

THIS AMENDMENT:	
_____ Passed _____	Passed as amended by _____
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2004 APR 20 P 4: 38

GLEASON PROPOSED AMENDMENT # 2

AZ CORP COMMISSION
DOCUMENT CONTROL

DATE PREPARED: 3:30 p.m. / April 20, 2004

COMPANY: Qwest Corporation

DOCKET NO. T-00000A-97-0238, RT-00000F-02-0271 and T-01051B-02-0871

SPECIAL OPEN MEETING DATE: April 21, 2004

Reference December 1, 2003 Recommended Opinion and Order

Page 38, line 7

Delete "intentionally and willfully"

Page 38, lines 13 through 15

Delete "The evidence shows that the agreements with Eschelon for consulting services, and with McLeod for purchases which Qwest claims were not subject to Section 252 requirements, were sham designed to hide the true nature of the agreements."

Page 38, line 19-20

Delete "calculated attempts to provide favorable" and insert "provided different"

Arizona Corporation Commission

DOCKETED

APR 20 2004

Page 38, lines 21 through 25

Delete all text prior to "The public version" on line 25.

DOCKETED BY	<i>[Signature]</i>
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Page 38, line 28 through Page 39, line 1

Delete "Likewise, the consulting agreement with Eschelon was a sham arrangement designed to hide the true purpose of the discount."

Page 39, lines 6 through 7

Delete "Furthermore, there is no evidence of documents supporting the assertion that Eschelon provided consulting services under the Agreement."

Page 41, line 18

Delete "intentional willful"

Page 41, lines 20 through 21

Delete "demonstrates Qwest's contempt of" and insert "was not consistent with"

Page 41, lines 22 through 23

Delete "shows also shows contempt on Qwest's part" and insert "was not consistent with the Commission's processes"

Page 41, fn 10

Delete "deliberate" in the third line of the footnote.

Page 42, line 2

Delete "intentional and willful"

Page 42, line 9

Delete " rather than a willful attempt to avoid the filing requirements"

Page 48, line 25

Delete "intent to interfere with" and insert "interference"

Page 51, line 5

Delete "more favorable"

Page 51, line 7

Delete Finding of Fact No. 37.

Page 51, line 9

Delete "intentionally"

Page 51, line 11

Delete "favorable"

Page 51, line 12

Delete "willfully and intentionally."

Page 52, line 12

Delete "undermined" and insert "acted inconsistently with"

Page 52, line 16

Delete Finding of Fact No. 45.

Re-number subsequent Findings

Page 53, line 25

Delete Finding of Fact No. 53.

Re-number subsequent Findings

Page 54, lines 14 through 15

Delete "Willful and intentional"

Page 55, line 10

Delete "intentional and willful"