

Qwest Corporation  
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Jason D. Topp  
Corporate Counsel



January 11, 2006

Heather Forney  
Deputy Executive Director  
South Dakota Public Utilities Commission  
500 East Capitol Avenue  
Pierre, SD 57501

RECEIVED

JAN 12 2006

SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

Re: Settlement Agreement between Qwest Corporation and VCI Company

Dear Ms. Forney:

On January 11, 2005, Qwest filed with the Commission an Amendment for the Interconnection Agreement between Qwest Communications ("Qwest") and VCI Company ("VCI") for review and approval under Section 252(a) and (e) of the Telecommunications Act and Qwest also filed under Section 252(a) and (e) an Amendment to the Master Services Agreement ("QPP Amendment") between Qwest and VCI.

I have enclosed another agreement between Qwest and VCI, the "Settlement Agreement," that the parties negotiated contemporaneously with the filed amendments to the interconnection agreement.

Please note that the enclosed agreement refers in paragraph 1.1 to the parties' execution of an interconnection amendment in a separate document for the purposes of filing with the applicable state commissions pursuant to Section 252(e). As referenced in the first paragraph of this letter, the agreement with VCI containing the on-going obligations and creating a filing requirement under Section 252(a) and (e) have in fact been placed into a separate document and filed with the Commission under Section 252(e) as Amendments to the Interconnection Agreement and as Amendments to the QPP Agreement; and it is Qwest's understanding that simply a reference in the enclosed agreement to the interconnection agreement amendments does not itself raise any filing requirements under Section 252(a) and (e).

However, Qwest has enclosed the simultaneously-executed Settlement Agreement with VCI for informational purposes and to provide the full context of the negotiations that also lead to the amendments to the parties' interconnection agreement.

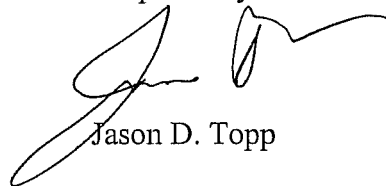
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Qwest will continue to cooperate fully with the Commission in this matter. Please contact me if you have any questions, including any concern that this settlement contract might somehow fall within the definition of an "interconnection agreement" under Section 252(e).

Because the Settlement Agreement contains information that the parties consider confidential and proprietary in nature, Qwest is enclosing a Request for Confidential Treatment of Information and the Settlement Agreement is being provided in a sealed envelope.

Please contact the undersigned if you have any questions or concerns about the enclosed agreement. Thank you.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Jason D. Topp", with a large, sweeping flourish extending to the left.

Jason D. Topp

JDT/bardm

Enclosure

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF SOUTH DAKOTA**

**IN THE MATTER OF QWEST  
CORPORATION'S SUBMITTAL OF THE  
SETTLEMENT AGREEMENT BETWEEN  
VCI COMPANY AND QWEST  
CORPORATION FOR INFORMATIONAL  
PURPOSES ONLY**

**TC 06-\_\_\_\_\_**  
**REQUEST FOR CONFIDENTIAL  
TREATMENT OF INFORMATION**

Pursuant to ARSD 20:10:01:41, Qwest Corporation ("Qwest"), through the undersigned counsel, requests confidential treatment as follows:

1. Confidential protection is sought for the following:
  - a. Settlement Agreement between VCI Company and Qwest Corporation.  
  
The pages are marked as confidential and are provided in a sealed envelope.
2. The Settlement Agreement must be protected for the life of this docket. When the docket is closed, all protected information must be returned to Qwest.
3. The person to be notified is Jason D. Topp, Qwest Corporation, 200 South Fifth Street, Room 2200, Minneapolis, MN 55402; telephone (612) 672-8905.
4. The claim for protection is based on ARSD 20:10:01:39 (4) and SDCL 37-29-1(4).
5. The Settlement Agreement terms and conditions contain confidential information of Qwest and VCI Company. Disclosure of this information will provide actual and potential competitors with information which could provide them with a unique and unfair competitive advantage.

Accordingly, Qwest respectfully requests that the Commission grant this request for confidential protection.

Dated this 11<sup>th</sup> day of January, 2006.

QWEST CORPORATION



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Jason D. Topp  
200 South Fifth Street, Room 2200  
Minneapolis, MN 55402  
(612) 672-8905

**CONFIDENTIAL**

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