

AMENDED TERMS AND CONDITIONS FOR COMMERCIAL LINE SHARING ARRANGEMENTS

This Amendment together with this signature page, the general terms and conditions, annexes, addenda, Rate Sheet, and exhibits attached hereto or incorporated herein by reference (collectively the "Amendment") is entered into between Qwest Corporation ("Qwest") and CLEC (each identified for purposes of this Agreement in the signature blocks below, and referred to separately as a "Party" or collectively as the "Parties"). This Agreement may be executed in counterparts. This Agreement is effective on the date Qwest duly executes it following Qwest's receipt of a copy of the Agreement executed by CLEC. The undersigned Parties have read and agree to the terms and conditions set forth in the Agreement.

QWEST CORPORATION:

CLEC:

DIECA COMMUNICATIONS, INC. (d/b/a COVAD COMMUNICATIONS COMPANY), A VIRGINIA CORPORATION

By: [Signature]
 Name: LT Christensen
 Title: Director
 Date: 9/10/04

By: [Signature]
 Name: James A. Kirkland
 Title: Senior Vice President/General Counsel
 Date: 9/2/04

APPLICABLE SERVICES:

Qwest agrees to offer and CLEC intends to purchase the Services indicated below by CLEC's signatory initialing on the applicable blanks:

_____ **COMMERCIAL LINE SHARING**

APPLICABLE STATES:

Qwest agrees to offer and CLEC intends to purchase commercial line sharing in the states indicated below by CLEC's signatory initialing on the applicable blanks:

<u>JAC</u>	Arizona
<u>JAC</u>	Colorado
<u>JAC</u>	Idaho
<u>JAC</u>	Iowa
<u>JAC</u>	Minnesota
<u>JAC</u>	Montana
<u>JAL</u>	Nebraska
<u>JAK</u>	New Mexico
<u>JAK</u>	North Dakota
<u>JAC</u>	Oregon (Covad Communications Company)
<u>JAK</u>	South Dakota
<u>JAK</u>	Utah
<u>JAC</u>	Washington (Covad Communications Company)
<u>JAK</u>	Wyoming

103-041115-1000 MD

**AMENDED TERMS AND CONDITIONS FOR COMMERCIAL LINE SHARING
ARRANGEMENTS**

IS 100000		Rate	Net
		Rate	Rate
Shared Services			
209.4 Line Sharing			
209.4.1	Shared Loop, per Loop (footnote 1)		
	Rate Groups for determining RC rate for Line Installed 10/2/2004-9/30/2005		
	209.4.1.1.1	Previous Year New Incremental Growth totaling 15,000 Lines or more	\$5.00 \$35.00
	209.4.1.1.2	Previous Year New Incremental Growth totaling 12,500-14,999 Lines(Gt. 12,500)	\$6.00 \$35.00
	209.4.1.1.3	Previous Year New Incremental Growth totaling 7,500-12,499 Lines(Gt. 7,500 ra	\$7.00 \$35.00
	209.4.1.1.4	Previous Year New Incremental Growth totaling less that 7,500 Lines	\$8.00 \$35.00
	Rate Groups for determining RC rate for Line Installed 10/1/2005-10/1/2007		
	209.4.1.2.1	Previous Year New Incremental Growth totaling 17,500 Lines or more	\$5.00 \$35.00
	209.4.1.2.2	Previous Year New Incremental Growth totaling 12,500-17,499 Lines(Gt. 12,500)	\$6.00 \$35.00
	209.4.1.2.3	Previous Year New Incremental Growth totaling 7,500-12,499 Lines(Gt. 7,500 ra	\$7.00 \$35.00
	209.4.1.2.4	Previous Year New Incremental Growth totaling less that 7,500 Lines	\$8.00 \$35.00
209.4.2	OSS - Per Line - Per Month		\$0.00
209.4.3	Conversion Charge		ICB
209.4.4	Deloading		\$300.00
The following elements must be included in your Interconnection Agreement before ordering Line Sharing from your Commercial Agreement:			
Interconnection Tie Pairs (ITP) – Per Termination			
DS0			
DS1 Per each Termination			
DS3 Per each Termination			
Splitter Shelf Charge			
Splitter TIE Cable Connections			
Splitter in the Common Area—Data to 410 block			
Splitter in the Common Area—Data direct to CLEC			
Splitter on the IDF—Data to 410 block			
Splitter on the IDF—Data direct to CLEC			
Splitter on the MDF—Data to 410 block			
Splitter on the MDF—Data direct to CLEC			
Engineering			
Existing Bay			
1. Beginning in October 2, 2004 the RC will be adjusted based on annual volumes from the previous year. To determine the annual additional net volume of Line Shared services, Qwest will subtract the total number of Line Shared services in service as of September 30, of the immediate previous year from the total number of Line Shared services in service as of September 30, of the current year.			

