



**Jason D. Topp**  
Senior Corporate Counsel - Regulatory  
(651) 312-5364

December 20, 2013

Dr. Burl W. Haar  
Executive Secretary  
Minnesota Public Utilities Commission  
121 7th Place East, Suite 350  
St. Paul, MN 55101

**Re: Petition of Qwest Communications Company, LLC dba CenturyLink  
QCC for Approval of an Internal Corporate Restructuring of  
Interexchange Carrier (IXC) and Competitive Local Exchange Carrier  
Affiliates**

Dear Dr. Haar:

Enclosed for filing is Qwest Communications Company, LLC dba CenturyLink QCC's Joint Application regarding the above-referenced matter.

Very truly yours,

/s/ Jason D. Topp

Jason D. Topp

JDT/bardm

Enclosures

cc: Service List

**FOR THE MINNESOTA PUBLIC UTILITIES COMMISSION**

Beverly Jones Heydinger	Chair
David Boyd	Commissioner
Nancy Lange	Commissioner
J. Dennis O'Brien	Commissioner
Betsy Wergin	Commissioner

**Re: Petition of Qwest Communications Company, LLC dba CenturyLink QCC for Approval of an Internal Corporate Restructuring of Interexchange Carrier (IXC) and Competitive Local Exchange Carrier Affiliates**

AFFIDAVIT OF SERVICE

STATE OF MINNESOTA    )  
                                  ) ss  
COUNTY OF HENNEPIN  )

Dianne Barthel hereby certifies that on the 20th day of December, 2013, she e-filed a true and correct copy of Qwest Communications Company, LLC dba CenturyLink QCC's Joint Application by posting it on www.edockets.state.mn.us. Said document was also served via U.S. mail and e-mail as designated on the Official Service List on file with the Minnesota Public Utilities Commission.

/s/ Dianne Barthel  
Dianne Barthel

Subscribed and sworn to before me  
this 20th day of December, 2013.

/s/ LeAnn M. Cammarata  
Notary Public

My Commission Expires Jan 31, 2015

First Name	Last Name	Email	Company Name	Address	Delivery Method	View Trade Secret	Service List Name
Julia	Anderson	Julia.Anderson@ag.state.mn.us	Office of the Attorney General-DOC	1800 BRM Tower 445 Minnesota St St. Paul, MN 551012134	Electronic Service	No	GEN_SL_Qwest Communications Company, LLC_QCC Internal Corporate Restructuring
Linda	Chavez	linda.chavez@state.mn.us	Department of Commerce	85 7th Place E Ste 500  Saint Paul, MN 55101-2198	Electronic Service	No	GEN_SL_Qwest Communications Company, LLC_QCC Internal Corporate Restructuring
Burl W.	Haar	burl.haar@state.mn.us	Public Utilities Commission	Suite 350 121 7th Place East St. Paul, MN 551012147	Electronic Service	No	GEN_SL_Qwest Communications Company, LLC_QCC Internal Corporate Restructuring
JoAnn	Hanson	joann.hanson@centurylink.com	CenturyLink	200 S 5th St Ste 2200  Minneapolis, MN 55402	Electronic Service	No	GEN_SL_Qwest Communications Company, LLC_QCC Internal Corporate Restructuring
John	Lindell	agorud.ecf@ag.state.mn.us	Office of the Attorney General-RUD	1400 BRM Tower 445 Minnesota St St. Paul, MN 551012130	Electronic Service	No	GEN_SL_Qwest Communications Company, LLC_QCC Internal Corporate Restructuring
Jason	Topp	jason.topp@centurylink.com	CenturyLink	200 S 5th St Ste 2200  Minneapolis, MN 55402	Electronic Service	No	GEN_SL_Qwest Communications Company, LLC_QCC Internal Corporate Restructuring

**STATE OF MINNESOTA  
BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION**

Beverly Jones Heydinger  
David Boyd  
Nancy Lange  
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Chair  
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**Petition of Qwest Communications  
Company, LLC dba CenturyLink QCC for  
Approval of an Internal Corporate  
Restructuring of Interexchange Carrier  
(IXC) and Competitive Local Exchange  
Carrier Affiliates**

**MPUC Docket No.** \_\_\_\_\_

**JOINT APPLICATION**

Qwest Communications Company, LLC dba CenturyLink QCC ("QCC"), together with its affiliates relevant to this application ("Joint Applicants"), jointly seek Commission approval, to the extent required under Minn. Stat. § 237.75, Subd. 12, for a transaction in which it consolidates its affiliated Competitive Local Exchange Carriers ("CLECs")<sup>1</sup> and its affiliated interexchange carriers ("IXCs")<sup>2</sup> into QCC and QCC becomes a direct subsidiary of CenturyLink, Inc. (the "Reorganization"). The Reorganization will have no impact on customers who will continue to receive service under the same terms and conditions as before the Reorganization and will continue to be billed under "CenturyLink" in a nearly identical fashion as they are now. Accordingly, Joint Applicants request that the

