



Qwest Corporation
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Seattle, Washington 98191
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Facsimile (206) 343-4040

Mark S. Reynolds
Senior Director - Regulatory
Policy and Law

July 30, 2004

Ms. Carole Washburn, Executive Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, Washington 98504-7250

Attn: Kathy Folsom

RE: WAC 480-146-350 Affiliated Interest Agreement

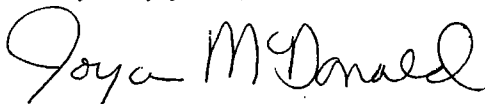
Dear Ms. Washburn:

In accordance with WAC 480-146-350, this filing is notification of a new affiliated interest agreement between Qwest Corporation ("QC") and Qwest Communications Corporation ("QCC"). The enclosed Wholesale Service Agreement covers services that QCC is providing to QC.

Also enclosed is an amendment to a Dark Fiber Lease agreement between QC and QCC that Qwest filed on July 21, 2004. This amendment adds language that the contract is not effective until the regulatory filings have occurred. This language was inadvertently omitted in the original agreement. Based on this filing, Qwest considers this contract to be effective for the state of Washington.

Please call Joyce McDonald on 206-345-1514 if you have any questions or require any additional information.

Very truly yours,



for Mark Reynolds

Enclosures

Copy to
Kathy Folsom

This Amendment No. QW04-02402-01 is made and entered by and between Qwest Corporation ("Customer"), and Qwest Communications Corporation ("Supplier").

Customer and Supplier agree to amend Agreement No. QW04-02402, dated June 21, 2004, as amended by Amendment No. QW04-02402-01, (the "Agreement"), as follows:

DESCRIPTION OF AMENDMENTS AND MODIFICATIONS

The parties agree to the additions or changes indicated below.

Add/Change Language to the Agreement:

New Article No. 34 is hereby added to the Agreement as follows:

If under applicable law, this Agreement or notice thereof must be filed with a governmental entity, including but not limited to a state public utility commission, this Agreement shall not become effective with respect to the jurisdiction having such requirements until such filings have occurred.

EFFECTIVE DATE

This Amendment No. QW04-02402-01 shall be deemed effective on July 28, 2004.

SEVERAL LIABILITY

If more than one party is referred to as Customer, then their obligations and liabilities shall be several, not joint.

The parties intending to be legally bound have executed this Amendment in multiple counterparts, each of which is deemed an original, but all of which shall constitute one and the same instrument.

Qwest Business Resources, Inc., as agent for Customer

Supplier, Qwest Communications Corp.

Joyce Hoffman
 (Authorized Signature)
Joyce Hoffman
 (Print or Type Name of Signatory)
Strategic Sourcing Mgr.
 (Title)
7/28/2004
 (Execution Date)

[Signature]
 (Authorized Signature)
Robert R. Thornton
 (Print or Type Name of Signatory)
V.P. Cust Ops
 (Title)
7/27/2004
 (Execution Date)

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