



July 24, 2002

PriorityOne Telecommunications, Inc.
808 Adams Ave.
La Grande, OR 97850

Dear Mr. Mutch:

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, PriorityOne Telecommunications, Inc. ("CLEC") wishes to "Pick and Choose" in its entirety, the terms of the Interconnection Agreement and any associated amendments, if applicable, ("Agreement") between Integra Telecom, Inc. and Qwest Corporation fka U S WEST Communications, Inc. ("Qwest") that was approved by the Commission on May 12, 2000, Docket #: Docket No. ARB-219 as an effective agreement in the State of Oregon. PriorityOne Telecommunications, Inc. is incorporated in the state of Oregon. We understand you have a copy of the Wireline agreement.

With respect to the aforementioned Agreement, Qwest and CLEC (" the Parties") understand and agree:

1. The Parties shall request the Commission to expedite its review and approval of this Agreement. This Agreement shall become effective upon such approval.
2. Notwithstanding the mutual commitments set forth herein, the Qwest is entering into this 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 this Agreement. During the proceeding in which the Commission is to review and approve the 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.
3. CLEC adopts the terms and conditions of the Integra Telecom, Inc. Agreement for interconnection with Qwest and in applying the terms and conditions, agrees that PriorityOne Telecommunications, Inc. be substituted in place of "Integra Telecom, Inc." throughout the Agreement wherever the latter appears.
4. Qwest requests that notice to Qwest Corporation as may be required under the Agreement shall be provided as follows:

To: Qwest Corporation
Director Interconnection Compliance
1801 California Street, Room 2410
Denver, CO 80202

With copy to:
Qwest Corporation Law Department
Attention: General Counsel, Interconnection
1801 California Street, 38th Floor
Denver, CO 80202

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

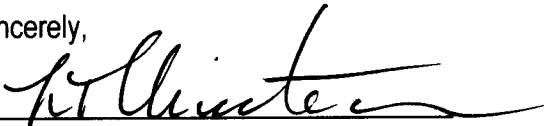
To: PriorityOne Telecommunications, Inc.
Kelly Mutch / CEO
808 Adams Ave.
La Grande, OR 97850
Phone: 541-975-5600
Fax: 541-975-5700

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

Please sign all three original copies of this letter, and overnight them to Heidi Higer, 1801 California St, Suite 2410 – Denver, CO 80202 (Phone: 303-965-3029) by October 24, 2002. After October 24, 2002 Qwest may rescind its willingness to consider the Agreement's terms and conditions, and will consider that you have withdrawn from good faith negotiations.

Please note that Qwest will file this letter with the appropriate state commission for approval; however, some state commissions will not approve the letter 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,



Qwest Corporation
L.T. Christensen
Director – Business Policy
1801 California Street, Suite 23rd Floor
Denver, Colorado 80202

Date

8/14/02

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

Priority One Telecommunications, Inc.

CLEC Name

Signature

Name

Title

Date

CDS-020724-0043 (OR)
7/24/02 - HAH