

THIS AMENDMENT:		 0000002050
_____ Passed _____	Passed as amended by _____	
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2004 APR 20 P 4: 38

**GLEASON PROPOSED AMENDMENT # 2**

AZ CORP COMMISSION  
DOCUMENT CONTROL

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"

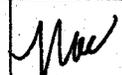
Arizona Corporation Commission

**DOCKETED**

APR 20 2004

**Page 38, lines 21 through 25**

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

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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"