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Ms. Carole J. Washburn
Executive Secretary
Washington Utilities & Transportation Commission
1300 S. Evergreen Park Drive SW
P.O. Box 47250
Olympia, WA 98504-7250

Re: *Proposed Prior Notice Provisions*

Dear Ms. Washburn:

I have been informed that the Washington Utilities and Transportation Commission (the "Commission") is considering regulations that would require Qwest Corporation to give five business days' prior notice to the Commission before it could, among other things, issue any debt securities.

I have represented Qwest in connection with its debt offerings since December 2003 and I acted as outside securities counsel to US WEST from 1984 through 1992. In these roles I have overseen many public and private debt offerings by these issuers and have seen many such offerings by other issuers in my 30 years of practice in this area.

In our recent experience with Qwest, it has only been able to issue debt securities in the Rule 144A market due to an extended review of its filings by the SEC. We have worked with Qwest to overcome its issues at the SEC and anticipate that it will soon be able to again file Registration Statements on Form S-3 and utilize expedited Shelf Registration procedures.

In both the Rule 144A and the Shelf "take-down" contexts, speed is often of the essence. The rules of the SEC have been revised over the years in recognition of the need to act quickly to take advantage of beneficial periods or "windows of opportunity" in the debt markets.

To impose a five business day waiting period that runs contrary to the expedited procedures of the SEC and is not something I have encountered in any other industry, will place Qwest at a significant disadvantage when it seeks to raise capital. The result will most likely be a higher cost of capital to be paid by Qwest (and its customers). The depth of the market for securities is not unlimited and as issuers without such prior notice requirements rush into a "window" period and sell their securities to buyers, the later entrants into the market will have to pay higher rates to sell their securities.

Thus, I believe that the proposed regulations would put Qwest (and its customers) at a distinct disadvantage in trying to quickly access the high yield debt securities markets and ultimately could result in Qwest having higher interest rates on the debt it will issue.

Sincerely,

Richard M. Russo

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