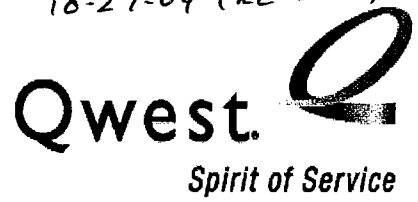


UT-041348(AF)
10-27-04 (RE-OPEN)



Qwest Corporation
1600 7th Avenue, Room 3206
Seattle, Washington 98191
(206) 345-1568
Facsimile (206) 343-4040

Mark S. Reynolds
Senior Director – Regulatory
Policy and Law

RECEIVED
RECORDS MANAGEMENT
04 SEP 13 AM 9:02
STATE OF WASH.
UTIL. AND TRANSP.
COMMISSION

September 10, 2004

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

Attn: Kathy Folsom

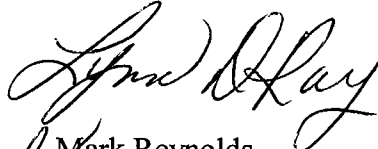
RE: WAC 480-146-350 Affiliated Interest Agreement

Dear Ms. Washburn:

In accordance with WAC 480-146-350, Qwest Corporation is filing notification of an affiliated interest agreement between Qwest Corporation ("QC") and Qwest Communications Corporation ("QCC"). The enclosed contract is the second amendment to the Dark Fiber Lease Agreement that was filed under Docket No. 041348. This amendment will be effective 9/16/04.

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

Very truly yours,


for Mark Reynolds

Enclosure

AMENDMENT NO. QW04-02402-02

Agreement No.

This Amendment No. QW04-02402-02 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. QW04-02402-02, (the "Agreement"), as follows:

RECEIVED RECORDS MANAGEMENT
09/14 SEP 13 AM 9:02
STATE OF WASH
UTIL. AND TRANS
COMMISSION

DESCRIPTION OF AMENDMENTS AND MODIFICATIONS

The parties agree to the additions or changes indicated below.

Add/Change Language to the Agreement:

Article No. 3.1 of the Agreement is hereby modified as follows:

In consideration of the lease by Qwest to Lessee, commencing on the Acceptance Date, Lessee agrees to pay Qwest an annual lease fee of eighty thousand nine hundred and fifty-two U.S. Dollars (US\$80,952)

Exhibit A of the Agreement is hereby modified as follows:

Number of fibers leased = 4
Lease fee = \$80,952/year

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

EFFECTIVE DATE


This Amendment No. QW04-02402-02 shall be deemed effective on September 16 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 Corporation



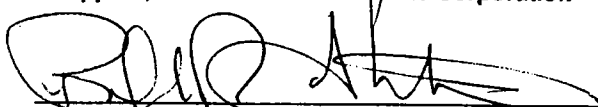
(Authorized Signature)
Balan Nair

(Print or Type Name of Signatory)
Chief Technology Officer

(Title)
9/7/4

(Execution Date)

Supplier, Qwest Communications Corporation



(Authorized Signature)
Roland P. Theriault

(Print or Type Name of Signatory)
Vice President Customer Service

(Title)
9/9/04

(Execution Date)