EXHIBIT B TO COMMERCIAL LINE SHARING AGREEMENT

1. All of CLEC's Line Sharing arrangements ordered pursuant to this Agreement, shall not be subject to performance assurance plan remedies or any other service quality standards or remedies applicable to Qwest.

In lieu of these performance provisions, Qwest shall provide performance reporting on the following commercial line sharing metrics:

- Firm Order Commitments On Time
- Installation Commitments Met
- Order Installation Interval
- Out of Service Cleared within 24 Hours
- Mean Time to Restore
- Trouble Rate

The business rules for the foregoing metrics are attached and are subject to change upon written notice to CLEC. In addition, Qwest shall provide CLEC with ad hoc data showing the monthly Repeat Trouble rate for Commercial Line Sharing arrangements in a reasonable form and manner for the term of the Agreement in any month that CLEC makes a written request for such ad hoc data.



Line Sharing Commercial Measurement Definitions

Version 1.2

June 7, 2004

FOC-1 – Firm Order Confirmations (FOCs) On Time

Purpose: Monitors the timeliness with which Qwest returns Firm Order Confirmations (FOCs) to CLECs in response to LSRs received from CLECs, focusing on the degree to which FOCs are provided within specified intervals.		
Description: Measures the percentage of Firm Order Confirmations (FOCs) that are provided to CLECs within the intervals specified under “Standards” below for FOC notifications. <ul style="list-style-type: none"> Includes all LSRs that are submitted through IMA-GUI and IMA-EDI interfaces that receive an FOC during the reporting period, subject to exclusions specified below. (Acknowledgments sent separately from an FOC (e.g., EDI 997 transactions are not included.) LSRs will be evaluated according to the FOC interval categories shown in the “Standards” section below, based on the number of lines/services requested on the LSR or, where multiple LSRs from the same CLEC are related, based on the combined number of lines/services requested on the related LSRs. 		
Reporting Period: One month		Unit of Measure: Percent
Reporting: Individual CLEC	Disaggregation Reporting: Regional level.	
Formula: $\text{FOC-1} = \left\{ \left[\frac{\text{Count of LSRs for which the original FOC's "FOC Notification Date \& Time" (Application Date \& Time) is within the intervals specified for the service category involved}}{\text{Total Number of original FOC Notifications transmitted for the service category in the reporting period}} \right] \times 100 \right\}$		
Exclusions: <ul style="list-style-type: none"> LSRs involving individual case basis (ICB) handling based on quantities of lines, as specified in the “Standards” section below, or service/request types, deemed to be projects. Hours on Weekends and holidays. LSRs with CLEC-requested FOC arrangements different from standard FOC arrangements. Records with invalid product codes. Records missing data essential to the calculation of the measurement per the measure definition. Duplicate LSR numbers. (Exclusion to be eliminated upon implementation of IMA capability to disallow duplicate LSR #'s.) Invalid start/stop dates/times. 		
Product Reporting: Line Sharing		
	Standard FOC Intervals	
	Product Group <small>NOTE 1</small>	FOC Interval
	Line Sharing loops	1-24 shared 24 hours
Availability: TBD		

	Notes: LSRs with quantities above the highest number specified for each product type are considered ICB.

