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

October 27, 2009

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 2 to the Wholesale Data Services Agreement (WDSA). Also enclosed is a verified statement.

In April 2009, two separate QC WDSA filings were made – one for Broadband Services, Inc. and one for QCC. Two separate dockets should have been created, but only the Broadband Services, Inc. filing was docketed as UT-090544. In September 2009, Qwest re-filed the April 2009 QCC filing along with an Amendment 1 to the WDSA for QCC. That amendment was docketed under UT-090544 for BSI but the amendment was for QCC. Therefore, a separate docket for QCC needs to be established if that has not been done. That docket would contain the original QCC filing from April 2009, the Amendment 1 filing from September 2009 and the attached Amendment 2. The BSI docket of UT-090544 should only contain the original filing from April 2009.

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

RECEIVED
REGULATORY AFFAIRS
2009 OCT 28 AM 9:08
STATE OF WASH.
UTILITY TRANSPORTATION
COMMISSION

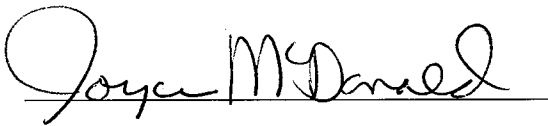
VERIFIED STATEMENT OF AFFILIATED INTEREST TRANSACTION

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 Wholesale Data Services Agreement describes the affiliate arrangement between Qwest Corporation and Qwest Communications Company, LLC.

A handwritten signature in cursive script that reads "Joyce McDonald". The signature is written in black ink and is positioned above a horizontal line.

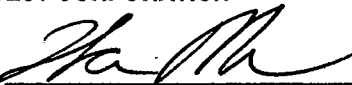


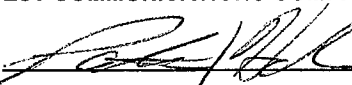
Joyce L. McDonald

Dated at Seattle this 27th day of October, 2009.

FALL OPTICAL SERVICES PROMOTION AMENDMENT 2 TO
QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT

Contract (QI) Number: PROMO OPTICAL

THIS FALL OPTICAL SERVICES PROMOTION AMENDMENT 2 (this "Amendment") by and between Qwest Corporation ("Qwest" or "QC") and Qwest Communications Company, LLC ("Customer"), hereby amends the QC Wholesale Data Services Agreement, dated effective as of April 13, 2009, as may have been previously amended (the "Agreement"). Except as set forth in this Amendment, capitalized terms will have the definitions assigned to them in the Agreement.

<p>QWEST: QWEST CORPORATION</p> <p>By:  Warren Mickens Vice President, Customer Service Operations Date: <u>09/23/09</u></p> <p>Offer Management Director  Date: <u>9/23/09</u></p> <p>By:  Steven Swain Vice President, Finance Date: <u>9/24/09</u></p>	<p>CUSTOMER: QWEST COMMUNICATIONS COMPANY, LLC</p> <p>By:  Patrick Halbach VP Assistant Controller Finance Date: <u>9/24/09</u></p>
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1. Fall Optical Services Promotion. Under this Fall Optical Services Promotion Amendment the ("Promotion") Customer and Qwest amend the Agreement by adding the following Pricing Exhibit(s) to [an] existing Service Exhibit(s) for the purpose of establishing special pricing other than RSS standard prices for certain rate elements for the following Services

GeoMax® Fall Optical Services Promotion Pricing Exhibit
Self-Healing Network Service (SHNS) Fall Optical Services Promotion Pricing Exhibit
Synchronous Service Transport (SST) Fall Optical Services Promotion Pricing Exhibit

2. Eligible Services. This promotion is limited to GeoMax service, SHNS OC3 to OC192 systems, or SST OC3 to OC192 systems, ordered during the Promotion Period in locations that a) qualify for Phase I Pricing Flexibility, as listed in Section 23 of the RSS, if the service is OC12 or greater, or b) qualify for Phase II Pricing Flexibility, as listed in Section 23 of the RSS, if the service is OC3 or greater ("Eligible Services").

