

SUMMARY OF SECTION 272 AFFILIATE TRANSACTIONS

WORK ORDER
Retail Markets
JOINT MARKETING

Original Summary of Services

Amendment (#3)

For services provided from Qwest Corporation to Qwest Communications Corporation, a Section 272 affiliate.

Description of Services Provided: InterLATA (Local Access and Transport Area) Joint Marketing Services: Qwest Corporation (QC), Retail Markets, will sell Qwest Communications Corporation (QCC) products and services. Services could include direct sales, marketing advertising displays, supporting alternative sales channels, planning support for sales, managing marketing efforts for QCC services, sales order processing and fallout support, sales inquiries and sales order information storage. QC may also provide development of policies and processes for sales and sales support personnel, writing scripts for telemarketing, developing direct mailing communications, targeting sales leads, and customer profiling. Other services may include the management of the channel compensation plan, the use of customer data and QC systems to provide joint marketing and sales reports, assistance with Third Party Verification or Letters of Authorization, customer transfers to the business office with concerns regarding Third Party Verification, and transferring calls to QCC.

Effective Date: June 1, 2005

Termination Date:

Specific termination date:

Ongoing transactions until cancelled in accordance with Master Services Agreement provision

Special Equipment Used in Providing Service: NA

Number of Personnel Used to Provide Each Service: See Pricing Addendum

Type/Title of Personnel Providing Each Service: See Pricing Addendum for Titles of Personnel

Estimated Length of Time to Complete Transaction (for specific projects only): NA

Expected Frequency of Services Provided: See Pricing Addendum

Pricing: See Pricing Addendum for the actual prices charged.

Approved By:

Qwest Corporation

Qwest Communications Corporation

Signed: Kathy Jelinek

Signed: James Caulson

Printed Name: Kathy Jelinek

Printed Name: James Caulson

Title: Affiliate Transaction Manager

Title: Director of Finance

Date: 6/1/05

Date: 6-6-05

Comments: Amendment 3 to the Retail Markets Joint Marketing Work Order replaces Amendment 2 and the associated Pricing Addendum in their entirety. Amendment 3 updates pricing.

QCC
RETAIL MARKETS
JOINT MARKETING
Addendum A – Pricing
Amendment #3
Effective: June 1, 2005

<i>Service/Acct</i>	<i>Grade Level/ Wage Scale</i>	<i>Employee Title</i>	<i>Number of Qwest Corporation Employees</i>	<i>Rate/Unit</i>	<i>Pricing Methodology (Tariff, PFR, PCP, FDC/FMV)ⁱ</i>	<i>Frequency of Service (Daily, Monthly, Occasionally) ⁱⁱ</i>
Joint Marketing	WS-08	Data Specialist	1-3	\$45.63 per hour	FDC	Daily
Joint Marketing	WS-M	Customer Relations Specialist Sales and Service Consultant	1-6	\$48.57 per hour	FDC	Daily
Joint Marketing	I02	Lead Marketing Spec. Sr. Administrative Assistant Lead Marketing Spec.	1-4	\$59.43 per hour	FDC	Daily
Joint Marketing	I03	Marketing Professional Process Analyst	1-9	\$74.87 per hour	FDC	Daily
Joint Marketing	I04	Sr. Commissions Analyst Sr. Fin/Business Analyst Sr. Marketing Professional Sr. Process Analyst Sr. Project Analyst	1-16	\$91.65 per hour	FDC	Daily
Joint Marketing	I05	Lead Fin/Business Analyst Lead Marketing Professional Product Manager Lead Competitive Intelli Consult	1-22	\$111.53 per hour	FDC	Daily
Joint Marketing	I06	Sr. Product Manager Staff Marketing Professional	1-8	\$140.44 per hour	FDC	Daily
Joint Marketing	M02	Manager Product Mgmt	1	\$136.77 per hour	FDC	Daily
Joint Marketing	SI1	Retail Sales Associate	1-3	\$39.94 per hour	FDC	Daily
Joint Marketing	SI2	Retail Senior Sales Assoc LM	1-3	\$50.78 per hour	FDC	Daily
Joint Marketing	SI3	Business Develop. Spec. Community Focus Acct. Rep II Acct Executive-Local Mkts Cust. Rel. Mgr II-Winback	1-84	\$64.11 per hour	FDC	Daily

Joint Marketing	SI4	Senior Account Executive	1	\$74.80 per hour	FDC	Daily
Joint Marketing	SM2	Market Manager – LM Sales Manager – LM Telesales Manager II – Sales CN	1-35	\$108.64 per hour	FDC	Daily
Joint Marketing	WS-F01	Contract Sales Representative	1-343	\$42.21 per hour	FDC	Daily
Joint Marketing	WS04-WS09 WS-M, WS-SC I01-I05, LCP S12-S14, SM1,SM2	Sales & Service Consultant, Sales Consultant, Info. Specialist Svc. Delivery Coordinator, Data Specialist, Supervisors	1-2000	\$21.26 per order	FDC	Daily

ⁱ Pricing methodologies include Tariff or Publicly Filed Rate (PFR); Prevailing Company Price (PCP); and higher/lower of Fully Distributed (FDC) or Fair Market Value (FMV). FDC includes the cost of materials (unless they were paid for by the affiliate) and all direct and indirect miscellaneous and overhead costs for goods and services provided.

ⁱⁱ As indicated on Cost Allocation Manual (CAM).