ICM-1 - Installation Commitments Met

<p>Purpose: Evaluates the extent to which Qwest installs services for Customers by the scheduled due date.</p>	
<p>Description: Measures the percentage of orders for which the scheduled due date is met.</p> <ul style="list-style-type: none"> All inward orders (Change, New, and Transfer order types) assigned a due date by Qwest and which are completed/closed during the reporting period are measured, subject to exclusions specified below. Change order types included in this measurement consist of all C orders representing inward activity (with "I" and "T" action coded line USOCs). Also included are orders with customer-requested due dates longer than the standard interval. Completion date on or before the Applicable Due Date recorded by Qwest is counted as a met due date. The Applicable Due Date is the original due date or, if changed or delayed by the customer, the most recently revised due date, subject to the following: If Qwest changes a due date for Qwest reasons, the Applicable Due Date is the customer-initiated due date, if any, that is (a) subsequent to the original due date and (b) prior to a Qwest-initiated, changed due date, if any. 	
<p>Reporting Period: One month</p>	<p>Unit of Measure: Percent</p>
<p>Reporting: Individual CLEC</p>	<p>Disaggregation Reporting: Regional level.</p> <ul style="list-style-type: none"> Results for product/services listed in Product Reporting under "MSA Type Disaggregation" will be reported according to orders involving: ICM-1A Dispatches (Includes within MSA and outside MSA); and ICM-1B No dispatches. Results for products/services listed in Product Reporting under "Zone-type Disaggregation" will be reported according to installations: ICM-1C Interval Zone 1 and Interval Zone 2 areas.
<p>Formula: $\left[\frac{\text{Total Orders completed in the reporting period on or before the Applicable Due Date}}{\text{Total Orders Completed in the Reporting Period}} \right] \times 100$</p>	
<p>Exclusions:</p> <ul style="list-style-type: none"> Disconnect, From (another form of disconnect) and Record order types. Due dates missed for standard categories of customer and non-Qwest reasons. Standard categories of customer reasons are: previous service at the location did not have a customer-requested disconnect order issued, no access to customer premises, and customer hold for payment. Standard categories of non-Qwest reasons are: Weather, Disaster, and Work Stoppage. Records involving official company services. Records with invalid due dates or application dates. Records with invalid completion dates. Records with invalid product codes. Records missing data essential to the calculation of the measurement per the measure definition. 	

Product Reporting			
MSA-Type:			
Line Sharing			
Zone-Type:			
Availability: TBD		Notes:	

OII-1 - Order Installation Interval

Purpose:

Evaluates the timeliness of Qwest's installation of services for CLECs, focusing on the average time to install service.

Description:

Measures the average interval (in business days) between the application date and the completion date for service orders accepted and implemented.

- Includes all inward orders (Change, New, and Transfer order types) assigned a due date by Qwest and which are completed/closed during the reporting period, subject to exclusions specified below. Change order types for additional lines consist of all C orders representing inward activity.
- Intervals for each measured event are counted in whole days: the application date is day zero (0); the day following the application date is day one (1).
- The Applicable Due Date is the original due date or, if changed or delayed by the CLEC, the most recently revised due date, subject to the following: If Qwest changes a due date for Qwest reasons, the Applicable Due Date is the CLEC-initiated due date, if any, that is (a) subsequent to the original due date and (b) prior to a Qwest-initiated, changed due date, if any. ^{NOTE 1}
- Time intervals associated with CLEC-initiated due date changes or delays occurring after the Applicable Due Date, as applied in the formula below, are calculated by subtracting the latest Qwest-initiated due date, if any, following the Applicable Due Date, from the subsequent CLEC-initiated due date, if any. ^{NOTE 1}

Reporting Period: One month

Unit of Measure: Average Business Days

Reporting:
Individual
CLEC

Disaggregation Reporting: Regional level.

- Results for product/services listed in Product Reporting under "MSA Type Disaggregation" will be reported according to orders involving:
OII-1A Dispatches (Includes within MSA and outside MSA); and
OII-1B No dispatches.
- Results for products/services listed in Product Reporting under "Zone-type Disaggregation" will be reported according to installations:
OII-1C Interval Zone 1 and Interval Zone 2 areas.

Formula:

$$\frac{\Sigma[(\text{Order Completion Date}) - (\text{Order Application Date}) - (\text{Time interval between the Original Due Date and the Applicable Date}) - (\text{Time intervals associated with CLEC-initiated due date changes or delays occurring after the Applicable Due Date})]}{\text{Total Number of Orders Completed in the reporting period}}$$

Explanation: The average installation interval is derived by dividing the sum of installation intervals for all orders (in business days) by total number of service orders completed in the reporting period.

Exclusions:

- Orders with CLEC requested due dates greater than the current standard interval.
- Disconnect, From (another form of disconnect) and Record order types.
- Records involving official company services.
- Records with invalid due dates or application dates.
- Records with invalid completion dates.
- Records with invalid product codes.

