

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 234,552 in the "Oct-00" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in October 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRE 240,916 in the "Nov-00" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in November 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 234,326 in the "Dec-00" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in December 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 242,641 in the "Jan-01" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in January 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 233,360 in the "Feb-01" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in February 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 244,256 in the "Mar-01" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in March 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 231,497 in the "Apr-01" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in April 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 238,084 in the "May-01" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in May 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 240,166 in the "Jun-01" column of the "Resale" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for resale in June 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 24,355 in the "10/1/00" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for UnbLoop in October 2000 in Minnesota according to the cdw database.

RESPONSE:

[TRADE SECRET DATA BEGINS Qwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 21,246 in the "11/1/00" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for unbundled loops in November 2000 in Minnesota according to the cdw database.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 9,750 in the "12/1/00" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for unbundled loops in December 2000 in Minnesota according to the cdw database.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 42,262 in the "1/1/01" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for unbundled loops in January 2001 in Minnesota according to the cdw database.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 26,382 in the "2/1/01" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for unbundled loops in February 2001 in Minnesota according to the cdw database.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 25,490 in the "3/1/01" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for unbundled loops in March 2001 in Minnesota according to the cdw database.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 27,161 in the "4/1/01" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for unbundled loops in April 2001 in Minnesota according to the cdw database.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation

Information Requested By: Ferguson, Sharon

Date Requested: 06/19/2002

Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 28,759 in the "5/1/01" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for unbundled loops in May 2001 in Minnesota according to the cdw database.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 31,798 in the "6/1/01" column of the "UnbLoop" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for unbundled loops in June 2001 in Minnesota according to the cdw database..

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 19,592 in the "Oct-00" column of the "SWACC" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in October 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 23,599 in the "Nov-00" column of the "SWACC" chart of the Vendor Credit Spreadsheet [END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in November 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 24,526 in the "Dec-00" column of the "SWACC" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in December 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 11,111 in the "Jan-01" column of the "SWACC" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in January 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 20,448 in the "Feb-01" column of the "SWACC" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in February 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 16,539 in the "Mar-01" column of the "SWACC" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in March 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 12,231 in the "Apr-01" column of the "SWACC" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in April 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 15,016 in the "May-01" column of the "SWACC" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in May 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 21,194 in the "Jun-01" column of the "SWACC" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for switched access in June 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 51,640 in the "Oct-00" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in October 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINS Qwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 50,391 in the "Nov-00" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in November 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 46,889 in the "Dec-00" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in December 2000 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 51,656 in the "Jan-01" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in January 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 51,542 in the "Feb-01" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in February 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 55,515 in the "Mar-01" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in March 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation

Information Requested By: Ferguson, Sharon

Date Requested: 06/19/2002

Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 55,381 in the "Apr-01" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in April 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 57,283 in the "May-01" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in May 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P421/CI-01-1371 and P421/C-02-197

Information Requested From: Qwest Corporation
Information Requested By: Ferguson, Sharon
Date Requested: 06/19/2002
Date Response Due: 06/26/2002

REQUEST:

Admit that the figure [BEGIN TRADE SECRET 48,761 in the "Jun-01" column of the "PLTS" chart of the Vendor Credit Spreadsheet END TRADE SECRET] was calculated by multiplying 10% times the dollar amount billed by Qwest to McLeodUSA for PLTS in June 2001 in Minnesota.

RESPONSE:

[TRADE SECRET DATA BEGINSQwest admits that the figures for MN in the vendor credit Q2 (2).xls file for each month was calculated by multiplying 0.10 times the dollar amount billed by Qwest to McLeodUSA. TRADE SECRET DATA ENDS]

Respondent: Anthony Washington

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P-421/C-02-197

Information Requested From: Qwest Corporation

Information Requested By: Ferguson, Sharon

Date Requested: 06/05/2002

Date Response Due: 06/13/2002

REQUEST:

[TRADE SECRET DATA BEGINS Admit that Qwest made a wire transfer payment of \$10,770,437.00 to McLeodUSA on June 22, 2001. TRADE SECRET DATA ENDS]

RESPONSE:

[TRADE SECRET DATA BEGINS Qwest Communications Corporation issued a wire transfer to McLeodUSA on June 22, 2001 in the amount of \$10,770,439. TRADE SECRET DATA ENDS]

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P-421/C-02-197

Information Requested From: Qwest Corporation

Information Requested By: Ferguson, Sharon

Date Requested: 06/05/2002

Date Response Due: 06/13/2002

REQUEST:

[TRADE SECRET DATA BEGINS Admit that Qwest made a wire transfer payment of \$5,630,879.00 to McLeodUSA on October 2, 2001. TRADE SECRET DATA ENDS]

RESPONSE:

[TRADE SECRET DATA BEGINS Qwest Communications Corporation issued a wire transfer to McLeodUSA on October 2, 2001 in the amount of \$5,630,879..TRADE SECRET DATA ENDS]

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P-421/C-02-197

Information Requested From: Qwest Corporation

Information Requested By: Ferguson, Sharon

Date Requested: 06/05/2002

Date Response Due: 06/13/2002

REQUEST:

[TRADE SECRET DATA BEGINS Admit that the January 18, 2001 wire transfer payment of 5,649,513.00 by Qwest to McLeodUSA was a partial payment of the discount owed by Qwest to McLeodUSA for purchases by McLeodUSA from Qwest between July 1, 2001 and September 30, 2001. TRADE SECRET DATA ENDS]

RESPONSE:

[TRADE SECRET DATA BEGINS Qwest Communications Corporation issued a wire transfer to McLeodUSA on January 18, 2001 in the amount of \$5,984,404..TRADE SECRET DATA ENDS]

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

DOC 2220S1

State Of Minnesota
Department of Commerce
INFORMATION REQUEST

P-421/CI-01-1371

Information Requested From: Qwest Corporation
Information Requested By: Peirce, Susan
Date Requested: 05/24/2002
Date Response Due: 06/03/2002

REQUEST:

[TRADE SECRET DATA BEGINS Produce every document including but not limited to cancelled checks, payment stubs or confirmation of wire transfers, that shows that Qwest made a payment to McLeodUSA in the amount of a discount owed for purchases made by McLeodUSA from Qwest. TRADE SECRET DATA ENDS]

RESPONSE:

Qwest objects to this request as unduly burdensome and irrelevant. By order dated May 31, 2001 the Administrative Law Judge ordered that the hearing in Docket No. P-421/C-02-197 would be reopened to specifically address these issues.

SUPPLEMENTAL RESPONSE 06/07/02:

Qwest objects to this request as vague and ambiguous as to the definition of "discount." Qwest further objects that this request is overly broad, vague, and unduly burdensome to the extent that it calls for the production of "every" document that shows that Qwest made a payment to McLeodUSA in the amount of a discount owed for purchases made by McLeodUSA from Qwest. Subject to and without waiving the foregoing objections, Qwest denies that it made payments to McLeodUSA in the amount of a discount owed, and Qwest states further that it is providing documents showing that Qwest made payments to McLeodUSA pursuant to the October 26, 2000 Purchase Agreement between the parties.

NONPUBLIC DOCUMENT**CONTAINS TRADE SECRET DATA**

VENDOR PAYMENT AUTHORIZATION

(USE BLACK INK ONLY)

00008

PAY VENDOR (0012) ALREADY PAID

INVOICE HEADER	PAYEE NAME (PRINT) McLeod USA			APPROVER'S NAME (PRINT) Andrew McKenney		
	STREET ADDRESS 6400 C St. SW			APPROVER'S SIGNATURE [Signature]		DATE 9/27/01
	ROOM NO.	P.O. BOX		APPROVER'S RC 02134000		APPROVED AMOUNT 5630.87
	CITY Cedar Rapids	STATE IA	ZIP 50406	APPROVER'S SSN (522-98-7337)		
	ALREADY PAID BY:	<input type="checkbox"/> Field Draft (0021)	<input type="checkbox"/> Manual (0024)	<input checked="" type="checkbox"/> Wire Transfer (0025)	DATE PAID	CHECK NO.
	MAIL TO			BUSINESS PURPOSE		
STREET			Firststar Bank McLeod USA Inc			
CITY			ABA 042000013 Act #12137223L			
STATE			Vendor Plan (a)			
PHONE NUMBER			1725-STAR 2nd Quarter			

REF.	INVOICE NO.	INVOICE DATE	GROSS AMOUNT	TAX SPEC	SALES TAX	NET AMOUNT
A	1725-STAR	9-24-01	5630.87			5630.87
B	Vendor Plan (a)					
C						
D						

ENCLOSURE

02134000 x Stacy Reed 303-896-0533 9-25-01
 RCN SIGNATURE: I hereby certify that the information herein is true and correct as of the date of this communication. PHONE NO. DATE

LINE	REF.	LINE	AJC (MIC)	NET AMOUNT	REF.	LINE	AJC (MIC)	NET AMOUNT
	A	1		5630.87				

	REFLINE A11	REFLINE A11	REFLINE A11	REFLINE A1
AMOUNT/PERCENT	222,787.00	876,694.00	1,453,806.00	206,926.00
POC	T02N000010	T02N000010	T02N000010	T02N000010
MAIN ACCOUNT	4010	4010	4010	4010
SUB ACCOUNT	2199	2199	2199	2199
EC	0	0	0	0
FIELD RPTG CODE/SF				
EXTC	CY1	CY1	CY1	CY1
ADDRESS ID	100000	200000	100000	300000
JOB ID				
LEASE ORDER NUMBER				
ASI (LEASE ID, TAG NUMBER)				
PRODUCT CATEGORY ID				
MARKET UNIT				
QUANTITY				
WORK CATEGORY CODE				

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

Stacy Reed 303-896-0533 1871 California St. 2350 Denver
 CODER'S NAME (Please print) PHONE NO. STREET/ROOM NO. CITY

JE-O CODE
COIT

Trade Secret Data Begins

VENDOR PAYMENT AUTHORIZATION

(USE BLACK INK ONLY)

2220
SERIAL # 501126547

PAY VENDOR (0012) ALREADY PAID

INVOICE HEADER	PAYEE NAME (PRINT) McLeod USA			APPROVER'S NAME (PRINT) Andrew McKeaney		
	STREET ADDRESS 6400 C Street SW			APPROVER'S SIGNATURE <i>[Signature]</i>		DATE
	ROOM NO.	P.O. BOX		APPROVER'S FC 02134000		APPROVED AMOUNT
	CITY Fedex Rapids	STATE IA	ZIP 52406	APPROVER'S SSN 522-98-7337		1072043700
	ALREADY PAID BY:	<input type="checkbox"/> Field Draft (0021)	<input type="checkbox"/> Manual (0024)	<input checked="" type="checkbox"/> Wire Transfer (0025)	DATE PAID	CHECK NO. / CHECK AMOUNT
	MAIL TO			BUSINESS PURPOSE:		
STREET			ARA*042000013 Acct# 121320724			
CITY			First Star Bank in Town Refund per			
STATE			Tax ID# 42-1407240 Vendor			
PHONE NUMBER			*Transfer 6-22-01* Agreement			

REF.	INVOICE NO.	INVOICE DATE	GROSS AMOUNT	TAX SPEC	SALES TAX	NET AMOUNT
A	Oct 2000 - March 2001		10,720,437.00			10,720,437.00
B	Vendor Contract					
C						
D						

ENCLOSURE

02134000 Stacy Reed 313-896-0533 6-20-01
 RC CODE SIGNATURE PHONE NO. DATE

LINE	REF.	LINE	AJC (MIC)	NET AMOUNT	REF.	LINE	AJC (MIC)	NET AMOUNT
A		1		10720437.00				

	REF/LINE	REF/LINE	REF/LINE	REF/LINE
AMOUNT/PERCENT	246,525.00	2,221,605.00	2,902,561.00	293,217.00
RCC	T0C10000	T0C10000	T0C10000	T0C10000
MAIN ACCOUNT	4010	4010	4010	4010
SUB ACCOUNT	2199	2199	2199	2199
EC	0	0	0	0
FIELD RPTG CODE/SF				
EXTC	CY1	CY1	CY1	CY1
ADDRESS ID	100000	200000	300000	300000
JOB ID				
LEASE ORDER NUMBER				
ASI (LEASE ID, TAG NUMBER)	NONPUBLIC DOCUMENT			
PRODUCT CATEGORY ID	CONTAINS TRADE SECRET DATA			
MARKET UNIT				
QUANTITY				
WORK CATEGORY CODE				

Minnesota
 P-421/CI-01-1371
 DOC 18 2220S1
 TRADE SECRET ATTACHMENT

Stacy Reed 313-896-0533 1801 California St 235th Denver
 CODER'S NAME (Please print) PHONE NO. STREET/ROOM NO. CITY

PAY VENDOR (0012) ALREADY PAID

Fed # 4558

INVOICE HEADER	PAYEE NAME (PRINT) McLeod USA			APPROVER'S NAME (PRINT) GRAHAM GRAHAM		DATE 1-14-02
	STREET ADDRESS 6400 C Street SW			APPROVER'S SIGNATURE <i>[Signature]</i>		APPROVED AMOUNT 5984404.00
	ROOM NO.	P.O. BOX		APPROVER'S PC		
	CITY Cedar Rapids	STATE IA	ZIP 52406	APPROVER'S ESN		CHECK NO.
	ALREADY PAID BY: <input type="checkbox"/>	Field Cash (0021) <input type="checkbox"/>	Manual (0024) <input type="checkbox"/>	Wire Transfer (0025) <input checked="" type="checkbox"/>	DATE PAID	CHECK AMOUNT
	MAIL TO			BUSINESS PURPOSE		
STREET			ABA # 042000013 Acct # 12132234			
CITY			First State Bank Iowa			
STATE			Tax ID # 42-1407240			
PHONE NUMBER			* Transfer 1500 *			

REF.	INVOICE NO.	INVOICE DATE	GROSS AMOUNT	TAX SPEC	SALES TAX	NET AMOUNT
A	July 2001 - Sept 2001		5984,404.00			5984,404.00
B	Vendor Plan					
C						
D						

02134000 x Steve Reed 303-896-0533 1-10-02
 RCO SIGNATURE: I hereby certify that the amount shown hereon is correct as stated on record at U.S. West Communications. PHONE NO. DATE

LINE	REF.	LINE	AIC (MIC)	NET AMOUNT	REF.	LINE	AIC (MIC)	NET AMOUNT
	A	1		5984,404.00				

	REFLINE A11	REFLINE A11	REFLINE A11	REFLINE A11
AMOUNT/PERCENT	248,617.00	96,3198.00	1,416,123.00	243,829.00
RCC	T0C00000	T0C00000	T0C00000	T0C00000
MAIN ACCOUNT	4010	4010	4010	4010
SUB ACCOUNT	2199	2199	2199	2199
EC	0	0	0	0
FIELD RPTG CODES/F				
EXTC	#CY1	CY1	CY1	CY1
ADDRESS ID	100000	200000	300000	300000
JOB ID				
LEASE ORDER NUMBER				
ASI (LEASE ID, TAG NUMBER)		NONPUBLIC DOCUMENT		
PRODUCT CATEGORY ID		CONTAINS TRADE SECRET DATA		
MARKET UNIT				
QUANTITY				
WORK CATEGORY CODE				Trade Secret Data Ends!