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<sup>1</sup> CenturyTel Acquisition LLC dba CenturyLink Acquisition ("CTL Acquisitions"); CenturyTel Fiber Company II, LLC dba Lightcore, a CenturyLink company ("CTL Lightcore"); CenturyTel Solutions, LLC dba CenturyLink Solutions ("CTL Solutions").  
<sup>2</sup> CenturyTel Long Distance, LLC dba CenturyLink Long Distance ("CTL Long Distance"); Embarq Communications, Inc. dba CenturyLink Communications ("ECI") and Qwest LD Corp. dba CenturyLink LD ("QLDC").

Commission issue an order effective before the proposed closing date of April 1, 2014 that provides:

- Approval, if necessary, for the Reorganization;
- A declaration that slamming rules contained in Minn. Stat. §§ 237.661 and 662 and any related customer notification requirements do not apply to the Reorganization; and
- Approval, to the extent necessary, of a name change of QCC to CenturyLink Communications, LLC.

#### **I. DESCRIPTION OF THE REORGANIZATION**

The entities subject to the Reorganization are all subsidiaries of CenturyLink, Inc. Diagrams showing the organizational structure before and after the proposed Reorganization are attached to this application.

Currently, QCC and CenturyTel Fiber Company II, LLC dba Lightcore, a CenturyLink company, are authorized to provide both IXC services and CLEC services in the State of Minnesota. CenturyTel Long Distance, LLC dba CenturyLink Long Distance, Embarq Communications, Inc. dba CenturyLink Communications and Qwest LD Corp. dba CenturyLink LD are authorized to provide IXC services. CenturyTel Acquisition LLC dba CenturyLink Acquisition and CenturyTel Solutions, LLC dba CenturyLink Solutions are authorized as CLECs.

Under the Reorganization, the Joint Applicants will be consolidated into the surviving entity QCC, which, in turn, will become a first tier subsidiary of CenturyLink, Inc. QCC will change its name to CenturyLink Communications, LLC on or about the same time as the Reorganization closes.

Ultimate ownership and control of the Joint Applicants and of the surviving entity by CenturyLink, Inc. will be unchanged as a result of the Reorganization. The Reorganization

remains an intra-company transaction. Moreover, the Reorganization does not impact CenturyLink's incumbent local exchange carriers in Minnesota.

The Reorganization will reduce the number of internal CenturyLink-affiliated corporate IXC and CLEC entities in Minnesota and will simplify operations. Specifically, through a series of internal corporate transactions, QCC, currently an indirect subsidiary of CenturyLink, Inc., becomes a direct wholly-owned subsidiary of CenturyLink, Inc. After QCC becomes a direct subsidiary of CenturyLink, Inc., and customer transfers to QCC occur, the IXC and CLEC affiliates of CenturyLink, Inc. merge into QCC, liquidating and distributing assets and liabilities to QCC. Upon consummation of the Reorganization, the merged operations will be QCC operations; the customers of the other Joint Applicants will be customers of QCC. The proposed effective date ("Effective Date") of the Reorganization is planned to be April 1, 2014.

## **II. PUBLIC INTEREST AND TRANSPARENCY TO CUSTOMER**

An internal reorganization of these affiliated entities is in the public interest. The proposed Reorganization will decrease the number of certificated entities subject to the Commission's oversight and consolidate these certificated entities into one company subject to the Commission's oversight. As a result, QCC will operate with increased efficiencies, face reduced administrative burdens, and compete more effectively than the multiple entities do under their current structure. QCC will be the only CenturyLink, Inc. affiliate with both CLEC and IXC certificates of public convenience in all 50 states, the District of Columbia, and Puerto Rico.

QCC and its subsidiaries and affiliates are committed to ensuring that the Reorganization is transparent to customers. To that end, none of the steps described above will result in rate increases for customers, nor will the terms and conditions of services

provided change due to the proposed Reorganization. In addition, customers will receive a courtesy notice of the transaction through their monthly bills. For these reasons, as well as modifications to federal requirements described immediately below, any applicable anti-slamming and/or related customer notification or consent requirements should be waived.

On May 15, 2001, the FCC issued an order amending its carrier change rules to provide a streamlined process for compliance with Section 258 of the Communications Act of 1934, as amended by the Telecommunications Act of 1996.<sup>3</sup> The Order states that “a change in corporate structure that is invisible to the affected subscribers does not constitute a sale or transfer for purposes of Section 258 that implicates this streamline process.”<sup>4</sup> Consistent with this FCC decision, it would be appropriate for the Commission to waive any applicable customer notification or authorization that might be deemed to apply.

