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FILED ELECTRONICALLY IN DOCKET OFFICE ON 10/17/08

October 16, 2008

Chairman Tre Hargett
c/o Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

In Re: Petition of Qwest Communications Corporation for Approval of a Name Change

Docket No. 08-00200

Dear Chairman Hargett:

Attached is the Petition of Qwest Communications Corporation seeking approval for a name change as a result of conversion to a limited liability corporation. Enclosed is a check for \$25.00 for the filing fee.

The Petitioner seeks to consummate this transaction by the end of the year and therefore seeks TRA approval no later than the last Directors Conference in December, 2008.

Sincerely,



H. LaDon Baltimore
Counsel for Petitioner

**IN THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:)	
)	
PETITION OF QWEST)	DOCKET NO. _____
COMMUNICATIONS CORPORATION)	
FOR APPROVAL OF)	
A NAME CHANGE)	

**PETITION OF QWEST COMMUNICATIONS CORPORATION
FOR APPROVAL OF A NAME CHANGE**

Qwest Communications Corporation ("QCC"), by its undersigned counsel, and pursuant to Tenn. Code Ann. § 65-4-113, hereby respectfully requests authority from the Tennessee Regulatory Authority ("Authority" or "TRA"), to the extent it may be required, to consummate a transaction, as described in more detail below, which converts QCC's legal status from an incorporated entity, under Delaware law to a limited liability company ("LLC") under Delaware law. As a result of the conversion, QCC will change its name to Qwest Communications Company, LLC ("Qwest LLC").

Due to the timing of the Petitioner's business plans, it is respectfully requested that the Authority take any action necessary to approve this Petition at its earliest convenience and, in any event, no later than the last Directors Conference in December, 2008.

In support of this Petition, the Petitioners provide the following information:

I. INTRODUCTION

1. QCC does not view Authority approval of the conversion as being required under the Code. Under T.C.A. § 65-4-112, Authority approval of a utility transaction is required for, among other things, the transfer of utility property. The conversion from an incorporated entity to an LLC could be viewed as creating a new legal entity which, in turn, would result in the transfer of utility property to the new legal entity, the LLC. But, because QCC is a Delaware

Corporation, the Authority should look to Delaware law for guidance on whether the LLC is a new legal entity. Of note, Delaware law specifies that a conversion from an incorporated entity to a limited liability company form does not create a new entity. With no new legal entity, there would be no transfer of utility property from QCC to Qwest LLC and thus, T.C.A. § 65-4-112 would not be implicated.

2. The Delaware Limited Liability Company Act ("DLLCA") establishes that the conversion from an incorporated entity to a limited liability company ("LLC") does not result in the creation of a new legal entity. This is evident with the acknowledgement under Section 18-214(g) of the DLLCA that "[w]hen an other entity has been converted to a limited liability company pursuant to this section, for all purposes of the laws of the State of Delaware, the limited liability company shall be deemed to be the same entity as the converting other entity and the conversion shall constitute a continuation of the existence of the converting other entity in the form of a domestic limited liability company." This is further evident with the premise under Delaware law that the existence of the LLC relates back to the date the corporation was first incorporated,¹ and that "all rights of creditors and all liens upon any property of such other entity shall be preserved unimpaired, and all debts, liabilities and duties of the other entity that has converted shall remain attached to the domestic limited liability company."² Thus, Section 18-

¹ Pursuant to Section 18-214(d) of the DLLCA, "... the existence of the limited liability company shall be deemed to have commenced on the date the other entity commenced its existence in the jurisdiction in which the other entity was first created, formed, incorporated or otherwise came into being."

² Pursuant to Section 18-214(f) of the DLLCA, "When any conversion shall have become effective under this section, for all purposes of the laws of the State of Delaware, all of the rights, privileges and powers of the other entity that has converted, and all property, real, personal and mixed, and all debts due to such other entity, as well as all other things and causes of action belonging to such other entity, shall remain vested in the domestic limited liability company to which such other entity has converted and shall be the property of such domestic limited liability company, and the title to any real property vested by deed or otherwise in such other entity shall not revert or be in any way impaired by reason of this chapter; but all rights of creditors and all liens upon any property of such

214(f) of the DLLCA can be fairly clearly interpreted that the conversion should not be deemed to be a "transfer" of the rights or obligations of the converting corporation. Rather, those rights and obligations should be deemed to "remain vested" in the LLC. Consequently, under Delaware law, the conversion of QCC to an LLC does not result in a new legal entity.

3. Nevertheless, to the extent that Authority approval of the conversion is deemed required, QCC submits that this Petition is in the public interest, convenience, and necessity and should be approved. The proposed conversion is in the public interest because it will allow QCC to reduce costs and financially strengthen the company without altering its operations in any respect.

4. Upon conversion of QCC to Qwest LLC, there will be no change to the management, corporate ownership, financial assets and liabilities, employees, property, plant, equipment and other contract rights and obligations of the company. Additionally, duties owed to the State of Tennessee, the Authority and customers will not change. Other than the change in form of business organization from a corporation to a limited liability company, Qwest LLC will be the same company as QCC.

5. The proposed conversion to a limited liability company will be seamless and transparent to customers. All customers will be notified of the conversion through a billing message, and Qwest LLC will provide the same telecommunications services, at the same rates, as QCC is currently providing to customers in Pennsylvania. The only difference customers may

other entity shall be preserved unimpaired, and all debts, liabilities and duties of the other entity that has converted shall remain attached to the domestic limited liability company to which such other entity has converted, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a domestic limited liability company. The rights, privileges, powers and interests in property of the other entity, as well as the debts, liabilities and duties of the other entity, shall not be deemed, as a consequence of the conversion, to have been transferred to the domestic limited liability company to which such other entity has converted for any purpose of the laws of the State of Delaware."

notice is potentially a slightly different company name on billing statements and other communications from Qwest LLC. Thus, QCC customers will effectively experience no change as a result of the conversion. Accordingly, this transaction will be transparent to the customers of QCC. Because of this, QCC respectfully requests the Authority waive the requirements of a customer notification letter under TRA Rule 1220-4-.08(2)(c), under the waiver authority of subsection (3) of the Rule.

II. DESCRIPTION OF THE APPLICANT

6. QCC is a Delaware corporation whose principal office and place of business is located at 1801 California Street, Denver, Colorado 80202. QCC is an affiliate of Qwest Corporation (“QC”), an Incumbent Local Exchange Carrier in 14 western states, and both QCC and QC are wholly-owned by the same ultimate corporate parent company, Qwest Communications International Inc. (“QCII”), a Delaware corporation whose stock is publicly traded on the New York Stock Exchange under the symbol “Q.”³

7. QCC provides competitive voice, video and data services principally to retail and wholesale enterprise, government and business customers throughout the United States. QCC is authorized to provide various forms of telecommunications services in all 50 states, in Puerto Rico and in the District of Columbia. QCC is duly certified to do business in the State of Tennessee by the Authority through the grant of a Certificate of Convenience and Necessity to

³ A copy of QCII’s most recent SEC Form 10-K can be found at <http://phx.corporate-ir.net/phoenix.zhtml?c=119535&p=IROL-secToc&TOC=aHR0cDovL2NjYm4uMTBrd2l6YXJkLmNvbS94bWwvY29udGVudHMueG1sP2lwYWdlPTQ2NT E3MzEmcmVwbz10ZW5r>.

provide all forms of facilities-based and resold local exchange and interexchange telecommunications services (TRA ID# 115310)⁴.

III. DESIGNATED CONTACTS

8. For the purposes of this Petition, contacts for the Petitioners are as follows:

Counsel for QCC: H. LaDon Baltimore
Farrar & Bates
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Nashville, Tennessee 37219
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Qwest Services Corporation
1801 California Street, 10th Floor
Denver, Colorado 80202
Tel: (303) 383-6641
Fax: (303) 383-8446
Barbara.Brohl@qwest.com

Copies of all correspondence, notices and orders pertaining to this Petition should also be sent to:

Counsel for QCC: Todd L. Lundy
Associate General Counsel
Qwest Services Corporation
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Denver, Colorado 80202
Tel: (303) 383-6599
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⁴ QCC was authorized to provide local telecommunications services in Docket #99-00922, by Order dated March 22, 2002. QCC was authorized to provide facilities-based interexchange services in Docket #05-00019, by Initial Order dated May 9, 2005.

IV. DESCRIPTION OF THE PROPOSED TRANSACTION

9. The conversion of QCC, a corporation, to Qwest LLC, a limited liability company, is planned to occur effective December 30, 2008. There will be no change to QCC's operations as a result of this transaction other than the conversion from a corporation to a limited liability company.

10. In accordance with the Delaware statutory provisions, the steps in the conversion of QCC to Qwest LLC will be (i) approval of the conversion by QCC's board of directors and shareholder⁵, and (ii) the filing of a Certificate of Conversion to Limited Liability Company and a Certificate of Formation of Limited Liability Company with the Delaware Secretary of State. Upon filing of these certificates with, and acceptance thereof by, the Delaware Secretary of State, Qwest LLC will be able to obtain issuance of a certificate of good standing from the Delaware Secretary of State, evidencing that Qwest LLC is a limited liability company, duly organized and in good standing under the laws of the State of Delaware; and a certificate of authority to transact business in the State of Tennessee from the Tennessee Secretary of State. Thereafter, Qwest LLC will file with the Authority copies of the Certificate of Conversion to Limited Liability Company, the Certificate of Formation of Limited Liability Company, the certificate of good standing issued by the Delaware Secretary of State and the certificate of authority to transact business in the State of Tennessee from the Tennessee Secretary of State. Qwest LLC will make these filings with the Authority within 14 days following the effective date of the conversion of QCC to a limited liability company.

⁵ QCC's sole shareholder is Qwest Services Corporation, the direct subsidiary of Qwest Communications International Inc., the ultimate corporate parent and Delaware corporation whose stock is publicly traded on the New York Stock Exchange under the symbol "Q".

11. Diagrams of the conversion, pre- and post-transaction, are attached to this Petition as Exhibit A.

V. PUBLIC INTEREST STATEMENT

The proposed conversion will enable QCC to reduce costs and financially strengthen the company without altering its operations in any respect. This will improve QCC's ability to effectively compete in an already highly competitive market for telecommunication services.

VI. CONCLUSION

For the reasons stated above, the conversion of QCC to a limited liability company is in the public interest, convenience, and necessity.

THEREFORE, Petitioner respectfully requests the Authority to approve the Petition no later than the last December, 2009 Directors Conference; to approve the name change as a result of the conversion, to waive the customer notification letter or in the alternative approve that the billing message may be used for customer notification in this circumstance, and to grant such other and further relief to which it may be entitled..

Respectfully submitted,



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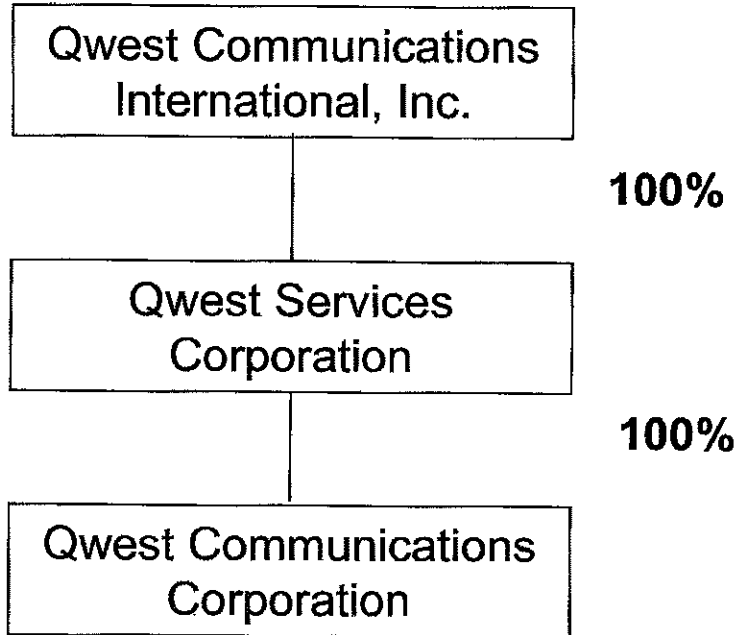
Counsel for Qwest Communications Corporation

EXHIBIT A

PRE-TRANSACTION and POST-TRANSACTION

DIAGRAMS OF THE CONVERSION

PRE-TRANSACTION



POST-TRANSACTION

