



Jason D. Topp
Senior Corporate Counsel - Regulatory
(651) 312-5364

January 14, 2014

Patricia Van Gerpen, Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501

Re: Amendment Number Three to CenturyLink Local Services Platform
("CLSP") Agreement between Qwest Corporation dba CenturyLink QC and
dishNET Wireline, L.L.C. (f/k/a Liberty-Bell Telecom, LLC).

Dear Ms. Van Gerpen:

Enclosed for your information is an executed copy of Amendment Number Three to CenturyLink Local Services Platform ("CLSP") Agreement between Qwest Corporation dba CenturyLink QC and dishNET Wireline, L.L.C. (f/k/a Liberty-Bell Telecom, LLC) ("dishNET"), which was submitted for information only to the Commission on October 26, 2010 with an effective date of October 21, 2010.

The Amendment incorporates additional terms and conditions as set forth in Attachment 1.

Contact information for dishNET is as follows:

Mr. Bill Hunt
Director, Regulatory
DISH Network L.L.C.
9601 S. Meridian Boulevard
Englewood, CO 80112-5905
(303) 723-1712
WilliamP.Hunt@dish.com

Nigel Alexander
Manager
DISH Network L.L.C.
9601 S. Meridian Boulevard
Englewood, CO 80112-5905
nalexander@dishnetworkwireline.com

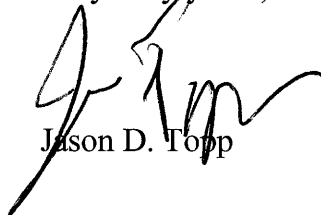
Patricia Van Gerpen, Executive Director

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January 14, 2014

Please contact me if you have any questions or concerns. Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read "J. Topp", written over the typed name.

Jason D. Topp

JDT/bardm

Enclosure

cc: Mr. Bill Hunt (via email)
Mr. Nigel Alexander (via email)

**AMENDMENT NUMBER THREE TO
CENTURYLINK™ LOCAL SERVICES PLATFORM (“CLSP™”) AGREEMENT**

This amendment (“Amendment”), by and between **Qwest Corporation dba CenturyLink QC (“CenturyLink”)**, a Colorado corporation, and **dishNET Wireline, L.L.C. (f/k/a Liberty-Bell Telecom, LLC) (“CLEC”)**, a Colorado limited liability company, amends the CenturyLink™ Local Services Platform (“CLSP™”) Agreement (formerly known as “Qwest Local Services Platform™ (“QLSP™”) Agreement”) between the Parties.

WHEREAS, the Parties entered into a Qwest Local Services Platform (“QLSP™”) Agreement (now referred to as a CenturyLink™ Local Services Platform (“CLSP™”) Agreement) (the “Agreement”) with an Effective Date of October 21, 2010; and

WHEREAS, the terms “CenturyLink” and “CLSP” in this Amendment shall be used in place of, and interchangeably with, the terms “Qwest” and “QLSP”, respectively, in the Agreement; and

WHEREAS, the Parties agree to amend the Agreement under the terms and conditions contained herein.

NOW THEREFORE, in consideration of the foregoing and the mutual terms, covenants and conditions contained in this Amendment and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

Amendment Terms

The Agreement is hereby amended by replacing and adding terms, conditions, and rates, as set forth in Attachment 1 and Exhibit A, attached hereto and incorporated herein by this reference. The provisions included in Attachment 1 are intended to supersede and replace the same numbered provisions in the Agreement and be added to the Agreement to the extent that the applicable numbered provision is not currently in the Agreement.

Effective Date

This Amendment shall be deemed effective on January 1, 2014.

Further Amendments

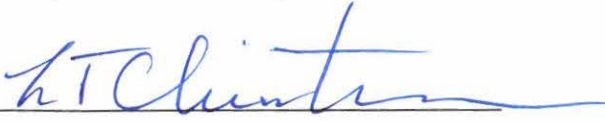

Except as expressly modified by this Amendment, the provisions of the Agreement shall remain unmodified and shall be in full force and effect. The provisions of this Amendment, including the provisions of this sentence, may not be amended, modified or supplemented, and waivers or consents to departures from the provisions of this Amendment may not be given without the written consent thereto by both of the Parties hereto. No waiver by any Party of any default, misrepresentation, or breach of warranty or covenant hereunder, whether intentional or not, will be deemed to extend to any prior or subsequent default, misrepresentation, or breach of warranty or covenant hereunder or affect in any way any rights arising by virtue of any prior or subsequent such occurrence.


