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June 21, 2000

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**BY HAND DELIVERY**

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:

By this letter, Qwest Communications International Inc. ("Qwest") submits revised contracts with Touch America, Inc. ("Touch America"), and with Concentric Network Corp. ("Concentric"). These contracts relate to Qwest's divestiture of its in-region interLATA business as described in the above-referenced docket. See Divestiture Compliance Report (filed April 14, 2000) ("Divestiture Report"). Both of these contracts is highly confidential, and is submitted here pursuant to the protective orders in place for this proceeding.

These revised contracts relate to divestiture of the interLATA service associated with Qwest's provision of Internet services to in-region customers. First, in the Divestiture Report, Qwest stated that Concentric would provide service as the GSP for in-region customers to whom Qwest provides dial-up Internet access services. See Divestiture Report at 68-69. Qwest has now completed an amendment to its pre-existing contract with Concentric to implement the plan described in the Report. Concentric will provide customers with global Internet connectivity (as it already does today as the underlying Internet service provider pursuant to the current Qwest-Concentric contract). The new Amendment No. 3, which implements the GSP arrangement, as well as the pre-existing contract that this amends, are provided here at Attachment A.

Second, Qwest and Touch America have amended the terms under which Touch America will provide GSP services to in-region customers of Internet

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services offered by Qwest, including broadband dedicated Internet access and web hosting services. <sup>1/</sup> This amendment implements the modifications described in Qwest's letter filed in this docket on June 7, 2000. At that time Qwest advised the Commission that Touch America, in its capacity as GSP for Qwest's divested in-region Internet customers, will provide those end users with connectivity to the global Internet via arrangements with other backbone providers. Touch America will not offer those customers direct connectivity to out-of-region Qwest locations as originally planned.

Qwest and Touch America have now renegotiated their agreement with respect to GSP services, and a confidential copy of that agreement is provided here as Attachment B. The Agreement provides that Touch America, as GSP, "shall provide In-Region Users [of Qwest's Internet services] with interLATA (Local Access and Transport Area) telecommunications to the global Internet." (See Global Service Provider Agreement, Exhibit A, Section 1). Touch America will connect with Internet backbone providers other than Qwest, and in that manner provide connections to the global Internet. Touch America will provide GSP service using its own transmission network and, at least initially, interconnection arrangements with Cable & Wireless in Seattle and Genuity in Denver. Qwest will lease the use of router equipment in those two cities to Touch America for use in these arrangements, and will monitor and maintain this equipment on Touch America's behalf. Touch America is free to make other arrangements to provide its GSP services going forward, subject to maintaining certain service level commitments for the benefit of Internet customers.

These arrangements are consistent with the manner in which other BOC affiliates provide Internet services. The Commission's orders clearly state that BOCs may offer Internet services so long as any in-region interLATA transport is provided by another carrier. See Divestiture Report at 72-86; Qwest Reply to AT&T Comments on the Divestiture Compliance Report, at 16-23 (filed May 12, 2000).

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<sup>1/</sup> Under the revised agreement Touch America will provide GSP services to some customers who use Qwest Internet access services on a dial-up basis. The Touch America and Concentric agreements are non-exclusive, and other GSP arrangements may be made in the future.

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Finally, in response to a question from the staff, we clarify that Qwest and Touch America use the term "Common Existing Customers" to refer to customers served by Qwest prior to the divestiture, whose Section 271-implicated in-region services are being transferred to Touch America, but who will continue to purchase out-of-region and/or non-271-implicated services from Qwest. Also, Qwest hereby waives our confidentiality rights with respect to evidence provided with our May 12, 2000 filing demonstrating that all references to a marketing agreement, which does not and never did exist, have been removed from all contracts between Qwest and Touch America.

I am enclosing one copy of the confidential version of this letter, including the attached agreements, and two copies of the redacted version this letter excluding the attachments, pursuant to the Protective Order issued in this proceeding on November 17, 1999, DA 99-2546. If you have any questions in connection with this matter, please contact me.

Respectfully submitted,



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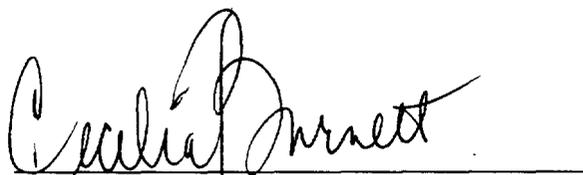
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