P-421/C-02-197
 DOC 08-212
 Trade Secret Attachment

McLeodBPF Summary

NONPUBLIC DOCUMENT
 CONTAINS TRADE SECRET DATA

1999-2000 Buyer Profile: McLeod

[Trade Secret Data Begins

Volumes: In Service	1999	2000	2000
Resale (Centrex, 1FB, 1FR)	EOY	May YTD	CE
Unbundled	205,082	227,758	TBD
CLEC Trunking Local	7,154	11,374	TBD
CLEC Trunking Tandem	9,993	11,726	2000
	1,518	2,963	
		3,000	
Revenue			
PLTS	243,052	250,343	TBD
Collocation	458,185	2,132,296	TBD
LNP Cost Recovery	686,196	1,405,894	TBD
Resale (Centrex, 1FB, 1FR)	77,512,169	36,691,406	TBD
LIS	761	146,224	TBD
Unbundled	1,100,000	846,000	TBD
Reciprocal Comp		71,699	TBD
Other	316,629		TBD
Total Revenue	80,316,991	41,543,862	

One-Time Merger Settlement Issues	
Expense	
Centrex Subscriber disputes	\$ 4.4
Misc. Billing Disputes	\$25.5
Recip Comp	\$14.7
Subtotal Expense	\$44.6
Revenue	
MN Collocation	\$ 1.2
NARS Pricing	\$ (3.6)
CUDS Pricing	\$ 3.2
COWY Centrex	\$ 1.0
EICT	\$ 1.0
Subtotal Revenue	\$ 2.8
Net Settlement	\$41.8

Expense*			
Reciprocal Comp Local - Billed	20,618,652	3,000,000	3,000,000
Reciprocal Comp Toll - Billed	1,704,019	1,216,755	3,600,000
Reciprocal Comp Local - Paid	17,618,725		
Reciprocal Comp Toll - Paid			
Total Expense (Billed)	22,322,671	4,216,755	
Margin	57,994,320	37,327,107	
	28%	10%	
Capital			
CLEC Trunking Local	5,900,000	34,398,364	68,500,000
Unbundled	1,143,517		
Collocation	1,860,821	34,398,364	
	8,904,338		
Cash Flow	49,089,983	2,928,743	

Talking Points

- McLeod forecast moves 45,000 lines from Centrex to Unbundled.
- Excessive CLEC Trunking forecast assumes 50% growth (5200 DS-1 equivalent trunks or \$68.5M in capital) with only 37% utilization of current trunks in service.

*Direct expense only - does not include service delivery, provisioning or maintenance costs.

07/19/200010:21 AM

CONFIDENTIAL: Disclose and distribute solely to employees of Qwest with a need to know.



2000 UNE-P Conversion Proposal: McLeod

	June 2000	Year 1	Year 2	Year 3	Year 4	Year 5	Total
Volumes	275,355	355,945	432,632	538,205	624,919	678,821	678,821
Recurring							
Centrex/1FB	136,169	177,732	225,338	275,898	313,621	313,621	1,128,758
UNE-P	85,854	105,141	127,758	152,549	171,549	171,549	642,849
UNE	71,493	87,403	106,051	126,454	142,060	142,060	533,462
UNE-P vs Centrex / 1FB	(50,315)	(72,591)	(97,582)	(123,348)	(142,071)	(142,071)	(485,909)
UNE vs Centrex/1FB	(84,676)	(90,329)	(119,286)	(149,444)	(171,561)	(171,561)	(595,286)
UNE vs UNE-P	(14,361)	(17,738)	(21,705)	(26,094)	(29,480)	(29,480)	(109,368)
Voicemail @ Retail	2,402,929	4,977,803	6,078,071	7,460,874	8,557,686	8,557,686	29,477,063
Voicemail @ 25% Discount	1,801,972	3,733,352	4,558,553	5,595,656	6,418,265	6,418,265	22,107,797
Voicemail @ Retail less Cost	2,946,860	3,598,218	3,598,218	4,416,837	5,068,150	5,068,150	16,028,065
Voicemail @ 25% Discount less Cost	1,702,409	2,076,700	2,076,700	2,551,619	2,926,729	2,926,729	9,259,457

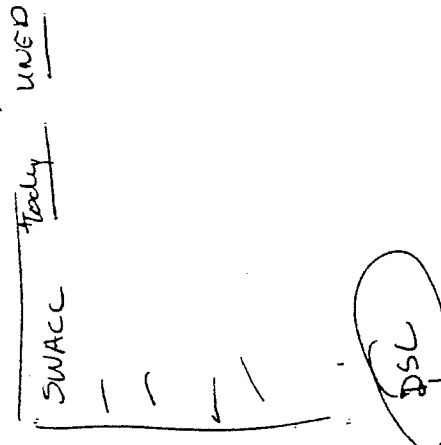
McLeod SWACC Rev Opportunity
Additional SWACC loss from IXC carried traffic

	2000	Year 1	Year 2	Year 3	Year 4	Year 5	Total
Nonrecurring (\$000)	26,688	6,439	6,393	8,164	5,706	3,579	56,970
Full UNE NRC	1,036	1,283	1,199	1,685	1,502	1,032	7,736
TELRIC	(25,653)	(5,156)	(5,195)	(6,478)	(4,204)	(2,547)	(49,234)
Rev Loss @ TELRIC	1,605	857	816	1,123	947	632	5,981
Actual Cost	(25,083)	(5,582)	(5,577)	(7,041)	(4,759)	(2,947)	(50,969)
Rev Loss @ Actual Cost							

	1999 EOY	2000 1Q	2000 2Q	2000 3Q	2000 4Q	2000 Tot
Capital (\$000)	1,054	742	2,000	2,296	2,594	7,632
LIS Trunking (Forecast) DS-1	1,054	1,179	1,275			
In Service - Actual	688	688	671			
Trunking Required	63%	55%	53%			
Utilization to Ordered	63%	38%	18%			
Utilization to Forecasted	9,528	5,921	22,807	22,289	21,780	72,905
Consumption - Forecast	9,528	1,094	668			
Consumption - Ordered	5,780	288	168			
Consumption - Required						

Collocation	Volume @ 110,000	@ 338,000
Cost	688	76,760,000
Avg NRC	56,323,714	235,924,000
Unbundled Pre-provisioning	@ 41,327	
Cost	28,846,248	

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA



DSC



McLeod Pricing Analysis - w/o Shared Xport

Regional Price

Avg. Customer Price/On-Line analysis	CO	IA	MN	SD	ND	WY	Regional Price
Avg. UNE-P Price/Line - w/o Features & usage	\$ 21.23	21.73	19.38	23.36	21.45	31.60	
Avg. Centrex Price/Line	\$ 36.50	28.09	45.21	34.02	31.68	44.79	
Avg. Price/Line diff.	\$ 15.27	\$ 6.36	\$ 25.83	\$ 10.66	\$ 10.23	\$ 13.19	\$ -
Usage sensitive - MoU port charge	\$0.00283	\$0.00213	\$0.00181	\$0.00180	\$0.00250	\$ -	\$ -
Usage sensitive - MoU shared Xport	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
MoU threshold for breakeven per month <small>(assumes only 50% of MoU's related to shared Xport)</small>	5,395	2,985	14,269	5,921	4,093	#DIV/0!	
Avg. hours per day to reach threshold	3.0	1.7	7.9	3.3	2.3	#DIV/0!	
Switched Access Revenue risk per line	\$ 6.79	\$ 3.89	\$ 4.05	\$ 9.37	\$ 10.85	\$ -	
Value of TLA per line	\$ 1.92	\$ 1.98	\$ 0.69	\$ 0.05	\$ 1.93	\$ 2.63	

Impact on revenue streams

Average Centrex rev per line	\$ 36.50	\$ 28.09	\$ 45.21	\$ 34.02	\$ 31.68	\$ 44.79
Estimated volumes	0	0	0	0	0	0
Estimated monthly revenue	0	0	0	0	0	0
Estimated annual revenue	0	0	0	0	0	0
Average UNE rev per line	0	0	0	0	0	0
Estimated volumes	0	0	0	0	0	0
Estimated monthly revenue	0	0	0	0	0	0
Estimated revenue	0	0	0	0	0	0
Revenue risk - recurring revenue	0	0	0	0	0	0

Impact of TLAs

Non-recurring revenue from conversion	0	0	0	0	0	0
TLA revenue	0	0	0	0	0	0
Total non-recurring revenue from conversion	0	0	0	0	0	0

VoiceMail Options

Unit Price	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Volumes-full	0	0	0	0	0	0
Recurring revenue-annual	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Volumes - 2 for 1	0	0	0	0	0	0
Recurring revenue-annual	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recurring revenue-first 6 months free	0	0	0	0	0	0

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

For Discussion Purposes Only - Data Exchanged between Parties Do Not Constitute Offers
Qwest Reserves the Right to Revise/Supplement any Term or Condition Contained Herein

McLeod Pricing Analysis - w/o Shared Xport

Avg. Customer Price/On-Line analysis	CO	IA	MN	SD	ND	WY	Regional Price
Avg. UNE-P Price baseline	24.60	24.09	21.30	25.06	24.72	32.10	
less: features	1.03	0.05	0.05	0.05	0.05	0.05	
less: usage sensitive port charge	1.77	1.34	1.13	1.13	1.57	-	
less: usage sensitive shared Xport charge	0.57	0.97	0.74	0.52	1.65	0.45	
Avg. UNE-P Price/Line - w/o Features & usage	\$ 21.23	\$ 21.73	\$ 19.38	\$ 23.36	\$ 21.45	\$ 31.60	
Avg. Centrex Price/Line	\$ 33.63	\$ 25.70	\$ 41.45	\$ 29.29	\$ 28.35	\$ 44.06	
Avg. Price/Line diff.	\$ 12.40	\$ 3.97	\$ 22.07	\$ 5.93	\$ 6.90	\$ 12.46	\$ -
Usage sensitive - MoU port charge	\$0.00283	\$0.00213	\$0.00181	\$0.00180	\$0.00250	\$ -	
Usage sensitive - MoU shared Xport	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
MoU threshold for breakeven per month	4,382	1,864	12,193	3,294	2,760	#DIV/0!	
Avg. hours per day to reach threshold	2.4	1.0	6.8	1.8	1.5	#DIV/0!	

