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June 7, 2000

Magalie Roman Salas
Secretary
Federal Communications Commission
445 Twelfth St., S.W.
Washington, D.C. 20554

**Re: Merger of Qwest Communications International Inc. and
U S WEST, Inc., CC Docket No. 99-272**

Dear Ms. Salas:

Qwest Communications International Inc. ("Qwest") is writing to advise the Commission of a modification to its divestiture plan filed in the above-referenced docket. See Divestiture Compliance Report (filed April 14, 2000) ("Divestiture Report").

In the Divestiture Report, Qwest described its plan to unbundle and divest interLATA transmission service in connection with the provision of Internet-based information services. Qwest stated that at divestiture it would discontinue the provision of any prohibited in-region interLATA backbone service crossing U S WEST LATA boundaries. Qwest also explained that it would continue to sell Internet services to in-region customers. However, Qwest explained that such customers would be required to obtain interLATA transmission from another carrier. Following the example of other BOCs, Internet-related transmissions of in-region customers would be routed to a GSP with whom the customer would have a separate contractual relationship. Qwest indicated that Concentric Network Corp. ("Concentric") would provide service as the GSP for the in-region customers to whom Qwest provides dial-up Internet access service. Touch America, Inc. ("Touch America") will be the GSP for in-region customers of other Internet services offered by Qwest, including broadband dedicated Internet access and web hosting services. See Divestiture Report at 63-86.

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Qwest has decided to modify its arrangements with Touch America in one respect. Initially Qwest envisioned that it would unbundle its dedicated and other Internet services sold to in-region customers, and Touch America would sell those customers interLATA transmission service between Qwest in-region routers and Qwest out-of-region routers for the purpose of connecting the customers to Qwest Internet services offered from out-of-region locations.

Qwest and Touch America are revising their respective network plans in connection with the divestiture of these customers. Different technical measures will now be implemented such that Touch America will provide the same kind of GSP services as Concentric will to dial-up customers. Specifically, Qwest will continue to sell dedicated Internet access and other services to in-region customers. Touch America will assume responsibility to act as the GSP for those customers, and in that capacity Touch America will provide end users with connectivity to the Internet via its arrangements with other backbone providers. Touch America will not offer those divested customers connectivity between Qwest in-region and out-of-region routers as originally planned. Qwest will continue to provide Touch America with the GSP support services referenced in the Divestiture Plan. See Divestiture Report at 72.

Other BOCs have the same kind of arrangements with GSPs in connection with their own provision of Internet services to in-region customers. These arrangements are the model on which Qwest has based this aspect of its divestiture. Hence, this revision in the Qwest divestiture plan should be fully consistent with the Commission's commitment to complete its review of that plan within 45 days.

Qwest will continue to sell its out-of-region Internet services to out-of-region customers. In the future, Qwest may also provide Internet service to in-region customers on a different, but legally permissible, basis from the arrangements that will apply at divestiture. However, for the present Qwest is focused on completing the divestiture on the terms discussed above.

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If any questions arise in connection with this matter, please contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Peter A. Rohrbach', with a long horizontal flourish extending to the right.

Peter A. Rohrbach
Counsel for Qwest Communications
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cc: Service list

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