon Northwest Inc., f/k/a GTE Northwest Incorporated	12/31/03	Amendment #3
WA	MCI WORLDCOM Communications Inc. (as successor to Rhythms Links Inc.)	Verizon Northwest Inc., f/k/a GTE Northwest Incorporated	11/30/01	Amendment #3
WA	MCImetro Access Transmission Services LLC	Verizon Northwest Inc., f/k/a GTE Northwest Incorporated	12/31/03	Amendment #4
WI	Intermedia Communications Inc.	Verizon North Inc., f/k/a GTE North Incorporated	6/25/03	Amendment #3
WI	MCImetro Access Transmission Services LLC	Verizon North Inc., f/k/a GTE North Incorporated	6/25/03	Amendment #3
WV	Intermedia Communications Inc.	Verizon West Virginia Inc., f/k/a Bell Atlantic - West Virginia, Inc.	2/19/97	Amendment #4
WV	MCImetro Access Transmission Services LLC	Verizon West Virginia Inc., f/k/a Bell Atlantic - West Virginia, Inc.	9/3/98	Amendment #4