The Joint Applicants prominently provision services to customers under the “CenturyLink” brand. Joint Applicants will provide a courtesy notice of the transaction in customer bills. Notification and authorization to address slamming concerns are thus not necessary. Accordingly, and in order to facilitate the timely consummation of the Reorganization, the Joint Applicants request that this Commission waive any anti-slamming or related any customer notification requirements to the extent applicable.

Finally, because the Reorganization results in the need for literally thousands of pages of tariff filings nationwide, the Joint Applicants respectfully request that CenturyLink

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<sup>3</sup> *In the Matter of 2000 Biennial Review – Review of Policies and Rules Concerning Unauthorized Changes of Consumers’ Long Distance Carriers; Implementation of the Subscriber Carrier Section Changes Provisions of the Telecommunications Act of 1996; Policies and Rules Concerning Unauthorized Changes of Consumers Long Distance Carriers*, First Report and Order in CC Docket No. 00-257, Fourth Report and Order in CC Docket No. 94-129, 16 FCC Rcd 11218 (2001).

<sup>4</sup> *Id.* at ¶13, n.24 (“indeed, in such cases, required notice of a change that is imperceptible to the affected subscribers might cause confusion where there would otherwise be none.”).

Communications, LLC be allowed 6 months from the closing to file tariffs that conform to and embody the rates of the merged entities in order to fulfill the intention that customer's rates, terms and conditions of service are not changed. In the interim between the closing of the Reorganization and the filing of the new tariff pages, the Joint Applicants respectfully request that the Commission order provide that CenturyLink Communications, LLC shall honor the tariffs of the merging companies until conforming tariffs are filed.

### **III. CONCLUSION**

WHEREFORE, Joint Applicants respectfully request that the Commission expeditiously approve this Application and grant any and all approvals required to implement the proposed Reorganization as described in this Application.

Dated this 20th day of December, 2013.

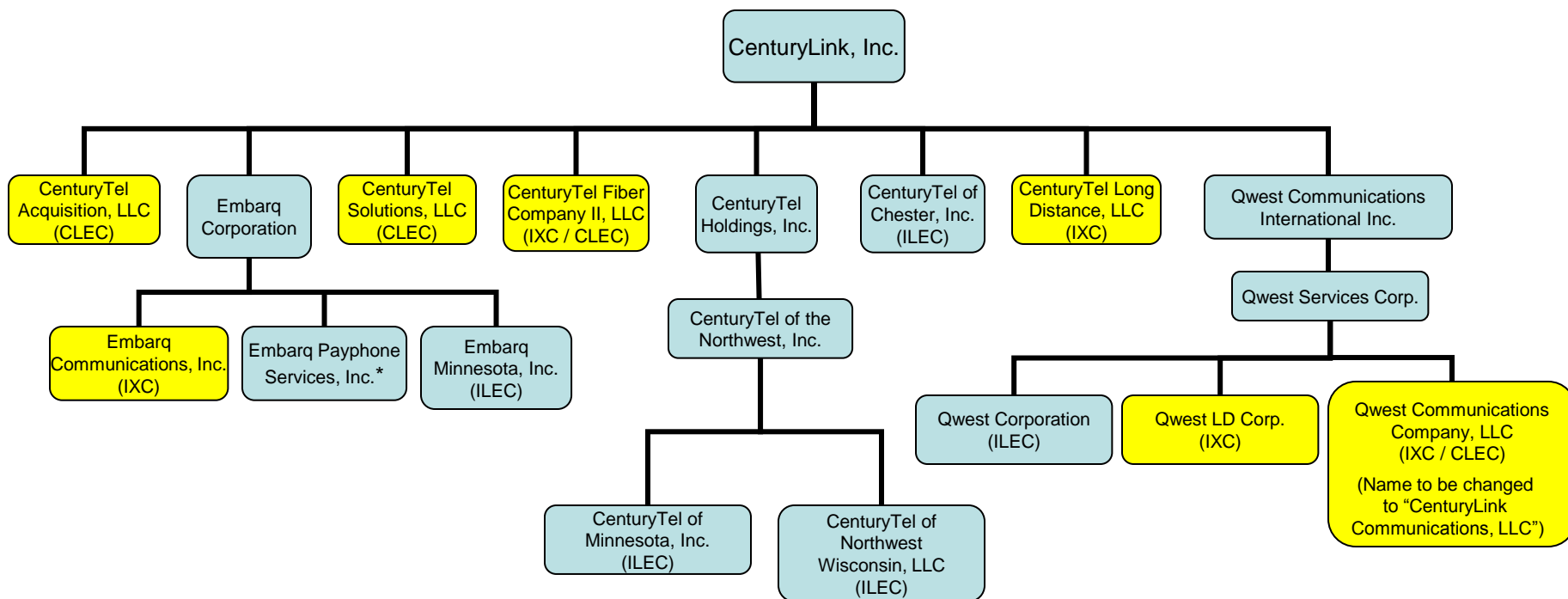
**QWEST COMMUNICATIONS COMPANY,  
LLC DBA CENTURYLINK QCC**

/s/ Jason D. Topp  
Jason D. Topp  
200 South Fifth Street, Room 2200  
Minneapolis, MN 55402  
(651) 312-5364



**MINNESOTA**  
Organizational Structure Diagrams

**Entities Prior to Corporate IXC / CLEC Restructuring**



**Highlighted entities subject to the proposed corporate restructuring.**

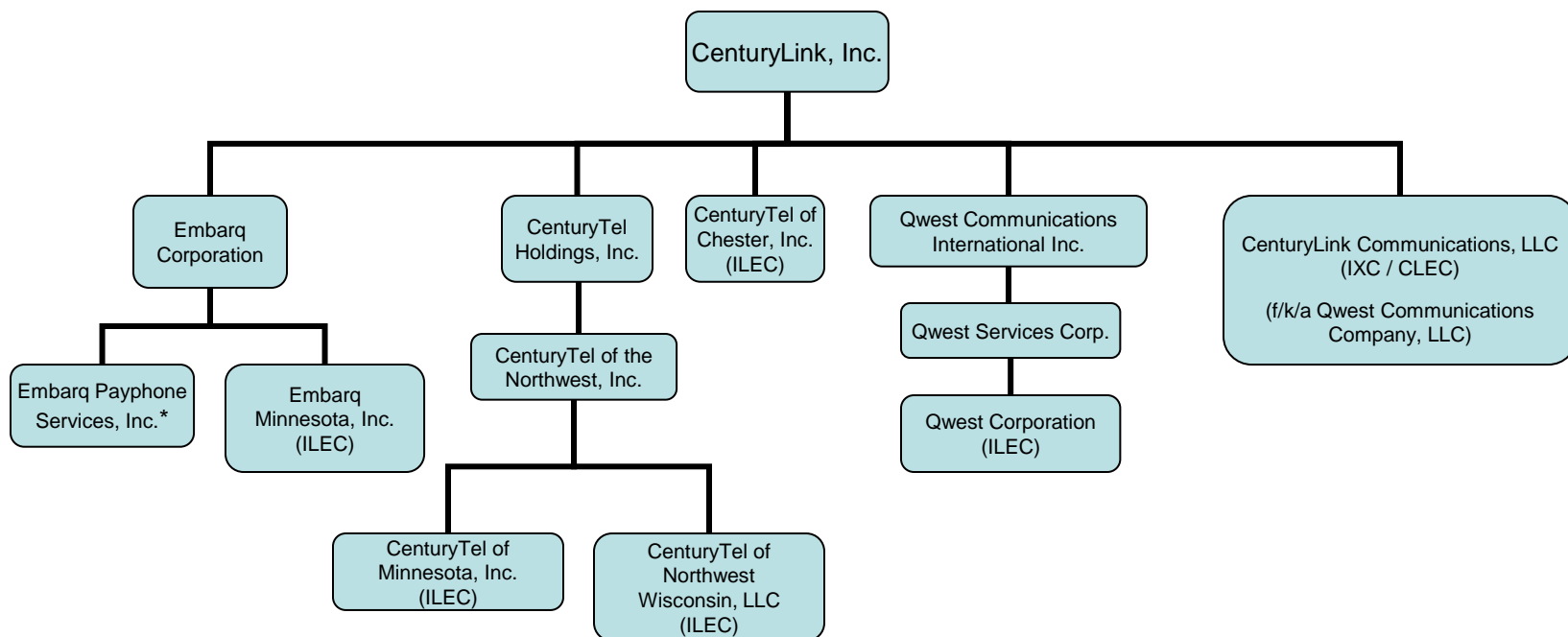
The ILEC subsidiaries of CenturyLink, Inc. are not impacted by this proposed transaction. The ILECs are merely identified on the organizational diagram for illustrative purposes only.

Other CenturyLink, Inc. subsidiaries operating outside this state, which are impacted by the proposed transaction, are not reflected on this organizational diagram.

\*In process of name change to CenturyLink Public Communications, Inc.

**MINNESOTA**  
Organizational Structure Diagrams

**Entities After Corporate IXC / CLEC Restructuring**



The ILEC subsidiaries of CenturyLink, Inc. are not impacted by this proposed transaction. The ILECs are merely identified on the organizational diagram for illustrative purposes only.

Other CenturyLink, Inc. subsidiaries operating outside this state, which are impacted by the proposed transaction, are not reflected on this organizational diagram.

\*In process of name change to CenturyLink Public Communications, Inc.