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BEFORE THE ARIZONA CORPORATION COMMISSION RECEIVED

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CHAIRMAN
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COMMISSIONER
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COMMISSIONER

AZ CORP COMMISSION
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IN THE MATTER OF THE)
INVESTIGATION INTO)
US WEST COMMUNICATION,)
INC.'S COMPLIANCE WITH)
THE § 271 OF THE)
TELECOMMUNICATIONS ACT)
OF 1996)

DOCKET NO. T-00000A-97-0238

NOTICE OF SUBSTITUTION

AT&T of the Mountain States, Inc., Covad Communications Company, and WorldCom, Inc., hereby provides notice of the substitution of the attached, executed and notarized, which is attached as Affidavit G to the Joint CLEC Brief Regarding Qwest's Change Management Process, filed April 8, 2002.

Dated this 11th day of April, 2002.

Respectfully submitted,

COVAD COMMUNICATIONS COMPANY

By: *K. Megan Doberneck*

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Arizona Corporation Commission
DOCKETED

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BEFORE THE ARIZONA CORPORATION COMMISSION

WILLIAM A. MUNDELL

Chairman

JIM IRVIN

Commissioner

MARC SPITZER

Commissioner

**IN THE MATTER OF THE)
INVESTIGATION INTO)
US WEST COMMUNICATION,) DOCKET NO. T-00000A-97-0238
INC.'S COMPLIANCE WITH)
THE § 271 OF THE)
TELECOMMUNICATIONS ACT)
OF 1996)**

AFFIDAVIT OF SHEILA HOFFMAN

I, Sheila Hoffman, being of lawful age and having been duly sworn, state as follows:

1. My name is Sheila Hoffman. I am employed by Covad Communications Company ("Covad") at its offices located at 7901 Lowry Boulevard, Denver, CO 80230. I am employed by Covad as a senior service delivery specialist, and have primary responsibility for supervising the agents who manage orders placed by Covad with Qwest and that fall out of the "success path" – that is, orders that do not flow through the Qwest ordering and provisioning systems to successful completion.

2. Covad provides xDSL services to end user customers via a number of different Qwest loop-based products, including ISDN loops. In approximately March of 2000, Qwest informed Covad that Qwest could not provision any ISDN loop orders placed by Covad where there was integrated pair gain ("IPG") on that particular loop.

Specifically, Qwest explained that, due to some type of software issue, it could not provision these types of orders and that no order placed by Covad for an ISDN loop where there was IPG on that loop could ever be successfully closed and provisioned.

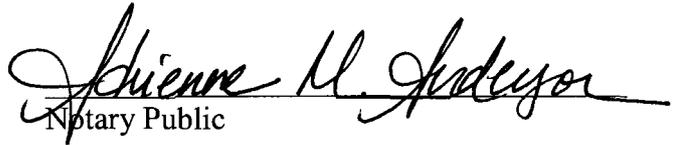
3. In light of Qwest's unequivocal statements, Covad determined that it made no rational, economic or business sense to place those orders and therefore decided not to do so. Moreover, such a decision made sense if Covad was to effectively manage its end user customers' expectations. That is, Covad did not want to create the false impression that it could provide service to end user customers if such service ultimately could not be provided. In addition to the desire to avoid wasting resources on orders that could never be provisioned and creating unfulfillable expectations on the part of potential customers, Covad also sought to ensure that its reputation as a reliable service provider was not unnecessarily jeopardized by trying to place orders that, according to Qwest, could not be successfully provisioned.

3. Covad recently learned that Qwest now can provision ISDN orders where there is IPG on the loop and has been doing so for its retail customers for some unspecified period of time. Covad learned of Qwest's newfound capability *not* through any notification from Qwest, but rather through pure happenstance. In the absence of this particular fortuitous occurrence, Covad would have absolutely no knowledge of Qwest's ability to provision ISDN loops where there is IPG on the loop.

Further Affiant sayeth not.


Sheila Hoffman

Subscribed and sworn to before me this 9th day of April, 2002, by Sheila Hoffman.


Notary Public

Commission Expires: MY COMMISSION EXPIRES 06-15-2002

CERTIFICATE OF SERVICE

I, Adrienne Anderson, hereby certify that an original and ten (10) copies of the foregoing *Notice of Substitution*, Docket No. T-00000A-97-0238, was filed on this 10th day of April 2002, to the following:

Arizona Corporation Commission
Docket Control-Utilities Division
1200 West Washington Street
Phoenix, AZ 85007-2996

and a true and correct copy of was served via hand delivery and overnight delivery this 10th day of April, 2002, on the following:

Hearing Division
Arizona Corporation Commission
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Phoenix, AZ 85007

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Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 85007

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Utilities Division
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Phoenix, AZ 85007

Phil Doherty
545 South Prospect Street, Suite 22
Burlington, VT 05401

W. Hagood Bellinger
5312 Trowbridge Drive
Dunwoody, GA 30338

Andrew Crain
Qwest Corporation
1801 California Street, Suite 5100
Denver, Colorado 80202

and a true and correct copy was sent via electronic mail; on this 10th day of April, 2002, to the following:

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