



805 Broadway, 8th Floor
Vancouver, WA 98660

October 29, 2010

Oregon Public Utility Commission
Attn: Filing Center
550 Capitol Street NE, Ste 215
Salem, OR 97301-2551

RE: UM-1484 CenturyLink/Qwest Merger

Dear Commission:

Please find enclosed a copy of the agreement between CenturyLink, Inc. and 360networks, Inc., which was referenced in the withdrawal letter filed by 360networks on October 19, 2010. CenturyLink is filing the agreement to assist the Commission with the withdrawal.

Please do not hesitate to contact me if you have any questions.

Sincerely,

William E. Hendricks

Encl.
cc: Service List

Phone: 360-905-5949
Fax: 360-905-5953



September 28, 2010

VIA Email: Michel.Nelson@360.net

Michel Singer Nelson
Associate General Counsel
370 Interlocken Blvd, Suite 600
Broomfield, CO 80021

Re: 360networks Intervention in CenturyLink/Qwest merger proceedings

Dear Michel:

This will confirm the understanding we reached regarding the status of interconnection agreements, as amended, between 360networks (USA) inc. (360networks) and Qwest Corporation, namely that Qwest Corporation¹ will honor all obligations under its existing interconnection agreements with 360networks. Qwest Corporation will not terminate or change the conditions of 360networks' interconnection agreements in any state, with the exception of changes of law, unless requested or agreed to by 360networks, or in the event of default or other triggering event expressly contemplated by the terms of the agreement, for a period of 36 months from the Closing Date of the CenturyLink/Qwest transaction for any agreement not expired as of the Closing Date and for any agreement that has been expired less than 3 years as of the Closing Date. In addition, where 360networks and Qwest Corporation are in negotiations for the initial successor agreement to an agreement covered above, 360networks may, at its option, use its currently existing agreement as the basis for negotiating the initial successor agreement with Qwest Corporation. Unless mutually agreed otherwise, 360networks and Qwest Corporation agree to incorporate the amendments to the existing agreement into the body of the agreement used as the basis for such negotiations of the initial successor agreement. The parties will work cooperatively to complete any necessary ICA amendments or filings to effectuate these terms, where needed. This agreement is null and void if the pending merger between CenturyLink and Qwest does not close.

Nothing in this agreement shall preclude 360networks from obtaining the benefits of additional FCC conditions not addressed in this agreement.

In exchange for this agreement, 360networks will immediately take all necessary steps to withdraw from or cease participation (directly or indirectly) in all pending CenturyLink/Qwest merger review dockets before the state regulatory commissions and the FCC, except to the extent

¹ Throughout, Qwest Corporation includes any successor entity operating in current Qwest territories.



participation is required to gain approval of this agreement, where required. Where permitted, this includes the withdrawal of interventions, pre-filed testimony, and any pending discovery. The parties also acknowledge that this agreement is not confidential and may need to be filed, or otherwise disclosed to state regulatory commissions or other parties in response to discovery requests or by commission rule or order. To the extent necessary to comply with the dictates of a given state filing convention, the parties agree to work cooperatively to convert or present this agreement in another format (e.g. in Motion format), as needed, so long as the substance of the agreement does not change.

Please confirm that this letter accurately describes your understanding and agreement to these terms by signing in the space provided below, and return the executed copy to my attention this afternoon via email if it meets with your approval.

I appreciate all your efforts and assistance in getting this worked out, and I look forward to continue to working with you in the future.

Best regards,

A handwritten signature in black ink, appearing to read "M. Hunsucker", written over a horizontal line.

Michael R. Hunsucker, Director – CLEC Management and Services, CenturyLink
(VP Wholesale Services & Support designee for post-merger company)
michael.hunsucker@centurylink.com

Confirmed as to content and Agreed to as to terms:

A handwritten signature in black ink, appearing to read "Michel Singer Nelson", written over a horizontal line.

By: Michel Singer Nelson
Associate General Counsel
360networks (USA) inc.

