

LAWYERS



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July 29, 2005

By E-Mail and Federal Express

Ms. Carole J. Washburn  
Washington Utilities & Transportation Commission  
1300 S. Evergreen Park Drive SW  
Olympia, WA 98504

Re: AT&T v. Qwest, Docket No. UT-041394

Dear Ms. Washburn:

Enclosed for filing in the above-referenced proceeding are CONFIDENTIAL and redacted non-confidential copies of the settlement agreement between AT&T Communications of the Pacific Northwest, Inc. ("AT&T") and Qwest Corporation ("Qwest"). The parties previously submitted this entire agreement as confidential. After discussing this issue with Judge Wallis, we have designated as confidential a more limited subset of information as confidential.

AT&T and Qwest have designated as confidential the monetary terms of the settlement. No third party has any legitimate interest in the amounts that either party has paid or not paid in connection with settling their dispute. This information reflects the parties' position on compensation for past and current actions, and AT&T and Qwest are concerned that public release of this information would seriously jeopardize their ability to settle disputes with third parties who could use the information improperly to their competitive advantage in any such negotiations. This information is included in sections 1(b) and 3 of the settlement agreement.

The other information that AT&T and Qwest have designated as confidential is the order numbers and quantities of Qwest conduit that AT&T is occupying, which is included in each page of Attachment 2. The order number could be used improperly by someone with access to Qwest's systems to obtain detail about the location and type of conduit occupancy AT&T is obtaining from Qwest. Such information, including the quantities of conduit space AT&T is leasing identified in Attachment 2, is carrier proprietary network information to which AT&T is

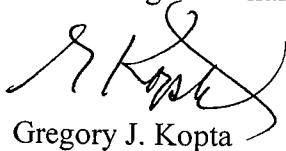
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entitled to protection from disclosure under Federal Communications Commission rules, as well as the terms of the parties' interconnection agreement.

AT&T and Qwest, therefore, request that the Commission accept the parties' designation of confidentiality in the enclosed documents and enter an order approving the settlement agreement and dismissing the complaint at the Commission's earliest convenience.

Very truly yours,

Davis Wright Tremaine LLP



Gregory J. Kopta

Enclosures

cc: Service List