

Amendment 2  
UT-110394-AF  
am- 6/30/11  
No Action



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

May 18, 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 Office Lease (QCC as Landlord, QC as Tenant) which was filed under Docket No. UT-110394. . Also enclosed is a verified statement. This letter is a replacement to the letter date May 17, 2011 as the letter stated this was a new agreement when in fact it was Amendment 2 to the agreement.

Please call Frances Bendever on 303-382-8154 if you have any questions or require any additional information.

Very truly yours,

for Mark Reynolds

Enclosures

RECEIVED  
RECORDS MANAGEMENT  
2011 MAY 19 AM 11:00  
STATE OF WASH.  
UTIL. AND TRANSP.  
COMMISSION

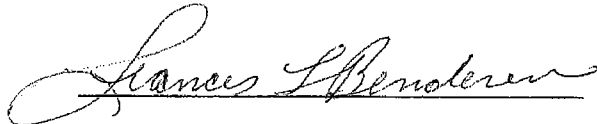
VERIFIED STATEMENT OF AFFILIATED INTEREST TRANSACTION

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.

Frances L. Bendever, Senior Finance/Business Analyst of Qwest Corporation certifies that the attached Amendment No. 2 Office Lease describes the affiliate arrangement between Qwest Corporation and Qwest Communications Company, LLC.

A handwritten signature in cursive script that reads "Frances L. Bendever". The signature is written in black ink and is positioned above a solid horizontal line.

Frances L. Bendever

Dated at Denver this 18<sup>th</sup> day of May, 2011.

**AMENDMENT NO. 2  
TO  
OFFICE LEASE  
(QCC as landlord, QC 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 Communications Company, LLC, a limited liability company ("QCC") and Qwest Corporation, a Colorado corporation ("QC"). QCC and QC are sometimes together referred to herein as the "Parties."

**RECITALS**

WHEREAS, the Parties entered into that certain OFFICE LEASE (QCC as landlord, QC 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 2 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.

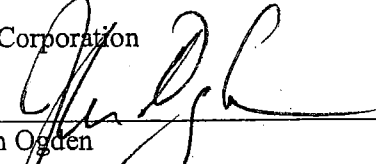
Qwest Communications Company, LLC

By: \_\_\_\_\_  
Warren Mickens

Title: \_\_\_\_\_  
VP Customer Service Operations

Date: \_\_\_\_\_

Qwest Corporation

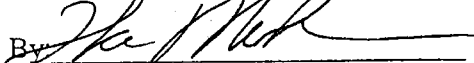
By:  \_\_\_\_\_  
John Ogden

Title: \_\_\_\_\_  
VP Finance

Date: 5/10/11

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

Qwest Communications Company, LLC

By:   
Warren Mickens

Title: \_\_\_\_\_  
VP Customer Service Operations

Date: 4/26/11

Qwest Corporation

By: \_\_\_\_\_  
John Ogden

Title: \_\_\_\_\_  
VP Finance

Date: \_\_\_\_\_

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

**Building Locations, Premises Descriptions, Furniture Charges and Monthly Rent**

				Space Rate Per SqFt Per Mth	Furniture Rate Per SqFt Per Mth
<b>ADDID</b>	<b>Street</b>	<b>CITY</b>	<b>ST</b>	<b>FMV</b>	<b>FMV</b>
141147	1375 N SCOTTSDALE RD	SCOTTSDALE	AZ	2.33	0.06
6F0049	1499 S 4800 W	SALT LAKE CITY	UT	1.16	0.06
D40007	445 S FIGUEROA ST	LOS ANGELES	CA	2.44	0.06
D40028	3015 WINONA AVE	BURBANK	CA	2.33	0.06
D40064	1400 KIFER RD	SUNNYVALE	CA	2.09	0.06
D40081	1731 TECHNOLOGY DR	SAN JOSE	CA	1.34	0.06
D40091	2377 GOLD MEADOW WAY	GOLD RIVER	CA	1.60	0.06
D40139	1350 TREAT BLVD	WALNUT CREEK	CA	1.95	0.06
D40142	6300 CANOGA AVE	WOODLAND HILLS	CA	1.75	0.06
D40251	19000 MACARTHUR BLVD	IRVINE	CA	2.14	0.06
D40533	4350 EXECUTIVE DR	SAN DIEGO	CA	2.16	0.06
D40842	3031 CORVIN AVE	SANTA CLARA	CA	1.58	0.06
D41493	163 SPEAR ST	SAN FRANCISCO	CA	2.06	0.06
D50008	9 W BROAD ST	STAMFORD	CT	2.17	0.06
D70027	6621 SOUTHPOINT DR N	JACKSONVILLE	FL	1.30	0.06
D70069	37 N ORANGE AVE	ORLANDO	FL	1.82	0.06
D70071	4350 W CYPRESS ST	TAMPA	FL	1.87	0.06
D70080	6700 N ANDREWS AVE	FT LAUDERDALE	FL	1.89	0.06
D80010	3625 BROOKSIDE PKWY	ALPHARETTA	GA	1.46	0.06
D80039	1500 SOUTHPOINT DR	FOREST PARK	GA	1.73	0.06
DA0023	350 E CERMAK RD	CHICAGO	IL	2.00	0.06
DA0076	ONE N FRANKLIN ST	CHICAGO	IL	2.56	0.06
DA0241	ONE OAKBROOK	OAK BROOK TERRACE	IL	1.66	0.06
DB0046	8250 HAVERSTICK RD	INDIANAPOLIS	IN	1.48	0.06
DF0036	5799 BROADMOOR ST	MISSION	KS	1.50	0.06
DG0022	1009 TWILIGHT TRL	FRANKFORT	KY	1.25	0.06
DM0029	1 SUMMER ST	BOSTON	MA	2.17	0.06
DM0133	360 MERRIMACK ST	LAWRENCE	MA	1.54	0.06
DN0022	3205 EAGLE CREST DR NE	GRAND RAPIDS	MI	1.58	0.06
DN0031	20750 CIVIC CENTER DR	SOUTHFIELD	MI	1.62	0.06
DT0008	16141 SWINGLEY RIDGE RD	CHESTERFIELD	MO	1.46	0.06
DW0033	4270 E SAHARA AVE	LAS VEGAS	NV	1.71	0.06
DY0002	379 THORNALL ST	EDISON	NJ	2.33	0.06

