



June 1, 2005

XO Communications Services, Inc.
11111 Sunset Hills Road
Reston, VA 20190

Re: CLEC Consolidation – Interim Period Agreement Amendment

Dear: Gegi Leeger

As you know, Qwest Corporation and XO Communications Services, Inc. recently entered into the above referenced Interim Period Agreement (Agreement) setting forth a process and procedures to address certain contract, code and systems issues raised by XO's reorganization and/or consolidation activities in various states. Since the date of the Interim Agreement, XO and Allegiance have finalized their merger activities in Colorado. Accordingly, the parties agree to amend the Exhibits to add Colorado as set forth in the attached amended Exhibit A and Exhibit B. Upon execution of this letter indicating agreement to such amendment, the parties agree that the terms of the Agreement will apply to XO's operations in Colorado. The parties also agree that the original Agreement and the Exhibits attached to this Amendment will be filed with the Colorado Public Service Commission.

The parties intending to be legally bound have executed this Interim Agreement 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.

Qwest Corporation

By:

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

Date:

6/3/05

XO Communications Services, Inc.

By:

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

Date:

06/02/05



Exhibit A

Merging Entities (former XO Communications and Allegiance Telecom Entities)

XO Arizona, Inc.
XO Colorado LLC
XO Idaho, Inc.
XO Network Services, Inc (Iowa)
XO Minnesota LLC
XO Network Services, Inc (Montana)
XO Network Services, Inc (Nebraska)
XO New Mexico, Inc.
XO Network Services, Inc (North Dakota)
XO Oregon, Inc.
XO Network Services, Inc (South Dakota)
XO Utah, Inc.
XO Washington, Inc.
XO Network Services, Inc (Wyoming)

Allegiance Telecom of Arizona, Inc.
Allegiance Telecom of Colorado, Inc.
Allegiance Telecom of Minnesota, Inc.
Allegiance Telecom of Oregon, Inc.
Allegiance Telecom of Washington, Inc.

Surviving Entity

XO Communications Services, Inc.



Exhibit B

State

Surviving Interconnection Agreement

Arizona
Colorado
Idaho
Iowa
Minnesota
Montana
Nebraska
New Mexico
North Dakota
Oregon
South Dakota
Utah
Washington
Wyoming

XO Arizona, Inc.¹
XO Colorado LLC
XO Idaho, Inc.
XO Network Services, Inc
XO Minnesota LLC
XO Network Services, Inc
XO Network Services, Inc
XO Network Services, Inc
XO New Mexico, Inc.
XO Network Services, Inc
XO Oregon, Inc.
XO Network Services, Inc
XO Utah, Inc.
XO Washington, Inc.
XO Network Services, Inc

State

Terminated Interconnection Agreement

Arizona
Colorado
Minnesota
Oregon
Washington

Allegiance Telecom of Arizona, Inc.
Allegiance Telecom of Colorado, Inc.
Allegiance Telecom of Minnesota, Inc.
Allegiance Telecom of Oregon, Inc.
Allegiance Telecom of Washington, Inc.