Switched Access Revenue risk per line	\$ 6.79	\$ 3.89	\$ 4.05	\$ 9.37	\$ 10.85	\$ -
Value of TLA per line	\$ 1.92	\$ 1.98	\$ 0.69	\$ 0.05	\$ 1.93	\$ 2.63
Impact on recurring revenue streams - Yr1						
Estimated volumes	53,997	132,220	56,329	16,837	20,845	21,907
Estimated monthly revenue	(1,734)	(3,666)	(2,322)	(552)	(638)	(945)
Estimated annual revenue	(20,804)	(44,022)	(27,862)	(6,626)	(7,664)	(11,343)
Estimated monthly revenue	1,169	3,146	1,094	407	498	678
Estimated revenue	14,024	37,754	13,128	4,881	5,978	8,130
Revenue risk - recurring revenue	(6,779)	(6,268)	(14,734)	(1,745)	(1,684)	(3,213)

Impact of Conversion & TLA's						
Non-recurring revenue from conversion-tariff	\$ 55.00	\$ 131.97	\$ 4.96	\$ 122.33	\$ 120.20	\$ 132.66
Estimated Revenue	2,281	17,154	231	1,933	2,500	2,746
TLA revenue						26,845
Total non-recurring revenue from conversion	55	131.97	4.96	122.327	120.195	132.66

<u>VoiceMail Options</u>						
Unit Price	CO	IA	MN	SD	ND	WY
Volumes-full	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recurring revenue-annual	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Volumes - 2 for 1	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Recurring revenue-annual	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recurring revenue-first 6 months free	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

McLeod Pricing Analysis

Avg. Customer Price/On-Line analysis

	CO	IA	MN	SD	ND	WY	Regional Price
Avg. UNE-P Price baseline	24.60	24.09	21.30	25.06	24.72	32.10	
less: features	1.03	0.05	0.05	0.05	0.05	0.05	
less: usage sensitive port charge	1.77	1.34	1.13	1.13	1.57	-	
less: usage sensitive shared Xport charge	0.57	0.97	0.74	0.52	1.65	0.45	
Avg. UNE-P Price/Line - w/o Features & usage	\$ 21.23	\$ 21.73	\$ 19.38	\$ 23.36	\$ 21.45	\$ 31.60	
Avg. Centrex Price/Line	\$ 33.63	\$ 25.70	\$ 41.45	\$ 29.29	\$ 28.35	\$ 44.06	
Avg. Price/Line diff.	\$ 12.40	\$ 3.97	\$ 22.07	\$ 5.93	\$ 6.90	\$ 12.46	\$ -

Usage sensitive - MoU port charge
Usage sensitive - MoU shared Xport

MoU threshold for breakeven per month
(assumes only 80% of MoU's related to shared Xport)

Avg. hours per day to reach threshold	1.8	0.5	4.1	1.0	0.6	5.7
Switched Access Revenue risk per line	\$ 6.79	\$ 3.89	\$ 4.05	\$ 9.37	\$ 10.85	\$ -
Value of TLA per line	\$ 1.92	\$ 1.98	\$ 0.69	\$ 0.05	\$ 1.93	\$ 2.63

Impact on recurring revenue streams - Yr1

Estimated volumes - Centrex & 1FB	53,997	132,220	56,329	16,837	20,845	21,907
Estimated monthly revenue	(1,734)	(3,668)	(2,322)	(552)	(639)	(945)
Estimated annual revenue	(20,804)	(44,022)	(27,862)	(6,626)	(7,664)	(11,343)
Estimated monthly revenue	1,169	3,146	1,094	407	498	678
Estimated revenue	14,024	37,754	13,128	4,881	5,979	8,130
Revenue risk - recurring revenue	(6,779)	(6,268)	(14,734)	(1,745)	(1,684)	(3,213)

Impact of Conversion & TLA's

Non-recurring revenue from conversion-tariff	\$ 55.00	\$ 131.97	\$ 4.96	\$ 122.33	\$ 120.20	\$ 132.66
Estimated Revenue	2,281	17,154	231	1,933	2,500	2,746
TLA revenue						26,845
Total non-recurring revenue from conversion	55	131.97	4.96	122.327	120.195	132.66

VoiceMail Options

Unit Price	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Volumes-full	0	0	0	0	0	0
Recurring revenue-annual	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Volumes - 2 for 1	0	0	0	0	0	0
Recurring revenue-annual	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recurring revenue-first 6 months free	0	0	0	0	0	0

Impact of McLeod conversion to UNE-P - Embedded and Growth

RECURRING REVENUE IMPACT:

Average Price/line/mo.	Centrex	1FB	1FR	UNE-P
Line (incl CUOSCU/1DT and LNP)	\$19.78	\$27.40	\$0.00	\$20.85
Features	2.91	4.88	-	0.21
CALC	6.24	8.10	-	-
Flat Rate Port	-	-	-	1.29
Other	-	1.08	-	-
Total Flat Charges	\$28.93	\$41.24	\$0.00	\$22.35
Port Usage MOU Rate	-	-	-	0.0028
InterSWACC MOU Rate	0.008374	0.008374	-	-
IntraSWACC MOU Rate*	0.033531	0.033531	-	0.005

*Includes Port, Tandem Transmission and Tandem Switching

Monthly Usage Revenue / Line

Port Usage	0.92	0.92	1.57
InterSWACC	2.76	2.76	0.92
IntraSWACC	-	-	-

Volumes	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Total Revenue - \$000s	275,236	278,180	278,180	318,343	350,303	370,764	370,927	349,884
Resale Flat	(23,785)	(24,088)	(47,872)	(106,555)	(123,843)	(135,895)	(140,333)	(135,289)
UNE-P Flat	18,340	18,535	36,875	78,925	86,635	92,014	94,281	92,328
Net Flat Rate	(5,445)	(5,552)	(10,997)	(27,631)	(37,208)	(43,881)	(46,052)	(42,960)
Intrastate SWACC	(728)	(737)	(1,465)	(3,234)	(3,718)	(4,056)	(4,153)	(3,989)
Intrastate SWACC	(1,789)	(1,815)	(3,603)	(8,036)	(9,318)	(10,108)	(10,328)	(9,924)
UNE-P Port Usage (LoOHg)	1,288	1,302	2,588	5,542	6,088	6,457	6,650	6,534
UNE-P SWACC	-	-	-	-	-	-	-	-
End Office (80%)	241	244	484	1,024	1,097	1,157	1,188	1,193
Port Usage - Term	241	244	484	1,024	1,097	1,157	1,188	1,193
Port Usage - Orig	481	488	969	2,048	2,195	2,314	2,368	2,388
Total EO SWACC	80	81	121	256	274	289	300	298
Tandem (20%)	60	61	121	256	274	289	300	298
Port Usage - Term	130	131	261	555	607	652	673	660
Port Usage - Orig	250	253	503	1,087	1,156	1,231	1,273	1,257
Total Tandem SWACC	732	740	1,472	3,115	3,351	3,545	3,689	3,643
TOTAL UNE-P SWACC	(500)	(509)	(1,009)	(2,812)	(3,617)	(4,160)	(4,163)	(3,736)
Net Usage	(6,946)	(6,962)	(13,008)	(30,243)	(40,825)	(48,041)	(50,216)	(46,895)

Conversion to UNE-P Revenue Impact - \$000s

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Conversion Revenue	1,605	31	1,637	427	340	251	104	35
Cost	1,605	31	1,637	427	340	251	104	35
Net Margin	-	-	-	-	-	-	-	-
TLA Revenue	12,845	-	12,845	-	-	-	-	-
Total Non-Recurring	12,845	-	12,845	-	-	-	-	-

Qwest Impact From Access Expense paid to CLECS

- Per McLeod, used \$.04 / min rate
 - This is for intrastate IntraLATA calls originated by Q end user and terminating to McLeod end user.
 - Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXCs @ \$.04 / min

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Q Tristate, TraLATA	(448)	(452)	(900)	(1,934)	(2,159)	(2,333)	(2,395)	(2,311)
IXC 271	(3,365)	(3,407)	(6,772)	(16,022)	(20,549)	(24,293)	(25,197)	(23,107)
Total	(3,813)	(3,859)	(7,672)	(17,956)	(22,707)	(26,626)	(27,592)	(25,418)

Net Impact to Qwest - \$000s

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Net Impact to Qwest	6,462	(6,613)	(62)	(32,177)	(42,984)	(50,374)	(52,610)	(48,007)
Excluding IXC 271	(3,087)	9,821	6,734	48,199	63,532	74,637	77,807	72,114

Net Benefit to MGT \$000s (incl 271 Impact)

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

08/15/2000 2:00 PM

CONFIDENTIAL
 Disclosure solely to employees of QWEST with a need to know.

ImpactSummary \$5.83NRC.xls embedded:qwest

10/15/00
 MCLM

10/15/00

WLD
 SWACC
 6A 33.3

Impact of McLeod conversion to UNE-P - Additional COs

RECURRING REVENUE IMPACT:		2001	2002	2003	2004	2005
Average Price/line/mo.	Centrex	1FB	1FR	UNE-P		
Line (incl. clubcau/IDT and LWP)	\$0.00	\$33.28	\$0.00	\$20.85		
Features	-	8.07	-	0.21		
CALC	-	8.10	-	-		
Flat Rate Port	-	-	-	1.29		
Other	-	1.08	-	-		
Total Flat Charges	\$0.00	\$48.52	\$0.00	\$22.35		
Port Usage MOU Rate	-	-	-	0.0028		
InterSWACC MOU Rate	0.006374	0.006374	-	-		
IntraSWACC MOU Rate*	0.033531	0.033531	-	0.005		
*Includes Port, Tandem Transmission and Tandem Switching						
Monthly Usage Revenue / Line						
Port Usage				1.57		
InterSWACC	0.92	0.92				
IntraSWACC	2.78	2.78		0.92		
Volume						
Total Revenue - \$000s		34,538	79,285	194,377	250,928	325,873
Resale Flat		(8,871)	(29,273)	(82,722)	(107,030)	(148,814)
UNE-P Flat		4,208	13,912	29,844	50,975	70,928
Net Flat Rate		(4,663)	(15,361)	(32,877)	(56,055)	(77,885)
IntraState SWACC		(161)	(533)	(1,152)	(1,858)	(2,702)
InterState SWACC		(477)	(1,584)	(3,426)	(5,828)	(8,037)
UNE-P Port Usage (Ld/Orig)		301	995	2,131	3,839	5,083
UNE-P SWACC		-	-	-	-	-
End Office (80%)		-	-	-	-	-
Port Usage - Term		48	151	324	550	797
Port Usage - Orig		48	151	324	550	797
Total EO SWACC		91	301	648	1,099	1,513
Tandem (20%)		-	-	-	-	-
Port Usage - Term		11	38	81	137	188
Port Usage - Orig		11	38	81	137	189
Tandem Traffic		23	74	159	289	371
Total Tandem SWACC		48	150	321	544	748
TOTAL UNE-P SWACC		137	451	970	1,843	2,282
Net Usage		(200)	(872)	(1,478)	(2,503)	(3,414)
Total Net		(4,863)	(15,033)	(34,359)	(69,556)	(91,289)

Conversion to UNE-P Revenue Impact - \$000s		2001	2002	2003	2004	2005
Conversion Revenue		387	476	808	921	797
Cost		387	476	808	921	797
Net Margin		-	-	-	-	-
TLA Revenue		-	-	-	-	-
Total Non-Recurring		-	-	-	-	-
Total Net		-	-	-	-	-

Conversion to UNE-P Non-Recurring Impact - \$000s		2001	2002	2003	2004	2005
Non-Recurring conversion charge per twif	\$ 5.83					
Actual Cost to provision	\$ 5.83					
Non-Recurring conversion margin	\$ -					
TLA revenue (including months 21-43 depending on the state)	\$ 1.80					
Total Net Non-Recurring	\$ 1.80					

Qwest Impact From Access Expense paid to CLECS		2001	2002	2003	2004	2005
Per McLeod, used \$.04 / min rate						
This is for IntraState IntraLATA calls originated by Q and user and terminating to McLeod end user.						
Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXC @ \$.04 / min						
Q Traslata, Tralata		(66)	(314)	(889)	(1,130)	(1,580)
IXC 271		(1,111)	(3,883)	(7,883)	(13,371)	(18,431)
Total		(1,207)	(3,977)	(8,552)	(14,507)	(20,000)
Net Impact to Qwest - \$000s						
Excluding IXC 271		(4,959)	(16,347)	(35,028)	(59,984)	(82,888)
Net Benefit to MGT \$000s (incl 271 Impact)		6,070	20,010	42,909	73,086	101,299

Qwest Opportunities to Replace Loss of Recurring - \$000s		2001	2002	2003	2004	2005
VMS Resale McLeod @ (at retail rate)		812	812	812	812	812
9% Penetration		2,258	2,258	2,258	2,258	2,258
25% Penetration		1,434	1,434	1,434	1,434	1,434
DSL Resale to McLeod @ (at retail rate)		3,884	3,884	3,884	3,884	3,884
9% Penetration		TBD	TBD	TBD	TBD	TBD
25% Penetration		TBD	TBD	TBD	TBD	TBD
In-region Sales growth commitment		TBD	TBD	TBD	TBD	TBD
Out-of-region Sales growth commitment		TBD	TBD	TBD	TBD	TBD

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

Impact of McLeod conversion to UNE-P - TOTAL

RECURRING REVENUE IMPACT:		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Average Price/line/mo.	Centrax								
Line (incl. discount/orig. and LWP)	\$18.78	\$27.40	\$0.00	\$20.85					
Features	2.91	4.88	-	0.21					
CALC	6.24	8.10	-	-					
Flat Rate Port	-	-	-	1.29					
Other	-	1.08	-	-					
Total Flat Charges	\$28.93	\$41.24	\$0.00	\$22.35					
Port Usage MOU Rate	0.006374	0.008374	-	0.0028					
Intra-SWACC MOU Rate*	0.033531	0.033531	-	0.005					
*Includes Port, Tandem Transmission and Tandem Switching									
Monthly Usage Revenue / Line									
Port Usage	0.82	0.82	1.57						
Intra-SWACC	2.76	2.78	0.82						
Total Net (Non-Recurring)									

Conversion to UNE-P Non-Recurring Impact - \$000s		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Actual Cost to provision	\$ 5.83								
Non-Recurring conversion charge per tariff	\$ 5.83								
Non-Recurring conversion margin	\$ 1.80								
TLA revenue (assuming months 21-43 depending on line state)									
Total Net (Non-Recurring)	\$ 1.80								

Qwest Impact From Access Expense paid to CLECS		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
- Per McLeod, used 3.04 / min rate									
- This is for Intra-state Intra-LATA calls originated by Q and user and terminating to McLeod and user.									
- Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXC's @ 3.04 / min									
Conversion Revenue	1,805	31	1,837	785	818	1,157	1,025	833	833
Cost	1,805	31	1,837	785	818	1,157	1,025	833	833
Net Margin	-	-	-	-	-	-	-	-	-
TLA Revenue	12,845	-	12,845	-	-	-	-	-	-
Total Nonrecruiting	12,845	-	12,845	-	-	-	-	-	-

Qwest Impact to Qwest - \$000s		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Excluding IXC 271	(448)	(452)	(800)	(2,030)	(2,472)	(3,003)	(3,531)	(3,860)	(3,860)
→ Q Tristate, TralATA	(3,385)	(3,407)	(6,772)	(17,133)	(24,212)	(32,149)	(36,569)	(41,539)	(41,539)
→ IXC 271	(3,813)	(3,859)	(7,672)	(19,163)	(26,984)	(35,148)	(42,088)	(45,419)	(45,419)
Total	(7,646)	(7,718)	(16,244)	(38,326)	(53,673)	(69,300)	(79,188)	(89,817)	(89,817)
Net Impact to Qwest - \$000s	(7,646)	(7,718)	(16,244)	(38,326)	(53,673)	(69,300)	(79,188)	(89,817)	(89,817)

