

AMENDMENT

February

This Amendment is entered into this the 1st day of ~~January~~ 1999 by and between LCI International Telecom Corp. dba Qwest Communications Services (the "Contractor") and the State of Ohio, Department of Administrative Services (the "State") and amends the contract for Synchronous Optical Network (SONET) Infrastructure dated February 16, 1996 ("Agreement").

The parties hereto hereby amend the Agreement as follows:

Appendix 3 is modified to include the following equipment and costs associated with providing additional capacity on the existing Qwest State of Ohio bypass to an OC48 SONET service.

Item	Qty	Description	Unit Price	Total Price
1.0	10	OC12 Cards 2 - OC12 Cards State Office Tower (SOT) 2 - OC12 Cards Ohio Educational Technologies (OET) 2 - OC12 Cards UNITS 2 - OC12 Cards Columbus POP 2 - OC12 Cards Qwest POP	\$5,468.75	\$ 54,687.50
2.0	6	OC3 Cards 4 - OC3 Cards Ohio Educational Technologies (OET) 2 - OC3 Cards State of Ohio Computer Center (SOCC)	\$3,906.25	\$23,437.50
3.0	2	OC3 Carrier 1 - OC3 Carrier Ohio Educational Technologies (OET) 1 - OC3 Carrier State of Ohio Computer Center (SOCC)	\$1,781.25	\$3,562.50
4.0	16	Fiber Patch Cords and Connectors Installation and Engineering	\$505.00	\$8080.00 \$ 32,675.00
		Freight and Delivery		\$ 6,943.44
		ANNUAL EQUIPMENT MAINTENANCE FEE (5% of Equipment Cost) (Starting in Year 2)		\$ 4,084.38

The State shall pay the Total Equipment Charges upon delivery of the Equipment, the Installation and Engineering Charge upon installation of the Equipment. The Annual Equipment Maintenance Fee will start on the first anniversary of the installation of the Equipment and each anniversary thereafter, during the term of the agreement, and subject to funding and the terms and conditions of the agreement. The State shall obtain title to the Equipment upon expiration of the Agreement.

All other terms and conditions of the Agreement shall remain unchanged.

Qwest Communications Services

STATE OF OHIO BY THE DEPARTMENT
OF ADMINISTRATIVE SERVICES

BY: [Signature]
TITLE: Regional Vice President
DATE: 1/8/99

BY: [Signature]
TITLE: Director
DATE: 2/1/99

AMENDMENT

This Amendment is entered into this the ____ day of July, 1999 by and between Qwest Communications Corporation (the "Contractor") and the State of Ohio, Department of Administrative Services (the "State") and amends the contract for Synchronous Optical Network (SONET) Infrastructure dated February 16, 1996 ("Agreement").

The parties hereto hereby amend the Agreement as follows:

Appendix 3 is modified to include the following equipment and costs associated with an upgrade of the existing Qwest State of Ohio bypass OC48 SONET service. This service is to be provided as a linear system, which will be upgraded to a ring, if Qwest obtains access to the City of Columbus's fiber necessary to complete the ring.

Item	Qty	Description	Unit Price	Total Price
1.0	1.0	<u>S/DMS Transport Node OC48</u>		\$151,104.00
		OC-48 BLSR ADM (Equipped for 2 OC3s & 6 DS3s)		
		OC-48 Primary or Backup OPC (One primary and One Backup required per ring)		
		TOTAL EQUIPMENT CHARGES		\$151,104.00
		INSTALLATION CHARGE (20% of Equipment Cost)		\$30,221.00
		ANNUAL EQUIPMENT MAINTENANCE FEE (5% of Equipment Cost) Starting in year 2		\$7,555.00

The State shall pay the Total Equipment Charges upon delivery of the Equipment, the Installation Charge upon installation of the Equipment and the Annual Equipment Maintenance Fee starting on the first anniversary of the installation of the Equipment and each anniversary thereafter. The State shall obtain title to the Equipment upon expiration of the Agreement.

All other terms and conditions of the Agreement shall remain unchanged.

QWEST COMMUNICATIONS CORPORATION

**STATE OF OHIO
BY THE DEPARTMENT
OF ADMINISTRATIVE SERVICES**

BY: _____

David H. Walsh

BY: _____

TITLE: _____

Regional Vice President

TITLE: _____

DATE: _____

7/23/99

DATE: _____