3. Promotion Period. Each Eligible Service that is ordered after the Amendment Effective Date and on or before December 31, 2009 ("the Promotion Period") is eligible for the special pricing on certain rate elements subject to the terms and conditions of this Promotion.

4. Condition of Promotion. Customer may not use Services under this Promotion to provide "information service," as that term is defined in 47 U.S.C. § 153(20), to its End Users, including termination or origination of Voice over Internet Protocol. The availability of the special pricing under this Promotion is subject to network infrastructure availability and Funding requirements. Funding approval will be granted at the sole discretion of Qwest. In the event the required Funding is not approved at the special pricing under this

**FALL OPTICAL SERVICES PROMOTION AMENDMENT 2 TO
QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT**

Promotion, the special pricing under this Promotion is not available, standard RSS rates may apply, and Customer is entitled to cancel the Order Form immediately without penalty. The Eligible Service must be ordered under a 36 or 60 month Term Plan. Customer is not entitled to the special pricing under this Promotion to renew or upgrade existing Service. Unless expressly agreed to by Qwest in writing, the special pricing under this Promotion cannot be combined with any other existing or concurrent discount, special pricing, individual case basis pricing or other promotional offer to which Customer may be entitled under its Agreement. This Promotion is only available for Eligible Services. Other Qwest services are not eligible for this Promotion. **To be eligible to receive special pricing under this Promotion, Customer must include the following Contract (QI) Number on the Order Form when placing the order for the Eligible Service: PROMO OPTICAL.**

5. Customer's Representations. Customer represents and warrants that it (check one box):

- IS NOT a provider of "information service," as that term is defined in 47 U.S.C. § 153(20).
 IS a provider of "information service," as that term is defined in 47 U.S.C. § 153(20), and that Services under this Promotion WILL NOT be used to provide information service to its End Users, including termination or origination of Voice over Internet Protocol.

6. Miscellaneous. This Amendment will be effective as of the date it is executed by Qwest after the Customer's signature (the "Amendment Effective Date") and be deemed incorporated by reference into the Agreement. All other terms and conditions in the Agreement will remain in full force and effect and be binding on the parties. This Amendment and the Agreement set forth the entire understanding between the parties as to the subject matter of this Amendment, and in the event there are any inconsistencies between the two documents, the terms of this Amendment will control.

**QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT
GEOMAX® FALL OPTICAL SERVICES PROMOTION PRICING EXHIBIT**

Contract (QI) Number: PROMO OPTICAL

This GeoMax Fall Optical Services Promotion Pricing Exhibit and the rates and discounts provided herein are only applicable to GeoMax Services ordered pursuant to the terms and conditions of the Fall Optical Services Promotion Amendment to the Wholesale Data Services Agreement between Qwest and Customer (the "Amendment"). Except as set forth in this GeoMax Fall Optical Services Promotion Pricing Exhibit, capitalized terms will have the definitions assigned to them in the Agreement, the Amendment and the GeoMax Service Exhibit.

Qwest will discount MRCs for mileage only between wire centers that qualify for Phase II Pricing Flexibility, as listed in Section 23 of the RSS. Qwest will not discount NRCs for any rate element under the Promotion.

Promotional Pricing: Yes

Promotion Expiration Date: December 31, 2009

Customer and Qwest agree to the following special pricing:

GeoMax Node, Mileage and Port Charges on systems in Denver, Minneapolis, Phoenix, or Seattle MSAs, in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	Phase I USOC	Phase II USOC	% Discount off of the RSS MRC per Service Element for 36 month Term Plan	% Discount off of the RSS MRC per Service Element for 60 month Term Plan
Premise Node	N2TDX	DM2XV	35%	45%
CO Node	F2NC1	F2NF1	35%	45%
Transport Channel Mileage between wire centers that qualify for Phase II Pricing Flexibility	NA	1FOHS	35%	45%
OC3 Protected Port	NA	FGOEP	35%	45%
OC3 Unprotected Port	NA	FGOEW	35%	45%
OC12 Protected Port	CPSFP	FGOFP	35%	45%
OC12 Unprotected Port	CPSFW	FGOFW	35%	45%
OC48 Protected Port	CPSGP	FGOGP	35%	45%
OC48 Unprotected Port	CPSGW	FGOFW	35%	45%