Net Benefit to MGT \$000s (incl 271 impact)		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Excluding IXC 271	6,452	6,613	62	(37,136)	(69,330)	(65,400)	(112,304)	(131,876)	(131,876)
Net Benefit to MGT \$000s (incl 271 impact)	(3,087)	(9,921)	6,834	64,269	93,642	117,845	160,872	173,414	173,414

Qwest Opportunities to Realize Loss of Recurring - \$000s		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
VMS Resale McLeod (at retail rate)	812	812	5,126	8,039	5,897	11,423	10,484	10,484	10,484
9% Penetration	2,258	2,258	17,152	23,611	19,412	44,195	40,284	40,284	40,284
25% Penetration									
DSL Resale to McLeod (at retail rate)	1,434	1,434	6,714	9,481	13,925	19,872	28,872	28,872	28,872
9% Penetration	3,984	3,984	18,649	26,335	38,680	55,198	74,088	74,088	74,088
25% Penetration	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD
In-region Sales growth commitment	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD
Out-of-region Sales growth commitment	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

Impact of McLeod conversion to UNE-P - Embedded and Growth

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
RECURRING REVENUE IMPACT:								
Average Price/line/mo.								
Line (incl CUDSC2/10T and LNP)	\$18.78	\$27.40	\$0.00	UNE-P				
Features	2.81	4.66	0.21	\$20.85				
CALC	6.24	6.10	-	0.21				
Flat Rate Port	-	-	-	1.29				
Other	-	1.08	-	-				
Total Flat Charges	\$28.93	\$41.24	\$0.00	\$22.35				
Port Usage MOU Rate	-	-	-	0.0028				
IntraSWACC MOU Rate	0.006374	0.006374	-	-				
IntraSWACC MOU Rate*	0.033531	0.033531	-	0.006				
*Includes Port, Tandem, Transmission and Tandem Switching								
Monthly Usage Revenue / Line	0.92	0.92	1.57					
Port Usage	2.76	2.78	0.92					
IntraSWACC								
IntraSWACC								
Volumes								
Total Revenue - \$000s	275,236	278,180	276,180	318,343	350,303	370,784	370,827	348,884
Resale Flat	(23,785)	(24,088)	(47,872)	(106,555)	(123,843)	(135,895)	(140,333)	(135,289)
UNE-P Flat	18,340	18,535	36,875	78,925	86,835	92,014	84,281	92,328
Net Flat Rate	(5,445)	(5,552)	(10,997)	(27,631)	(37,008)	(43,881)	(46,052)	(42,960)
Interstate SWACC	(728)	(737)	(1,466)	(3,234)	(3,718)	(4,058)	(4,153)	(3,888)
Intrastate SWACC	(1,789)	(1,815)	(3,603)	(8,036)	(9,318)	(10,106)	(10,329)	(9,924)
UNE-P Port Usage (LdOrig)	1,286	1,302	2,588	5,542	6,088	6,457	6,650	6,534
UNE-P SWACC								
End Office (80%)								
Port Usage - Term	241	244	484	1,024	1,087	1,157	1,198	1,193
Port Usage - Orig	241	244	484	1,024	1,087	1,157	1,198	1,193
Total EO SWACC	481	488	968	2,048	2,185	2,314	2,396	2,386
Tandem (20%)								
Port Usage - Term	60	61	121	258	274	289	300	298
Port Usage - Orig	60	61	121	258	274	289	300	298
Tandem Traffic	130	131	261	555	607	652	673	660
Total Tandem SWACC	250	253	503	1,087	1,156	1,231	1,273	1,257
TOTAL UNE-P SWACC	732	740	1,472	3,115	3,351	3,545	3,669	3,643
Net Usage	(500)	(508)	(1,008)	(2,612)	(3,617)	(4,160)	(4,163)	(3,736)
Total Net	(5,946)	(6,062)	(12,006)	(30,243)	(40,825)	(48,041)	(50,215)	(48,895)

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Conversion to UNE-P Revenue Impact - \$000s								
Conversion Revenue	28,845	148	28,995	3,589	3,128	2,241	461	193
Cost	1,905	31	1,937	427	340	251	104	35
Net Margin	25,240	118	25,358	3,161	2,788	1,990	357	158
TLA Revenue	12,845		12,845					
Total Non-recurring	38,085	118	38,203	3,161	2,788	1,990	357	158

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Qwest Impact From Access Expense paid to CLECs								
Actual Conversion	\$ 97.49							
Non-Recurring conversion charge per tariff	\$ 5.83							
Non-Recurring conversion margin	\$ 91.66							
TLA revenue (remaining months 21-43 depending on the state)	\$ 1.80							
Total Net Non-Recurring	\$ 93.46							

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Net Impact to Qwest - \$000s								
Excluding IXC 271	31,582	(6,396)	25,287	(28,016)	(40,198)	(48,384)	(62,263)	(48,948)
Net Benefit to M01 \$000s (incl 271 Impact)	(28,327)	8,802	(19,525)	46,038	60,747	72,647	77,460	71,958

NONPUBLIC DOCUMENT
 CONTAINS TRADE SECRET DATA

WLU SWACC
 (24.7) 29.2
 (5.8)

Impact of McLeod conversion to UNE-P - Additional Cos

RECURRING REVENUE IMPACT:		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Average Price/line/mo.	Centrex				34,538	79,285	164,377	250,928	325,873
Line (incl. CD/SL/AVDT and LNP)	\$0.00	\$33.20	\$0.00	\$20.85	(8,871)	(28,273)	(62,722)	(107,030)	(148,814)
Features		6.07		0.21	4,208	13,812	29,844	50,875	70,928
CALC		6.10			(4,883)	(15,381)	(32,877)	(58,055)	(77,885)
Flat Rate Port				1.29					
Other		1.08			(161)	(533)	(1,152)	(1,958)	(2,702)
Total Flat Charges	\$0.00	\$48.52	\$0.00	\$22.35	(477)	(1,584)	(3,428)	(5,928)	(8,037)
Port Usage MOU Rate				0.0028	301	985	2,131	3,839	5,083
IntraSWACC MOU Rate	0.006374	0.006374							
IntraSWACC MOU Rate*	0.033531	0.033531		0.005					
*Includes Port, Tandem Transmission and Tandem Switching									
Monthly Usage Revenue / Line					46	151	324	550	757
Port Usage					46	151	324	550	757
IntraSWACC	0.92	0.92		1.57	91	301	648	1,089	1,513
IntraSWACC	2.76	2.76		0.92	11	38	81	137	189
					11	38	81	137	189
					23	74	158	289	371
					46	150	321	544	748
TOTAL UNE-P SWACC					137	451	870	1,543	2,262
Net Usage					(200)	(872)	(1,479)	(2,503)	(3,414)
Total Net					(4,883)	(16,033)	(34,369)	(65,669)	(81,299)

Conversion to UNE-P Revenue Impact - \$000s		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Conversion Revenue	\$ 97.40				2,339	3,248	6,257	6,120	6,269
Cost	\$ 91.66				367	478	908	757	757
Net Recurring	\$ 5.74				1,972	2,770	5,352	5,363	5,512
Total Net Non-Recurring	\$ 93.46				2,171	2,773	5,352	5,189	4,472

Quest Impact From Access Expense paid to CLECS		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Per McLeod, used 5.04 / min rate					(86)	(314)	(889)	(1,136)	(1,569)
This is for IntraState IntraLATA calls originated by Q and user and terminating to McLeod end user.					(1,111)	(3,883)	(7,883)	(13,371)	(19,431)
Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXCs @ 5.04 / min					(1,207)	(3,977)	(8,552)	(14,507)	(20,000)
Total					(2,394)	(8,174)	(17,324)	(29,014)	(41,000)

Net Impact to Quest - \$000s		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Excluding IXC 271					(2,748)	(13,873)	(29,874)	(54,486)	(78,398)
Net Benefit to MCI \$000s (incl 271 Impact)					3,899	17,237	37,667	67,686	96,937

Charter Opportunities to Replace Losses of Recurring - \$000s

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
VMS Resale McLeod @ full retail rate	812	812	1,624	5,128	6,638	9,997	11,423	10,484
9% Penetration				17,162	23,811	19,412	44,185	40,264
25% Penetration				2,256				
DSL Resale to McLeod @ full retail rate	1,434	1,434	2,868	6,714	9,481	13,925	19,872	26,872
9% Penetration				18,048	26,335	38,680	55,189	74,088
25% Penetration				TBD	TBD	TBD	TBD	TBD
In-region Sales growth commitment				TBD	TBD	TBD	TBD	TBD
Out-of-region Sales growth commitment				TBD	TBD	TBD	TBD	TBD

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

Impact of McLeod conversion to UNE-P - TOTAL

RECURRING REVENUE IMPACT:		3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Average Price/line/mo.	Contract	1FB	1FR	UNE-P					
Line (incl. subcarrier and line)	\$19.78	\$27.40	\$0.00	\$20.85					
Features	2.91	4.68	-	0.21					
CALC	6.24	8.10	-	-					
Flat Rate Port	-	-	-	1.29					
Other	-	1.08	-	-					
Total Flat Charges	\$28.93	\$41.24	\$0.00	\$22.35					
Port Usage MOU Rate	-	-	-	0.0028					
IntraSWACC MOU Rate	0.008374	0.008374	-	-					
IntraSWACC MOU Rate*	0.033531	0.033531	-	0.005					
*Includes Port, Tandem Transmission and Tandem Switching									
Monthly Usage Revenue / Line									
Port Usage	0.92	0.92		1.57					
IntraSWACC	2.78	2.78		0.92					

Volumes	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Total Revenue - \$000s	275,238	278,180	553,418	352,881	429,588	535,141	621,855	875,757
Ressale Flat	(23,785)	(24,088)	(47,873)	(115,428)	(153,116)	(198,817)	(247,383)	(284,102)
UNE-P Flat	18,340	18,535	36,875	83,132	100,547	121,858	145,256	183,237
Net Flat Rate	(5,445)	(5,552)	(10,997)	(32,296)	(52,569)	(76,759)	(102,107)	(120,845)
Intrastate SWACC	(728)	(737)	(1,465)	(3,395)	(4,251)	(5,208)	(6,111)	(8,991)
Intrastate SWACC	(1,789)	(1,815)	(3,603)	(8,513)	(10,902)	(13,534)	(16,158)	(17,882)
UNE-P Port Usage (LdOrig)	1,288	1,302	2,590	5,843	7,082	8,589	10,289	11,598
UNE-P SWACC								
End Office (80%)								
Port Usage - Term	241	244	484	1,070	1,248	1,481	1,748	1,950
Port Usage - Orig	241	244	484	1,070	1,248	1,481	1,748	1,950
Total EO SWACC	481	488	969	2,139	2,496	2,963	3,495	3,899
Tandem (20%)								
Port Usage - Term	60	61	121	287	312	370	437	487
Port Usage - Orig	60	61	121	287	312	370	437	487
Tandem Traffic	130	131	261	578	622	740	874	1,031
Total Tandem SWACC	250	253	503	1,113	1,308	1,552	1,817	2,008
TOTAL UNE-P SWACC	732	740	1,472	3,252	3,801	4,515	5,312	5,905
Net Usage	(500)	(509)	(1,009)	(2,813)	(4,289)	(5,639)	(6,888)	(7,150)
Total Net	(5,945)	(6,042)	(12,008)	(35,108)	(56,859)	(82,397)	(108,773)	(127,888)

Conversion to UNE-P Revenue Impact - \$000s	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Conversion Revenue	28,845	149	29,995	8,127	6,375	8,488	8,581	6,483
Coat	1,905	31	1,937	795	818	1,157	1,025	833
Net Microp	25,240	118	25,358	5,332	5,557	7,342	5,556	4,830
TLA Revenue	12,945	-	12,945	-	-	-	-	-
Total Non-Recurring	38,085	118	38,203	5,332	5,559	7,342	5,559	4,830

Conversion to UNE-P Revenue Impact - \$000s	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Conversion Revenue	28,845	149	29,995	8,127	6,375	8,488	8,581	6,483
Coat	1,905	31	1,937	795	818	1,157	1,025	833
Net Microp	25,240	118	25,358	5,332	5,557	7,342	5,556	4,830
TLA Revenue	12,945	-	12,945	-	-	-	-	-
Total Non-Recurring	38,085	118	38,203	5,332	5,559	7,342	5,559	4,830

Qwest Impact From Access Expenses paid to CLECS	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
- Per McLeod, used \$ 0.01 / min rate	(448)	(462)	(910)	(2,030)	(2,472)	(3,003)	(3,531)	(3,880)
- This is for Intrastate TralATA calls equitably by Q and user and terminating to McLeod end user.	(3,365)	(3,407)	(6,772)	(17,133)	(24,212)	(32,148)	(38,668)	(41,539)
- Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXC @ \$ 0.04 / min	(3,813)	(3,859)	(7,672)	(18,163)	(26,884)	(35,148)	(42,088)	(45,112)
Net Impact to Qwest - \$000s	(7,626)	(8,728)	(16,354)	(47,326)	(53,568)	(69,299)	(84,287)	(90,531)
Excluding IXC 271	31,882	(9,395)	22,487	(31,804)	(83,772)	(78,059)	(108,748)	(127,245)
Net Benefit to MGT \$000s (incl 271 Impact)	(23,327)	9,802	(13,525)	48,937	77,963	110,204	145,318	188,784