Entire Agreement

The Agreement as amended (including by the documents referred to herein) constitutes the full and entire understanding and agreement between the Parties with regard to the subject matter of the Agreement, as amended, and supersedes any prior understandings, agreements, or representations by or between the Parties, written or oral, to the extent they relate in any way to the subject matter of the Agreement, as amended.

**AMENDMENT NUMBER THREE TO
CENTURYLINK™ LOCAL SERVICES PLATFORM ("CLSP™") AGREEMENT**

The Parties intending to be legally bound have executed this 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 dba CenturyLink QC: By: <u></u> Name: <u>L. T. Christensen</u> Title: <u>Director – Wholesale Contracts</u> Date: <u>12/30/13</u>	dishNET Wireline, L.L.C.: By: <u></u> Name: <u>Robert Olsen</u> Title: <u>Director</u> Date: <u>12/27/13</u>
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DISH Media Holdings Corporation, as Guarantor: By: <u></u> Name: <u>Robert Olsen</u> Title: <u>Director</u> Date: <u>12/27/13</u>

**AMENDMENT NUMBER THREE TO
CENTURYLINK™ LOCAL SERVICES PLATFORM (“CLSP™”) AGREEMENT**

ATTACHMENT 1

The Cumulative Volume Growth Requirements Table in Section 3.3.1 of Attachment 2 to the Agreement will be removed and replaced with the following Table:

Cumulative Volume Growth Requirements Table

Start Date	End Date	Cumulative Growth Req.
Amendment Effective Date	1 Year after Amendment Effective Date	7,337
Amendment Effective Date	2 Years after Amendment Effective Date	19,537
Amendment Effective Date	3 Years after Amendment Effective Date	30,517

Section 3.3.3 of the Agreement will be removed in its entirety and replaced with the following:

3.3.3 Shortfall Calculations. If CLEC fails to meet the Cumulative Volume Growth Requirement for a particular Measurement Period, CLEC must pay CenturyLink a shortfall charge according to the terms of this Agreement regarding payment, calculated as follows:

The Cumulative Volume Growth Requirement minus [the sum of the CLSP Volumes on the End Date minus the CLSP Volumes on the Start Date] multiplied by \$48.00 per line.

Example: CLEC has 7,337 lines in service at the end of Year 1. CLEC has 19,037 lines in service on May 31, 2014. Growth during this Measurement Period equals 11,700 lines, which equals a 500-line shortage under the 19,537 Cumulative Volume Growth Requirements for the Measurement Period. CLEC will be invoiced a Cumulative Volume Commitment Shortfall Charge of \$24,000, payable according to the normal payment terms of this Agreement.

However, at CLEC's request, CLEC may use Over-Performance DSL line count not previously used as CLSP offset as CLSP line count in the CLSP shortfall line count calculations.

Section 3.3.5.1 of the Agreement will be removed in its entirety and replaced with the following:

3.3.5.1 Calculation of Conversion Ratio. CLEC and CenturyLink will implement a mutually agreed upon process for designating New Signups and Conversions when CLEC submits orders under this Agreement, the resale provisions of the Parties' Interconnection Agreements and the CenturyLink Broadband for Resale Agreement, as amended by the Parties. Based on the designation process, CenturyLink will, at each End Date, calculate the number of Conversions from the Effective Date of Amendment Number One to the Agreement to the applicable End Date and divide that number by the total number of End User Customers who have begun to receive the Services and/or services under the CenturyLink Broadband for Resale Agreement during the applicable Measurement Period and multiply by one hundred percent (100%), using a count of unduplicated End User Customers. The result of that calculation will be referred to as the, "Conversion Ratio." If the Conversion Ratio is more than 40% in any Measurement Period, for those End User Customers that are Conversions instead of New Signups that increase the Conversion Ratio to more than 40%, CenturyLink will track any purchases associated with those End User Customers under this Agreement and remove such associated purchases from being counted towards CLEC's Cumulative Volume Growth Requirement for the applicable End Date. For the purpose of measuring the Conversion Ratio for Year 2 and Year 3 under this amended agreement, only those orders issued January 1, 2014 and later shall be counted.

The Rate Sheets will be amended with the rates in Exhibit A incorporated into this Attachment 1 and superseding the applicable rates in the existing Rate Sheet.

