

AMENDMENT NO. 3 TO
MASTER INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT

BETWEEN

United Telephone Company of the West d/b/a Sprint

AND

Action Communications, Inc.

**AMENDMENT NO. 3 TO
INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT**

This Amendment No. 3 ("Amendment"), effective September 26, 2005, is entered into by and between Action Communications, Inc. ("CLEC") and United Telephone Company of the West d/b/a Sprint ("Sprint") Sprint and CLEC may be referred to individually as "Party" and collectively as the "Parties".

RECITALS

WHEREAS, Sprint and CLEC entered into a Master Interconnection, Collocation and Resale Agreement dated November 29, 2004 ("Agreement"); and

WHEREAS, Sprint and CLEC desire to modify the Agreement; and

NOW THEREFORE, in consideration of the promises and agreements contained in this Amendment, the Parties agree as follows:

AMENDMENT

The first page of Table One of the Agreement, is hereby deleted and replaced with the following:

Table One

KEY CODES		SPRINT RATE ELEMENT COST SUMMARY:	NEBRASKA	3/11/2005
MRC	NRC			
		RESALE DISCOUNTS		MRC
				NRC
		Other than Operator / DA	13.42%	
		Op Assist / DA	8.27%	
		USAGE FILE CHARGES		MRC
				NRC
UF01		Message Provisioning, per message	\$0.00307	
UF02		Data Transmission, per message	\$0.00000	
	DB008	Media Charge - per CD (Price reflects shipping via regular U.S. Mail)		\$18.00
		OTHER CHARGES		MRC
				NRC
	UP026	Temporary Suspension of Service for UNE-P / Resale - SUSPEND		\$0.00
	UP027	Temporary Suspension of Service for UNE-P / Resale - RESTORE		\$21.00
	UP028	PIC Change Charge, per change		Per Tariff
	DA030	Operator Assistance / Directory Assistance Branding		ICB
		UNE LOOP, TAG & LABEL / RESALE TAG & LABEL		MRC
				NRC
	OC015	Tag and Label on a new install loop or resale		\$4.89
	OC013	Tag and Label on a reinstall loop or an existing loop or resale		\$9.78
	OC014	Tag and Label on an add'l loop or resale on the same order at the same location		\$3.91
		TRIP CHARGE		MRC
				NRC

	OC003	Trip Charge		\$19.75
		RATE ELEMENT		
		SERVICE ORDER / INSTALLATION / REPAIR		
			MRC	NRC
	SO001	Manual Service Order NRC		\$20.87
	SO002	Manual Service Order - Listing Only		\$20.87
	SO003	Manual Service Order - Change Only		\$20.87
	SO004	Electronic Service Order (IRES)		\$11.52
	SO005	Electronic Service Order - Listing Only		\$11.52
	SO006	Electronic Service Order - Change Only		\$11.52
	OC008	2-Wire Loop Cooperative Testing		\$42.04
	OC009	4-Wire Loop Cooperative Testing		\$51.82
	OC010	Trouble Isolation Charge		\$64.90
	OC016	Change Telephone Number, per change		\$16.05
	OC017	LNP Coordinated Conversion - Lines 1 -10		\$50.19
	OC018	LNP Coordinated Conversion - Each additional line		\$4.50
	OC023	LNP Conversion - 10 Digit Trigger		\$0.00
		UNE to Special Access or Special Access to UNE Conversions or Migrations (includes EEL)		
	OC021	DS1 Loop, per circuit		\$97.46
	OC021	DS1 Transport, per circuit		\$97.46
	OC022	DS3 Loop, per circuit		ICB
	OC022	DS3 Transport, per circuit		ICB
		UNBUNDLED NETWORK ELEMENTS (UNE)		
		PRE-ORDER LOOP QUALIFICATION		
			MRC	NRC
	PQ001	Loop Make-Up Information		\$13.94
		LOOPS (RATES INCLUDE NID CHARGE)		
			MRC	NRC
		2-Wire Analog		
	AA013	Band 1	\$19.38	
	AA014	Band 2	\$70.72	
	AA015	Band 3	\$135.70	
	AA002	First Line		\$120.91
	AA003	Second Line and Each Additional Line (same time)		\$56.12
	AA004	Re-install (Cut Thru and Dedicated/Vacant)		\$73.11
	AA005	Disconnect		\$33.33
		4-Wire Analog		
	AA017	Band 1	\$28.48	

