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**T-01051B-01-0352**  
**T-02575A-01-0352**

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April 26, 2001

**BY HAND DELIVERY**

Docket Control  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Arizona Corporation Commission  
**DOCKETED**

APR 27 2001

DOCKETED BY *Ren*

DOCUMENT CONTROL

APR 27 2 45 PM '01

RECEIVED  
AZ CORP  
COMMISSION

Re: In the Matter of the Application of Qwest Corporation for Approval of the First Amendment to Local Wireline Network Interconnection and Service Resale Agreement with POPP Telecom, Inc. d/b/a POPP Communications

Dear Madam or Sir:

Please find enclosed an original and ten (10) copies of the First Amendment to the Local Wireline Network Interconnection and Service Resale Agreement between Qwest Corporation ("Qwest") and POPP Telecom, Inc. d/b/a POPP Communications ("POPP").

The Amendment is made in order to replace terms and conditions for Unbundled Network Elements as set forth in Attachments 3 and 5 to the Agreement. The Arizona Corporation Commission has not yet approved the underlying Agreement between Qwest and POPP which was filed on April 25, 2001. Enclosed is a service list for these dockets.

Please contact me at (602) 916-5345 if you have any questions concerning the enclosed. Thank you for your assistance in this matter.

# FENNEMORE CRAIG

Docket Control  
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Sincerely,

FENNEMORE CRAIG

  
Darcy Renfro

Enclosures

cc: William Popp, POPP Telecom, Inc.  
Deborah Scott, Director, ACC Utilities Division  
Chris Kempley, Chief Counsel, ACC Legal Division

PHX/1178120.1/67817.179

**FIRST AMENDMENT  
TO AGREEMENT FOR LOCAL WIRELINE INTERCONNECTION  
AND LOCAL SERVICE RESALE**

**(Arizona)**

First Amendment (this "Amendment") to Agreement for Local Wireline Interconnection and Local Service Resale (Arizona) entered into between POPP Telecom, Inc. dba POPP Communications ("CLEC"), a Minnesota corporation, and Qwest Corporation (formerly known as U S WEST Communications, Inc.) ("Qwest"), a Colorado corporation.

**Recitals**

- A. U S WEST and AT&T entered into an Agreement for Local Wireline Interconnection and Local Service Resale effective July 20, 1997 (the "Agreement").
- B. Pursuant to an Order dated August 29, 1997, the Arizona Corporation Commission (the "Commission") has ordered that AT&T and U S WEST incorporate within the Agreement language approved by the Commission pursuant to such order and file confirmation of such incorporation with the Commission.
- C. The parties desire to incorporate such language in the Agreement by means of this Amendment.

**Amendment**

Now therefore, the parties agree to amend the Agreement as follows:

- 1. Paragraph 1.2.2 of Attachment 3 of the Agreement is deleted in its entirety and replaced with the following:

Qwest shall offer each Network Element individually and in Combinations as required by law, with any other Network Element or Network Elements in order to permit CLEC to combine such Network Element or Network Elements obtained from Qwest or with network components provided by itself or by third parties to provide Telecommunications Services to its subscribers. CLEC may purchase unbundled Network Elements individually or in Combinations that Qwest currently combines, without restrictions as to how those elements may be rebundled by CLEC.

- 2. Paragraph 3.2.15.1 of Attachment 5 of the Agreement is deleted in its entirety and replaced with the following:

CLEC may order individual and/or multiple unbundled Network Elements, and combinations of unbundled Network Elements as required by law, on a single order. CLEC may order Unbundled Network Elements without restriction as to

how those elements may be rebundled. Except upon request, Qwest shall not separate network elements that are currently combined.

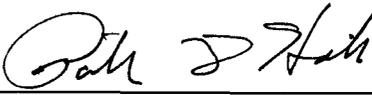
Except as otherwise amended pursuant to this Amendment, the Agreement remains unmodified and in full force and effect.

EXECUTED this 18 day of January, 2001.

**POPP Telecom, Inc. dba POPP  
Communications**

By:   
Title: Controller, Treasurer  
Date: 1/18/01

**Qwest Corporation**

\*By:   
Title: Director Wholesale Markets  
Date: 01/19/01

\*Executed as mandated by the Arizona Corporation Commission in Decision No. 60353. Signature does not indicate agreement with the Commission prescribed interconnection agreement nor does it waive any of Qwest's rights to seek judicial review or to reform the interconnection agreement following successful judicial review.

1 SERVICE LIST FOR: Qwest Communications  
Docket Nos. T-01051B-01-

2  
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7 Golden Valley, MN 55427

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9 Chief Counsel  
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10 Ms. Deborah R. Scott  
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