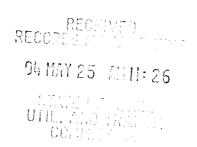
Qwest
1600 7th Avenue, Room 3206
Seattle, Washington 98191
(206) 398-2507
Facsimile (206) 343-4040

Adam L. Sherr Senior Attorney Regulatory Law





Via E-Mail and Overnight Delivery

May 24, 2004

Ms. Carole J. Washburn, Secretary Washington Utilities and Transportation Commission 1300 S. Evergreen Park Dr. S.W. P.O. Box 47250 Olympia, WA 98504-7254

Re: Docket No. UT-970360

Request for Approval of Amendment to the Interconnection Agreement between Qwest Corporation and Marathon Communications, Inc.

Dear Ms. Washburn:

In accordance with WAC 480-07-640, Qwest submits an original and two (2) copies of the following amendment for Commission approval: Qwest DSL (with discount) provided with UNE-P Amendment to the Interconnection Agreement between Qwest Corporation ("Qwest") and Marathon Communications, Inc. This amendment adds terms, conditions and rates for Qwest DSL (with discount) provided with UNE-P. Qwest has also enclosed a Request for Approval form, completed per the informal request of Commission Staff on May 12, 2004.

The enclosed Amendment does not discriminate against non-party carriers. It is consistent with state and federal law, and is in the public interest.

Qwest respectfully requests that the Commission approve this Amendment expeditiously.

Sincerely,

Adam L. Sherr

Enclosure

cc: Philynda Dillard (without enclosure)

Robert Manning, Marathon Communications, Inc. (without enclosure)