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**BEFORE THE PUBLIC SERVICE COMMISSION OF UTAH**

Joint Application of Qwest Communications  
International, Inc. and CenturyTel, Inc. for  
Approval of Indirect Transfer of Control of  
Qwest Corporation, Qwest Communications  
Company, LLC, and Qwest LD Corporation

DOCKET NO. 10-049-16

**JOINT APPLICATION FOR EXPEDITED APPROVAL  
OF INDIRECT TRANSFER OF CONTROL**

Qwest Communications International, Inc. (“QCII”) and CenturyTel, Inc  
 (“CenturyLink”<sup>1</sup>) respectfully request the approval of the indirect transfer of control of QCII’s  
operating subsidiaries, Qwest Corporation (“Qwest Corp”), Qwest LD Corporation (“QLDC”)  
and Qwest Communications Company LLC (“QCC”) (collectively “Qwest”) to CenturyLink.  
This transaction meets the requirements of Utah Code Ann. §§ 54-4-28, 54-4-29 and 54-4-30 and  
will result in a combined company with greater network and financial resources to provide voice,

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<sup>1</sup> CenturyTel, Inc. will change its name to CenturyLink, Inc. with shareholder approval on May 20, 2010.

broadband data, and other advanced communications services to its customers. In Utah, CenturyLink does not provide any local exchange services, with the exception of service provided by CenturyLink of Eagle (Colorado) to nine (9) lines in San Juan County along the border with Colorado.<sup>2</sup> Thus the new company will continue operating the QCII properties and operations, under the current Qwest Corp, QLDC and QCC Utah certificates of authority. The combination will result in a company that will have the national breadth and local depth to provide a compelling array of products and services to its customers. The Joint Applicants therefore request that the Commission approve this Joint Application expeditiously to allow Applicants to timely consummate the Transaction. In support, the Applicants state as follows:

### **INTRODUCTION**

The Transaction combines two leading communications companies with customer-focused, industry-leading capabilities, together with complementary networks and operating footprints. The Transaction is a stock-for-stock transaction that requires no new financing or refinancing and adds no new debt. It will provide the combined company with greater financial resources and access to capital enabling it to invest in networks, systems and employees that can reach more customers with a broad range of innovative products and voice, data and entertainment services over an advanced network. The combination creates a robust, national 180,000 mile fiber network that will allow CenturyLink to meet increasing data traffic demands for robust content and deliver strategic and customized product solutions to business, wholesale, and government customers throughout the nation by combining Qwest's significant national fiber-optic network and data centers and CenturyLink's core fiber network. The Transaction provides the financial, managerial and operational strength to better position the company to offer more customers the full array of

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<sup>2</sup> CenturyLink has filed Annual Reports with this Commission that reflect combined data for CenturyLink's Colorado operations and the nine lines served in Utah.

broadband products and video entertainment that will enable the company to compete against cable companies and technology substitution within its local regions. Approving the Transaction is in the public interest.

### **THE TRANSACTION**

On April 21, 2010, Qwest Communications International, Inc., CenturyTel, Inc., and SB44 Acquisition Company (“Acquisition Company”) entered into an Agreement and Plan of Merger (“Merger Agreement”) which describes the transaction subject to this Application (“Transaction”).<sup>3</sup> CenturyLink is a publicly traded holding company with incumbent local exchange operations in 33 states.<sup>4</sup> Qwest Communications International, Inc., is a publicly traded holding company with incumbent local exchange operations in 14 states and nationwide competitive local exchange and interexchange operations. Acquisition Company is a direct wholly-owned subsidiary of CenturyLink created to effectuate this Transaction. Under the terms of the Merger Agreement, QCII and Acquisition Company will merge, after which QCII will be the surviving entity and the separate corporate existence of Acquisition Company will cease.<sup>5</sup> Also following completion of the Transaction, four directors from the QCII Board will be added to the CenturyLink Board of Directors, including Edward A. Mueller, QCII’s Chairman and Chief Executive Officer (CEO). This addition will increase the number of CenturyLink directors from 13 pre-Transaction to 17 post-Transaction.

Under the terms of the Merger Agreement, QCII will become a wholly-owned, first-tier subsidiary of CenturyLink. Exhibit A attached to this Application depicts the pre- and post-

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<sup>3</sup> A copy of the Merger Agreement is available at <http://www.centurylinkqwestmerger.com/downloads/sec-filings/Qwest-8K%204-22-10.pdf>.