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Arizona
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$10.65		
109.11.1.2	Residential end user credit	LAWUR	(\$8.42)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$2.23		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$18.59		
109.11.1.5	PBX DID Port		\$11.53		
109.11.2	Intentionally Blank				
109.11.3	Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$9.59		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$7.36)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$2.23		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$18.59		
109.11.3.5	PBX DID Port		\$11.53		
109.11.4	Intentionally Blank				
109.11.5	Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$7.46		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	(\$5.23)		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$2.23		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$18.59		
109.11.5.5	PBX DID Port		\$11.53		
109.23	CLSP™ Installation and Conversion Nonrecurring Charges (NRCs)				
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Colorado
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$9.46		
109.11.1.2	Residential end user credit	LAWUR	(\$7.30)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$2.16		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$18.23		
109.11.1.5	PBX DID Port		\$11.10		
109.11.2	Intentionally Blank				
109.11.3	Ports, if 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$8.51		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$6.35)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$2.16		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$18.23		
109.11.3.5	PBX DID Port		\$11.10		
109.11.4	Intentionally Blank				
109.11.5	Ports, if 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$6.62		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	(\$4.46)		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$2.16		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$18.23		
109.11.5.5	PBX DID Port		\$11.10		
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

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**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Iowa
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$7.73		
109.11.1.2	Residential end user credit	LAWUR	(\$6.73)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$20.95		
109.11.1.5	PBX DID Port		\$9.34		
109.11.2	Intentionally Blank				
109.11.3	Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$6.96		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$5.96)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$20.95		
109.11.3.5	PBX DID Port		\$9.34		
109.11.4	Intentionally Blank				
109.11.5	Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$5.41		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	(\$4.41)		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$20.95		
109.11.5.5	PBX DID Port		\$9.34		
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Idaho
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$6.21		
109.11.1.2	Residential end user credit	LAWUR	(\$5.21)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$17.40		
109.11.1.5	PBX DID Port		\$7.30		
109.11.2	Intentionally Blank				
109.11.3	Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$5.59		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$4.59)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$17.40		
109.11.3.5	PBX DID Port		\$7.30		
109.11.4	Intentionally Blank				
109.11.5	Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$4.35		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	(\$3.35)		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$17.40		
109.11.5.5	PBX DID Port		\$7.30		
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Minnesota
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
	109.11.1.1 Analog Port		\$10.75		
	109.11.1.2 Residential end user credit	LAWUR	(\$6.87)		7
	109.11.1.3 Effective CLSP™ Residential Analog Port		\$3.88		8
	109.11.1.4 Digital Port (Supporting BRI ISDN)		\$16.99		
	109.11.1.5 PBX DID Port		\$10.58		
109.11.2	Ports, if 80% YOY Volume Retention Plan Requirements Are Met				
	109.11.2.1 Analog Port		\$10.21		
	109.11.2.2 Analog Port, Residential end user credit	LAWUR	(\$6.33)		7
	109.11.2.3 Effective CLSP™ Residential Analog Port		\$3.88		8
	109.11.2.4 Digital Port (Supporting BRI ISDN)		\$16.99		
	109.11.2.5 PBX DID Port		\$10.58		
109.11.3	Ports, if 90% YOY Volume Retention Plan Requirements Are Met				
	109.11.3.1 Analog Port		\$9.68		
	109.11.3.2 Analog Port, Residential end user credit	LAWUR	(\$5.80)		7
	109.11.3.3 Effective CLSP™ Residential Analog Port		\$3.88		8
	109.11.3.4 Digital Port (Supporting BRI ISDN)		\$16.99		
	109.11.3.5 PBX DID Port		\$10.58		
109.11.4	Intentionally Blank				
109.11.5	Ports, if 115% YOY Volume Growth Plan Requirements Are Met				
	109.11.5.1 Analog Port		\$7.53		
	109.11.5.2 Analog Port, Residential end user credit	LAWUR	(\$3.65)		7
	109.11.5.3 Effective CLSP™ Residential Analog Port		\$3.88		8
	109.11.5.4 Digital Port (Supporting BRI ISDN)		\$16.99		
	109.11.5.5 PBX DID Port		\$10.58		
109.23.1	Conversion Nonrecurring Charges				
	109.23.1.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
	109.23.1.1.1 First Line (Mechanized)	URCCU		\$30.00	8
	109.23.1.1.2 Each Additional Line (Mechanized)	URCCY		\$30.00	8
	109.23.1.1.3 First Line (Manual)	URCCV		\$30.00	8
	109.23.1.1.4 Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
	109.23.2.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
	109.23.2.1.1 First Line (Mechanized)	NHCRA		\$0.00	8
	109.23.2.1.2 Each Additional Line (Mechanized)	NHCRC		\$0.00	8
	109.23.2.1.3 First Line (Manual)	NHCRB		\$0.00	8
	109.23.2.1.4 Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