Qwest Opportunities to Replace Losses of Recurring - \$000s	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
VMS Resale McLeod @ Mt retail rate	812	812	1,624	5,128	6,038	5,987	11,423	10,484
9% Penetration	2,256	2,256	4,512	17,152	23,811	19,412	44,185	40,284
25% Penetration	1,434	1,434	2,868	8,714	9,481	13,925	19,872	20,872
DSL Resale to McLeod @ Mt retail rate	3,984	3,984	7,968	18,649	26,335	38,080	55,189	74,088
9% Penetration	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD
25% Penetration	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD
In-region Sales growth commitment	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD
Out-of-region Sales growth commitment	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

Impact of McLeod conversion to UNE-P - Embedded and Growth

RECURRING REVENUE IMPACT:

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Average Price/line/mo.								
Line (incl CUDSCZ/UDT and LMP)	\$19.78	\$27.40	\$0.00	\$20.85				
Features	2.91	4.88	0.21					
CALC	6.24	8.10						
Flat Rate Port								
Other								
Total Flat Charges	\$28.93	\$41.24	\$0.00	\$22.35				
Port Usage MOU Rate				0.0028				
IntraSWACC MOU Rate	0.006374	0.006374						
IntraSWACC MOU Rate*	0.033631	0.033631						
*Includes Port, Tandem Transmission and Tandem Switching								
Monthly Usage Revenue / Line								
Port Usage	0.92	0.92	1.57					
IntraSWACC	2.76	2.76	0.92					
Total								
Port Usage - Term	241	244	484	1,024	1,097	1,157	1,188	1,103
Port Usage - Orig	241	244	484	1,024	1,097	1,157	1,188	1,103
Total EO SWACC	481	488	969	2,048	2,195	2,314	2,398	2,388
Tandem (20%)								
Port Usage - Term	60	61	121	256	274	289	300	286
Port Usage - Orig	60	61	121	256	274	289	300	286
Tandem Traffic	130	131	261	555	607	652	673	680
TOTAL Tandem SWACC	250	253	503	1,067	1,158	1,231	1,273	1,257
TOTAL UNE-P SWACC	732	740	1,472	3,115	3,351	3,545	3,669	3,643
Net Usage	(983)	(984)	(1,978)	(4,177)	(4,513)	(4,851)	(5,063)	(4,971)
Total Net	(8,428)	(8,547)	(12,976)	(31,908)	(41,721)	(48,732)	(51,116)	(47,931)

Conversion to UNE-P Revenue Impact - \$000s

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Non-Recurring conversion charge per tariff	\$ 5.83	-\$2.70						
Actual Cost to provision	\$ 5.83	-\$2.70						
Non-Recurring conversion margin	\$ -	\$ -						
TLA revenue (remaining months 21-43 depending on the state)	\$ 1.80	\$ 1.80						
Total Net Non-Recurring	\$ 1.80	\$ 1.80						
Conversion Revenue	1,605	31	1,637	108	88	84	27	9
Cost	1,605	31	1,637	108	88	84	27	9
Net Margin								
TLA Revenue	12,845		12,845					
Total Nonrecurring	12,845		12,845					

Qwest Impact From Access Expense paid to CLEGS

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Per McLeod, used \$.04 / min rate	(448)	(452)	(900)	(1,934)	(2,169)	(2,333)	(2,395)	(2,311)
This is for IntraState IntraLATA calls originated by Q and user and terminating to McLeod end user.	(3,936)	(3,982)	(7,919)	(17,084)	(19,070)	(20,887)	(22,044)	(21,642)
Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXCs @ \$.04 / min	(4,384)	(4,434)	(8,818)	(19,018)	(21,239)	(23,220)	(24,439)	(23,953)

Net Impact to Qwest - \$000s

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Excluding IXC 271	6,966	(6,988)	(1,020)	(33,742)	(43,880)	(51,066)	(63,510)	(60,242)
Net Benefit to M01 \$000s (incl 271 impact)	(2,032)	(10,981)	(8,949)	(60,826)	(62,950)	(71,962)	(76,654)	(71,684)
Net Benefit to M01 \$000s (excl 271 impact)	(5,416)	(6,547)	(130)	(31,608)	(41,721)	(48,732)	(61,116)	(47,931)

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

Impact of McLeod conversion to UNE-P - Additional COs

RECURRING REVENUE IMPACT:		3000	4000	2000 Total	2001	2002	2003	2004	2005
Average Price/line/mo.	Centrex	1FB	1FR	UNE-P					
Line (incl. CLEC/SLV/DT and LMP)	\$0.00	\$33.26	\$0.00	\$20.85					
Features	-	6.07	-	0.21					
CALC	-	8.10	-	-					
Field Rate Port	-	-	-	1.29					
Other	-	1.09	-	-					
Total Flat Charges	\$0.00	\$48.52	\$0.00	\$22.35					
Port Usage MOU Rate	-	-	-	0.0028					
IntraSWACC MOU Rate	0.008374	0.008374	-	-					
IntraSWACC MOU Rate*	0.033531	0.033531	-	0.005					
*Includes Port, Tandem Transmission and Tandem Switching									
Monthly Usage Revenue / Line									
Port Usage	0.92	0.92	-	1.57					
IntraSWACC	2.78	2.78	-	0.92					
IntraSWACC	-	-	-	-					
Volume									
Total Revenue - \$000s	-	-	-	-	34,538	79,285	164,377	250,928	325,873
Retail Flat	-	-	-	-	(8,871)	(29,273)	(82,722)	(107,030)	(148,814)
UNE-P Flat	-	-	-	-	4,208	13,912	29,844	50,975	70,928
Net Flat Rate	-	-	-	-	(4,663)	(15,361)	(32,877)	(56,055)	(77,885)
Interstate SWACC	-	-	-	-	(143)	(472)	(1,015)	(1,720)	(2,388)
IntraSWACC	-	-	-	-	(428)	(1,403)	(3,020)	(5,117)	(7,039)
UNE-P Port Usage (LcOrig)	-	-	-	-	301	895	2,131	3,639	5,083
UNE-P SWACC	-	-	-	-	-	-	-	-	-
End Office (80%)	-	-	-	-	-	-	-	-	-
Port Usage - Term	-	-	-	-	48	151	324	550	757
Port Usage - Orig	-	-	-	-	48	151	324	550	757
Total EO SWACC	-	-	-	-	91	301	648	1,099	1,513
Tandem (20%)	-	-	-	-	-	-	-	-	-
Port Usage - Term	-	-	-	-	11	38	81	137	189
Port Usage - Orig	-	-	-	-	11	38	81	137	189
Tandem Traffic	-	-	-	-	23	74	169	269	371
Total Tandem SWACC	-	-	-	-	46	150	321	544	749
TOTAL UNE-P SWACC	-	-	-	-	137	451	970	1,843	2,522
Net Usage	-	-	-	-	(131)	(430)	(934)	(1,655)	(2,081)
Total Net	-	-	-	-	(4,784)	(15,781)	(33,811)	(67,610)	(79,986)

Conversion to UNE-P Revenue Impact - \$000s		3000	4000	2000 Total	2001	2002	2003	2004	2005
Conversion Revenue	\$ 5.83	-\$2.70	-	-\$2.70	83	121	230	234	202
Conversion Cost	\$ -	-\$2.70	-	-\$2.70	83	121	230	234	202
Net Margin	\$ 1.80	-	-	-	-	-	-	-	-
TLA Revenue	\$ 1.80	-	-	-	-	-	-	-	-
Total Non-Recurring	\$ 1.80	-	-	-	-	-	-	-	-

Conversion to UNE-P Non-Recurring Impact per line		3000	4000	2000 Total	2001	2002	2003	2004	2005
Non-Recurring conversion charge per tariff	\$ 5.83	-\$2.70	-	-\$2.70	83	121	230	234	202
Actual Cost to provision	\$ -	-\$2.70	-	-\$2.70	83	121	230	234	202
Non-Recurring conversion margin	\$ 1.80	-	-	-	-	-	-	-	-
TLA revenue (remaining months 21-43 depending on the state)	\$ 1.80	-	-	-	-	-	-	-	-
Total Net Non-Recurring	\$ 1.80	-	-	-	-	-	-	-	-

Qwest Impact From Access Expense paid to CLECS		3000	4000	2000 Total	2001	2002	2003	2004	2005
Per McLeod, used @ 64 / min rate	-	-	-	-	(96)	(314)	(669)	(1,138)	(1,569)
This is for interstate IntraLATA calls originated by Q and user and terminating to McLeod and user.	-	-	-	-	(879)	(2,845)	(6,028)	(10,165)	(13,962)
Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXC @ \$/64 min	-	-	-	-	(974)	(3,158)	(6,697)	(11,300)	(15,530)
Total	-	-	-	-	-	-	-	-	-

Net Impact to Qwest - \$000s		3000	4000	2000 Total	2001	2002	2003	2004	2005
Excluding IXC 271	-	-	-	-	(4,800)	(16,106)	(34,481)	(66,748)	(81,638)
Net Benefit to Qwest - \$000s (incl 271 Impact)	-	-	-	-	6,768	16,949	40,608	66,910	86,497
Net Benefit to MCI \$000s (incl 271 Impact)	-	-	-	-	4,784	15,781	33,811	67,610	79,986

Qwest Opportunities to Reduce Loss of Recurring - \$000s		3000	4000	2000 Total	2001	2002	2003	2004	2005
VMS Resale McLeod @ full retail rate	812	812	-	5,128	6,838	5,697	11,423	10,484	10,484
9% Penetration	2,256	2,256	-	17,152	23,911	19,412	44,195	40,284	40,284
25% Penetration	-	-	-	-	-	-	-	-	-
DSL Resale to McLeod @ full retail rate	1,434	1,434	-	6,714	9,481	13,925	18,672	26,672	26,672
9% Penetration	3,984	3,984	-	16,848	26,335	38,680	55,189	74,088	74,088
25% Penetration	TBD	TBD	-	TBD	TBD	TBD	TBD	TBD	TBD
In-region Sales growth commitment	TBD	TBD	-	TBD	TBD	TBD	TBD	TBD	TBD
Out-of-region Sales growth commitment	TBD	TBD	-	TBD	TBD	TBD	TBD	TBD	TBD

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

Impact of McLeod conversion to UNE-P - TOTAL

	3000	4000	2000 Total	2001	2002	2003	2004	2005
RECURRING REVENUE IMPACT:								
Average Price/line/mo.								
Line (incl CUDS/CALC/DT and LNP)	\$19.78	\$27.40	\$0.00	\$20.85				
Features	2.91	4.66	-	0.21				
CALC	6.24	8.10	-	-				
Flat Rate Port	-	-	-	1.29				
Other	-	1.08	-	-				
Total Flat Charges	\$28.93	\$41.24	\$0.00	\$22.35				
Port Usage MOU Rate	-	-	-	0.0028				
Inter-SWACC MOU Rate	0.006374	0.006374	-	-				
Intra-SWACC MOU Rate*	0.033531	0.033531	-	0.005				
*Includes Port, Tandem Transmission and Tandem Switching								
Monthly Usage Revenue / Line								
Port Usage	0.92	0.92	1.57					
Inter-SWACC	2.76	2.76	0.92					
Intra-SWACC								
Conversion to UNE-P Non-Recursing Impact - \$000s								
Non-Recursing conversion charge per tariff	\$ 5.83	-\$2.70						
Actual Cost to provision	\$ 5.83	-\$2.70						
Non-Recursing conversion margin	\$ -	\$ -						
TLA revenue (remaining months 21-43 depending on state)	\$ 1.80	\$ 1.80						
Total Net Non-Recursing								

	3000	4000	2000 Total	2001	2002	2003	2004	2005
Conversion to UNE-P Revenue Impact - \$000s								
Conversion Revenue	1,805	31	1,837	202	207	204	280	211
Cost	1,805	31	1,837	202	207	204	280	211
Net Margin								
TLA Revenue	12,845	-	12,845	-	-	-	-	-
Total Non-Recursing	12,845	-	12,845	-	-	-	-	-
Total Net	(9,428)	(9,647)	(12,975)	(36,802)	(67,612)	(82,643)	(100,728)	(127,897)

	3000	4000	2000 Total	2001	2002	2003	2004	2005
Queue Impact From Access Expense paid to CLECS								
- Per McLeod, used \$ 0.04 / min rate								
- This is for Instate IntraLATA calls originated by Q end user and terminating to McLeod end user.								
- Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXC @ \$ 0.04 / min	(448)	(452)	(900)	(2,030)	(2,472)	(3,003)	(3,631)	(3,880)
	(3,938)	(3,982)	(7,919)	(17,862)	(21,814)	(26,915)	(32,208)	(35,804)
Total	(4,386)	(4,434)	(8,819)	(18,892)	(24,287)	(29,917)	(35,739)	(39,684)

	3000	4000	2000 Total	2001	2002	2003	2004	2005
Net Impact to Qwest - \$000s								
Excluding IXC 271	5,868	(9,986)	(4,118)	(38,832)	(69,886)	(86,546)	(112,266)	(131,777)
Net Benefit to MGT \$000s (incl 271 impact)	(2,032)	10,961	8,929	58,684	81,899	113,480	144,464	187,381
Net Benefit to MGT \$000s (incl 271 impact)	(6,418)	6,547	130	36,802	57,612	82,643	108,728	127,897

	3000	4000	2000 Total	2001	2002	2003	2004	2005
Queue Opportunities to Replace Loss of Recurring - \$000s								
VMS Resale McLeod @ full retail rate	812	812	1,624	5,126	6,636	5,687	11,423	10,484
9% Penetration	2,256	2,256	4,512	17,152	23,611	19,412	44,195	40,284
25% Penetration								
DBL Resale to McLeod @ full retail rate	1,434	1,434	2,868	6,714	8,481	13,925	19,872	26,872
9% Penetration	3,984	3,984	7,968	16,648	26,335	39,680	56,199	74,088
25% Penetration	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD
In-region Sales growth commitment	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD
Out-of-region Sales growth commitment	TBD	TBD	TBD	TBD	TBD	TBD	TBD	TBD

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

McLeod Resale/UNE-P Pricing Proposal

Option 1:

Remain on Resale Platform

a) Pricing points reductions to TOTAL RESALE Billing

Yr1	10%
Yr2	15%
Yr3	20%

- Additional X% reduction is available if CLEC trunking utilization is at contract level for region-wide composite McLeod trunks

- Price point reductions only implemented if McLeod achieves revenue commitment targets for period

- Price reductions to be flowed back to McLeod as wire-transfer on quarterly or semi-annual basis based on actual billing for prior period

b) Voice Message Service offered in package

Option 2:

Move to UNE-P Platform

a) UNE-P pricing points to apply as ordered by commissions

- Non-Recurring conversion prices will apply to all lines --- Main and additional line charges per tariffs
 - Orders to convert must be placed

- TLA contract clauses will apply --- **except MN ???**

b) **NO** Voice Message Service offered in package

c) Costs of trunking requirements to be shared 50/50 between parties
 - Leasing possibilities ??????