<sup>4</sup> Not including Utah, although see Footnote 2 above for an explanation of CenturyLink’s service in Utah that is limited to nine customers.

<sup>5</sup> QCII will adopt the By-Laws and Certificate of Incorporation of Acquisition Company.

Transaction corporate structure. As shown, there will be no change in corporate structure of the respective CenturyLink and Qwest operating entities as a result of the Transaction. QCII's operating subsidiaries, Qwest Corp, QCC, and QLDC, will remain subsidiaries of QCII. Further, because this Transaction is a combination of the parent companies only, it is not a transaction in which local exchanges, companies, or assets are being sold, combined or transferred to a new provider. Thus the new company will continue operating the QCII properties and operations, under the current Qwest Corp, QLDC and QCC Utah certificates of authority.

The Transaction is a tax free, stock-for-stock business deal with no new debt or refinancing required. Shareholders of QCII will receive 0.1664 shares of CenturyLink for each share of QCII common stock owned at closing. Upon closing, the shareholders of pre-merger CenturyLink will own approximately 50.5% of post-merger CenturyLink and the shareholders of pre-merger QCII will own approximately 49.5% of post-merger CenturyLink. CenturyLink will issue new stock to acquire QCII; it is not paying cash or financing the Transaction through debt.

The Transaction is a straightforward combination and strengthening of companies that will maintain and enhance current operations. In fact, it has none of the financial or tax structure complexities or characteristics of other recent transactions that have been the subject of criticism by some state commissions. To the contrary, this Transaction does not involve the sale and transfer of regulated companies, exchanges or assets from one entity to another or the assumption of new debt or refinancing.

The Transaction contemplates a parent-level transfer of control of QCII only. Qwest Corp, QCC and QLDC will continue as separate certificated carriers in Utah and each will continue to have the requisite managerial, technical and financial capability to provide services to its Utah customers. Immediately upon completion of the Transaction, end-user customers and

wholesale customers will continue to receive service from the same carrier, at the same rates, terms and conditions and under the same tariffs, price plans, interconnection agreements, and other regulatory obligations as immediately prior to the Transaction; as such, the Transaction will be transparent to the customers. Any subsequent service or price changes will be made, just as they are now, in accordance with all applicable rules and laws.<sup>6</sup> Moreover, the Transaction does not alter or change the jurisdiction of the Commission over Qwest Corp, QCC and QLDC, and they remain subject to the same obligations.

## **PARTIES**

### **A. DESCRIPTION OF CENTURYLINK**

CenturyLink is a publicly traded Louisiana corporation with headquarters at 100 CenturyLink Drive, Monroe, Louisiana. CenturyLink is included in the Fortune 500's list of America's largest corporations. CenturyLink is a leading provider of high-quality voice and broadband services over its advanced communications networks to consumers and businesses in 33 states.<sup>7</sup> CenturyLink serves approximately 7 million access lines nationwide, 2.2 million broadband subscribers, and more than 553,000 video subscribers.<sup>8</sup> CenturyLink has a successful history of providing services to rural America and has evolved into a company that serves every segment of the consumer and business markets through a complete array of voice and data services.

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<sup>6</sup> In view of the current rapidly-changing communications market, any provider, including post-Transaction CenturyLink, must constantly review its pricing strategy and product mix to respond to marketplace and consumer demands. While rates, terms and conditions will be the same immediately after the Transaction as immediately before the Transaction, prices and product mixes necessarily will change over time as marketplace, technology, and business demands dictate. The affected entities will make such changes only following full compliance with all applicable rules and laws.

<sup>7</sup> CenturyLink is an incumbent local exchange provider in Louisiana, Washington, Oregon, Idaho, Montana, Wyoming, Nebraska, Minnesota, Iowa, New Mexico, Colorado, Nevada, Ohio, Indiana, Michigan, Illinois, Wisconsin, Pennsylvania, New Jersey, Tennessee, Virginia, North Carolina, South Carolina, Florida, Georgia, Alabama, Mississippi, Texas, Arkansas, Oklahoma, Missouri, Kansas, and California.

<sup>8</sup> As of December 31, 2009.

CenturyLink has a local, community-based approach to serving its customers. This community-based approach focuses on allocating decision-making and accountability close to its customer base, under the philosophy that services, bundles or pricing should suit the customer needs of the particular local area or market. This local market focus allows flexibility and responsiveness in the development of products and bundles to be offered in different geographic areas and has been a proven success. CenturyLink intends to continue and extend its local market focus under the newly combined company.

CenturyLink has an established track record of successfully integrating companies, including its most recent acquisition of Embarq Corporation. Previous to the Embarq acquisition, CenturyLink had executed on five other transactions wherein it acquired more than two million access lines. In addition, CenturyLink had acquired significant fiber assets in 2003 and 2005, which are now part of a nationwide, core fiber network that is a key enabler for IPTV and other data traffic. CenturyLink employs a best-in-class view towards company integration, combining the finest talent and most efficient and successful practices of the two merging companies. In consideration of the talent pool of employees, services, innovation, and commitment to service quality that currently resides in both CenturyLink and Qwest, the combined and integrated company will have an augmented supply of human and technological resources to service rural and urban customers.

**B. DESCRIPTION OF QWEST**

Qwest Communications International, Inc., is a publicly traded Delaware corporation, with headquarters at 1801 California Street, Denver, Colorado. QCII, through its operating subsidiaries, offers a complete suite of communications services to consumers and businesses, including local, long distance, high-speed data, and, through sales relationships with Verizon

Wireless and DIRECTV, wireless and video services. QCII is in the Fortune 500's list of America's largest corporations.<sup>9</sup> With its industry-leading national fiber-optic network and world-class customer service, Qwest is the choice of 95% of Fortune 500 companies, offering a full suite of network, data and voice services for small businesses, large businesses, government agencies and wholesale customers.

As a subsidiary of QCII, Qwest Corp provides incumbent local exchange services in 14 states, including Utah, serving approximately 10.3 million local access lines.<sup>10</sup> Qwest Corp is authorized by this Commission to provide local exchange services, serving approximately 680,000 access lines as of March 2010, as well as intrastate interexchange services. Qwest Corp provides regulated retail and wholesale services under the jurisdiction of this Commission, as well as interconnection services to CLECs through numerous interconnection agreements approved by this Commission.

QCC is authorized by this Commission to provide long distance and competitive local exchange services. In addition to Utah, QCC provides facilities-based and resold interexchange and competitive local exchange operations nationwide.<sup>11</sup>

The Commission has also authorized QLDC to provide resold interexchange services. QLDC is the entity formed by Qwest as part of the approval processes under Sections 271 and 272 of the Telecom Act to provide interLATA services originating in Utah.

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<sup>9</sup> QCII's most recent 10K filing to the Securities and Exchange Commission is a public document and is available at: <http://www.sec.gov/Archives/edgar/data/1037949/000119312510032428/d10k.htm>.

<sup>10</sup> Access lines as of December 31, 2009. In addition to Utah, Qwest is an incumbent local exchange provider in Colorado, Washington, Oregon, Idaho, Montana, Wyoming, Nebraska, North Dakota, South Dakota, Minnesota, Iowa, Arizona and New Mexico.

<sup>11</sup> QCC is authorized to provide interexchange services in all states and is authorized as a competitive local exchange carrier in the District of Columbia and all states except Alaska.

**C. DESIGNATED CONTACTS**

The designated contacts for purposes of this joint Application are the following:

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## **STANDARD OF REVIEW**

Utah Code Ann. §§ 54-4-28, 54-4-29 and 54-4-30 grants the Commission authority to approve the transfer requested in this Application. In approving this Transaction, the Commission must consider whether the Transaction is in the public interest, and thus whether there is a definable net benefit to the Transaction. As addressed below, the transfer of control of the parent of Qwest Corp, QCC, and QLD satisfies all applicable criteria.

### **I. THE TRANSACTION IS IN THE PUBLIC INTEREST**

As will be explained more fully in the testimony of Jeremy Ferkin and Jeff Glover of CenturyLink and Jerry Fenn of Qwest that will be filed shortly after the filing of the Application, the Transaction is in the public interest and will provide definable net benefits to consumers of the combined company without any countervailing harms. The communications industry has changed dramatically in the last several years, and the industry continues to experience change at a frenetic pace. Competition, and particularly intermodal competition, is widespread with wireless and wireline carriers competing vigorously for customers. Local wireline carriers face increasing competition from other providers of voice services and from cable operators providing voice, video and data offerings. As a result of this robustly competitive market environment and the rapidly changing fundamentals of the wireline business, carriers such as Qwest and CenturyLink must adapt to compete more effectively. Wireline businesses now require greater strategic flexibility to bring new products and expanded services to the marketplace more quickly and to enhance customer service. These evolving market dynamics place unique pressures on companies such as Qwest and CenturyLink. The financial strength and flexibility, the more diverse mix of product offerings, the increased scale and stronger product portfolio and the approximately 180,000-mile fiber network combine to position the post-Transaction

CenturyLink to better respond to customer demand and effectively compete and provide attractive service and product options for its customer base in a way that meets the unique needs of business, wholesale, government and residential customers.

Qwest and CenturyLink have complementary local and long distance markets and a strong tradition of a customer-centric approach. CenturyLink's regional operating model and targeted marketing focus coupled with Qwest's industry-leading network and strong business, government and wholesale focus will position the combined company to improve and expand deployment of innovative IP products and services to business customers, to expand broadband availability and increased broadband speeds to consumers, to deploy additional fiber-to-the-cell capabilities, and to offer new video choices to better serve customers.

The communications industry has been and is expected in the future to be the subject of rapid and fundamental changes in technology, customer preferences, and the competitive landscape. Rapid changes in technology and customer preferences require equally rapid responses and execution strategies by telecommunications carriers. To respond rapidly and succeed most effectively in this competitive market environment, carriers must have a strategic focus on providing products and services that differentiate them in the market, and they need sufficient scale to execute upon their strategic focus. Even a carrier that knows its customers' preferences cannot compete effectively in today's marketplace without sufficient size and scope to match those preferences with suitable products or services offered at affordable rates. The Transaction will result in a combined enterprise that can achieve greater economies of scale and scope than the two companies operating independently. This, in turn, will enhance the ability of the post-Transaction enterprise to focus more strategically and rapidly respond to customer

preferences in providing a full portfolio of quality, advanced communications services that will differentiate the company in the markets it serves.

The Utah operations will be strengthened as a result of the Transaction. Qwest Corp will continue in its current corporate existence and will retain its levels and standards of technical and managerial expertise over both rural and urban exchanges in the state; yet, its provisioning of products and services will only be augmented by the combined company's stronger financial position and balance sheet. Additionally, with CenturyLink's distinctive expertise in serving smaller, rural areas and Qwest's industry-leading national fiber-optic network, data centers, and enterprise business experience, the post-Transaction enterprise will be positioned to capitalize on its collective knowledge of its local customers' preferences and to deliver innovative technology and product offerings to both its urban and rural markets. Customers will benefit from increased access to those offerings, and the post-merger CenturyLink will benefit from retaining and attracting customers whose needs are satisfied by its offerings, service quality and customer care. The public interest will be served by the Transaction as it will allow the new company to bring to bear the combined resources of Qwest and CenturyLink on the shared, singular focus of delivering a full portfolio of services that meet the targeted needs of the consumer, business, and wholesale customers served.

Consumers of communications services, including both residential consumers and businesses, have more choices than ever before in the market for local and long distance calling, high-speed Internet and other data, video, and wireless services. Intermodal competition to provide these services is now widespread. The two companies combined will be a national telecommunications company serving approximately 17 million access lines, more than 5 million broadband customers, more than 1.4 million video subscribers, and approximately 850,000

wireless customers.<sup>12</sup> As such, the Transaction will enable the combined company to become a stronger, more viable provider capable of meeting ever-evolving consumer needs. At the same time, the public interest in preserving competition is not harmed as there is no reduction in actual or potential competition, given the minimal degree of CenturyLink services in Utah. Even if competition presently existed between Qwest and CenturyLink for such markets as government or enterprise customers, there is an abundance of other providers from which customers may choose, and thus the Transaction will not lessen competition.

Ensuring the continuation of high quality service and customer experience pre- and post-merger is vitally important. Qwest and CenturyLink understand that continuing to meet customer needs is its top priority. The Transaction will not change that focus. To the contrary, the customer service, network and operations functions that are critical to each company's success today will continue to be key focuses when the Transaction is complete. The post-Transaction company will be staffed to ensure that continuity.

As indirect subsidiaries of CenturyLink post-Transaction Qwest Corp, QCC, and QLDC will maintain and enhance their capability to provide high quality telecommunications services and to introduce advanced services. Similarly, CenturyLink's operating subsidiaries will continue to provide high quality telecommunications services and to introduce advanced services post-Transaction. The increased scale, more diverse mix of offerings, and stronger product pipeline of the combined company will provide a compelling array of products and services to better serve its post-Transaction customers.