GeoMax Node, Mileage and Port Charges on OC12 systems or OC48 systems in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	Phase I USOC	Phase II USOC	% Discount off of the RSS MRC per Service Element for 36 month Term Plan	% Discount off of the RSS MRC per Service Element for 60 month Term Plan
Premise Node	N2TDX	DM2XV	30%	40%
CO Node	F2NC1	F2NF1	30%	40%
Transport Channel Mileage between wire centers that qualify for Phase II Pricing Flexibility	NA	1FOHS	30%	40%
OC3 Protected Port	NA	FGOEP	30%	40%
OC3 Unprotected Port	NA	FGOEW	30%	40%
OC12 Protected Port	CPSFP	FGOFP	30%	40%
OC12 Unprotected Port	CPSFW	FGOFW	30%	40%
OC48 Protected Port	CPSGP	FGOGP	30%	40%
OC48 Unprotected Port	CPSGW	FGOFW	30%	40%

Customer must include the Contract (QI) Number PROMO OPTICAL on the Order Form to receive these nonstandard rates.

**QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT
SYNCHRONOUS SERVICE TRANSPORT FALL OPTICAL SERVICES PROMOTION PRICING EXHIBIT**

Contract (QI) Number: PROMO OPTICAL

This SST Fall Optical Services Promotion Pricing Exhibit and the rates and discounts provided herein are only applicable to SST Services ordered pursuant to the terms and conditions of Fall Optical Services Promotion Amendment to the Wholesale Data Services Agreement between Qwest and Customer (the "Amendment"). Except as set forth in this SST Fall Optical Services Promotion Pricing Exhibit, capitalized terms will have the definitions assigned to them in the Agreement, the Amendment and the SST Service Exhibit.

Qwest will not discount MRCs for ports under the Promotion. Qwest will discount MRCs for mileage only between wire centers that qualify for Phase II Pricing Flexibility, as listed in Section 23 of the RSS. Qwest will not discount NRCs for any rate element under the Promotion.

Promotional Pricing: Yes Promotion Expiration Date: December 31, 2009

Customer and Qwest agree to the following special pricing:

SST System Capacity Bandwidth OC3 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	F6N	XSWDX	XSWEX	20%	30%
Remote Node	F4C	XSWDX	XSWEX	20%	30%
Transport Channel Mileage 0 Miles	1YF81	XSWDX	XSWEX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 0-8 Miles (fixed and per mile)	1YF82	XSWDX	XSWEX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 8-25 Miles (fixed and per mile)	1YF83	XSWDX	XSWEX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 25-50 Miles (fixed and per mile)	1YF84	XSWDX	XSWEX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 50+ Miles (fixed and per mile)	1YF85	XSWDX	XSWEX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile

**QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT
SELF-HEALING NETWORK SERVICE FALL OPTICAL SERVICES PROMOTION PRICING EXHIBIT**

Contract (QI) Number: PROMO OPTICAL

This SHNS Fall Optical Services Pricing Exhibit and the rates and discounts provided herein are only applicable to SHNS Services ordered pursuant to the terms and conditions of the Fall Optical Services Promotion Amendment to the Wholesale Data Services Agreement between Qwest and Customer, (the "Amendment"). Except as set forth in this SHNS Fall Optical Services Promotion Pricing Exhibit, capitalized terms will have the definitions assigned to them in the Agreement, the Amendment and the SHNS Service Exhibit.

