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January 17, 2014

Burl W. Haar
Executive Secretary
Minnesota Public Utilities Commission
121 7th Place East, Suite 350
St. Paul, Minnesota 55101-2147

RE: **Supplemental Comments of the Minnesota Department of Commerce**
Docket No. P6441,5971,6258,5732,6478,6237,5096/PA-13-1167

Dear Dr. Haar:

Attached are the supplemental comments of the Minnesota Department of Commerce in the following matter:

In the Matter of the Joint Application of Qwest Communications Company, LLC dba CenturyLink QCC, together with its affiliates relevant to the Application for Approval of an Internal Corporate Restructuring of Interexchange Carrier and Competitive Local Exchange Carrier Affiliates

The petition was filed on December 20, 2013:

Jason D. Topp
Senior Corporate Counsel – Regulatory
200 South 5th Street, Room 2200
Minneapolis, MN 55402

The Department recommends approval, and is available to answer any questions the Commission may have.

Sincerely,

/s/BRUCE LINSCHIED
Rates Analyst

BL/lt
Attachment



BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

SUPPLEMENTAL COMMENTS OF THE
MINNESOTA DEPARTMENT OF COMMERCE

DOCKET NO. P6441,5971,6258,5732,6478,6237,5096/PA-13-1167

I. BACKGROUND

On December 20, 2013, the Minnesota Department of Commerce (Department) received a copy of a joint application (Joint Application) from Qwest Communications Company, LLC (QCC) and its affiliates relevant to the Joint Application (Joint Applicants) to the Minnesota Public Utilities Commission (Commission) requesting an order of the following actions before the proposed closing date of April 1, 2014:

- 1) Approval, if necessary, for a transaction that consolidates the relevant affiliates Competitive Local Exchange Carriers (CLECS) and relevant affiliated interexchange carriers (IXCs) into QCC, and QCC becomes a direct subsidiary of CenturyLink, Inc. (the Reorganization);
- 2) A declaration that the slamming rules contained in Minn. Stat. §§ 237.661 and 662 and any related customer notification requirement do not apply to the Reorganization; and
- 3) Approval, to the extent necessary, of a name change of QCC to CenturyLink Communications, LLC.

II. SUPPLEMENTAL INFORMATION

The Department filed comments in this matter on January 15, 2014 and supplements its comments to add the following two additional compliance requirements (Alternatives 1.f and 1.g).

- It is the Commission's practice in acquisition dockets to require that the applicants notify the Commission that the proposed transaction has closed in compliance with the Commission's order. A notice of closing informs the Commission that its order approving a proposed transaction has been completed and its records can be updated to reflect the Commission's order.
- The Commission also requires that applicants provide a copy of their registrations with the Secretary of State when a telecommunications company under its jurisdiction changes its name. The public interest is served when the identities of companies providing services to the public are clearly identified by their registration with the Minnesota Secretary of State.

III. COMMISSION ALTERNATIVES

1. Approve the Reorganization of the Joint Applicants into CenturyLink Communications, LLC and the name change of Qwest Communications Company, LLC dba CenturyLink QCC to CenturyLink Communications, LLC.
 - a. A tariff reflecting the name change must be submitted within six months from the closing of the Reorganization.
 - b. CenturyLink Communications, LLC must be registered with the Minnesota Secretary of State.
 - c. CenturyLink Communications, LLC shall honor the tariffs of the merging companies until conforming tariffs are filed within six months of the closing of the Reorganization.
 - d. With Commission approval prior to the closing of the transaction, no slamming occurs and the CenturyLink Communications, LLC is in compliance with the provisions in Minn. Stat. §§ 237.661 and 662.
 - e. Customer notification concerns are satisfied by a notice in customer bills, as proposed by CenturyLink Communications, LLC.
 - f. The Joint Applicants shall file a closing statement within 20 days of the closing the Transaction.
 - g. CenturyLink Communications, LLC shall file its registration with the Minnesota Secretary of State within 30 days of this Order.
2. Approve with modifications.
3. Reject the application.

IV. RECOMMENDATION

The Department recommends Alternative 1.

Approve the Reorganization of the Joint Applicants into CenturyLink Communications, LLC and the name change of Qwest Communications Company, LLC dba CenturyLink QCC to CenturyLink Communications, LLC.

- A tariff reflecting the name change must be submitted within six months from the closing of the Reorganization.
- CenturyLink Communications, LLC must be registered with the Minnesota Secretary of State.
- CenturyLink Communications, LLC shall honor the tariffs of the merging companies until conforming tariffs are filed within six months of the closing of the Reorganization.
- With Commission approval prior to the closing of the transaction, no slamming occurs and the CenturyLink Communications, LLC is in compliance with the provisions in Minn. Stat. §§ 237.661 and 662.
- Customer notification concerns are satisfied by a notice in customer bills, as proposed by CenturyLink Communications, LLC.
- The Joint Applicants shall file a closing statement within 20 days of the closing the Transaction.
- CenturyLink Communications, LLC shall file its registration with the Minnesota Secretary of State within 30 days of this Order.

/lt

CERTIFICATE OF SERVICE

I, Sharon Ferguson, hereby certify that I have this day, served copies of the following document on the attached list of persons by electronic filing, certified mail, e-mail, or by depositing a true and correct copy thereof properly enveloped with postage paid in the United States Mail at St. Paul, Minnesota.

**Minnesota Department of Commerce
Supplemental Comments**

Docket No. P6441,5971,6258,5732,6478,6237,5096/PA-13-1167

Dated this 17th day of **January 2014**

/s/Sharon Ferguson

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Linda	Chavez	linda.chavez@state.mn.us	Department of Commerce	85 7th Place E Ste 500 Saint Paul, MN 55101-2198	Electronic Service	No	OFF_SL_13-1167_PA-13-1167
Burl W.	Haar	burl.haar@state.mn.us	Public Utilities Commission	Suite 350 121 7th Place East St. Paul, MN 551012147	Electronic Service	Yes	OFF_SL_13-1167_PA-13-1167
JoAnn	Hanson	joann.hanson@centurylink.com	CenturyLink	200 S 5th St Ste 2200 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_13-1167_PA-13-1167
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Jason	Topp	jason.topp@centurylink.com	CenturyLink	200 S 5th St Ste 2200 Minneapolis, MN 55402	Electronic Service	No	OFF_SL_13-1167_PA-13-1167