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**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Montana
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$6.45		
109.11.1.2	Residential end user credit	LAWUR	(\$5.45)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$22.14		
109.11.1.5	PBX DID Port		\$9.48		
109.11.2	Intentionally Blank				
109.11.3	Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$5.81		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$4.81)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$22.14		
109.11.3.5	PBX DID Port		\$9.48		
109.11.4	Intentionally Blank				
109.11.5	Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$4.52		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	(\$3.52)		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$22.14		
109.11.5.5	PBX DID Port		\$9.48		
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
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**CenturyLink™ Local Services Platform (CLSP™) Rate Page - North Dakota
VCP Amendment**

Exhibit A

	USOC	Recurring	Non-Recurring	Notes
109.11 Local Switching Purchased As Part of CLSP™				
109.11.1 Ports, Basic Plan				
109.11.1.1 Analog Port		\$7.23		
109.11.1.2 Residential end user credit	LAWUR	(\$6.23)		7
109.11.1.3 Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.1.4 Digital Port (Supporting BRI ISDN)		\$24.30		
109.11.1.5 PBX DID Port		\$5.69		
109.11.2 Intentionally Blank				
109.11.3 Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1 Analog Port		\$6.51		
109.11.3.2 Analog Port, Residential end user credit	LAWUR	(\$5.51)		7
109.11.3.3 Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.3.4 Digital Port (Supporting BRI ISDN)		\$24.30		
109.11.3.5 PBX DID Port		\$5.69		
109.11.4 Intentionally Blank				
109.11.5 Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1 Analog Port		\$5.06		
109.11.5.2 Analog Port, Residential end user credit	LAWUR	(\$4.06)		7
109.11.5.3 Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.5.4 Digital Port (Supporting BRI ISDN)		\$24.30		
109.11.5.5 PBX DID Port		\$5.69		
109.23.1 Conversion Nonrecurring Charges				
109.23.1.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1 First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2 Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3 First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4 Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2 Installation Nonrecurring Charges				
109.23.2.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1 First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2 Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3 First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4 Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Nebraska
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.2	Loops Purchased As Part of CLSP™ in the following nine Omaha Nebraska Wire Centers: Omaha Douglas, Omaha Icard Street, Omaha 90th Street, Omaha Fort Street, Omaha Fowler Street, Omaha O Street, Omaha 78th Street, Omaha 135th Street, and Omaha 156th Street.				
109.2.1	2-Wire Voice Grade Loops Purchased As Part of CLSP™				
	109.2.1.1 Zone 1				
	109.2.1.1.1 In Town		\$10.76		
	109.2.1.1.2 Out of Town		\$37.04		
109.2.2	Basic Rate ISDN Loop Purchased As Part of CLSP™				
	109.2.2.1 Zone 1				
	109.2.2.1.1 In Town		\$10.76		
	109.2.2.1.2 Out of Town		\$37.04		
109.2.3	4-Wire Voice Grade Loops Purchased As Part of CLSP™				
	109.2.3.1 Zone 1				
	109.2.3.1.1 In Town		\$21.12		
	109.2.3.1.2 Out of Town		\$72.71		
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
	109.11.1.1 Analog Port		\$9.43		
	109.11.1.2 Residential end user credit	LAWUR	(\$5.70)		7
	109.11.1.3 Effective CLSP™ Residential Analog Port		\$1.73		8
	109.11.1.4 Digital Port (Supporting BRI ISDN)		\$15.54		
	109.11.1.5 PBX DID Port		\$9.96		
109.11.2	Intentionally left blank				
109.11.3	Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
	109.11.3.1 Analog Port		\$8.49		
	109.11.3.2 Analog Port, Residential end user credit	LAWUR	(\$4.76)		7
	109.11.3.3 Effective CLSP™ Residential Analog Port		\$1.73		8
	109.11.3.4 Digital Port (Supporting BRI ISDN)		\$15.54		
	109.11.3.5 PBX DID Port		\$9.96		
109.11.4	Intentionally Left Blank				
109.11.5	Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
	109.11.5.1 Analog Port		\$6.60		
	109.11.5.2 Analog Port, Residential end user credit	LAWUR	(\$2.87)		7
	109.11.5.3 Effective CLSP™ Residential Analog Port		\$1.73		8
	109.11.5.4 Digital Port (Supporting BRI ISDN)		\$15.54		
	109.11.5.5 PBX DID Port		\$9.96		
109.23.1	Conversion NRCs				
	109.23.1.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
	109.23.1.1.1 First Line (Mechanized)	URCCU		\$30.00	8
	109.23.1.1.2 Each Additional Line (Mechanized)	URCCY		\$30.00	8
	109.23.1.1.3 First Line (Manual)	URCCV		\$30.00	8
	109.23.1.1.4 Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation NRCs				
	109.23.2.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
	109.23.2.1.1 First Line (Mechanized)	NHCRA		\$0.00	8
	109.23.2.1.2 Each Additional Line (Mechanized)	NHCRC		\$0.00	8
	109.23.2.1.3 First Line (Manual)	NHCRB		\$0.00	8
	109.23.2.1.4 Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - New Mexico
VCP Amendment**