Furthermore, because this is a parent-level transaction only, with no change in the regulated entities, the Transaction will not result in the Commission losing any of its current

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<sup>12</sup> Pro Forma combined customer statistics as of December 31, 2009.

authority over the regulated companies. To the contrary, immediately upon completion of the Transaction the Commission retains exactly the same regulatory authority over Qwest Corp, QCC and QLDC that the Commission possesses immediately prior to the Transaction. Nor does the Transaction result in any change to the regulatory status and current obligations of Qwest Corp, QCC and QLDC. Instead, they will remain subject to the same price regulation structure, service quality and performance obligations, tariffing requirements, and other applicable orders, rules and regulations as they do now. Moreover, because the Transaction results in no direct change to the operating entities, it is transparent to customers. For example, there is no change in services or rates as result of the Transaction, and Qwest Corp, QCC and QLDC will continue to provide local exchange service and to offer long distance service subject to the same rules, regulations and applicable tariffs or price lists as they now do.<sup>13</sup> Likewise, the terms and prices for existing wholesale services under Qwest Corp's access tariffs will be unchanged, and there is no impact on the terms of any existing interconnection agreements or on any obligations under the laws governing interconnection.

The Transaction also will not alter existing relationships between Qwest and its bargaining unit employees. Post-merger CenturyLink will continue to honor existing collective bargaining agreements for the duration of those agreements. Any changes to bargaining employee benefits covered by a collective bargaining agreement would be subject to the terms of those agreements.

As it has pre-Transaction, CenturyLink will maintain and evolve comprehensive compensation and benefit programs that allow the post-Transaction company to recruit and retain highly-qualified and motivated employees. While the dynamics of the labor and benefits markets—irrespective of the Transaction—may necessitate changes to the company's

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<sup>13</sup> Future rate changes will continue to be governed by the same rules and procedures as today. In every case, the end-user and wholesale obligations and regulatory requirements are subject to future modification by Commission and legislative decisions.

compensation and benefit plans from year-to-year, the Transaction itself will not result in compensation and benefit changes that would hamper CenturyLink's ability to remain competitive in the market for employees.

## **II. THE COMBINED COMPANY WILL MAINTAIN FINANCIAL, MANAGERIAL AND OPERATIONAL STRENGTH**

### **A. Financial Strength of the Combined Company**

One of the Transaction's key benefits is the resulting financial condition of the combined company. A financially stronger company can continue to provide high quality services in rural areas, compete against cable telephony providers, wireless carriers, VoIP offerings, and CLECs, develop more advanced broadband and IP-based services, and provide a more viable third alternative to the large business and enterprise services offered by AT&T and Verizon.

As will be explained more fully in the testimony of Jeremy Ferkin and Jeff Glover of CenturyLink and Jerry Fenn of Qwest that will be filed shortly after the filing of the Application, the Transaction offers the financial strength and flexibility for the operating subsidiaries of the post-Transaction CenturyLink to continue providing outstanding service and enhanced offerings to customers, while delivering returns to shareholders. For the twelve months ended December 31, 2009, the combined company would have had pro forma revenue of nearly \$20 billion, pro forma EBITDA of approximately \$8.2 billion, and pro forma free cash flow of approximately \$3.4 billion, excluding synergies. The combined company's pro forma net leverage would have been 2.2 times EBITDA for the 12 months ended December 31, 2009, including synergies on a full run-rate basis and excluding integration costs. The Transaction requires no new financing or refinancing and adds no new debt.

These attributes help insure that CenturyLink will continue to have a sound capital structure and significant free cash flow generation that will provide the fiscal stability to pursue

necessary strategies and to deliver industry leading products and services to customers. As subsidiaries of the combined company, this financial strength will continue to allow Qwest Corp, QCC and QLDC subsidiaries that offer service in Utah to have the financial stability and access to capital necessary to continue to invest in networks, systems and employees and to provide reliable services in the ever-increasingly competitive telecommunications marketplace.