Qwest will not discount MRCs for ports or Central office Connecting Channels under the Promotion. Qwest will discount MRCs for mileage only between wire centers that qualify for Phase II Pricing Flexibility, as listed in Section 23 of the RSS. Qwest will not discount MRCs for any rate element under the Promotion.

Promotional Pricing: Yes Promotion Expiration Date: December 31, 2009

Customer and Qwest agree to the following special pricing:

SHNS System Capacity Bandwidth OC3 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	36 Month Phase II USOC	60 Month Phase II USOC	Class of Service	Total % Discount off of the RSS MRC per Service Element for 36 Month Plan Term	Total % Discount off of the RSS MRC per Service Element for 60 Month Plan Term
Hub Node	FJCL3	FJCL5	XDEDX	25%	35%
Access Node	FYCL3	FYCL5	XDEDX	25%	35%
Control Node	FQNH3	FQNH5	XDEDX	25%	35%
Transport Channel Mileage (0 Miles)	1FOCZ	1FODZ	XDEDX	25% discount available only between wire centers that qualify for Phase II Pricing Flexibility	35% discount available only between wire centers that qualify for Phase II Pricing Flexibility
Transport Channel Mileage (Over 0 Miles)	1FOCS	1FODS	XDEDX	25% discount available only between wire centers that qualify for Phase II Pricing Flexibility	35% discount available only between wire centers that qualify for Phase II Pricing Flexibility

SHNS System Capacity Bandwidth OC12 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	36 Month Phase I USOC	36 Month Phase II USOC	60 Month Phase I USOC	60 Month Phase II USOC	Class of Service	Total % Discount off of the RSS MRC per Service Element for 36 Month Plan Term	Total % Discount off of the RSS MRC per Service Element for 60 Month Plan Term
Hub Node	NGZNX	FJCA3	NGZSX	FJCA5	XDEEX	25%	35%
Access Node	NGYNX	FYCA3	NGYSX	FYCA5	XDEEX	25%	35%
Control Node	NOSD3	FQNJ3	NOSD5	FQNJ5	XDEEX	25%	35%
Transport Channel Mileage (0 Miles)	1HXTX	1FOCZ	1HXVX	1FODZ	XDEEX	25% discount available only between wire centers that qualify for Phase II Pricing Flexibility	35% discount available only between wire centers that qualify for Phase II Pricing Flexibility
Transport Channel Mileage (Over 0 Miles)	1HXTS	1FOCS	1HXVS	1FODS	XDEEX	25% discount available only between wire centers that qualify for Phase II Pricing Flexibility	35% discount available only between wire centers that qualify for Phase II Pricing Flexibility

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SHNS System Capacity Bandwidth OC48 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	36 Month Phase I USOC	36 Month Phase II USOC	60 Month Phase I USOC	60 Month Phase II USOC	Class of Service	Total % Discount off of the RSS MRC per Service Element for 36 Month Plan Term	Total % Discount off of the RSS MRC per Service Element for 60 Month Plan Term
Hub Node	NGHRX	FJCP3	NGHTX	FJCP5	XDEGX	35%	45%
Access Node	NGGRX	FYCP3	NGGTX	FYCP5	XDEGX	35%	45%
Control Node	NOSE3	FQNK3	NOSE5	FQNK5	XDEGX	35%	45%
Transport Channel Mileage (0 Miles)	1HXTX	1FOCZ	1HXVX	1FODZ	XDEGX	35% discount available only between wire centers that qualify for Phase II Pricing Flexibility	45% discount available only between wire centers that qualify for Phase II Pricing Flexibility
Transport Channel Mileage (Over 0 Miles)	1HXTS	1FOCS	1HXVS	1FODS	XDEGX	35% discount available only between wire centers that qualify for Phase II Pricing Flexibility	45% discount available only between wire centers that qualify for Phase II Pricing Flexibility