DY0044	325 COLUMBIA TPKE	FLORHAM PARK	NJ	1.92	0.06
DY0058	165 HALSEY ST	NEWARK	NJ	1.96	0.06
E10074	21 CORPORATE DR	CLIFTON PARK	NY	1.39	0.06
E10081	546 5TH AVE	NEW YORK	NY	5.14	0.06
E10087	6800 JERICHO TPKE	SYOSSET	NY	2.33	0.06
E10127	55 CHURCH ST	WHITE PLAINS	NY	2.23	0.06
E10153	111 8 <sup>TH</sup> AVE	NEW YORK	NY	4.25	0.06
E10157	32 AVE OF THE AMERICAS	NEW YORK	NY	3.97	0.06
E20021	243 BURGESS RD	GREENSBORO	NC	1.30	0.06
E20045	115 WEST ST	RALEIGH	NC	1.36	0.06
E20061	8720 RED OAK BLVD	CHARLOTTE	NC	1.32	0.06
E20070	1007 SLATER RD STE 170	DURHAM	NC	1.31	0.06
E30067	4650 LAKEHURST CT	DUBLIN	OH	1.19	0.06
E30080	6000 PARKWOOD PL	DUBLIN	OH	1.19	0.06
E30098	8180 GREEN MEADOWS DR N	LEWIS CENTER	OH	1.52	0.06
E30110	6155 ROCKSIDE RD	INDEPENDENCE	OH	1.53	0.06
E30132	8044 MONTGOMERY RD	CINCINNATI	OH	1.23	0.06
E40036	320 S BOSTON AVE	TULSA	OK	1.23	0.06
E50054	100 W STATION SQUARE DR	PITTSBURGH	PA	1.44	0.06
E50326	1010 W 8TH AVE	KING OF PRUSSIA	PA	1.99	0.06
E70034	401 BROOKFIELD PKWY	GREENVILLE	SC	1.12	0.06
E80032	402/404 BNA DR	NASHVILLE	TN	1.33	0.06
E80036	460 METROPLEX DR STES 104-110	NASHVILLE	TN	1.25	0.06
E90111	12001 N CENTRAL EXPY	DALLAS	TX	1.42	0.06
E90241	14850 FAA BLVD	FORT WORTH	TX	1.46	0.06
E90361	8413 HEMPSTEAD RD	HOUSTON	TX	1.62	0.06
E90544	1820 N GLENVILLE DR	RICHARDSON	TX	1.43	0.06
E90548	11921 N MOPAC EXPY	AUSTIN	TX	1.80	0.06
E90903	13430 NORTHWEST FWY STE 250	HOUSTON	TX	1.62	0.06
EB0016	4250 N FAIRFAX DR	ARLINGTON	VA	3.05	0.06
EB0111	10700 PARKRIDGE BLVD	RESTON	VA	2.42	0.06
EB0246	4820 LAKE BROOK DR	GLEN ALLEN	VA	1.36	0.06
EG0011	607 14TH ST	WASHINGTON	DC	3.50	0.06
WF0096	6101 S 180TH ST	TUKWILA	WA	1.70	0.06