Exhibit A

	USOC	Recurring	Non-Recurring	Notes
109.11 Local Switching Purchased As Part of CLSP™				
109.11.1 Ports, Basic Plan				
109.11.1.1 Analog Port		\$8.07		
109.11.1.2 Residential end user credit	LAWUR	(\$5.45)		7
109.11.1.3 Effective CLSP™ Residential Analog Port		\$2.62		8
109.11.1.4 Digital Port (Supporting BRI ISDN)		\$11.37		
109.11.1.5 PBX DID Port		\$4.92		
109.11.2 Intentionally Blank				
109.11.3 Ports, if 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1 Analog Port		\$7.26		
109.11.3.2 Analog Port, Residential end user credit	LAWUR	(\$4.64)		7
109.11.3.3 Effective CLSP™ Residential Analog Port		\$2.62		8
109.11.3.4 Digital Port (Supporting BRI ISDN)		\$11.37		
109.11.3.5 PBX DID Port		\$4.92		
109.11.4 Intentionally Blank				
109.11.5 Ports, if 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1 Analog Port		\$5.65		
109.11.5.2 Analog Port, Residential end user credit	LAWUR	(\$3.03)		7
109.11.5.3 Effective CLSP™ Residential Analog Port		\$2.62		8
109.11.5.4 Digital Port (Supporting BRI ISDN)		\$11.37		
109.11.5.5 PBX DID Port		\$4.92		
109.23.1 Conversion Nonrecurring Charges				
109.23.1.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1 First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2 Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3 First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4 Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2 Installation Nonrecurring Charges				
109.23.2.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1 First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2 Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3 First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4 Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Oregon
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$5.57		
109.11.1.2	Residential end user credit	LAWUR	(\$4.57)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$10.52		
109.11.1.5	PBX DID Port		\$7.09		
109.11.2					
109.11.3	Ports, if 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$5.01		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$4.01)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$10.52		
109.11.3.5	PBX DID Port		\$7.09		
109.11.4					
109.11.5	Ports, if 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$3.90		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	(\$2.90)		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$1.00		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$10.52		
109.11.5.5	PBX DID Port		\$7.09		
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - South Dakota
VCP Amendment**