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

8/28/00 4:10 PM

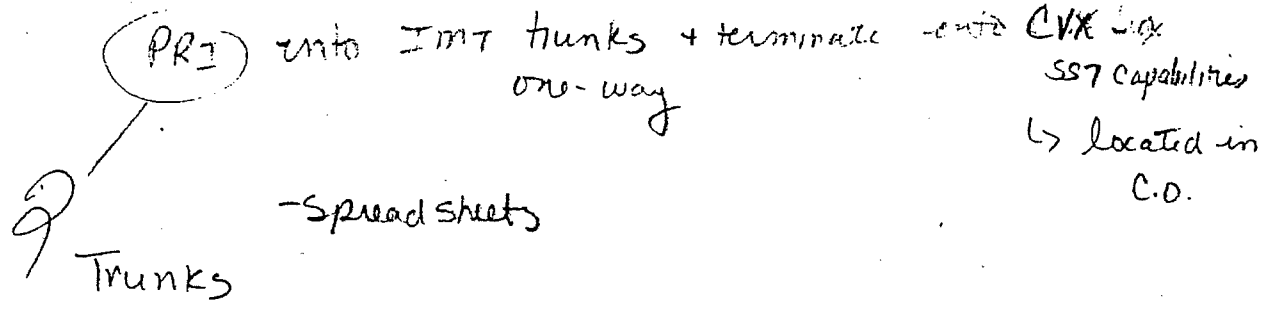
Confidential - Disclose and distribute solely to Qwest employees having a ~~need to know~~ summary \$5.83NRC.xls QwestProposal

McLeod Weighted 90% on ~~service~~ centres
 → 15 - 20 - 25 Total Resale Plan

Argando
 VMS @ state rates 28.93 → 24.59
 - ~~SWEP~~ - SWACC → 23.14
 - Volumes - capitalized lease → 21.70
 → Trunks 5000 piece from McLeod
 \$16M ↳ 50% \$6500 E.O.
 16,000 Tandem (SSI)

Volume from Split Rock
 → Utilization - 40% today
 → " ↳ 60% discount on lease
 30% 20% 10% → Trunk bases of \$6500
 ↳ 40% ↳ 50 ↳ 60
 Centrex 25%
 \$35.28
 \$34.00 Today

→ Split Rock - Ann Lawson





Worldwide Wholesale Markets

Impact of McLeod conversion to UNE-P - Embedded and Growth

RECURRING REVENUE IMPACT:

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Volumes								
Total Revenue - \$000s	275,236	278,180	278,180	352,881	429,568	535,141	621,855	675,757
Resale Flat	(23,785)	(24,088)	(47,872)	(117,753)	(178,078)	(252,141)	(338,560)	(410,638)
UNE-P Flat	18,340	18,535	38,875	83,132	100,547	121,856	145,256	183,257
Net Flat Rate	(5,445)	(5,552)	(10,997)	(34,620)	(77,531)	(130,283)	(193,304)	(227,379)
Intrastate SWACC								
Total Flat Charges	\$28.93	\$41.24	\$0.00	\$22.35	\$0.00	\$0.00	\$0.00	\$0.00
Port Usage MOU Rate	0.008374	0.008374	0.0028	0.0028	0.0028	0.0028	0.0028	0.0028
IntraSWACC MOU Rate*	0.033531	0.033531	0.0005	0.0005	0.0005	0.0005	0.0005	0.0005
*Includes Port, Tandem Transmission and Tandem Switching								
Monthly Usage Revenue / Line								
Port Usage	0.92	0.92	1.57	1.57	1.57	1.57	1.57	1.57
IntraSWACC	2.78	2.78	0.92	0.92	0.92	0.92	0.92	0.92
Total Net	(5,445)	(5,552)	(10,997)	(34,620)	(77,531)	(130,283)	(193,304)	(227,379)

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Conversion to UNE-P Non-Recurring Impact per line								
Non-Recurring conversion charge per tariff	\$ 6.30	\$ 6.30	\$ 6.30	\$ 6.30	\$ 6.30	\$ 6.30	\$ 6.30	\$ 6.30
Actual Cost to provision	\$ (6.30)	\$ (6.30)	\$ (6.30)	\$ (6.30)	\$ (6.30)	\$ (6.30)	\$ (6.30)	\$ (6.30)
Non-Recurring conversion margin	\$ 1.80	\$ 1.80	\$ 1.80	\$ 1.80	\$ 1.80	\$ 1.80	\$ 1.80	\$ 1.80
T.L.A. revenue (remaining months 21-43 depending on the state)								
Total Net Non-Recurring	\$ (4.50)	\$ (4.50)	\$ (4.50)	\$ (4.50)	\$ (4.50)	\$ (4.50)	\$ (4.50)	\$ (4.50)

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Conversion to UNE-P Revenue Impact - \$000s								
Conversion Revenue	3,301	36	3,337	452	353	261	118	39
Cost	3,301	36	3,337	452	353	261	118	39
Net Margin	-	-	-	-	-	-	-	-
T.L.A. Revenue	12,845	-	12,845	-	-	-	-	-
Total Nonrecurring	12,845	-	12,845	-	-	-	-	-

	3Q00	4Q00	2000 Total	2001	2002	2003	2004	2005
Qwest Impact From Access Expense paid to CLECS								
Net Benefit to MOT \$000s (incl 271 Impact)	3,015	9,888	6,971	53,639	88,758	153,503	217,743	271,332
Net Benefit to MOT \$000s (excl 271 Impact)	(7,409)	5,552	(1,847)	34,620	77,531	130,283	193,304	247,379

- Per McLeod, used \$ 0.4 / min rate
 - This is for intrastate IntraLATA calls originated by Q and user and terminating to McLeod end user.
 - Quantification of what Q will owe McLeod for SWACC revenue they would have billed to IXCs @ \$ 0.4 / min
 - Q Trastale, TralATA
 - IXC 271
 Total
 Net Impact to Qwest - \$000s
 Excluding IXC 271
 3Q00 4Q00 2000 Total 2001 2002 2003 2004 2005
 8,951 (6,004) 947 (38,555) (79,880) (132,418) (185,689) (249,880)
 Net Benefit to MOT \$000s (incl 271 Impact) 3,015 9,888 6,971 53,639 88,758 153,503 217,743 271,332
 Net Benefit to MOT \$000s (excl 271 Impact) (7,409) 5,552 (1,847) 34,620 77,531 130,283 193,304 247,379

REVENUE IMPACT COMPARISON - QWEST vs MCLEOD

CENTREX																	
	Line	CALC	CUD/C2U	1DT	LNP	Features	Port		Shared		SWACC		Other	PICC	Total	Volumes	Mnthly Rev
							Usage	Xport	Inter	Intra							
CO	Qwest	10.96	8.99	8.01	0.43	1.69							2.52		32.70	#REF!	#REF!
	McLeod	11.25	8.99	9.50	0.43	3.21							0.38		35.76	34,152	1,153
	Change	0.29		1.49		1.52							(2.62)	0.38	1.06	#REF!	#REF!
IA	Qwest	11.30	5.61	3.46	0.43								1.95		23.75	#REF!	#REF!
	McLeod	11.45	6.61	4.25	0.43	1.16							0.38		24.28	122,401	2,972
	Change	0.15		0.79		1.16							(1.95)	0.38	0.53	#REF!	#REF!
MN	Qwest	3.93		6.83	0.43	25.12							4.02		40.33	#REF!	#REF!
	McLeod	30.47	6.35	8.65	0.43	2.10							0.38		48.38	42,416	2,052
	Change	26.54	6.35	1.82	(25.12)	2.10							(4.02)	0.38	8.05	#REF!	#REF!
ND	Qwest	11.69	8.51	3.14	0.43								2.79		26.56	#REF!	#REF!
	McLeod	11.77	8.51	4.50	0.43	1.50							0.38		27.09	17,084	463
	Change	0.08		1.36		1.50							(2.79)	0.38	0.53	#REF!	#REF!
SD	Qwest	11.00	7.81	4.05	0.43								2.53		25.82	#REF!	#REF!
	McLeod	11.22	7.81	6.10	0.43	0.97							0.38		26.91	14,479	390
	Change	0.22		2.05		0.97							(2.53)	0.38	1.09	#REF!	#REF!
WY	Qwest	15.00	9.20	4.35	0.43								7.54		36.52	#REF!	#REF!
	McLeod	14.92	9.20	4.50	0.43	3.58							0.38		33.01	15,782	521
	Change	(0.08)		0.15		3.58							(7.54)	0.38	(3.51)	#REF!	#REF!
TOTAL	Qwest															#REF!	#REF!
	McLeod															246,314	7,550
	Change															#REF!	#REF!

UNE, P																	
	Line	CALC	CUD/C2U	1DT	LNP	Features	Port		Shared		SWACC		Other	PICC	Total	Volumes	Mnthly Rev
							Usage	Xport	Inter	Intra							
CO	Qwest	#REF!			#REF!		#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
	McLeod	19.65			0.43	3.49	1.50	4.64	1.06						30.79	34,152	1,052
	Change	#REF!			#REF!	3.49	#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
IA	Qwest	#REF!			#REF!		#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
	McLeod	20.15			0.43	1.44	1.15	3.49	0.95						27.61	122,401	3,379
	Change	#REF!			#REF!	1.44	#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
MN	Qwest	#REF!			#REF!	#REF!	#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
	McLeod	18.00			0.43	2.38	1.49	4.76	1.93						28.99	42,416	1,230
	Change	#REF!			#REF!	#REF!	#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
ND	Qwest	#REF!			#REF!		#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
	McLeod	19.75			0.43	1.78	1.27	4.10	0.30						27.63	17,084	472
	Change	#REF!			#REF!	1.78	#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
SD	Qwest	#REF!			#REF!		#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
	McLeod	21.09			0.43	1.25	1.84	2.95	0.99						28.55	14,479	413
	Change	#REF!			#REF!	1.25	#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
WY	Qwest	#REF!			#REF!		#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
	McLeod	25.11			0.43	3.85	1.63	3.49	0.85						35.38	15,782	558
	Change	#REF!			#REF!	3.85	#REF!	#REF!	#REF!						#REF!	#REF!	#REF!
TOTAL	Qwest															#REF!	#REF!
	McLeod															246,314	7,104
	Change															#REF!	#REF!

Impact of Migrating All Centrex to UNE, P

	McLeod	Qwest
Centrx	7,550	#REF!
UNE, P	7,104	#REF!
Change	(446)	#REF!

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

CENTREX MARGIN

CO	Line	CALC	CUD/C2U	IDT	Total Line	LNP	Features + Features	Line + LNP + Features	Other	Total w/o SWACC	SWACC		Total w/SWACC
											Inter	Intra	
CO	Rev	8.99	8.01	-	27.96	0.43	2.62	31.01	-	31.01	1.16	1.71	33.88
	Cost	18.72	2.74	-	21.46	0.72	22.18	0.17	0.17	22.35	0.75	1.11	24.21
	Margin	(7.76)	8.99	5.27	6.50	(0.29)	2.62	8.83	(0.17)	8.66	0.41	0.60	9.66
IA	Rev	11.30	3.46	-	21.37	0.43	1.95	23.75	-	23.75	1.24	1.15	26.14
	Cost	19.16	3.60	-	22.76	0.72	23.48	0.22	0.22	23.70	0.80	0.75	25.25
	Margin	(7.86)	6.61	(0.14)	(1.39)	(0.29)	1.95	0.27	(0.22)	0.05	0.43	0.40	0.89
MN	Rev	3.93	6.79	25.12	35.84	0.43	4.02	40.29	-	40.29	1.96	1.80	44.05
	Cost	21.64	3.60	-	25.24	0.72	25.96	0.04	0.04	26.00	1.27	1.17	28.44
	Margin	(17.71)	-	3.19	10.60	(0.29)	4.02	14.33	(0.04)	14.29	0.69	0.63	15.60
ND	Rev	11.69	3.14	-	23.34	0.43	2.76	26.53	-	26.53	0.90	1.49	28.92
	Cost	18.34	4.44	-	22.78	0.72	23.50	0.06	0.06	23.56	0.59	0.97	25.12
	Margin	(6.65)	8.51	(1.30)	0.56	(0.29)	2.76	3.03	(0.06)	2.97	0.32	0.52	3.81
SD	Rev	11.00	7.81	-	22.86	0.43	2.53	25.82	-	25.82	2.16	3.51	31.49
	Cost	22.69	2.74	-	25.43	0.72	26.15	0.06	0.06	26.21	1.41	2.28	29.89
	Margin	(11.69)	7.81	1.31	(2.57)	(0.29)	2.53	(0.33)	(0.06)	(0.39)	0.76	1.23	1.59
WY	Rev	15.00	9.20	-	28.55	0.43	7.54	36.52	-	36.52	0.40	0.33	37.25
	Cost	23.65	3.79	-	27.44	0.72	28.16	0.02	0.02	28.18	0.26	0.22	28.66
	Margin	(8.65)	9.20	0.56	1.11	(0.29)	7.54	8.36	(0.02)	8.34	0.14	0.12	8.60