SHNS System Capacity Bandwidth OC192 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	36 Month Phase I USOC	36 Month Phase II USOC	60 Month Phase I USOC	60 Month Phase II USOC	Class of Service	Total % Discount off of the RSS MRC per Service Element for 36 Month Plan Term	Total % Discount off of the RSS MRC per Service Element for 60 Month Plan Term
Hub Node	NHZA3	FJC43	NHZA5	FJC45	XDEOX	40%	50%
Access Node	NNGA3	FYC43	NNGA5	FYC45	XDEOX	40%	50%
Control Node	NOSX3	FQNX3	NOSX5	FQNX5	XDEOX	40%	50%
Transport Channel Mileage (0 Miles)	1HXTX	1FOCZ	1HXVX	1FODZ	XDEOX	40% discount available only between wire centers that qualify for Phase II Pricing Flexibility	50% discount available only between wire centers that qualify for Phase II Pricing Flexibility
Transport Channel Mileage (Over 0 Miles)	1HXTS	1FOCS	1HXVS	1FODS	XDEOX	40% discount available only between wire centers that qualify for Phase II Pricing Flexibility	50% discount available only between wire centers that qualify for Phase II Pricing Flexibility

SHNS System Capacity Bandwidth OC3 Promotion in wire centers that qualify for Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	36 Month Phase II USOC	60 Month Phase II USOC	Class of Service	Total % Discount off of the RSS MRC per Service Element for 36 Month Plan Term	Total % Discount off of the RSS MRC per Service Element for 60 Month Plan Term
Hub Node	FJCL3	FJCL5	XDEDX	20%	30%
Access Node	FYCL3	FYCL5	XDEDX	20%	30%
Control Node	FQNH3	FQNH5	XDEDX	20%	30%
Transport Channel Mileage (0 Miles)	1FOCZ	1FODZ	XDEDX	20% discount available only between wire centers that qualify for Phase II Pricing Flexibility	30% discount available only between wire centers that qualify for Phase II Pricing Flexibility
Transport Channel Mileage (Over 0 Miles)	1FOCS	1FODS	XDEDX	20% discount available only between wire centers that qualify for Phase II Pricing Flexibility	30% discount available only between wire centers that qualify for Phase II Pricing Flexibility

QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT

SHNS System Capacity Bandwidth OC12 Promotion in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	36 Month Phase I USOC	36 Month Phase II USOC	60 Month Phase I USOC	60 Month Phase II USOC	Class of Service	Total % Discount off of the RSS MRC per Service Element for 36 Month Plan Term	Total % Discount off of the RSS MRC per Service Element for 60 Month Plan Term
Hub Node	NGZNX	FJCA3	NGZSX	FJCA5	XDEEX	20%	30%
Access Node	NGYNX	FYCA3	NGYSX	FYCA5	XDEEX	20%	30%
Control Node	NOSD3	FQNJ3	NOSD5	FQNJ5	XDEEX	20%	30%
Transport Channel Mileage (0 Miles)	1HXTX	1FOCZ	1HXVX	1FODZ	XDEEX	20% discount available only between wire centers that qualify for Phase II Pricing Flexibility	30% discount available only between wire centers that qualify for Phase II Pricing Flexibility
Transport Channel Mileage (Over 0 Miles)	1HXTS	1FOCS	1HXVS	1FODS	XDEEX	20% discount available only between wire centers that qualify for Phase II Pricing Flexibility	30% discount available only between wire centers that qualify for Phase II Pricing Flexibility

SHNS System Capacity Bandwidth OC48 Promotion in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	36 Month Phase I USOC	36 Month Phase II USOC	60 Month Phase I USOC	60 Month Phase II USOC	Class of Service	Total % Discount off of the RSS MRC per Service Element for 36 Month Plan Term	Total % Discount off of the RSS MRC per Service Element for 60 Month Plan Term
Hub Node	NGHRX	FJCP3	NGHTX	FJCP5	XDEGX	30%	40%
Access Node	NGGRX	FYCP3	NGGTX	FYCP5	XDEGX	30%	40%
Control Node	NOSE3	FQNK3	NOSE5	FQNK5	XDEGX	30%	40%
Transport Channel Mileage (0 Miles)	1HXTX	1FOCZ	1HXVX	1FODZ	XDEGX	30% discount available only between wire centers that qualify for Phase II Pricing Flexibility	40% discount available only between wire centers that qualify for Phase II Pricing Flexibility
Transport Channel Mileage (Over 0 Miles)	1HXTS	1FOCS	1HXVS	1FODS	XDEGX	30% discount available only between wire centers that qualify for Phase II Pricing Flexibility	40% discount available only between wire centers that qualify for Phase II Pricing Flexibility

QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT

SHNS System Capacity Bandwidth OC192 Promotion in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	36 Month Phase I USOC	36 Month Phase II USOC	36 Month Phase I USOC	36 Month Phase II USOC	Class of Service	Total % Discount off of the RSS MRC per Service Element for 36 Month Plan Term	Total % Discount off of the RSS MRC per Service Element for 60 Month Plan Term
Hub Node	NHZA3	FJC43	NHZA5	FJC45	XDEOX	35%	45%
Access Node	NNGA3	FYC43	NNGA5	FYC45	XDEOX	35%	45%
Control Node	NOSX3	FQNX3	NOSX5	FQNX5	XDEOX	35%	45%
Transport Channel Mileage (0 Miles)	1HXTX	1FOCZ	1HXVX	1FODZ	XDEOX	35% discount available only between wire centers that qualify for Phase II Pricing Flexibility	45% discount available only between wire centers that qualify for Phase II Pricing Flexibility
Transport Channel Mileage (Over 0 Miles)	1HXTS	1FOCS	1HXVS	1FODS	XDEOX	35% discount available only between wire centers that qualify for Phase II Pricing Flexibility	45% discount available only between wire centers that qualify for Phase II Pricing Flexibility

Customer must include the Contract (QI) Number PROMO OPTICAL on the Order Form to receive these nonstandard rates.

QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT

SST System Capacity Bandwidth OC12 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	Phase I USOC	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	FC5	F6N	XSWJX	XSWKX	20%	30%
Remote Node	FP5	F4C	XSWJX	XSWKX	20%	30%
Transport Channel Mileage 0 Miles	NA	1YF81	XSWJX	XSWKX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 0-8 Miles (fixed and per mile)	NA	1YF82	XSWJX	XSWKX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 8-25 Miles (fixed and per mile)	NA	1YF83	XSWJX	XSWKX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 25-50 Miles (fixed and per mile)	NA	1YF84	XSWJX	XSWKX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 50+ Miles (fixed and per mile)	NA	1YF85	XSWJX	XSWKX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile

SST System Capacity Bandwidth OC24 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	Phase I USOC	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	FC5	F6N	XSWTX	XSWUX	25%	35%
Remote Node	FP5	F4C	XSWTX	XSWUX	25%	35%
Transport Channel Mileage 0 Miles	NA	1YF81	XSWTX	XSWUX	Between Phase II wire centers 25% fixed 25% per mile	Between Phase II wire centers 35% fixed 35%per mile
Transport Channel 0-8 Miles (fixed and per mile)	NA	1YF82	XSWTX	XSWUX	Between Phase II wire centers 25% fixed 25% per mile	Between Phase II wire centers 35% fixed 35%per mile
Transport Channel 8-25 Miles (fixed and per mile)	NA	1YF83	XSWTX	XSWUX	Between Phase II wire centers 25% fixed 25% per mile	Between Phase II wire centers 35% fixed 35%per mile
Transport Channel 25-50 Miles (fixed and per mile)	NA	1YF84	XSWTX	XSWUX	Between Phase II wire centers 25% fixed 25% per mile	Between Phase II wire centers 35% fixed 35%per mile
Transport Channel 50+ Miles (fixed and per mile)	NA	1YF85	XSWTX	XSWUX	Between Phase II wire centers 25% fixed 25% per mile	Between Phase II wire centers 35% fixed 35%per mile

QWEST CORPORATION WHOLESALE DATA SERVICES AGREEMENT

SST System Capacity Bandwidth OC48 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	Phase I USOC	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	FC5	F6N	XSWOX	XSWPX	35%	45%
Remote Node	FP5	F4C	XSWOX	XSWPX	35%	45%
Transport Channel Mileage 0 Miles	NA	1YF81	XSWOX	XSWPX	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile
Transport Channel 0-8 Miles (fixed and per mile)	NA	1YF82	XSWOX	XSWPX	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile
Transport Channel 8-25 Miles (fixed and per mile)	NA	1YF83	XSWOX	XSWPX	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile
Transport Channel 25-50 Miles (fixed and per mile)	NA	1YF84	XSWOX	XSWPX	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile
Transport Channel 50+ Miles (fixed and per mile)	NA	1YF85	XSWOX	XSWPX	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile

SST System Capacity Bandwidth OC192 Promotion in Denver, Minneapolis, Phoenix or Seattle MSAs, in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS:

Service Elements	Phase I USOC	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	FC5	F6N	XSW5X	XSW6X	40%	50%
Remote Node	FP5	F4C	XSW5X	XSW6X	40%	50%
Transport Channel Mileage 0 Miles	NA	1YF81	XSW5X	XSW6X	Between Phase II wire centers 40% fixed 40% per mile	Between Phase II wire centers 50% fixed 50%per mile
Transport Channel 0-8 Miles (fixed and per mile)	NA	1YF82	XSW5X	XSW6X	Between Phase II wire centers 40% fixed 40% per mile	Between Phase II wire centers 50% fixed 50%per mile
Transport Channel 8-25 Miles (fixed and per mile)	NA	1YF83	XSW5X	XSW6X	Between Phase II wire centers 40% fixed 40% per mile	Between Phase II wire centers 50% fixed 50%per mile
Transport Channel 25-50 Miles (fixed and per mile)	NA	1YF84	XSW5X	XSW6X	Between Phase II wire centers 40% fixed 40% per mile	Between Phase II wire centers 50% fixed 50%per mile
Transport Channel 50+ Miles (fixed and per mile)	NA	1YF85	XSW5X	XSW6X	Between Phase II wire centers 40% fixed 40% per mile	Between Phase II wire centers 50% fixed 50%per mile

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SST System Capacity Bandwidth OC3 Promotion in wire centers that qualify for Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	F6N	XSWDX	XSWEX	15%	25%
Remote Node	F4C	XSWDX	XSWEX	15%	25%
Transport Channel Mileage 0 Miles	1YF81	XSWDX	XSWEX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile
Transport Channel 0-8 Miles (fixed and per mile)	1YF82	XSWDX	XSWEX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile
Transport Channel 8-25 Miles (fixed and per mile)	1YF83	XSWDX	XSWEX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile
Transport Channel 25-50 Miles (fixed and per mile)	1YF84	XSWDX	XSWEX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile
Transport Channel 50+ Miles (fixed and per mile)	1YF85	XSWDX	XSWEX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile

SST System Capacity Bandwidth OC12 Promotion in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	Phase I USOC	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	FC5	F6N	XSWTX	XSWUX	15%	25%
Remote Node	FP5	F4C	XSWTX	XSWUX	15%	25%
Transport Channel Mileage 0 Miles	NA	1YF81	XSWTX	XSWUX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile
Transport Channel 0-8 Miles (fixed and per mile)	NA	1YF82	XSWTX	XSWUX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile
Transport Channel 8-25 Miles (fixed and per mile)	NA	1YF83	XSWTX	XSWUX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile
Transport Channel 25-50 Miles (fixed and per mile)	NA	1YF84	XSWTX	XSWUX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile
Transport Channel 50+ Miles (fixed and per mile)	NA	1YF85	XSWTX	XSWUX	Between Phase II wire centers 15% fixed 15% per mile	Between Phase II wire centers 25% fixed 25%per mile

