

Exhibit D

ATTACHMENT 2 Poles/Innerduct Order

General Agreement _____
BAN Number: _____

****NOTE: THIS FORM WILL BE COMPLETED BY QWEST AND SENT TO CLEC FOR SIGNATURE****

Make-ready Work required: Yes () No () Date Received _____

If Yes is checked, estimated Make-ready costs: \$ _____

The following Attachments are hereby incorporated by reference into this Order:

1. Term - Effective Date - _____.
2. Summary of Field Results (including Make-Ready work if required).
3. When placing fiber, CLEC must:

- a. provide Qwest representative, a final design of splice, racking and slack locations in Qwest utility holes.
- b. tag all equipment located in/on Qwest's facilities from beginning of the route to the end, and at the entrance and exit of each utility hole with the following information: (1) CLEC's Name and Contact Number, (2) Contract Number and Date of Contract, (3) Number of Fibers in the Innerduct and Color of Occupied Innerduct.

Annual Recurring Charges for this Permit:

	Annual Charge	Quantity	Total Annual Charge
1. Pole Attachment, Per Pole	\$ _____ /	_____	\$ _____
2, Innerduct Occupancy, Per Foot	\$ _____	_____	\$ _____
3. Request conf. call for Construction?	____ YES ____ NO		

Please check YES if construction by Qwest is needed for access to Qwest manholes (e.g. core drills, stubouts, not innerduct placement) For Poles, quantity is based on the number of vertical feet used (One cable attachment = one foot). If you do not place an order at this time, these Poles/Innerduct will be assigned on a first come-first served basis.

Additional Comments: THE ESTIMATED COSTS ARE FOR THE INSTALLATION OF INNERDUCT OR REARRANGEMENT PER THE WORK SHEETS. THE ANNUAL RECURRING CHARGE FOR YEAR 2001 HAS BEEN PRORATED TO _____ (/DAY * DAYS). PLEASE PROVIDE PAYMENT FOR THE MAKE-READY COSTS AND THE PRORATED 2001 RECURRING FEE ALONG WITH THIS SIGNED ORDER _____

By signing below and providing payment of the Make-ready costs and the first year's prorated Annual Recurring Charge (or, if CLEC requests Semiannual billing, then the first half-year's prorated Semiannual Recurring Charge), the CLEC desires Qwest to proceed with the Make-ready Work identified herein and acknowledges receipt of the General Terms and Conditions under which Qwest offers such Poles/Innerduct. By signing this document you are agreeing to the access described herein. Quotes expire in 90 days.

Return this signed form and check to: **Manager, Joint Use Supervisor, Suite 101, 6912 S. Quentin, Englewood, CO 80112.** Send a copy to: **wholesale.servicessupportteam@qwest.com.**

	Qwest Corporation
Signature	Signature
Name Typed or Printed	Name Typed or Printed
Title	Title

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Date		Date
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