

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Joint) Application No. C-4656
Application of Qwest)
Communications Company, LLC)
d/b/a CenturyLink QCC, Denver,)
Colorado, and certain of its)
IXC and CLEC Subsidiaries and) APPROVED
Affiliates for Corporate)
Reorganization and a name)
change of Qwest Communications)
Company, LLC to CenturyLink)
Communications LLC.) Entered: February 25, 2014

BY THE COMMISSION:

On January 9, 2014, a Joint Application was filed by Qwest Communications Company, LLC d/b/a CenturyLink QCC ("QCC"), Qwest LD Corporation d/b/a CenturyLink LD ("QLDC"), CenturyTel Fiber Company II, LLC d/b/a Lightcore, a CenturyLink Company ("Lightcore"), and Embarq Communications, Inc. d/b/a CenturyLink Communications ("ECI")(collectively "Applicants"), of Denver, Colorado, seeking approval to effectuate certain internal corporate reorganizations of Applicant's CLEC and IXC subsidiaries and affiliates. Notice of the application was published in The Daily Record, Omaha, Nebraska, on January 15, 2014. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

The Applicant:

QCC is a direct, wholly-owned subsidiary of Qwest Services Corp. ("QSC"), which, in turn, is a direct wholly-owned subsidiary of Qwest Communications International Inc. ("QCII"). QCII is a direct wholly-owned subsidiary of CenturyLink, Inc. In 2011 CenturyLink, Inc. completed a merger with QCII. In Nebraska, QCC provides statewide telecommunications service.

QLDC is also a direct wholly-owned subsidiary of QSC. In Nebraska, QLDC is authorized to provide statewide interexchange ("IXC") telecommunications services.

Lightcore is a wholly-owned subsidiary of CenturyLink, Inc., and provides intraexchange, non-switched, private line service in certain Nebraska exchanges.

ECI is a direct, wholly-owned subsidiary of Embargo Corporation, which, in turn, is a direct wholly-owned subsidiary of CenturyLink, Inc. In Nebraska, ECI is authorized to provide statewide interexchange telecommunications services.

Description of the Reorganization:

The Applicants propose to reorganize its corporate structure to reduce the number of internal corporate IXC and competitive local exchange ("CLEC") entities. Through a series of internal corporate transactions, QCC, an indirect subsidiary of CenturyLink, Inc., will become a direct, wholly-owned subsidiary of CenturyLink, Inc. QCC will be the only CenturyLink, Inc. affiliate with authority to operate as a CLEC and IXC. Other IXC and CLEC affiliates of CenturyLink, Inc. will then merge into QCC, liquidating and distributing assets and liabilities to QCC. As a result of the reorganization, the customers of QLDC, Lightcore, and ECI will be customers of QCC and QCC will be the sole provider. QCC will then change its corporate name to CenturyLink Communications, LLC.

The Applicants state that the proposed internal corporate reorganization will be transparent to customers. There will be no change in the rates, terms and conditions of service for any of the Applicants' services as a result of the reorganization. Customers will continue to receive bills from CenturyLink as they do currently.

The Applicants submit that the proposed reorganization is in the public interest because it will dissolve multiple CLEC/IXC entities, simplifying the existing corporate structure, reducing administrative costs and enabling more efficient business operations. Such efficiencies, the Applicants state, will enable QCC and its subsidiaries and affiliates to devote additional resources to meeting customer demands, benefiting customers and enabling the Applicants to be more competitive.

The Applicants state that the reorganization will require numerous tariff filings nationwide. Therefore, the

Applicants request CenturyLink Communications, LLC be allowed six (6) months from April 1, 2014, the closing date of the proposed reorganization, to file any applicable tariff filings and updates. Until such tariff filings are made in Nebraska, the Applicants state they will continue to honor the tariffs of QLDC, Lightcore and ECI.

Based on the evidence, we find the application to be fair and reasonable and in the public interest. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-4656 be, and it is hereby, approved.

IT IS FURTHER ORDERED that the request of Qwest Communications Company, LLC d/b/a CenturyLink QCC to change its name to CenturyLink Communications, LLC upon completion of the proposed reorganization, is approved.

IT IS FURTHER ORDERED that CenturyLink Communications, LLC has until September 30, 2014, to submit all relevant and applicable tariff filings to reflect the reorganization approved in this docket and shall honor all current and existing tariffs of any dissolved entity until such updated tariffs are filed.

MADE AND ENTERED at Lincoln, Nebraska, this 25th day of February, 2014.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Chairman

ATTEST:

Executive Director

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NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:

Anne Boyle
Tim Schram
Pat Janssen
David May

Frank E. Landis
Chairman

ATTEST:

Steve Meredith
Executive Director

//s//Frank E. Landis