Exhibit A

	USOC	Recurring	Non-Recurring	Notes
109.11 Local Switching Purchased As Part of CLSP™				
109.11.1 Ports, Basic Plan				
109.11.1.1 Analog Port		\$8.80		
109.11.1.2 Residential end user credit	LAWUR	(\$7.62)		7
109.11.1.3 Effective CLSP™ Residential Analog Port		\$1.18		8
109.11.1.4 Digital Port (Supporting BRI ISDN)		\$18.61		
109.11.1.5 PBX DID Port		\$11.06		
109.11.2 Intentionally Blank				
109.11.3 Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1 Analog Port		\$7.92		
109.11.3.2 Analog Port, Residential end user credit	LAWUR	(\$6.74)		7
109.11.3.3 Effective CLSP™ Residential Analog Port		\$1.18		8
109.11.3.4 Digital Port (Supporting BRI ISDN)		\$18.61		
109.11.3.5 PBX DID Port		\$11.06		
109.11.4 Intentionally Blank				
109.11.5 Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1 Analog Port		\$6.16		
109.11.5.2 Analog Port, Residential end user credit	LAWUR	(\$4.98)		7
109.11.5.3 Effective CLSP™ Residential Analog Port		\$1.18		8
109.11.5.4 Digital Port (Supporting BRI ISDN)		\$18.61		
109.11.5.5 PBX DID Port		\$11.06		
109.23.1 Conversion Nonrecurring Charges				
109.23.1.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1 First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2 Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3 First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4 Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2 Installation Nonrecurring Charges				
109.23.2.1 CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1 First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2 Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3 First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4 Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Utah
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$9.43		
109.11.1.2	Residential end user credit	LAWUR	(\$6.22)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$3.21		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$16.36		
109.11.1.5	PBX DID Port		\$7.91		
109.11.2	Intentionally Blank				
109.11.3	Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$8.49		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$5.28)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$3.21		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$16.36		
109.11.3.5	PBX DID Port		\$7.91		
109.11.4	Intentionally Blank				
109.11.5	Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$6.60		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	(\$3.39)		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$3.21		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$16.36		
109.11.5.5	PBX DID Port		\$7.91		
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Washington
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$8.55		
109.11.1.2	Residential end user credit	LAWUR	(\$7.28)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$1.27		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$15.80		
109.11.1.5	PBX DID Port		\$10.00		
109.11.2	Intentionally Blank				
109.11.3	Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$7.70		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$6.43)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$1.27		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$15.80		
109.11.3.5	PBX DID Port		\$10.00		
109.11.4	Intentionally Blank				
109.11.5	Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$5.99		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	(\$4.72)		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$1.27		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$15.80		
109.11.5.5	PBX DID Port		\$10.00		
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment

**CenturyLink™ Local Services Platform (CLSP™) Rate Page - Wyoming
VCP Amendment**

Exhibit A

		USOC	Recurring	Non-Recurring	Notes
109.11	Local Switching Purchased As Part of CLSP™				
109.11.1	Ports, Basic Plan				
109.11.1.1	Analog Port		\$4.73		
109.11.1.2	Residential end user credit	LAWUR	(\$2.85)		7
109.11.1.3	Effective CLSP™ Residential Analog Port		\$1.88		8
109.11.1.4	Digital Port (Supporting BRI ISDN)		\$15.35		
109.11.1.5	PBX DID Port		\$5.20		
109.11.2	Intentionally Blank				
109.11.3	Ports, If 90% YOY Volume Retention Plan Requirements Are Met				
109.11.3.1	Analog Port		\$4.26		
109.11.3.2	Analog Port, Residential end user credit	LAWUR	(\$2.38)		7
109.11.3.3	Effective CLSP™ Residential Analog Port		\$1.88		8
109.11.3.4	Digital Port (Supporting BRI ISDN)		\$15.35		
109.11.3.5	PBX DID Port		\$5.20		
109.11.4	Intentionally Blank				
109.11.5	Ports, If 115% YOY Volume Growth Plan Requirements Are Met				
109.11.5.1	Analog Port		\$3.31		
109.11.5.2	Analog Port, Residential end user credit	LAWUR	\$0.00		7
109.11.5.3	Effective CLSP™ Residential Analog Port		\$1.88		8
109.11.5.4	Digital Port (Supporting BRI ISDN)		\$15.35		
109.11.5.5	PBX DID Port		\$5.20		
109.23.1	Conversion Nonrecurring Charges				
109.23.1.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.1.1.1	First Line (Mechanized)	URCCU		\$30.00	8
109.23.1.1.2	Each Additional Line (Mechanized)	URCCY		\$30.00	8
109.23.1.1.3	First Line (Manual)	URCCV		\$30.00	8
109.23.1.1.4	Each Additional Line (Manual)	URCCZ		\$30.00	8
109.23.2	Installation Nonrecurring Charges				
109.23.2.1	CLSP™ Business, Centrex, PAL, and PBX Analog non-DID Trunks, Residential				
109.23.2.1.1	First Line (Mechanized)	NHCRA		\$0.00	8
109.23.2.1.2	Each Additional Line (Mechanized)	NHCRC		\$0.00	8
109.23.2.1.3	First Line (Manual)	NHCRB		\$0.00	8
109.23.2.1.4	Each Additional Line (Manual)	NHCRD		\$0.00	8

Notes

- 7 Calculated Per VCP Amendment Residential Rate
- 8 Rate Negotiated as part of VCP Amendment