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

McLeod Pricing Comparison

Line	CALC	CUD/C2U	1DT	LNP	Features	Port Usage	Port Xport	SWACC			Total	June Volumes	Rev \$000s	TELRIC NRC
								Inter	Intra	Other				
CO														
Centrex	15.17	8.99	8.01	0.43	1.69	1.15	1.70	0.91	1.16	1.71	2.62	39.78	1,631	\$11.70 / Line
UNE-P	19.65			0.43								23.84	977	480
Change	4.48	(8.99)			(1.69)	1.15	1.70	0.91				(15.95)	(654)	
IA														
Centrex	11.30	6.61	3.46	0.43		1.24	1.15	1.95	1.24	1.15	1.95	26.14	3,385	\$14.13 / Line
UNE-P	20.15			0.43								24.56	3,180	1,830
Change	8.85	(6.61)				1.15	1.28	1.55				(1.50)	(205)	
MIN														
Centrex	3.93		6.79	25.12	0.43	1.96	1.80	4.02	1.96	1.80	4.02	44.05	2,044	\$6.40 / Line
UNE-P	12.03			0.43								16.86	782	297
Change	8.10					1.49	1.74	1.17				(27.19)	(1,261)	
ND														
Centrex	11.69	8.51	3.14	0.43		0.90	1.49	2.79	0.90	1.49	2.79	28.95	564	\$6.88 / Line
UNE-P	19.75			0.43								25.59	498	134
Change	8.06	(8.51)				1.27	1.50	2.64				(3.36)	(66)	
SD														
Centrex	11.00	7.81	4.05	0.43		2.16	3.51	2.53	2.16	3.51	2.53	31.49	492	\$6.37 / Line
UNE-P	21.09			0.43								25.27	395	100
Change	10.09	(7.81)				1.84	1.08	0.83				(6.22)	(97)	
WY														
Centrex	20.00	9.20	4.35	0.43		0.40	0.33	7.54	0.40	0.33	7.54	42.25	858	\$9.57 / Line
UNE-P	29.54			0.43								32.32	656	194
Change	9.54	(9.20)				1.63		0.72				(9.93)	(201)	

Use 2000
 \$15 M/month - New Pricing entitled to - Based on
 in Date of agreement in principle
 by July 1
 by July 1

Board on
 Rules
 May 13
 Late Third
 Board
 X 11/18/97

Total Current
 Total UNE. P
 Loss

8,973
 6,489
 (2,484)

272,291

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

CONFIDENTIAL
 Disclose solely to employees of QWEST with a need to know.

UNERates 7_25.xls frontler

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA.

ACNA	IOR
Rev Type	(All)
Account	(All)

State	Rline	Month												Intra Total	Intra Total
		Jan-00	Feb-00	Mar-00	Apr-00	May-00	Jun-00	Jan-00	Feb-00	Mar-00	Apr-00	May-00	Jun-00		
CO	(40,033)	(38,841)	(53,707)	(51,864)	(49,310)	(32,453)	(266,008)	(55,620)	(52,200)	(80,029)	(77,085)	(74,054)	(52,974)	(391,962)	
IA	(154,582)	(148,261)	(187,523)	(171,701)	(160,009)	(118,755)	(940,831)	(139,784)	(131,572)	(166,397)	(164,726)	(151,697)	(123,253)	(877,428)	
MIN	(74,911)	(84,351)	(102,351)	(97,184)	(95,269)	(65,395)	(519,461)	(70,863)	(74,719)	(96,755)	(88,696)	(86,328)	(59,886)	(477,246)	
MT	(2)	0	(5)	(2)	(2)	(3)	(15)	0	0	(0)	(0)	(0)	(0)	(0)	
ND	(15,377)	(17,550)	(18,175)	(18,700)	(15,937)	(10,962)	(96,702)	(25,283)	(27,467)	(30,532)	(30,227)	(28,148)	(18,505)	(160,164)	
NE	(13,313)	(16,641)	(16,282)	(17,516)	(20,160)	(16,174)	(100,085)	(5,777)	(5,586)	(5,502)	(7,560)	(7,474)	(6,724)	(38,623)	
SD	(32,975)	(29,596)	(35,215)	(34,851)	(33,528)	(25,703)	(191,868)	(46,776)	(42,500)	(59,160)	(57,719)	(57,555)	(47,266)	(310,977)	
WY	(7,414)	(8,427)	(8,136)	(7,932)	(7,486)	(5,046)	(42,442)	(5,892)	(5,034)	(7,023)	(6,626)	(6,830)	(4,313)	(35,718)	
Grand Total	(338,608)	(341,668)	(421,394)	(399,549)	(381,702)	(274,492)	(2,157,412)	(349,995)	(339,079)	(445,398)	(432,640)	(412,086)	(312,922)	(2,292,118)	

Volumes

CO	34,619	36,544	38,021	39,246	40,054	41,004	229,488	34,619	36,544	38,021	39,246	40,054	41,004	229,488
IA	124,506	125,445	126,231	127,300	128,702	129,500	761,684	124,506	125,445	126,231	127,300	128,702	129,500	761,684
MIN	41,651	42,607	43,863	45,122	45,689	46,392	265,324	41,651	42,607	43,863	45,122	45,689	46,392	265,324
MT	16,732	14,858	18,315	18,750	19,222	19,470	107,347	16,732	14,858	18,315	18,750	19,222	19,470	107,347
NE	14,239	14,408	14,425	14,793	15,227	15,625	88,717	14,239	14,408	14,425	14,793	15,227	15,625	88,717
SD	20,300	20,300	20,300	20,300	20,300	20,300	20,300	-	-	-	-	-	20,300	20,300
WY	-	-	-	-	-	-	-	-	-	-	-	-	-	-

SWACC / Line

CO	(1.16)	(1.06)	(1.41)	(1.32)	(1.23)	(0.79)	(1.16)	(1.61)	(1.43)	(2.10)	(1.96)	(1.85)	(1.29)	(1.71)
IA	(1.24)	(1.18)	(1.49)	(1.35)	(1.24)	(0.92)	(1.24)	(1.12)	(1.05)	(1.32)	(1.29)	(1.18)	(0.95)	(1.15)
MIN	(1.80)	(1.98)	(2.33)	(2.15)	(2.09)	(1.41)	(1.96)	(1.70)	(1.75)	(2.21)	(1.97)	(1.89)	(1.29)	(1.80)
MT	(0.92)	(1.18)	(0.99)	(1.00)	(0.83)	(0.56)	(0.90)	(1.51)	(1.85)	(1.67)	(1.61)	(1.46)	(0.95)	(1.49)
NE	(2.32)	(2.05)	(2.44)	(2.36)	(2.20)	(1.65)	(2.16)	(3.29)	(2.95)	(4.10)	(3.90)	(3.78)	(3.03)	(3.51)
SD	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	(0.25)	(2.09)	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	(0.21)	(1.76)
WY	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	(0.25)	(2.09)	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!	(0.21)	(1.76)

2000 UNE-P Conversion Proposal: McLeod

Volumes	2000	Year 1	Year 2	Year 3	Year 4	Year 5
In Service						
Existing States (CO, IA, MN, ND, SD, WY)	275,355	305,199	326,256	363,109	395,853	421,550
New States	-	50,746	106,376	175,096	229,066	257,271
Total	275,355	355,945	432,632	538,205	624,919	678,821
Incremental						
Existing States (CO, IA, MN, ND, SD, WY)	-	29,844	21,057	36,853	32,744	25,697
New States (AZ, ID, MT, NE, NM, OR, UT, WA)	-	50,746	55,630	68,720	53,970	28,205
Total	-	80,590	76,687	105,573	86,714	53,902

597,223
\$4.6M

Recurring Revenue	2000	Year 1	Year 2	Year 3	Year 4	Year 5	Total
Centrex /1FB							
Existing States (CO, IA, MN, ND, SD, WY)	122,233	134,638	148,341	164,700	178,527	178,527	748,439
New States (AZ, ID, MT, NE, NM, OR, UT, WA)	13,936	43,095	76,997	111,198	135,094	135,094	380,319
UNE-P	85,854	105,141	127,756	152,549	171,549	171,549	642,849
UNE	71,493	87,403	106,051	126,454	142,060	142,060	533,462
UNE-P vs Centrex / 1FB	(50,315)	(72,591)	(97,582)	(123,349)	(142,071)	(142,071)	(485,909)
UNE vs Centrex /1FB	(64,676)	(90,329)	(119,286)	(149,444)	(171,561)	(171,561)	(595,296)
UNE vs UNE-P	(14,361)	(17,738)	(21,705)	(26,094)	(29,490)	(29,490)	(109,388)

McLeod SWACC Rev Opportunity \$17M year using annualized Jun-00 volumes
 Additional SWACC loss from IXC carried traffic \$9.6M year using annualized Jun-00 volumes

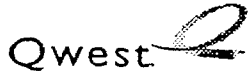
Voicemail	2000	Year 1	Year 2	Year 3	Year 4	Year 5	Total
Volumes (Eligible Central Offices)							
Existing States @ 9% Penetration	21,228						
Existing States @ 25% Penetration	58,968						
New States @ 9% Penetration	-						
New States @ 25% Penetration	-						
Voicemail @ Retail	2,060,093	4,167,565	4,487,375	4,975,646	5,401,834	5,401,834	21,092,513
Voicemail @ 25% Discount	1,545,070	3,125,674	3,365,531	3,731,734	4,051,375	4,051,375	15,819,384
Voicemail @ Retail less Cost	-	2,467,198	2,656,526	2,945,582	3,197,886	3,197,886	11,267,192
Voicemail @ 25% Discount less Cost	-	1,425,307	1,534,682	1,701,671	1,847,427	1,847,427	6,509,087

Nonrecurring (\$000)	2000	Year 1	Year 2	Year 3	Year 4	Year 5	Total
Full UNE NRC							
Existing States	26,688	1,663	1,262	2,250	2,122	1,565	35,550
New States	-	4,776	5,132	5,913	3,584	2,014	21,419
Total Full UNE NRC	26,688	6,439	6,393	8,164	5,706	3,579	56,970
TELRIC NRC							
Existing States	1,036	535	378	661	628	456	3,694
New States	-	748	821	1,024	874	575	4,042
Total TELRIC	1,036	1,283	1,199	1,685	1,502	1,032	7,736
Actual NRC							
Existing States	1,605	318	224	392	373	273	3,185
New States	-	540	592	731	574	359	2,796
Total Actual Cost	1,605	857	816	1,123	947	632	5,981
Revenue Loss @ TELRIC	(25,653)	(5,156)	(5,195)	(6,479)	(4,204)	(2,547)	(49,234)
Revenue Loss @ Actual	(25,083)	(5,582)	(5,577)	(7,041)	(4,759)	(2,947)	(50,989)

Capital	1999 EOY	2000 1Q	2000 2Q	2000 3Q	2000 4Q	2000 Tot
Forecasted DS-1s						
Incremental DS-1s	1,054	742	2,000	2,296	2,594	7,632
Cumulative DS-1s	1,054	1,796	3,796	6,092	8,686	8,686
Cumulative Capital Required (\$000)	9,526	15,447	38,353	60,652	82,431	
In Service DS-1s						
Incremental DS-1s	1,054	125	(521)			
Cumulative DS-1s	1,054	1,179	1,275			
Cumulative Capital Required (\$000)	9,526	10,620	11,288			
DS-1s Required to Handle Traffic Volume						
Incremental DS-1s	666	20	(15)			
Cumulative DS-1s	666	686	671			
Cumulative Capital Required (\$000)	5,790	6,078	6,246			
Actual Facility Utilization						
to In Service	63%	58%	53%			
to Forecasted	63%	38%	18%			
Qwest Overbuild due to Inaccurate Forecast						
Cumulative to "In Service" (\$000)	-	4,827	27,065			
Cumulative to "Required" (\$000)	8,860	14,761	37,682			

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA



Wholesale Product Profitability

Centrex/UNE-P

Demand

	Jun-00	Year 1	Year 2	Year 3	Year 4
AZ	-	9,509	11,794	18,020	24,325
CO	41,476	12,993	9,562	16,444	15,457
IA	129,986	2,720	2,544	4,798	4,743
ID	-	647	677	783	502
MN	46,593	9,937	6,095	10,512	10,290
MT	-	140	390	772	743
ND	20,802	1,375	862	1,587	1,496
NE	-	1,811	2,457	4,757	4,572
NM	-	9,004	8,003	6,028	8,793
OR	-	12,452	13,946	14,118	2,717
SD	-	1,212	1,642	3,175	3,054
UT	15,798	1,353	1,659	3,109	3,312
WA	-	15,830	16,704	21,133	9,006
WY	20,700	1,607	352	337	-
TOT	275,355	80,590	76,687	105,573	89,010

