

AMENDMENT ONE
to the Services Agreement between
Qwest LD Corp
And
Qwest Corporation

This Amendment One ("Amendment") to the Services Agreement dated September 11, 2002 ("Agreement") is by and between **Qwest LD Corp.**, a Delaware corporation ("QLDC"), and **Qwest Corporation**, a Colorado corporation, ("Qwest Corp").

WHEREAS, the purpose of this Amendment is to remove language regarding late payment charges on delayed billing, specifically under Section E, Article 3, Billing.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants, agreement and representations contained herein and subject to the terms and conditions set forth and intending to be legally bound, QLDC and Qwest Corp hereby agree as follows:

1. Modifications. Subsection E under Article 3 of the agreement is hereby deleted in its entirety.
2. Effect of Amendment. Except as expressly set forth herein, the Agreement shall continue in full force and effect in accordance with its terms as originally written, and shall constitute the legal, valid, enforceable and binding obligations of QLDC and Qwest Corp.
3. Effective Date. This Amendment shall be effective as of the latest signature date below. If under applicable law, this Agreement or notice thereof must be filed with a governmental entity, including but not limited to a state public utility commission, this Agreement shall not become effective with respect to the jurisdiction having such requirements until such filings have occurred.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment as of the Effective Date.

Qwest LD Corp.

Bill Johnston
Signature

R. William (Bill) Johnston
Name Typed or Printed

VP - Asst. Controller
Title

May 3, 2005
Date

Qwest Corporation

Rodney L. Miller
Signature

Rodney L. Miller
Name Typed or Printed

Vice President
Title

5/4/05
Date