

December 2, 2004

Judge Steven F. Goodwill
Public Service Commission of Utah
Heber M. Wells Building, 4th Floor
160 East 300 South
Salt Lake City, UT 84111

Re: *Docket No. 04-2277-02, Arbitration between Covad Communications
Company and Qwest Corporation*

Dear Judge Goodwill:

On behalf of Covad and the other parties to the above-captioned proceeding, and consistent with your scheduling order dated July 6, 2004, this letter outlines the agreements reached, subject to your approval, regarding procedural and logistical issues in advance of the hearing in this matter. The parties have agreed as follows:

Witnesses. Each witness may provide a summary of his or her testimony, not to exceed ten minutes. Witnesses will be permitted to respond to rebuttal testimony filed by the other party if they wish during this time period. The parties have agreed to the following order of witnesses, and subjects to be covered:

Issue 1 (Copper Retirement)

- Megan Doberneck (Covad)
- Karen Stewart (Qwest)

Issue 9 (Payment and Remedies for Non-Payment)

- Megan Doberneck (Covad)
- William Easton (Qwest)
- Renee Albersheim (Qwest)

Issue 5 (Regeneration)

- Michael Zulevic (Covad)

- Michael Norman (Qwest)

Exhibits. To the extent practicable, the parties will coordinate the pre-marking of their exhibits prior to the commencement of hearing, and will provide copies to other parties and the administrative law judge, as well as an additional record copy to be available to witnesses during the hearing. Covad's exhibits will be marked Covad-1, 2, 3, etc. and Qwest's exhibits will be marked Qwest-1, 2, 3, etc.

Opening and Closing Statements. The parties will not make opening or closing statements.

Matters to be Addressed in Briefs. The parties have agreed that certain issues in dispute only involve questions of law, not requiring fact-finding or testimony. As such, the following issues will be addressed only in the parties' post-hearing briefs: Unified Agreement – 271 Elements Included (Issue 2); and Commingling (Issue 3).

Additional Procedural Issues Requiring Resolution. The parties have identified none.

We trust that this information will be helpful in preparation for the hearing in this matter.

Sincerely yours,

Andrew Newell
Counsel for Covad

ARN/wpc
cc: John Devaney
Michael Ginsberg