CERTIFICATE OF SERVICE
UM-1484

I certify that on October 29th, 2010, a true and correct copy of the Agreement between CenturyLink and 360networks (USA) was served on the following parties via electronic mail and where paper service is not waived, by U.S. mail:

W	Charles L Best Attorney At Law 1631 NE Broadway #538 Portland, OR 97232-1425 chuck@charleslbest.com	W	Michel Singer Nelson 360networks (USA) Inc. 370 Interlocken Blvd Ste 600 Broomfield, CO 80021-8015 mnelson@360.net
W	Penny Stanley 360networks (USA) inc. 370 Interlocken Blvd Ste 600 Broomfield, CO 80021-8015 penny.stanley@360.net	W	Arthur A Butler - C/HC Ater Wynne LLP 601 Union Street, Ste 1501 Seattle, WA 98101-3981 aab@aterwynne.com
W	Joel Paisner Ater Wynne LLP 601 Union St Ste 1501 Seattle, WA 98101-2327 jrp@aterwynne.com	W	Richard Stevens Central Telephone Inc. PO Box 25 Goldendale, WA 98620 rstevens@gorge.net
W	John Felz CenturyLink 5454 W 110 th St KSOPKJ0502 Overland Park, KS 66211 john.felz@centurylink.com	W	Michael R. Moore Charter Fiberlink OR – CCVII, LLC 12405 Powerscourt Dr. St. Louis, MO 63131 michael.moore@chartercom.com
W	Gordon Feighner - C Citizens Utility Board of Oregon 610 SW Broadway, Ste 400 Portland, OR 97205 gordon@oregoncub.org	W	Robert Jenks - C/HC Citizens Utility Board of Oregon 610 SW Broadway, Ste 400 Portland, OR 97205 bob@oregoncub.org
W	G. Catriona McCracken – C/HC Citizens Utility Board of Oregon 610 SW Broadway, Ste 400 Portland, OR 97205 catriona@oregoncub.org	W	Raymond Myers – C/HC Citizens Utility Board of Oregon 610 SW Broadway, Ste 400 Portland, OR 97205 ray@oregoncub.org

W Kevin Elliott Parks – **C/HC**
Citizens Utility Board of Oregon
610 SW Broadway, Ste 400
Portland, OR 97205
kevin@oregoncub.org

W Douglas R. Holbrook
Holbrook & Seifert, LLC
PO Box 2087
Newport, OR 97367
doug@lawbyhs.com

W Marsha Spellman
Converge Communications
10425 SW Hawthorne Ln.
Portland, OR 97225
marsha@convergecomm.com

Katherine K. Mudge
Covad Communications Co.
7000 N Mopac Expwy 2nd Fl
Austin, TX 78731
kmudge@covad.com

Rex M. Knowles
XO Communications Services, Inc.
7050 Union Park Ave – Ste 400
Midvale, UT 84047
rex.knowles@xo.com

Jason W. Jones – **C/HC**
Department of Justice
Assistant Attorney General
1162 Court St NE
Salem, OR 97301-4096
jason.w.jones@state.or.us

W Gregory Merz – **C/HC**
Gray Plant Mooty
500 IDS Center
80 S. Eighth St.
Minneapolis, MN 55402
gregory.merz@gpmlaw.com

W David Hawker
City of Lincoln City
801 SW Highway 101
Lincoln City, OR 97367
davidh@lincolncity.org

W Charles Jones
Communication Connection
14250 NW Science Park Dr. – Ste B
Portland, OR 97229
charlesjones@cms-nw.com

W Frank G Patrick
Corporate Lawyers PC
PO Box 231119
Portland, OR 97281
fgplawpc@hotmail.com

W K C Halm – **C/HC**
Davis Wright Tremaine, LLP
1919 Pennsylvania Ave NW 2nd Fl
Washington DC 20006-3458
kchalm@dwt.com

W Mark P. Trincherro – **C/HC**
Davis Wright Tremaine, LLP
1300 SW Fifth Ave Ste 2300
Portland, OR 97201-5682
marktrincherro@dwt.com

W Judith Endejan – **C**
Graham & Dunn PC
2801 Alaskan Way, Ste 300
Seattle, WA 98121
jendejan@grahamdunn.com

W Karen L. Clauson - **C**
Integra Telecom, Inc.
6160 Golden Hills Dr.
Golden Valley, MN 55416-1020
klclauson@integratelecom.com

W	<p>Greg L. Rogers – C Level 3 Communications LLC 1025 Eldorado Blvd Broomfield, CO 80021 greg.rogers@level3.com</p>	W	<p>Wayne Belmont Lincoln County Legal Counsel 225 W Olive St., Rm 110 Newport, OR 97365 wbelmont@co.lincoln.or.us</p>
W	<p>Adam Lowney - C/HC McDowell Rackner & Gibson PC 419 SW 11th Ave, Ste 400 Portland, OR 97205 adam@mcd-law.com</p>	W	<p>Wendy McIndoo - C McDowell Rackner & Gibson PC 419 SW 11th Ave., Ste 400 Portland, OR 97205 wendy@mcd-law.com</p>
W	<p>Lisa F. Rackner - C McDowell Rackner & Gibson PC 419 SW 11th Ave., Ste 400 Portland, OR 97205 lisa@mcd-law.com</p>	W	<p>Greg Marshall Northwest Public Comm. Council 2373 NW 185th Ave - #310 Hillsboro, OR 97124 gmarshall@corbantechnologies.com</p>
W	<p>Randy Linderman Pacific Northwest Payphone 2373 NW 185th Ave Hillsboro, OR 97124-7076 rlinderman@gofirestream.com</p>	W	<p>Edwin B. Parker Parker Telecommunications PO Box 402 Gleneden Beach, OR 97388 edparker@teleport.com</p>
W	<p>Kelly Mutch – C PriorityOne Telecommunications Inc. PO Box 758 La Grande, OR 97850-6462 managers@p1tel.com</p>	W	<p>Bryan Conway – C/HC Public Utility Commission of Oregon PO Box 2148 Salem, OR 97308-2148 bryan.conway@state.or.us</p>
W	<p>Michael Dougherty – C/HC Public Utility Commission of Oregon PO Box 2148 Salem, OR 97308-2148 michael.dougherty@state.or.us</p>		<p>Patrick L. Phipps – C/HC QSI Consulting, Inc. 3504 Sundance Dr. Springfield, IL 62711</p>
	<p>Alex M. Duarte – C Qwest Corporation 310 SW Park Ave. 11th Fl Portland, OR 97205-3715 alex.duarte@qwest.com</p>		<p>Mark Reynolds Qwest Corporation 1600 7th Ave Rm 3206 Seattle, WA 98191 mark.reynolds3@qwest.com</p>

W Diane Browning
Sprint Communications Co. LP
6450 Sprint Pkwy
Overland Park, KS 66251
diane.c.browning@sprint.com

W Kenneth Schifman
Sprint Communications Co. LP
6450 Sprint Pkwy
Overland Park, KS 66251
kenneth.schifman@sprint.com

W Kristin L. Jacobson – C
Sprint Nextel
201 Mission St. Ste 1500
San Francisco, CA 94105
kristin.l.jacobson@sprint.com

Dave Conn
T-Mobile USA, Inc.
12920 SE 38th St.
Bellevue, WA 98006
dave.conn@t-mobile.com

W William Sargent
Tillamook County Counsel
1134 Main Ave.
Tillamook, OR 97141
wsargent@oregoncoast.com

Lyndall Nipps – C
tw telecom of Oregon, LLC
9665 Granite Ridge Dr. – Ste 500
San Diego, CA 92123
lyndall.nipps@twtelecom.com

Barbara Young
CenturyLink
902 Wasco St ORHDRA0305
Hood River, OR 97031
barbara.c.young@centurylink.com

W Adam Haas
WSTC
10425 SW Hawthorne Ln
Portland, OR 97225
adamhaas@convergecomm.com

Rhonda Kent

W – waived paper service
C – Confidential
HC – Highly Confidential



CenturyLink™

Stronger Connected™