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BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

Docket No. 98M-147T

REGARDING THE ADMINISTRATION OF THE COLORADO HIGH COST FUND
AND THE ADOPTION OF A PROXY COST MODEL

STIPULATION AND SETTLEMENT AGREEMENT

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This Stipulation and Settlement Agreement ("Agreement" or "2003 Agreement") is entered into by and among Qwest Corporation ("Qwest"), AT&T Communications of the Mountain States, Inc. ("AT&T"), WorldCom, Inc. ("WorldCom"), the Colorado Office of Consumer Counsel ("OCC"), and the Staff of the Colorado Public Utilities Commission ("Staff") (collectively "Parties"). CenturyTel of Colorado, Inc. d/b/a CenturyTel ("CenturyTel"), Citizens Telecommunications Company of Colorado ("Citizens"), and the Colorado Telecommunications Association ("CTA") are not signatories to this Agreement. Counsel for CenturyTel and the CTA have been contacted and state they have no objection to approval of this Agreement by the Commission. Counsel for Citizens has been contacted and states that they take no position on this Agreement or its approval by the Commission. Counsel for WorldCom has authorized Staff's counsel to sign on WorldCom's behalf.

This Agreement sets forth the terms and conditions by which the Parties have mutually agreed to resolve certain issues in the above-captioned docket.

RECITALS

A. All the Parties to this Agreement are participants in the Colorado Public Utilities Commission's ("Commission") proceeding to adopt a cost proxy model for Part I of the

Commission's High Cost Support Mechanism and Procedures for Administering the Colorado High Cost Fund, 4 CCR 723-41, otherwise known as Docket No. 98M-147T. The purpose of the proceeding is to investigate and adopt a permanent cost proxy model to be used to determine state high cost funding for certain providers of local exchange telecommunications service.

B. On July 2, 2002, Decision No. R02-758-I, the Commission approved a Stipulation and Settlement Agreement ("2002 Stipulation") entered into between the aforementioned parties. Pursuant to the terms of the 2002 Stipulation, the Parties agreed to the amount of Qwest's 2003 calendar year funding from the Colorado High-Cost Support Mechanism ("CHCSM"), and the cost model used to determine that amount. The purpose of the 2003 Stipulation is to address the same issues for the 2004 calendar year.

C. Staff has been reviewing the input data used for the FCC synthesis model which, pursuant to the 2002 Stipulation, was used to calculate Qwest's 2003 CHCSM funding. This review raised a number of questions including, but not limited to, whether customer specific location data is correct in the FCC's model, and whether other data may be stale or otherwise inaccurate.

D. On July 2, 2003, Staff, the OCC, Qwest, AT&T, and WorldCom met to discuss continued use of the FCC's model or an alternative approach suggested by Staff. Rather than continue to use the FCC synthesis model, Staff suggested to the parties that the "Average Cost Per Line" contained in the Commission Work Papers (Excel Workbook, File 99A 577TworkPapers_xls.zip), Docket No. 99A-577T, posted on the Commission's Web Site, attached hereto as Exhibit A, be used as a proxy cost for developing the Qwest year 2004 CHCSM support. By using these average cost per line results, consistency will be established

between the payment of high cost amounts and the loop costs that the Commission approved for Qwest in Docket No. 99A-577T.

E. In Docket Nos. 03A-311T and 97A-540T, on July 23, 2003, Qwest, Staff and the OCC filed with the Commission an application requesting that the Commission approve a Stipulation and Settlement Agreement which would result in the complete elimination of Exchange Zone Increment Charges ("Zone Charges"). The Commission approved the Zone Charge Stipulation and Agreement in Decision No. C03-0842 (mailed July 30, 2003) stating that, subject to certain caveats, the effect of the Commission current CHCSM rules¹ will increase the size of the fund, effective April 1, 2004.

F. Using the calculation process specified in the Commission's Rules with the use of the average line costs from Docket No. 99A-577T, with the Qwest 2002 benchmark revenues and 2002 line counts, Staff developed a proposed CHCMS amount of \$66,676,388 annually. The results of this calculation process are attached hereto as Confidential Exhibit B.

