BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF DETERMINING PRICES FOR UNBUNDLED NETWORK ELEMENTS (UNES) IN QWEST CORPORATION'S STATEMENT OF GENERALLY AVAILABLE TERMS (SGAT)	)))))	**SECOND AMENDED ORDER FOR AND NOTICE OF PROCEDURAL SCHEDULE AND HEARING TC01-098**

On July 27, 2001, Qwest Corporation (Qwest) filed a petition for the purpose of determining Qwest's forward looking costs to be used in setting the prices for the elements and services contained in Qwest's Statement of Generally Available Terms (SGAT) and setting a scheduling conference for the purpose of adopting a procedural schedule for the orderly progression of this filing. Qwest filed its most recent South Dakota specific total element long run incremental cost (TELRIC) studies for those Unbundled Network Elements offered in Qwest's SGAT. Qwest is not generally seeking changes to those prices already established by this Commission in the AT&T Arbitration (TC96-184). Qwest recommends that this Commission declare those previously established prices to be Qwest's permanent TELRIC-based wholesale prices. For those services that were not addressed in previous pricing decisions of this Commission, Qwest offers its cost studies and supporting materials in support of the prices depicted in its filing. Qwest will not seek cost recovery for its Operations Support Systems until testing of said systems has been successfully completed.

On August 2, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of August 17, 2001, to interested individuals and entities. A Petition for Leave to Intervene was received from AT&T Communications of the Midwest, Inc. (AT&T) on August 14, 2001, and a Petition for Late Filed Intervention was received from Midcontinent Communications, Inc. (Midcontinent) on August 31, 2001. On September 7, 2001, the Commission granted ATT and Midcontinent's Petitions to Intervene. On July 2, 2002, Qwest filed updated cost studies in the above-captioned matter. On October 18, 2002, a procedural schedule was issued by the Commission. On December 11, 2002, an amended procedural schedule was issued by the Commission. Commission Staff, Qwest, and the Intervenors have agreed to the following ~~proposed~~ second amended procedural schedule:

October 15, 2002 - Qwest's testimony due;

~~November~~ December 17, 2002- Technical conference;

~~December 16, 2002 January 10,~~ June 16, 2003 - Staff and Intervenors' testimony is due;

~~February 7 February 14,~~ July 28, 2003 - Qwest's rebuttal testimony;

~~March 7,~~ August 18, 2003 - Staff and Intervenors may file rebuttal testimony;

~~March~~ September 2003 - Settlement conference; and

~~March-April~~ September 2003 - A hearing will be held beginning at ~~9:00 a.m.~~ 1:30 p.m. on ~~March 24,~~ September 16, 2003, through ~~April 4,~~ September 26, 2003, in Room 412, State Capitol Building, Pierre, South Dakota.

The Commission has jurisdiction in this matter pursuant to SDCL Chapters 1-26 and 49-31 and ARSD 20:10:01:15.05. The Commission may rely upon any or all of these or other laws of this state in making its determination.

A hearing will be held on the application beginning on ~~March 24,~~ September 16, 2003. The issue at the hearing will be to determine Qwest's prices for elements and services contained in Qwest's SGAT.

The hearing is an adversary proceeding conducted pursuant to SDCL Chapter 1-26. All parties have the right to attend and represent themselves or be represented by an attorney. However, such rights and other due process rights will be forfeited if not exercised at the hearing. If a party or its representative fails to appear at the time and place set for the hearing, the Final Decision will be based solely on testimony and evidence, if any, presented during the hearing or a Final Decision may be issued by default pursuant to SDCL 1-26-20.

The Commission, after examining the evidence and hearing testimony presented by the parties and the public, will make Findings of Fact, Conclusions of Law, and a Final Decision. As a result of the hearing, the Commission may determine Qwest's prices for elements and services contained in Qwest's SGAT. The Final Decision made by the Commission may be appealed by any party to the Circuit Court and the South Dakota Supreme Court as provided by law. It is therefore

ORDERED, that the parties shall comply with the second amended procedural schedule as set forth above.

Pursuant to the Americans with Disabilities Act, this hearing is being held in a physically accessible location. Please contact the Public Utilities Commission at 1-800-332-1782 at least 48 hours prior to the hearing if you have special needs so arrangements can be made to accommodate you.

Dated at Pierre, South Dakota, this 21st day of February, 2003.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.

By: Delaine Kolbo

Date: 2/21/03

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

Robert K. Sahr

ROBERT K. SAHR, Chairman

Gary Hanson

GARY HANSON, Commissioner

James A. Burg

JAMES A. BURG, Commissioner