<ul style="list-style-type: none"> Records missing data essential to the calculation of the measurement per the measure definition. Orders involving individual case basis (ICB) handling based on quantities of lines, circuits or loops, or orders deemed to be projects. 	
Product Reporting:	
MSA-Type -	Reported As:
Line Sharing	Average business days
Zone-Type -	
<ul style="list-style-type: none"> 	
Availability: TBD	Notes: <ol style="list-style-type: none"> According to this definition, the Applicable Due Date can change, per successive CLEC-initiated due date changes or delays, up to the point when a Qwest-initiated due date change occurs. At that point, the Applicable Due Date becomes fixed (i.e., with no further changes) as the date on which it was set prior to the first Qwest-initiated due date change, if any. Following the first Qwest-initiated due date change, any further CLEC-initiated due date changes or delays are measured as time intervals that are subtracted as indicated in the formula. These delay time intervals are calculated as stated in the description. (Though infrequent, in cases where multiple Qwest-initiated due date changes occur, the stated method for calculating delay intervals is applied to each pair of Qwest-initiated due date change and subsequent CLEC-initiated due date change or delay. The intervals thus calculated from each pairing of Qwest and CLEC-initiated due dates are summed and then subtracted as indicated in the formula.) The result of this approach is that Qwest-initiated impacts on intervals are counted in the reported interval, and CLEC-initiated impacts on intervals are not counted in the reported interval.

OOS24-1 - Out of Service Cleared within 24 Hours

<p>Purpose: Evaluates timeliness of repair for specified services, focusing on trouble reports where the out-of-service trouble reports were cleared within the standard estimate for specified services (i.e., 24 hours for out-of-service conditions).</p>	
<p>Description: Measures the percentage of out of service trouble reports, involving specified services, that are cleared within 24 hours of receipt of trouble reports from CLECs or from retail customers.</p> <ul style="list-style-type: none"> • Includes all trouble reports, closed during the reporting period, which involve a specified service that is out-of-service (i.e., unable to place or receive calls), subject to exclusions specified below. • Time measured is from date and time of receipt to date and time trouble is indicated as cleared. 	
<p>Reporting Period: One month</p>	<p>Unit of Measure: Percent</p>
<p>Reporting: Individual CLEC</p>	<p>Disaggregation Reporting: Regional level.</p> <ul style="list-style-type: none"> • Results for product/services listed in Product Reporting under "MSA Type Disaggregation" will be reported according to orders involving: OOS24-1A Dispatches (Includes within MSA and outside MSA); and OOS24-1B No dispatches. • Results for products/services listed in Product Reporting under "Zone-type Disaggregation" will be reported according to installations: OOS24-1C Interval Zone 1 and Interval Zone 2 areas.
<p>Formula: $\left[\frac{\text{(Number of Out of Service Trouble Reports closed in the reporting period that are cleared within 24 hours)}}{\text{(Total Number of Out of Service Trouble Reports closed in the reporting period)}} \right] \times 100$ </p>	
<p>Exclusions:</p> <ul style="list-style-type: none"> • Trouble reports coded as follows: <ul style="list-style-type: none"> – For products measured from MTAS data (products listed for MSA-type disaggregation), trouble reports coded to disposition codes for: Customer Action; Non-Telco Plant; Trouble Beyond the Network Interface; No Field Visit Test OK, No Field Visit Found OK, Field Visit Found OK, and Miscellaneous – Non-Dispatch, non-Qwest (includes CPE, Customer Instruction, Carrier, Alternate Provider). – For products measured from WFA (Workforce Administration) data (products listed for Zone-type disaggregation) trouble reports coded to trouble codes for No Trouble Found (NTF), Test O K (TOK), Carrier Action (IEC) and Customer Provided Equipment (CPE). • Subsequent trouble reports of any trouble before the original trouble report is closed. • Information tickets generated for internal Qwest system/network monitoring purposes. • Time delays due to "no access" are excluded from repair time for products/services listed in Product Reporting under "Zone-type Disaggregation". • For products measured from MTAS data (products listed for MSA-type disaggregation), trouble reports involving a "no access" delay. 	

- Trouble reports on the day of installation before the installation work is reported by the technician/installer as complete.
- Records involving official company services.
- Records with invalid trouble receipt dates.
- Records with invalid cleared or closed dates.
- Records with invalid product codes.
- Records missing data essential to the calculation of the measurement per the measure definition.