G. As a comparison, Staff also computed the Qwest CHCSM requirement using the approach that developed the 2003 Qwest CHCSM amount, which resulted in a \$67,416,434 CHCMS amount to Qwest if use of the FCC synthesis model continues. Considering the small difference that is produced by the two approaches (\$740,046), the Parties agree that consistency with the results from Docket No. 99A-577T would allow a better comparison of CHCSM funding by wire center to the costs adopted by the Commission in Docket No. 99A-577T.

H. Based on the above, the Parties agree to the terms set forth below for the purpose of calculating the Colorado High Cost Administration Fund for the year 2004.

I. The Parties believe that this Agreement is in the public interest, as more fully explained below.

AGREEMENT

WHEREFORE, the Parties agree and stipulate as follows:

1. Average Loop Costs. Without endorsing the FCC's model or its inputs or endorsing the use of the HAI Consulting, Inc.'s 5.2 model ("HAI 5.2 model"), the Parties agree to recommend that the Commission adopt the average loop costs from Docket No. 99A-577T, using Qwest's 2002 line counts and revenue benchmarks for the calculation of the calendar year 2004 Colorado High Cost Administration Fund.
2. 2004 CHCSM Funding. Adopting this methodology will result in CHCSM funding to Qwest in the amount of \$66,676,388² for calendar year 2004.
3. Limitation to Calendar Year 2004. The Parties agree that the proposal outlined in Paragraphs 1 and 2 above is applicable only to calendar year 2004 High Cost Fund distribution.
4. Continuing Cooperation. The Parties agree to continue to work together throughout the remainder of calendar year 2003 and 2004 to continue to refine the process for developing calendar year 2005 Qwest CHCSM amounts.
5. 2005 CHCSM. In the event that the Parties' refinements result in a model acceptable to all parties, the Parties will recommend adoption of the refined model to the Commission for use in calendar year 2005. In the event that the Parties are unable to reach agreement on modifications to the model and inputs, including modifications to any FCC model

¹ Rules Prescribing the High Cost Support Mechanism and Prescribing the Procedures for the Colorado High Cost Administration Fund, 4 CCR 723-41.

² See Confidential Attachment A hereto.

developed after FCC model version 2.6, or refinements to the HAI 5.2 model, the Parties will litigate the model for the calendar year 2005 High Cost Fund distribution.

6. Agreement for Settlement Purposes. This Agreement is made for settlement purposes only. No Party concedes the validity or correctness of any regulatory principle or methodology directly or indirectly incorporated in this Agreement. Furthermore, this Agreement does not constitute agreement, by any Party, that any principle or methodology contained within this Agreement may be applied to any situation other than the above-captioned cases. No precedential effect or other significance, except as may be necessary to enforce this Agreement or a Commission order concerning the Agreement, shall attach to any principle or methodology contained in the Agreement.

7. Support of Agreement. The Parties will support all aspects of the agreement embodied in this document in any hearing conducted to determine whether the Commission should approve this Agreement, and/or in any other hearing, proceeding, or judicial review relating to this Agreement or the implementation of its terms and conditions. Each Party also agrees that, except as expressly provided in this Agreement, it will take no action in any administrative or judicial proceeding, or otherwise, which would have the effect, directly or indirectly, of contravening the provisions or purposes of this Agreement. Furthermore, each Party represents that, except as expressly provided in this Agreement, in any proceeding in which this Agreement or its subject matter may be raised by a non-party, it will support the continued effectiveness of this Agreement and its terms and conditions. Without prejudice to the foregoing, the Parties expressly reserve the right to advocate positions different from those stated in this Agreement in any proceeding other than one necessary to obtain approval of, or to

implement, this Agreement or its terms and conditions. Nothing in this Agreement shall constitute a waiver by any Party with respect to any matter not specifically addressed in this Agreement.

8. Agreement in Effect. This Agreement shall not become effective and shall be of no force and effect until the issuance of a final Commission order approving this Agreement, which order does not contain any modification of the terms and conditions of this Agreement that is unacceptable to any of the Parties. In the event the Commission modifies this Agreement in a manner unacceptable to any Party hereto, that party may withdraw from the Agreement and shall so notify the Commission and the other Parties to the Agreement in writing within ten (10) days of the date of the Commission order. In the event a Party exercises its right to withdraw from the Agreement, this Agreement shall be null and void and of no effect and no force in these or any other proceedings.

9. Not Evidence. In the event this Agreement becomes null and void or in the event the Commission does not approve this Agreement, this Agreement, as well as the negotiations or discussion undertaken in conjunction with the Agreement, shall not be admissible into evidence in these or any other proceedings.

10. Negotiated Agreement. The Parties state that they have reached this Agreement by means of a negotiated process that is in the public interest, and that the results reflected in this

Agreement are just, reasonable, and in the public interest. The Parties agree that approval by the Commission of this Agreement shall constitute a determination that the Agreement represents a just, equitable, and reasonable resolution of the issues raised.

11. Rule Waiver Agreement. The Parties agree jointly to apply to the Commission for a waiver of compliance with any requirements of the Commission's Rules and Regulations to the extent necessary to permit all provisions of this Agreement to be carried out and effectuated.

12. Integrated Agreement. This Agreement is an integrated agreement that may not be altered by the unilateral determination of any Party to the Agreement.

13. Separate Counterparts. This Agreement may be executed in separate counterparts. The counterparts taken together shall constitute the whole Agreement.

Dated this 6th day of August 2003.

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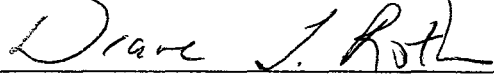
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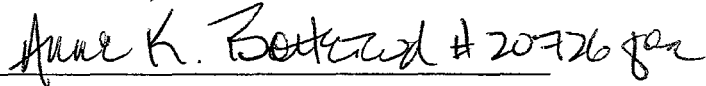
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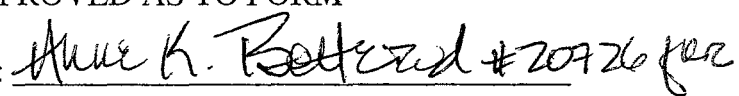
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Line Type	Support Grand Totals
Primary residence lines	\$51,882,738
Secondary residence lines	\$0
Single line business lines	\$367,128
Multiline business lines	\$0
Public lines	\$0
All switched lines	\$52,249,865

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Colorado Mountain Bell-Colorado												
% of Loop Assigned for USF: 100%												
% of Port Assigned for USF: 100%												
Bus/Res local DEM usage ratio: 110%				Entry of \$0.00 Indicates that Line Type is Not to be Supported								
Monthly Support Benchmark:				\$31.00	\$0.00	\$51.00	\$0.00	\$0.00				
				Annual support for primary residence lines	Annual support for secondary residence lines	Annual support for single line business lines	Annual support for multiline business lines	Annual support for public lines	Total annual support for specified line types	@25% Federal allocation	@75% State allocation	
cli	Avg monthly cost per line	@ Residence usage per line	@ Business usage per line									
DNVRCONO	\$ 16.79	\$ 16.71	\$ 17.01	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
DNVRCOOU	\$ 21.36	\$ 20.99	\$ 21.36	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
DNVRCOSE	\$ 17.17	\$ 17.05	\$ 17.36	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
DNVRCOSH	\$ 18.79	\$ 18.74	\$ 19.08	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
DNVRCOSL	\$ 18.05	\$ 17.95	\$ 18.27	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
DNVRCOSO	\$ 18.79	\$ 18.69	\$ 18.99	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
DNVRCOSW	\$ 18.53	\$ 18.44	\$ 18.76	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
DNVRCOWS	\$ 18.32	\$ 18.25	\$ 18.56	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
DURNCOMA	\$ 29.73	\$ 29.60	\$ 29.93	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
EATNCOMA	\$ 44.19	\$ 44.07	\$ 44.66	\$ 305,934	\$ 0	\$ 0	\$ 0	\$ 0	\$ 305,934	\$ 76,483	\$ 229,450	
ELBRCOMA	\$ 106.98	\$ 106.87	\$ 107.88	\$ 721,163	\$ 0	\$ 5,460	\$ 0	\$ 0	\$ 726,623	\$ 181,656	\$ 544,968	
ELZBCO01	\$ 48.00	\$ 47.94	\$ 48.38	\$ 999,408	\$ 0	\$ 0	\$ 0	\$ 0	\$ 999,408	\$ 249,852	\$ 749,556	
ENWDCOAB	\$ 14.52	\$ 14.31	\$ 14.59	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
ENWDCOMA	\$ 17.34	\$ 17.22	\$ 17.53	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
ERIECOMA	\$ 46.50	\$ 46.45	\$ 46.92	\$ 538,130	\$ 0	\$ 0	\$ 0	\$ 0	\$ 538,130	\$ 134,533	\$ 403,598	
ESPKCOMA	\$ 29.68	\$ 29.58	\$ 29.95	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
EVRGCOMA	\$ 29.21	\$ 29.14	\$ 29.46	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
FLRNCOMA	\$ 54.92	\$ 54.84	\$ 55.28	\$ 774,123	\$ 0	\$ 2,514	\$ 0	\$ 0	\$ 776,638	\$ 194,159	\$ 582,478	
FONTCOMA	\$ 27.00	\$ 26.93	\$ 27.36	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
FRDRCOMA	\$ 32.43	\$ 32.35	\$ 32.79	\$ 52,590	\$ 0	\$ 0	\$ 0	\$ 0	\$ 52,590	\$ 13,148	\$ 39,443	
FRPLCOMA	\$ 104.79	\$ 104.67	\$ 105.30	\$ 2,032,271	\$ 0	\$ 24,108	\$ 0	\$ 0	\$ 2,056,379	\$ 514,095	\$ 1,542,284	
FRSCCOMA	\$ 31.68	\$ 31.51	\$ 31.92	\$ 18,096	\$ 0	\$ 0	\$ 0	\$ 0	\$ 18,096	\$ 4,524	\$ 13,572	
FRSRCOMA	\$ 37.95	\$ 37.81	\$ 38.27	\$ 289,931	\$ 0	\$ 0	\$ 0	\$ 0	\$ 289,931	\$ 72,483	\$ 217,448	
FRUTCOMA	\$ 44.89	\$ 44.83	\$ 45.27	\$ 771,218	\$ 0	\$ 0	\$ 0	\$ 0	\$ 771,218	\$ 192,804	\$ 578,413	
FTCLCOHM	\$ 17.90	\$ 17.79	\$ 18.09	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
FTCLCOMA	\$ 21.79	\$ 21.69	\$ 22.00	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
FTLPCOMA	\$ 30.93	\$ 30.85	\$ 31.26	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
FTMRCOMA	\$ 30.52	\$ 30.41	\$ 30.79	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
GDJTCOMA	\$ 19.21	\$ 19.09	\$ 19.40	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
GDLKCOMA	\$ 37.24	\$ 37.14	\$ 37.72	\$ 168,311	\$ 0	\$ 0	\$ 0	\$ 0	\$ 168,311	\$ 42,078	\$ 126,234	
GLCRCOMA	\$ 83.84	\$ 83.62	\$ 84.88	\$ 352,234	\$ 0	\$ 3,659	\$ 0	\$ 0	\$ 355,892	\$ 88,973	\$ 266,919	
GLDNCOMA	\$ 17.11	\$ 16.99	\$ 17.29	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
GLSPCOMA	\$ 23.39	\$ 23.22	\$ 23.54	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
GMFLCOMA	\$ 45.06	\$ 44.98	\$ 45.63	\$ 249,528	\$ 0	\$ 0	\$ 0	\$ 0	\$ 249,528	\$ 62,382	\$ 187,146	
GNSNCOMA	\$ 53.74	\$ 53.60	\$ 54.05	\$ 1,245,899	\$ 0	\$ 5,416	\$ 0	\$ 0	\$ 1,251,314	\$ 312,829	\$ 938,486	
GRELCOJC	\$ 18.88	\$ 18.80	\$ 19.13	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
GRELCOMA	\$ 18.72	\$ 18.61	\$ 18.91	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
GRNBCOMA	\$ 56.66	\$ 56.51	\$ 56.97	\$ 666,628	\$ 0	\$ 4,657	\$ 0	\$ 0	\$ 671,285	\$ 167,821	\$ 503,464	
GRTWCOMA	\$ 48.61	\$ 48.41	\$ 49.06	\$ 228,416	\$ 0	\$ 0	\$ 0	\$ 0	\$ 228,416	\$ 57,104	\$ 171,312	
HDSNCOMA	\$ 73.63	\$ 73.51	\$ 74.27	\$ 572,721	\$ 0	\$ 2,513	\$ 0	\$ 0	\$ 575,234	\$ 143,809	\$ 431,426	
HLSRCOMA	\$ 200.66	\$ 199.96	\$ 207.60	\$ 505,065	\$ 0	\$ 1,879	\$ 0	\$ 0	\$ 506,944	\$ 126,736	\$ 380,208	
HSSPCOMA	\$ 122.70	\$ 122.26	\$ 123.45	\$ 419,283	\$ 0	\$ 14,779	\$ 0	\$ 0	\$ 434,062	\$ 108,516	\$ 325,547	
HYDNCOMA	\$ 98.91	\$ 98.68	\$ 99.44	\$ 828,675	\$ 0	\$ 18,018	\$ 0	\$ 0	\$ 846,693	\$ 211,673	\$ 635,020	
IDSPCOMA	\$ 50.89	\$ 50.76	\$ 51.23	\$ 485,255	\$ 0	\$ 142	\$ 0	\$ 0	\$ 485,396	\$ 121,349	\$ 364,047	
JHMLCOMA	\$ 35.27	\$ 35.21	\$ 35.69	\$ 157,673	\$ 0	\$ 0	\$ 0	\$ 0	\$ 157,673	\$ 39,418	\$ 118,255	
JLBGCOMA	\$ 80.84	\$ 80.42	\$ 81.74	\$ 453,631	\$ 0	\$ 9,961	\$ 0	\$ 0	\$ 463,592	\$ 115,898	\$ 347,694	
KIOWCOMA	\$ 114.49	\$ 114.32	\$ 115.14	\$ 1,027,192	\$ 0	\$ 12,315	\$ 0	\$ 0	\$ 1,039,507	\$ 259,877	\$ 779,631	
KNBGCOMA	\$ 96.62	\$ 96.43	\$ 97.52	\$ 555,969	\$ 0	\$ 6,141	\$ 0	\$ 0	\$ 562,110	\$ 140,528	\$ 421,583	
KRNGCOMA	\$ 73.00	\$ 72.81	\$ 73.57	\$ 612,397	\$ 0	\$ 7,584	\$ 0	\$ 0	\$ 619,981	\$ 154,995	\$ 464,986	
LDVLCOMA	\$ 29.83	\$ 29.72	\$ 30.18	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
LIMNCOMA	\$ 76.58	\$ 76.21	\$ 77.04	\$ 572,305	\$ 0	\$ 18,439	\$ 0	\$ 0	\$ 590,743	\$ 147,686	\$ 443,057	
LKMTCOMA	\$ 23.37	\$ 23.29	\$ 23.68	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
LKWDCOMA	\$ 14.59	\$ 14.48	\$ 14.77	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
LKWDCOTC	\$ 17.71	\$ 17.44	\$ 17.75	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
LNMTCOMA	\$ 17.33	\$ 17.23	\$ 17.55	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	

Line Type	Support Grand Totals
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Appendix A
Docket No. 98M-147T
Decision No. R03-0923-I
August 8, 2003
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	Support Grand Totals
Line Type	

CERTIFICATE OF SERVICE

This is to certify that I have duly served the within MOTION TO APPROVE STIPULATION AND SETTLEMENT AGREEMENT upon all parties herein by depositing copies of same in the United States mail, postage prepaid, at Denver, Colorado, or as otherwise indicated below, this 6th day of August, 2003 addressed as follows:

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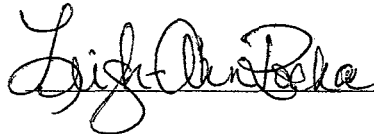
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** denotes persons eligible to receive confidential proprietary information pursuant to the Commission's Rules on Confidentiality.

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