


Amendment 2
UT-101633-AF
om- 4/14/11
No Action



Qwest.
Spirit of Service

Qwest Corporation
1600 7th Avenue, Room 1506
Seattle, Washington 98191
(206) 345-1568
Facsimile (206) 343-4040

Mark S. Reynolds
Assistant Vice President
Public Policy & Regulatory Affairs

March 1, 2011

Mr. David Danner, Executive Director and Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, Washington 98504-7250

Attn: Betty Erdahl


RE: WAC 480-120-375 Affiliated Interest Agreement

Dear Mr. Danner:

In accordance with WAC 480-120-375, Qwest Corporation is filing notification of the enclosed affiliated interest agreement between Qwest Corporation (QC) and Qwest Communications Company, LLC (QCC). This is Amendment No. 2 to the Office Lease (QC as landlord, QCC as tenant) which was filed under Docket No. UT-101633. Also enclosed is a verified statement.

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

2011 MAR -2 AM 10:53

**AMENDMENT NO. 2
TO
OFFICE LEASE
(QC as landlord, QCC as tenant)**

THIS AMENDMENT NO. 2 TO OFFICE LEASE (this "Amendment 2") is made effective as of the last date of signature below, by and between Qwest Corporation, a Colorado corporation ("QC") and Qwest Communications Company, LLC, a limited liability company ("QCC"). QC and QCC are sometimes together referred to herein as the "Parties."

RECITALS

WHEREAS, the Parties entered into that certain OFFICE LEASE (QC as landlord, QCC as tenant) dated as of August 19, 2010 (the "Lease"); and

WHEREAS the Parties wish to modify the terms of the Lease.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing, the Parties agree as follows:

1. Definitions. Capitalized terms not otherwise defined herein shall have the meaning set forth in the Lease.
2. Filings. Effective Date of Amendment if under applicable law, this Proposal or notice thereof must be filed with a governmental entity, including but not limited to a state public utility commission, this Proposal shall not become effective with respect to any jurisdiction having such requirements until the filings have occurred.
3. Building Locations and Rent Rates. The Parties wish to modify building locations and rent rates provided in the Lease. Accordingly, Exhibit A is hereby deleted in its entirety and replaced with Exhibit A attached hereto.
4. Confirmation of Lease. Except as expressly modified by this Amendment 2, the Lease remains in full force and effect in accordance with its terms.
5. Counterparts and Facsimile Signatures. This Amendment 1 may be executed by the Parties in separate counterparts, each of which, when so executed and delivered, will be an original, but all such counterparts will together constitute one and the same Agreement. Facsimile signatures will be deemed to be and will constitute and be treated as, an original signed document or counterpart, as applicable. Qwest will provide the Agreement or any amendment thereto for execution.

By signing below, each of the Parties hereby indicates its acceptance of and agreement to the terms and conditions of this Amendment 2.

Qwest Corporation

By: 

Steven Swain

Title: _____

VP Finance

Date: 2/16/11

Qwest Communications Company, LLC

By: 

Warren Mickens

Title: _____

VP Customer Service Operations

Date: 2/16/11

EXHIBIT A
to Office Lease
between Qwest Corporation, as Landlord,
and Qwest Communications Company, as Tenant

Building Locations, Premises Descriptions, Furniture Charges and Monthly Rent

				Space Rate	Furniture Rate
				Per SqFt Per Mth	Per SqFt Per Mth
ADDID	Street	CITY	ST	FMV	FMV
141143	135 W ORION ST	TEMPE	AZ	1.62	0.06
164126	5025 N BLACK CANYON HWY	PHOENIX	AZ	1.64	0.06
231001	931 14TH ST	DENVER	CO	2.11	0.06
231004	930 15TH ST	DENVER	CO	2.11	0.06
231055	1801 CALIFORNIA ST	DENVER	CO	2.11	0.06
232069	8955 E NICHOLS AVE RM 210	ENGLEWOOD	CO	1.52	0.06
233006	5225 ZUNI ST	DENVER	CO	1.67	0.06
233968	11780 E 53 RD AVE	DENVER	CO	1.60	0.06
235047	3898 S TELLER ST	LAKEWOOD	CO	1.64	0.06
235106	700 W MINERAL AVE	LITTLETON	CO	1.50	0.06
260893	2505 1 ST AVE	GREELEY	CO	1.25	0.06
545008	400 TIJERAS AVE NW	ALBUQUERQUE	NM	1.38	0.06
554018	2701 SAWMILL RD	SANTA FE	NM	1.23	0.06
673059	250 E 2ND S	SALT LAKE CITY	UT	1.67	0.06
673094	205 E 200 S	SALT LAKE CITY	UT	1.67	0.06
B44332	7404 N 78TH ST	OMAHA	NE	1.05	0.06
E90495	9311 SAN PEDRO AVE	SAN ANTONIO	TX	1.67	0.06
M12015	425 MONROE ST	ANOKA	MN	1.33	0.06
M12075	600 STINSON BLVD	MINNEAPOLIS	MN	1.50	0.06
M75062	100 9TH AVE SW	NEW BRIGHTON	MN	1.00	0.06
M76320	500 CARLTON ST N	MAPLEWOOD	MN	1.33	0.06
R00076	112 E 10TH AVE	EUGENE	OR	1.50	0.06
R00207	310 SW PARK AVE	PORTLAND	OR	1.87	0.06
R00478	30929 EHLEN DR SW	ALBANY	OR	1.00	0.06
R00746	8033 SW 25 TH AVE	PORTLAND	OR	1.30	0.06
R00799	8021 SW CAPITAL HILL RD	PORTLAND	OR	1.52	0.06
W00025	14808 SE 16TH ST	BELLEVUE	WA	2.31	0.06
W00359	11418 NE 4TH PLN	VANCOUVER	WA	1.53	0.06
W00780	904 N COLUMBUS ST	SPOKANE	WA	1.00	0.06
W00946	1600 7TH AVE	SEATTLE	WA	2.04	0.06
W00B45	7235 S 228TH ST	KENT	WA	2.06	0.06

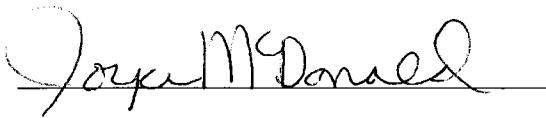
VERIFIED STATEMENT OF AFFILIATED INTEREST TRANSACTION

Qwest Corporation

WAC 480-120-375 states:

Every public service company must file a verified copy, or a verified summary, if unwritten, of contracts or arrangements with affiliated interests before the effective date of the contract or arrangement. Verified copies of modifications or amendments to the contract or arrangements must be filed before the effective date of the modification or amendment. If the contract or arrangement is unwritten, then a public service company must file a verified summary of any amendment or modification. The Commission may institute an investigation and disapprove the contract or arrangement if the commission finds the public service company has failed to prove that it is reasonable and consistent with the public interest.

Joyce L. McDonald, Lead Finance/Business Analyst of Qwest Corporation certifies that the attached Amendment 2 to the Office Lease (QC as landlord, QCC as tenant) describes the affiliate arrangement between Qwest Corporation and Qwest Communications Company, LLC.

A handwritten signature in cursive script, reading "Joyce McDonald", written over a horizontal line.

Joyce L. McDonald

Dated at Seattle this first day of March, 2011.