Product Reporting:			
MSA-Type -			
• Line Sharing			
Zone-Type -			
•			
Availability: TBD	Notes:		

MTTR-1 - Mean Time to Restore

<p>Purpose: Evaluates timeliness of repair, focusing how long it takes to restore services to proper operation.</p>	
<p>Description: Measures the average time taken to clear trouble reports.</p> <ul style="list-style-type: none"> • Includes all trouble reports closed during the reporting period, subject to exclusions specified below. • Includes customer direct reports, customer-relayed reports, and test assist reports that result in a trouble report. • Time measured is from date and time of receipt to date and time trouble is cleared. 	
<p>Reporting Period: One month</p>	<p>Unit of Measure: Hours and Minutes</p>
<p>Reporting: Individual CLEC</p>	<p>Disaggregation Reporting: Regional level.</p> <ul style="list-style-type: none"> • Results for product/services listed in Product Reporting under "MSA Type Disaggregation" will be reported according to orders involving: MTTR-1A Dispatches (Includes within MSA and outside MSA); and MTTR-1B No dispatches. • Results for products/services listed in Product Reporting under "Zone-type Disaggregation" will be reported according to installations: MTTR-1C Interval Zone 1 and Interval Zone 2 areas.
<p>Formula: $\frac{\sum[(\text{Date \& Time Trouble Report Cleared}) - (\text{Date \& Time Trouble Report Opened})]}{(\text{Total number of Trouble Reports closed in the reporting period})}$ </p>	
<p>Exclusions:</p> <ul style="list-style-type: none"> • Trouble reports coded as follows: <ul style="list-style-type: none"> – For products measured from MTAS data (products listed for MSA-type disaggregation), trouble reports coded to disposition codes for: Customer Action; Non-Telco Plant; Trouble Beyond the Network Interface; No Field Visit Test OK, No Field Visit Found OK, Field Visit Found OK, and Miscellaneous – Non-Dispatch, non-Qwest (includes CPE, Customer Instruction, Carrier, Alternate Provider). – For products measured from WFA (Workforce Administration) data (products listed for Zone-type disaggregation) trouble reports coded to trouble codes for No Trouble Found (NTF), Test OK (TOK), Carrier Action (IEC) and Customer Provided Equipment (CPE). • Subsequent trouble reports of any trouble before the original trouble report is closed. • Information tickets generated for internal Qwest system/network monitoring purposes. • Time delays due to "no access" are excluded from repair time for products/services listed in Product Reporting under "Zone-type Disaggregation". • For products measured from MTAS data (products listed for MSA-type disaggregation), trouble reports involving a "no access" delay. • Trouble reports on the day of installation before the installation work is reported by the technician/installer as complete. • Records involving official company services. • Records with invalid trouble receipt dates. • Records with invalid cleared or closed dates. • Records with invalid product codes. • Records missing data essential to the calculation of the measurement per the measure definition. 	

Product Reporting:		
MSA-Type – Line Sharing		
Zone-Type -		
•		
Availability: TBD	Notes:	

TR-1 - Trouble Rate

Purpose:

Evaluates the overall rate of trouble reports as a percentage of the total installed base of the service or element.

Description:

Measures trouble reports by product and compares them to the number of lines in service.

- Includes all trouble reports closed during the reporting period, subject to exclusions specified below.
- Includes all applicable trouble reports, including those that are out of service and those that are only service-affecting.

Reporting Period: One month

Unit of Measure: Percent

Reporting: Individual CLEC

Disaggregation Reporting: Regional level.

Formula:

$$\left[\frac{\text{Total number of trouble reports closed in the reporting period involving the specified service grouping}}{\text{Total number of the specified services that are in service in the reporting period}} \right] \times 100$$

Exclusions:

- Trouble reports coded as follows:
 - For products measured from MTAS data (products listed for MSA-type, trouble reports coded to disposition codes for: Customer Action; Non-Telco Plant; Trouble Beyond the Network Interface; No Field Visit Test OK, No Field Visit Found OK, Field Visit Found OK, and Miscellaneous – Non-Dispatch, non-Qwest (includes CPE, Customer Instruction, Carrier, Alternate Provider).
 - For products measured from WFA (Workforce Administration) data (products listed for Zone-type) trouble reports coded to trouble codes for No Trouble Found (NTF), Test O K (TOK), Carrier Action (IEC) and Customer Provided Equipment (CPE).
- Subsequent trouble reports of any trouble before the original trouble report is closed.
- Information tickets generated for internal Qwest system/network monitoring purposes.
- Time delays due to “no access” are excluded from repair time for products/services listed in Product Reporting under “Zone-type”.
- For products measured from MTAS data (products listed for MSA-type, trouble reports involving a “no access” delay.)
- Trouble reports on the day of installation before the installation work is reported by the technician/installer as complete.
- Records involving official company services.
- Records with invalid trouble receipt dates.
- Records with invalid cleared or closed dates.
- Records with invalid product codes.
- Records missing data essential to the calculation of the measurement per the measure definition.

Product Reporting:	
MSA Type:	
• Line Sharing	
Zone Type:	
•	
Availability: TBD	Notes: