

CAHILL GORDON & REINDEL LLP  
EIGHTY PINE STREET  
NEW YORK, N.Y. 10005-1702

FLOYD ABRAMS  
L. HOWARD ADAMS  
ROBERT A. ALESSI  
ROGER ANDRUS  
HELENE R. BANKS  
MICHAEL A. BECKER  
LANDIS C. BEST  
GARY A. BROOKS  
SUSAN BUCKLEY  
KEVIN J. BURKE  
JAMES J. CLARK  
BENJAMIN J. COHEN  
CHRISTOPHER T. COX  
W. LESLIE DUFFY  
ADAM M. DWORKIN  
RICHARD E. FARLEY  
PATRICIA FARREN  
JOAN MURTAGH FRANKEL  
BART FRIEDMAN  
CIRO A. GAMBONI  
WILLIAM B. GANNETT

CHARLES A. GILMAN  
STEPHEN A. GREENE  
ROBERT M. HALLMAN  
WILLIAM M. HARTNETT  
CRAIG M. HOROWITZ  
DAVID G. JANUSZEWSKI  
THOMAS J. KAVALER  
LAWRENCE A. KOBRIN  
IMMANUEL KOHN  
EDWARD P. KRUGMAN  
GEOFFREY E. LIEBMANN  
MICHAEL MACRIS  
JONATHAN I. MARK  
GERARD M. MEISTRELL  
ROGER MELTZER  
MICHAEL E. MICHETTI  
ATHY A. MOBILIA  
DONALD J. MULVIHILL  
NOAH B. NEWITZ  
KENNETH W. ORCE  
JOHN PAPACHRISTOS

TELEPHONE: (212) 701-3000  
FACSIMILE: (212) 269-5420

1990 K STREET, N.W.  
WASHINGTON, D.C. 20006-1181  
(202) 862-8900  
FAX: (202) 862-8958

AUGUSTINE HOUSE  
6A AUSTIN FRIARS  
LONDON, ENGLAND EC2N 2HA  
(011) 44.20.7920.9800  
FAX: (011) 44.20.7920.9825

WRITER'S DIRECT NUMBER

(212) 701-3849

LUIS R. PENALVER  
ROY L. PEGOZIN  
DEAN RINGEL  
JAMES ROBINSON  
THORN ROSENTHAL  
JONATHAN A. SCHAFFZIN  
JOHN SCHUSTER  
HOWARD G. SLOANE  
LAURENCE T. SORKIN  
LEONARD A. SPIVAK  
SUSANNA M. SUH  
GERALD S. TANENBAUM  
JONATHAN D. THIER  
JOHN A. TRIPODORO  
ROBERT USADI  
GEORGE WAILAND  
GLENN J. WALDRIP, JR.  
MICHAEL B. WEISS  
DANIEL J. ZUBKOFF

SENIOR COUNSEL  
DAVID R. HYDE  
WILLIAM T. LIFLAND  
IRWIN SCHNEIDERMAN  
JOHN R. VAUGHAN  
GARY W. WOLF

COUNSEL  
CORYDON B. DUNHAM  
PHILIP A. HEIMOWITZ  
JASON W. KAPLAN

September 21, 2004

Dear Ms. Washburn:

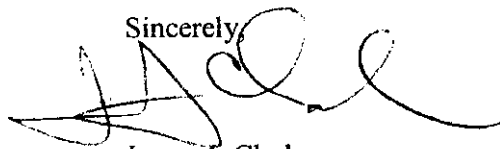
I understand that the Washington Utilities and Transportation Commission (the "Commission") is considering regulations that would require Qwest Corporation to give five business days' prior notice to the Commission before it could, among other things, issue any debt securities.

My firm as acted as counsel to the initial purchasers for a number of debt offerings by Qwest entities in the last two years, and I have been the lead partner at this firm in connection with those financings. In my 25 years of practicing law at Cahill Gordon, I have had extensive experience in capital market transactions and, in particular, non-investment grade debt offerings for issuers like Qwest.

For a frequent issuer of debt securities, such as Qwest, there are often "windows" of opportunity that present themselves in the high yield market. If Qwest had to give five business days' prior notice to the Commission before it could avail itself of these market opportunities, I have no doubt that Qwest would miss market opportunities and be at a distinct disadvantage to other issuers in trying to offer bonds at the lowest possible interest rates. The SEC provided issuers with the flexibility to take advantage of these market windows when it promulgated Rule 144A, which allows issuers of high yield debt securities to quickly access the debt markets without having to first get clearance from the SEC.

Accordingly, I firmly believe that the proposed regulations would put Qwest 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 its outstanding debt.

Sincerely,

A handwritten signature in black ink, appearing to read 'James J. Clark', with a long, sweeping horizontal stroke extending to the right.

James J. Clark

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