**B. Managerial and Technical Capabilities of the Combined Company**

The combined company's senior leadership team will consist of proven leaders with extensive experience in the telecommunications industry and a successful track record of integration. To that end, Glen F. Post, III, the current CEO and President of CenturyLink, will continue to be the CEO and President of the post-merger CenturyLink. R. Stewart Ewing, Jr. the current Chief Financial Officer (CFO) of CenturyLink, will continue to be the CFO of the post-merger CenturyLink. Karen A. Puckett, the current Chief Operating Officer (COO) of CenturyLink, will continue to be COO of post-merger CenturyLink. Finally, Christopher K. Ancell, currently the Executive Vice President of Business Markets Group for QCII, will be the President of the Business Markets Group for post-merger CenturyLink. These executives have nearly 100 years of experience in the telecommunications industry, and many years of leadership at their respective companies.

CenturyLink has demonstrated the very best in managerial and technical capability to serve rural and urban America. As mentioned, Qwest and CenturyLink understand that continuing to meet customer needs is its top priority and that focus will not change. To the contrary, the customer service, network and operations functions that are critical to each company's success today will continue to be key focuses and the local operations of Qwest Corp in Utah will continue to be managed by employees with extensive knowledge of the local telecommunications business

and with a commitment to the needs of the local community. Similar to the CenturyTel/Embarq transaction, the planned integration for this Transaction will combine the best managerial and technical talent from both companies to serve all of the combined company's market segments. Adopting the best operational practices from the merging companies will further enhance the already strong customer-centric commitment of the combined company.

Moreover, CenturyLink has a demonstrated ability to acquire and successfully integrate companies, and to combine operational systems and practices, while continuing to provide high quality service to customers. For example, integration activities related to the Embarq transaction show the successful results of careful planning and seamless execution. Financial and other operating systems have been converted and integrated. A phased billing system conversion has enabled legacy-Embarq customers to convert to CenturyLink's state of the art customer service and billing system with no degradation of the customer experience. The CenturyLink brand was launched with minimal customer confusion and popular products were expanded throughout the combined footprint.

In sum, the Transaction will enhance the managerial and technical capabilities of the companies to enable them to continue to provide the high-quality services to rural and urban areas of Utah that the Qwest subsidiaries provide today.

### **REQUEST FOR EXPEDITED PROCEEDINGS**

The Joint Applicants respectfully seek expedited approval of this Application. By combining two companies with complementary network footprints and unparalleled commitment to serving local customers, including rural customers, the Transaction will create significant economies of scale and scope and give the combined firm greater financial strength and flexibility to compete and to ensure that the combined enterprise is well positioned to weather



future economic downturns. Expedited treatment is requested to allow the Joint Applicants to more quickly integrate the companies in order to bring those benefits to consumer, business, and wholesale customers and shareholders sooner.

Competitors of CenturyLink and Qwest now have the benefit of planning their competitive responses to the prospective combined company and trying to capitalize on any delay or perceived uncertainty. Expedited treatment of this Joint Application will allow the new company to promptly engage and quickly respond to the ever-changing telecommunications marketplace.

As CenturyLink continues its integration of employees and business and network organizations as a result of its recent merger with Embarq Corporation, expedited approval of the Transaction with Qwest will allow both integrations to be coordinated and more efficient. And, as with any transaction of this nature, there is also a significant benefit to providing certainty and clarity to employees that can only come with completion of the Transaction.

Accordingly, CenturyLink and Qwest respectfully request the Commission to complete its review of this Application in an expedited fashion, and certainly before the end of the year, and preferably by October 31, 2010. The Joint Applicants will also make confidential information available subject to Utah Public Service Commission Rule 746-100-16 once parties enter into a non-disclosure agreement or sign a protective order to assist in the exchange of confidential documents and materials. The Joint Applicants also respectfully request that the Commission promptly schedule a technical conference and scheduling conference to expedite its consideration of this Joint Application and the Transaction.

### **CONCLUSION**

The Transaction is a straightforward, parent-level stock-for-stock transfer of control of QCII. It does not involve complex financial or tax structures nor result in additional debt or new

financing or refinancing conditions. Qwest Corp, QCC and QLDC will continue to provide services just as they do today but through a parent with even greater financial strength, a stronger customer-centric and regional operating model, and a robust, national fiber network that will enable it to reach more customers with a broader range of voice, broadband data, and other advanced communications services. Applicants therefore respectfully request that, pursuant to Utah Code Ann. §§ 54-4-28, 54-4-29 or 54-4-30, and any other applicable law, the Commission approve: (1) the indirect transfer of control of QCII's operating subsidiaries to CenturyLink; (2) the request for expedited approval; and (3) any other relief or approvals required by Utah law.

DATED this 19th day of May, 2010

Respectfully submitted  
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