

**SUMMARY OF SECTION 272 AFFILIATE TRANSACTIONS**

**WORK ORDER**  
**RETAIL MARKETS**  
**JOINT MARKETING**

Original Summary of Services  Amendment (#2)

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

**Description of Services Provided:** Qwest Corporation (QC), Retail Markets, will sell in-region Qwest LD Corp.'s (QLDC) products and services. Services could include direct sales, marketing advertising displays, supporting alternative sales channels, planning support for in-region sales, managing marketing efforts for in-region 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, and customer transfers to the business office with concerns regarding Third Party Verification.

**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 LD Corp.**

Signed: Kathy Jelinek

Signed: Ford Fay

Printed Name: Kathy Jelinek

Printed Name: Ford Fay

Title: Affiliate Transaction Manager

Title: President

Date: 6/1/05

Date: 6/06/05

**Comments:** *Amendment 2 to the Retail Markets Joint Marketing Work Order replaces Amendment 1 and the associated Pricing Addendum in their entirety. Amendment 2 updates pricing.*

**OLDC**  
**RETAIL MARKETS**  
**JOINT MARKETING**  
**Addendum A – Pricing**  
**Amendment #2**  
**Effective: June 1, 2005**

| <i>Service/Acct</i> | <i>Grade Level/<br/>Wage Scale</i> | <i>Employee Title</i>   | <i>Number of<br/>Qwest<br/>Corporation<br/>Employees</i> | <i>Rate/Unit</i>     | <i>Pricing Methodology<br/>(Tariff, PFR, PCP,<br/>FDC/FMV)<sup>i</sup></i> | <i>Frequency of<br/>Service<br/>(Daily,<br/>Monthly,<br/>Occasionally)<sup>ii</sup></i> |
|---------------------|------------------------------------|---|--|----------------------|--|---|
| Joint Marketing     | WS-08                              | Data Specialist   | 1-3  | \$45.63<br>per hour  | FDC  | Daily   |
| Joint Marketing     | WS-M                               | Customer Relations Specialist<br>Sales and Service Consultant   | 1-6  | \$48.57<br>per hour  | FDC  | Daily   |
| Joint Marketing     | F01                                | Contract Sales Representative   | 1-343  | \$42.21<br>per hour  | FDC  | Daily   |
| Joint Marketing     | I02                                | Lead Marketing Spec.<br>Sr. Administrative Assistant<br>Lead Marketing Spec.  | 1-4  | \$59.43<br>per hour  | FDC  | Daily   |
| Joint Marketing     | I03                                | Marketing Professional<br>Process Analyst   | 1-9  | \$74.87<br>per hour  | FDC  | Daily   |
| Joint Marketing     | I04                                | Sr. Commissions Analyst<br>Sr. Fin/Business Analyst<br>Sr. Marketing Professional<br>Sr. Process Analyst<br>Sr. Project Analyst | 1-16   | \$91.65<br>per hour  | FDC  | Daily   |
| Joint Marketing     | I05                                | Lead Fin/Business Analyst<br>Lead Marketing Professional<br>Product Manager<br>Lead Competitive Intelli Consult                 | 1-22   | \$111.53<br>per hour | FDC  | Daily   |
| Joint Marketing     | I06                                | Sr. Product Manager<br>Staff Marketing Professional   | 1-8  | \$140.44<br>per hour | FDC  | Daily   |
| Joint Marketing     | M02                                | Manager Product Mgmt  | 1  | \$136.77<br>per hour | FDC  | Daily   |
| Joint Marketing     | SI1                                | Retail Sales Associate  | 1-3  | \$39.94<br>per hour  | FDC  | Daily   |

|                                      |   |   |                    |                                      |     |              |
|--------------------------------------|---|---|--------------------|--------------------------------------|-----|--------------|
| Joint Marketing                      | SI2   | Retail Senior Sales Assoc LM  | 1-3                | \$50.78<br>per hour                  | FDC | Daily        |
| Joint Marketing                      | SI3   | Business Develop. Spec.<br>Community Focus Acct. Rep II<br>Acct Executive-Local Mkts<br>Cust. Rel. Mgr II-Winback               | 1-84               | \$64.11<br>per hour                  | FDC | Daily        |
| Joint Marketing                      | SI4   | Senior Account Executive  | 1                  | \$74.80<br>per hour                  | FDC | Daily        |
| Joint Marketing                      | SM2   | Market Manager – LM<br>Sales Manager – LM<br>Telesales Manager II – Sales CN  | 1-35               | \$108.64<br>per hour                 | FDC | Daily        |
| Joint Marketing                      | WS04-WS09<br>WS-M, WS-SC<br>I01-I05, LCP<br>S12-S14,<br>SM1,SM2 | Sales & Service Consultant,<br>Sales Consultant, Info. Specialist<br>Svc. Delivery Coordinator,<br>Data Specialist, Supervisors | 1-2000             | \$21.26<br>per order                 | FDC | Daily        |
| Marketing<br>Advertising<br>Displays | N/A   | Vehicle Advertising   | 1-6100<br>Vehicles | \$14.37 per<br>display, per<br>month | FMV | Occasionally |

<sup>i</sup> 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.

<sup>ii</sup> As indicated on Cost Allocation Manual (CAM).