AA018		Band 2	\$101.07	
AA019		Band 3	\$192.95	
	AA008	First Line		\$156.98
	AA009	Second Line and Each Additional Line (same time)		\$92.19
	AA010	Re-install (Cut Thru and Dedicated/Vacant)		\$91.19
	AA011	Disconnect		\$37.54
		2-Wire xDSL - Capable Loop		
AA013		Band 1	\$19.38	
AA014		Band 2	\$44.84	
AA015		Band 3	\$135.70	
	DX009	First Line		\$117.21
	DX002	Second Line and Each Additional Line (same time)		\$52.42
	DX003	Re-install (Cut Thru and Dedicated/Vacant)		\$71.30
	DD004	Disconnect		\$33.33
		4-Wire xDSL - Capable Loop		
DX010		Band 1	\$28.48	
DX011		Band 2	\$101.07	
DX012		Band 3	\$192.95	
	DX014	First Line		\$151.90
	DX015	Second Line and Each Additional Line (same time)		\$87.10
	DX016	Re-install (Cut Thru and Dedicated/Vacant)		\$88.70
	DX017	Disconnect		\$37.54
		2-Wire Digital Loop		
AA013		Band 1	\$19.38	
AA014		Band 2	\$44.84	
AA015		Band 3	\$135.70	
	DD002	First Line		\$174.91
	DD003	Second Line and Each Additional Line (same time)		\$108.87
	DD004	Disconnect		\$33.33
		2-Wire ISDN-BRI Digital Loop		
DD013		Band 1	\$27.70	
DD014		Band 2	\$79.04	
DD015		Band 3	\$144.02	
	DD002	First Line		\$174.91
	DD003	Second Line and Each Additional Line (same time)		\$108.87
	DD004	Disconnect		\$33.33
		4-Wire Digital Loop (no electronics)		
DD017		Band 1	\$28.48	
DD018		Band 2	\$101.07	
DD019		Band 3	\$192.95	
	DD006	First Line		\$251.19
	DD007	Second Line and Each Additional Line (same time)		\$185.15

	DD008	Disconnect		\$37.54
		Digital 56k/64k Loop		
DD021		Band 1	\$81.09	
DD022		Band 2	\$153.68	
DD023		Band 3	\$245.56	
	DD002	First Line		\$174.91
	DD003	Second Line and Each Additional Line (same time)		\$108.87
	DD004	Disconnect		\$33.33
		DS1 Service and ISDN PRI Loop		
DD025		Band 1	\$63.76	
DD026		Band 2	\$136.35	
DD027		Band 3	\$228.23	
	DD010	First Line		\$281.23
	DD011	Second Line and Each Additional Line (same time)		\$215.19
	DD008	Disconnect		\$37.54
		DS3 Service		
HC002	HC001	Add DS3 to existing fiber system	\$1,502.85	\$102.84
	HC003	Disconnect		\$29.48
		LOOP CONDITIONING	MRC	NRC
	LC001	Load Coil Removal for all Digital UNE, Line Sharing and xDSL-Capable loops that are less than 18,000 feet in length - per line conditioned (No Engineering or Trip charges - price reflects 25 pair economies)		\$0.94
	LC002	Conditioning Engineering Charge - per loop		\$46.05
	LC003	Conditioning Trip Charge - per loop		\$19.54
		The following charges apply to all loops of any length that require Bridged Tap or Repeater removal.		
		Load Coil Removal: Loops 18kft or longer		
	LC004	Unload cable pair, per Underground location		\$323.31
	LC005	Unload Addtl cable pair, UG same time, same location and cable		\$3.08
	LC006	Unload cable pair, per Aerial or Buried Location		\$19.36
	LC007	Unload Addtl cable pair, AE or BU, same time, location and cable		\$2.25
		Bridged Tap or Repeater Removal - Any Loop Length		
	LC012	Remove Bridged Tap or Repeater, per Underground Location		\$321.02
	LC013	Remove each Addtl Bridged Tap or Repeater, UG same time, location and cable		\$0.79
	LC014	Remove Bridged Tap or Repeater, per Aerial or Buried Location		\$17.80
	LC015	Remove each Addtl Bridged Tap or Repeater, AE or BU same time, location and cable		\$0.69
		SUB LOOPS (RATES INCLUDE NID CHARGE)	MRC	NRC
		Sub-Loops Interconnection (Stub Cable)		ICB