Full size

Unit Price/Cost

	Price	CONV TELRIC	NEW TELRIC	CONV TSLRIC	NEW TSLRIC	CONV ACTUAL
AZ	\$ 9.00	\$ 3.71	\$ 16.87	\$ 3.87	\$ 17.64	\$ 5.83
CO	\$ 55.00	\$ 4.14	\$ 18.83	\$ 4.35	\$ 19.82	\$ 5.83
IA	\$ 131.97	\$ 3.63	\$ 16.52	\$ 4.12	\$ 18.76	\$ 5.83
ID	\$ 12.53	\$ 3.66	\$ 16.68	\$ 3.85	\$ 17.51	\$ 5.83
MN	\$ 9.00	\$ 3.88	\$ 17.64	\$ 4.08	\$ 18.56	\$ 5.83
MT	\$ 128.99	\$ 3.73	\$ 16.98	\$ 3.91	\$ 17.79	\$ 5.83
ND	\$ 120.20	\$ 3.58	\$ 16.32	\$ 3.75	\$ 17.09	\$ 5.83
NE	\$ 128.30	\$ 3.84	\$ 17.47	\$ 4.04	\$ 18.40	\$ 5.83
NM	\$ 117.58	\$ 3.85	\$ 17.53	\$ 4.01	\$ 18.25	\$ 5.83
OR	\$ 145.98	\$ 2.83	\$ 12.90	\$ 3.77	\$ 17.16	\$ 5.83
SD	\$ 122.33	\$ 3.80	\$ 17.27	\$ 3.97	\$ 18.07	\$ 5.83
UT	\$ 141.77	\$ 4.00	\$ 18.17	\$ 4.21	\$ 19.18	\$ 5.83
WA	\$ 86.17	\$ 2.77	\$ 12.61	\$ 3.45	\$ 15.69	\$ 5.83
WY	\$ 115.98	\$ 3.73	\$ 16.97	\$ 3.94	\$ 17.90	\$ 5.83

\$ 2.50 HOV cost - Total
1.53 Translators
2.33 Center com
2.86

Weighted Avg Price

Revenue

	Jun-00	Year 1	Year 2	Year 3	Year 4
N AZ	-	86	106	162	219
E CO	2,281	715	526	904	850
E IA	17,154	359	336	633	626
N ID	-	8	8	10	6
E MN	419	89	55	95	93
N MT	-	18	50	100	96
E ND	2,500	165	104	191	180
N NE	-	232	315	610	587
N NM	-	1,059	941	709	1,034
N OR	-	1,818	2,036	2,061	397
E SD	1,933	148	201	388	374
N UT	-	192	235	441	470
N WA	-	1,364	1,439	1,821	776
E WY	2,401	188	41	39	-
E	26,688	6,439	6,393	8,164	5,706
N	26,688	1,663	1,262	2,250	2,122
	-	4,776	5,132	5,913	3,584

TELRIC

	Jun-00	Year 1	Year 2	Year 3	Year 4
N AZ	-	160	199	304	410
E CO	172	245	180	310	291
E IA	472	45	42	79	78
N ID	-	11	11	13	8
E MN	181	175	107	185	181
N MT	-	2	7	13	13
E ND	75	22	14	26	24
N NE	-	32	43	83	80
N NM	-	158	140	106	154
N OR	-	161	180	182	35
E SD	60	21	28	55	53
N UT	-	25	30	56	60
N WA	-	200	211	266	114
E WY	77	27	6	6	-

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

For Discussion Purposes Only

Data Exchanged Between the Parties Do Not Constitute Offers

Qwest Reserves the Right to Revise/Supplement any Term or Condition Contained Herein

McLeod Pricing Comparison

	Line	CALC	CUD/C2U	1DT	LNP	Features	Port	Port Usage	Shared Xport	SWACC			Total
										Inter	Intra	Other	
Centrex	AZ												
	CO	10.96	8.99	8.01	-	0.43	2.62			1.16	1.71	2.62	36.50
	IA	11.30	6.61	3.46	-	0.43	1.95			1.24	1.15	1.95	28.09
	ID												
	MN	3.93	-	3.93	25.12	0.43	4.02			1.96	1.80	4.02	45.21
	MT												
	ND	11.69	8.51	3.14	-	0.43	2.76			0.90	1.49	2.76	31.68
	NE												
	NM												
	OR												
	SD	11.00	7.81	4.05	-	0.43	2.53			2.16	3.51	2.53	34.02
	UT												
	WA												
	WY	15.00	9.20	4.35	-	0.43	7.54			0.40	0.33	7.54	44.79
UNE-P	AZ	21.98				0.43		1.61	1.78	0.75			26.53
	CO	19.65				0.43		1.15	1.77	0.57			23.57
	IA	20.15				0.43		1.15	1.34	0.97			24.04
	ID	25.52				0.43		1.34	1.57	1.28			30.14
	MN	17.87				0.43		1.08	1.13	0.74			21.25
	MT	27.41				0.43		1.49	1.82	0.91			32.06
	ND	19.75				0.43		1.27	1.57	1.65			24.67
	NE	25.95				0.43		1.61	2.31	0.78			31.08
	NM	17.75				0.43		1.38	0.69	0.81			21.06
	OR	15.00				0.43		1.14	0.88	0.86			18.30
	SD	21.09				0.43		1.84	1.13	0.52			25.01
	UT	14.41				0.43		0.89	1.44	0.80			17.97
	WA	11.33				0.43		1.04	1.13				13.93
	WY	29.54				0.43		1.63		0.45			32.05
Unbundled	AZ	21.98											21.98
	CO	19.65											19.65
	IA	20.15											20.15
	ID	25.52											25.52
	MN	12.03											12.03
	MT	27.41											27.41
	ND	19.75											19.75
	NE	25.95											25.95
	NM	17.75											17.75
	OR	15.00											15.00
	SD	21.09											21.09
	UT	14.41											14.41
	WA	11.33											11.33
	WY	29.54											29.54
1FB	AZ	32.78	7.23			0.43	6.66			1.38	1.47		49.95
	CO												-
	IA												-
	ID	26.64	7.68			0.43	6.66			1.38	1.47		44.26
	MN												-
	MT	34.21	9.20			0.43	7.56			1.38	1.47	2.44	56.69
	ND												-
	NE	32.15	7.12			0.43	6.85			1.38	1.47		49.40
	NM	35.35	9.20			0.43	6.66			1.38	1.47	1.35	55.84
	OR	24.08	8.32			0.43	6.66			1.38	1.47		42.34
	SD												-
	UT	16.61	7.93			0.43	2.13			1.38	1.47	2.35	32.30
	WA	23.65	7.34			0.43	6.66			1.38	1.47		40.93
	WY												-

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

For Discussion Purposes Only Data Exchanged Between the Parties Do Not Constitute Offers
Qwest Reserves the Right to Revise/Supplement any Term or Condition Contained Herein

CURRENT MONTHLY IMPACT OF MCLEOD CONVERSION TO UNE-P
\$000s

	<u>Centrex</u>	<u>1FB</u>	<u>Total</u>
Volume (EOP Jun-00)	272,291	10,866	283,157
Recurring Revenue	8,274	458	8,731
SWACC			
Inter	318	13	331
Intra	1,021	41	1,062
Total	1,339	53	1,392

Total Resale-related Rev	9,613	511	10,124
---------------------------------	--------------	------------	---------------

Price / Unit			
Line	19.78	27.40	
Features	6.24	5.74	
CALC	2.91	8.10	
Total	28.93	41.24	

UNE-P

Conversion			
Non-Recurring Charge	26,520	992	27,512
Cost	1,587	63	1,651
Margin	24,933	929	25,862

TLA	12,845		12,845
Total 1-Time Costs	39,365	992	40,357

UNE-P Recurring Rev	6,377	254	6,632
Access Revenue	312	12	325
Total UNE-P Revenue	6,690	267	6,957

From McLeod
From IXCs

USW Margin Impact			
Recurring Rev Loss	(1,897)	(203)	(2,100)
Access Rev Loss	(1,027)	(41)	(1,068)
Total Rev Loss	(2,923)	(244)	(3,167)

Potential Add'l SWACC Exp	TBD	TBD	TBD
---------------------------	-----	-----	-----

McLeod SWACC Opp	1,359	54	1,414
Total McLeod Margin Impact	3,256	257	3,513

VMS Overlay

@ 9% Market Penetration	271		271
@ 25% Market Penetration	752		752

DSL Overlay

@ 9% Market Penetration	30		
@ 25% Market Penetration			

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA

STATE	VMS	DSL	AIN	CTX	1FB	1FR	PL
AZ	0.00%	18.00%	18.00%	18.00%	18.00%	12.00%	18.00%
CO	0.00%	15.70%	31.60%	15.70%	15.70%	13.00%	21.40%
IA	15.70%	15.66%	49.38%	18.50%	18.50%	10.27%	15.66%
ID-North	0.00%	19.37%	19.37%	19.37%	19.37%	19.37%	19.37%
ID-South	0.00%	18.25%	18.25%	18.25%	18.25%	18.25%	18.25%
MIN	0.00%	17.66%	17.66%	17.66%	17.66%	17.66%	17.66%
MT	18.10%	18.10%	18.10%	18.10%	18.10%	18.10%	18.10%
ND	16.15%	16.15%	16.15%	16.15%	16.15%	16.15%	16.15%
NE	0.00%	70.90%	19.20%	18.30%	18.30%	22.50%	38.50%
NM	0.00%	15.05%	15.05%	15.05%	15.05%	15.05%	15.05%
OR	22.00%	22.00%	22.00%	22.00%	22.00%	22.00%	22.00%
SD	0.00%	15.49%	15.49%	15.49%	15.49%	15.49%	15.49%
UT	0.00%	10.70%	12.20%	22.40%	12.20%	12.20%	10.70%
WA	0.00%	16.00%	16.00%	16.00%	16.00%	16.00%	16.00%
WY	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Res &							
Bus VMS	Basic Mailbox			AIN			DSL
	Features			Central Office Features			256K bi-directional
	Spanish Mailbox			Dial Lock			512K bi-directional
	Additional Capacity			No Solicitation			768K bi-directional
	Extension Mailbox			Do Not Disturb			1MB downstream/1MB upstream
	Message Notification			Caller ID with Privacy Plus			4MB downstream/1MB upstream
	Scheduled Greeting			Remote Access Forwarding			7MB downstream/1MB upstream
Bus VMS	Call Routing (English & Spanish)			Scheduled Forwarding			Does not include CPE
	Call Routing number to number (Spanish)						Does not include "Self Install" customer material
							Does not include Tier 1 end-user technical support

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

STATE	VMS	DSL	AIN	CTX	1FB	1FR	PL
AZ	0.00%	18.00%	18.00%	18.00%	18.00%	12.00%	18.00%
CO	0.00%	15.70%	31.60%	15.70%	15.70%	13.00%	21.40%
IA	15.70%	15.66%	49.38%	18.50%	18.50%	10.27%	15.66%
ID-North	0.00%	19.37%	19.37%	19.37%	19.37%	19.37%	19.37%
ID-South	0.00%	18.25%	18.25%	18.25%	18.25%	18.25%	18.25%
MN	0.00%	17.66%	17.66%	17.66%	17.66%	17.66%	17.66%
MT	18.10%	18.10%	18.10%	18.10%	18.10%	18.10%	18.10%
ND	16.15%	16.15%	16.15%	16.15%	16.15%	16.15%	16.15%
NE	0.00%	70.90%	19.20%	18.30%	18.30%	22.50%	38.50%
NM	0.00%	15.05%	15.05%	15.05%	15.05%	15.05%	15.05%
OR	22.00%	22.00%	22.00%	22.00%	22.00%	22.00%	22.00%
SD	0.00%	15.49%	15.49%	15.49%	15.49%	15.49%	15.49%
UT	0.00%	10.70%	12.20%	22.40%	12.20%	12.20%	10.70%
WA	0.00%	16.00%	16.00%	16.00%	16.00%	16.00%	16.00%
WY	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Res & Bus VMS							
	Basic Mailbox			AIN			DSL
	Features			Central Office Features			512K bi-directional
	Spanish Mailbox			Dial Lock			768K bi-directional
	Additional Capacity			No Solicitation			1MB downstream/1MB upstream
	Extension Mailbox			Do Not Disturb			4MB downstream/1MB upstream
	Message Notification			Caller ID with Privacy Plus			7MB downstream/1MB upstream
Bus VMS	Scheduled Greeting			Remote Access Forwarding			Does not include CPE
	Call Routing (English & Spanish)			Scheduled Forwarding			Does not include "Self Install" customer material
	Call Routing number to number (Spanish)						Does not include Tier 1 end-user technical support

10% penetration = % discount

25% penetration = % discount

NONPUBLIC DOCUMENT

CONTAINS TRADE SECRET DATA

COLORADO
Resale / TELRIC
Revenue Comparison

Total Lines	Percentage of Total	Product	Resale Rate	TELRIC Cost	Margin	Marginal Revenue	Maximum Additional Discount Available
43,949	95%	Centrex	\$ 38.76	\$ 40.85	\$ 14.11	\$ 589,114.37	
43,949	5%	1FB	\$ 52.74	\$ 23.09	\$ 29.62	\$ 65,088.47	
43,949	71%	Call Forward	\$ 2.99	\$ -	\$ 2.99	\$ 93,299.33	
43,949	6%	Call Waiting	\$ 5.10	\$ -	\$ 5.10	\$ 13,448.39	
43,949	26%	Caller ID	\$ 5.40	\$ -	\$ 5.40	\$ 61,704.40	
43,949	58%	Hunting	\$ 3.02	\$ -	\$ 3.02	\$ 76,981.07	
43,949	6%	Last Call Return	\$ 2.18	\$ -	\$ 2.18	\$ 5,748.53	
43,949	25%	Voice Messaging	\$ 12.75	\$ -0.75	\$ 4.00	\$ 43,949.00	
43,949	15%	DSL Service	\$ 29.95	\$ 15.00	\$ 14.95	\$ 98,555.63	
			\$ 147.86	\$ 66.49	\$ 81.37	\$ 1,047,889.19	
			6,498,299.14			\$ 1,047,889.19	16%

Trade Secret Data Ends]

NONPUBLIC DOCUMENT
CONTAINS TRADE SECRET DATA