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SST System Capacity Bandwidth OC24 Promotion in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	Phase I USOC	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	FC5	F6N	XSWTX	XSWUX	20%	30%
Remote Node	FP5	F4C	XSWTX	XSWUX	20%	30%
Transport Channel Mileage 0 Miles	NA	1YF81	XSWTX	XSWUX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 0-8 Miles (fixed and per mile)	NA	1YF82	XSWTX	XSWUX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 8-25 Miles (fixed and per mile)	NA	1YF83	XSWTX	XSWUX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 25-50 Miles (fixed and per mile)	NA	1YF84	XSWTX	XSWUX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile
Transport Channel 50+ Miles (fixed and per mile)	NA	1YF85	XSWTX	XSWUX	Between Phase II wire centers 20% fixed 20% per mile	Between Phase II wire centers 30% fixed 30%per mile

SST System Capacity Bandwidth OC48 Promotion in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle:

Service Elements	Phase I USOC	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	FC5	F6N	XSWOX	XSWPX	30%	40%
Remote Node	FP5	F4C	XSWOX	XSWPX	30%	40%
Transport Channel Mileage 0 Miles	NA	1YF81	XSWOX	XSWPX	Between Phase II wire centers 30% fixed 30% per mile	Between Phase II wire centers 40% fixed 40%per mile
Transport Channel 0-8 Miles (fixed and per mile)	NA	1YF82	XSWOX	XSWPX	Between Phase II wire centers 30% fixed 30% per mile	Between Phase II wire centers 40% fixed 40%per mile
Transport Channel 8-25 Miles (fixed and per mile)	NA	1YF83	XSWOX	XSWPX	Between Phase II wire centers 30% fixed 30% per mile	Between Phase II wire centers 40% fixed 40%per mile
Transport Channel 25-50 Miles (fixed and per mile)	NA	1YF84	XSWOX	XSWPX	Between Phase II wire centers 30% fixed 30% per mile	Between Phase II wire centers 40% fixed 40%per mile
Transport Channel 50+ Miles (fixed and per mile)	NA	1YF85	XSWOX	XSWPX	Between Phase II wire centers 30% fixed 30% per mile	Between Phase II wire centers 40% fixed 40%per mile

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SST System Capacity Bandwidth OC192 Promotion in wire centers that qualify for Phase I or Phase II Pricing Flexibility, as listed in Section 23 of the RSS, in MSAs other than Denver, Minneapolis, Phoenix or Seattle :

Service Elements	Phase I USOC	Phase II USOC	36 Month Class of Service	60 Month Class of Service	% Discount off of the RSS MRC per Service Element for 36 Month Term Plan	% Discount off of the RSS MRC per Service Element for 60 Month Term Plan
Central Office Node	FC5	F6N	XSW5X	XSW6X	35%	45%
Remote Node	FP5	F4C	XSW5X	XSW6X	35%	45%
Transport Channel Mileage 0 Miles	NA	1YF81	XSW5X	XSW6X	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile
Transport Channel 0-8 Miles (fixed and per mile)	NA	1YF82	XSW5X	XSW6X	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile
Transport Channel 8-25 Miles (fixed and per mile)	NA	1YF83	XSW5X	XSW6X	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile
Transport Channel 25-50 Miles (fixed and per mile)	NA	1YF84	XSW5X	XSW6X	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile
Transport Channel 50+ Miles (fixed and per mile)	NA	1YF85	XSW5X	XSW6X	Between Phase II wire centers 35% fixed 35% per mile	Between Phase II wire centers 45% fixed 45%per mile

Customer must include the Contract (QI) Number PROMO OPTICAL on the Order Form to receive these nonstandard rates.