		2 Wire Voice Grade and Digital Data Distribution		
SB002		Band 1		\$9.24
SB003		Band 2		\$10.68
SB004		Band 3		\$17.71
	SB010	First Line		\$128.04
	SB011	Second Line and Each Additional Line (same time)		\$42.31
	SB012	Disconnect		\$54.04
		4 Wire Voice Grade and Digital Data Distribution		
SB006		Band 1		\$14.13
SB007		Band 2		\$16.17
SB008		Band 3		\$26.11
	SB013	First Line		\$178.02
	SB014	Second Line and Each Additional Line (same time)		\$67.73
	SB015	Disconnect		\$65.78
		DEDICATED INTEROFFICE TRANSPORT		
			MRC	NRC
DT2	DT004	DS1	Refer to Dedicated Transport Tab	\$124.55
	DT005	DS1 Disconnect		\$19.37
DT3	DT007	DS3	Refer to Dedicated Transport Tab	\$136.34
	DT008	DS3 Disconnect		\$31.16
		MULTIPLEXING		
			MRC	NRC
DT023	DT019	Multiplexing - DS1-DS0 (per DS1) - (Shelf only, rate does not include cards)	\$152.81	\$85.68
DT026		Channel Bank Card (per DS0)	\$4.52	
	DT020	DS1-DS0 Disconnect		\$12.32
DT024	DT021	Multiplexing - DS3-DS1 (per DS3)	\$203.71	\$114.63
	DT022	DS3-DS1 Disconnect		\$41.27
		UNBUNDLED DARK FIBER		
			MRC	NRC
	DF007	Dark Fiber Application & Quote Preparation Charge		\$274.62
		Note: These elements are calculated and billed manually using one price per USOC and COS. Detail is provided by the DFA form returned to the customer.		
		Transport		
DF009		Interoffice, per foot per fiber - Statewide Average	\$0.0187	
		Additional Charges Applicable to Transport		
DF011		Fiber Patch Cord, per fiber	\$0.70	
DF012		Fiber Patch Panel, per fiber	\$0.82	

	DF001	Initial Patch Cord Installation / Disconnect, Field Location		\$25.27
	DF002	Add'l Patch Cord Installation / Disconnect, Field Loc., Same Time/Location		\$8.42
	DF003	Central Office Interconnection, 1-4 Patch Cords per CO - Install or Disconnect		\$200.44
	OC011	Dark Fiber End-to-End Testing, Initial Strand		\$58.96
	OC012	Dark Fiber End-to-End Testing, Subsequent Strand		\$16.84
		EEL COMBINATIONS	MRC	NRC
		Enhanced Extended Link (EEL) is a combination of Loop, Transport and Multiplexing (when applicable). Refer to the specific UNE section (transport, loop, multiplexing) in this document to obtain pricing for each specific element.		
		See Rate Element / Service Order / Installation/Repair Center section of this price sheet for EEL Conversion Charges.		
		RECIPROCAL COMPENSATION	MRC	NRC
		End Office - per MOU	\$0.007221	N/A
		Tandem Switching - per MOU	\$0.003339	N/A
		Shared Transport - per MOU	\$0.007805	N/A
		TRANSIT SERVICE	MRC	NRC
		Transit Service Charge - per MOU	\$0.011144	N/A
		DATABASE, available via contract or tariff	MRC	NRC
	DB001	Local Number Portability query (LNP) - Contracted	\$0.00030	
	DB002	Toll Free Code query (TFC) - Simple - Contracted	\$0.00200	
	DB003	Toll Free Code query (TFC) - Complex Additive - Contracted	\$0.00020	
	DB004	Line Information Database query (LIDB) - <i>Per Interstate Tariff</i>	\$0.03660	
	DB005	Line Information Database query transport (LIDB) - <i>Per Interstate Tariff</i>	\$0.01600	
	DB006	Calling Name Database Access Service query (CNAM) - <i>Contracted, MTM</i>	\$0.01450	
	DB009	Calling Name Database Access Service query (CNAM) - <i>Contracted, 3 year term</i>	\$0.00800	
	DB010	Calling Name Database Access Service query (CNAM) - <i>Contracted, 3 + year term</i>	\$0.00550	
		OPERATOR SERVICES / DIRECTORY ASSISTANCE (for Resale only)	MRC	NRC
	DA002	Operator and Directory Assistance Services		Refer to Retail Tariff
		911 AND E911 TRANSPORT AND TERMINATION	MRC	NRC
	DB011	DB007 911 and E911 Transport - DS1	Refer to Dedicated Transport Tab	\$124.55
		STREET INDEX GUIDE	MRC	NRC
	DB008	SIG Database Extract Report, per CDROM (price reflects shipping regular U.S. Mail)		\$18.00

GENERAL

- 2.1 Except as modified herein, the terms and conditions of the Agreement shall continue in full force and effect. In the event of a conflict between the terms of the Agreement and this Amendment, this Amendment will control.

- 2.2 This Amendment, executed by authorized representatives of Sprint and CLEC, is made a part of and incorporates the terms and conditions of the Agreement and this Amendment.

IN WITNESS WHEREOF, Sprint and CLEC has caused this Amendment No. 1 to be executed by its duly authorized representatives.

Sprint Minnesota, Inc.

Action Communications, Inc.

By: Bill Cheek

By: Rick Derr

Name: William E. Cheek

Name: Rick Derr

Title: AVP – Strategic Sales & Acct. Mgmt.

Title: President

Date: 10/04/05

Date: 9/28/05