



May 13, 2008

Ethan Sprague, VP Regulatory Affairs
Pac-West Telecomm, Inc.
55512th Street, Suite 250
Oakland, CA 94607

Dear Mr. Sprague,

We have received your request that, under Section 252(i) of the Telecommunications Act of 1996, Pac-West Telecomm, Inc. ("CLEC") wishes to adopt in its entirety, the terms of the Wireline Interconnection Agreement and any associated amendments, if applicable, (the "Underlying Agreement") between LSSi Corp (Agreement # CDS-050812-0001) and Qwest Corporation ("Qwest"), that was approved by the Commission on October 31, 2005, as an effective agreement in the State of Utah. CLEC is incorporated in the State of California. We understand you have a complete copy of the Underlying Agreement.

By their respective signatures below, Qwest and CLEC ("the Parties") intend that this letter serves as their agreement ("Letter Agreement") for CLEC to adopt the Underlying Agreement under the following terms and conditions:

1. The Parties shall request the Commission to expedite its review and approval of this Letter Agreement. This Letter Agreement shall become effective upon such approval. If for some reason the Commission rejects all or part of the Letter Agreement either party may at its option declare the remainder of the Agreement void and be excused from any performance thereunder. In the event that the Parties currently have an existing Interconnection Agreement, once this Letter Agreement is approved by the Commission, this Letter Agreement shall replace the existing Interconnection Agreement its entirety for the state of Utah. However, nothing relieves the CLEC from fulfilling all obligations incurred under the prior Agreement

2. Notwithstanding the mutual commitments set forth herein, Qwest is entering into this Letter Agreement without prejudice to any positions it has taken previously, or may take in the future, in any legislative, regulatory, or other public forum addressing any matters, including those relating to the types of arrangements contained in the Underlying Agreement. During the proceeding in which the Commission is to review and approve the Letter Agreement, Qwest may point out that it has objected, and continues to object, to the inclusion of the terms and conditions to which it objected in the proceedings involving the approval of the Underlying Agreement.

3. CLEC adopts the terms and conditions of the Underlying Agreement for interconnection with Qwest Corporation and in applying the terms and conditions, agrees that Pac-West Telecomm, Inc. be substituted in place of "LSSi Corp" throughout the Underlying Agreement wherever the latter appears.

4. Qwest requests that notice to Qwest Corporation as may be required under the Underlying Agreement shall be provided as follows:

Qwest Corporation
Director Interconnection Agreements
1801 California Street, Room 2410
Denver, CO 80202
Phone - 303-965-3029
Email – IntAgree@qwest.com

With copy to
Qwest Corporation Law Department
Attention: General Counsel, Interconnection
1801 California Street, 10th Floor
Denver, CO 80202
Phone: 303-383-6553
Email: Legal.Interconnection@qwest.com

CLEC requests that notice to CLEC as may be required under the Underlying Agreement shall be provided as follows:

Ethan Sprague
Pac-West Telecomm, Inc.
55512th Street, Suite 250
Oakland, CA 94607
(510) 380-5995
Email - esprague@pacwest.com

Copy to:
Pac-West Regulatory
4210 Coronado Avenue
Stockton, CO 95204
Email- Lmartin@pacwest.com

5. CLEC represents and warrants that it is a certified provider of local telecommunication service in the State of Utah and that this Agreement will cover services in that state only.

6. Please sign all three original copies of this letter, and overnight them within thirty (30) days to:

Manager of Interconnection
Qwest Corporation
1801 California St, Suite 2420
Denver, CO 80202
Phone: 303-965-3029

After thirty (30) days Qwest may rescind its willingness to consider the Agreement's terms and conditions.

7. Please note that Qwest will file this Letter Agreement with the appropriate state commission for approval; however, some state commissions will not approve the Letter Agreement until the CLEC is certified by the state commission. You may want to contact the appropriate state commission to determine the requisite filing guidelines.

Sincerely,

Date

Qwest Corporation
L.T. Christensen
Director – Interconnection Agreements
1801 California Street, Suite 24th Floor
Denver, Colorado 80202

I agree to all terms and conditions contained in this letter as indicated by my signature below:

Pac-West Telecomm, Inc.

Signature

Ethan Sprague
Name Printed

VP Regulatory Affairs
Title

Date