

J. Russell Farrar
William N. Bates
Kristin Ellis Berexa
Teresa Reall Ricks
Mary Byrd Ferrara*
Robyn Beale Williams
Jennifer Orr Locklin
Keith F. Blue
Heather C. Stewart
Derrick A. Free
Deanna L. Cooper
Beth L. Frazer
Jeffrey M. Cranford
Brandt M. McMillan
John C. Lyell

LAW OFFICES

Farrar
&
Bates, L.L.P.

Phone 615.254.3060
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211 Seventh Avenue North
Suite 500
Nashville, TN 37219
fblaw@farrar-bates.com

Of Counsel
H. LaDon Baltimore
Kim G. Adkins

January 8, 2009

*Also licensed in KY

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

filed electronically in docket office on 01/09/09

Re: Qwest Communications Corporation
Petition of Qwest Communications Corporation for Approval of a Name Change
Docket No. 08-00200

Dear Chairman Hargett:

On October 16, 2008, Qwest Communications Corporation ("QCC") provided notice to the Tennessee Regulatory Authority ("TRA") that it was in the process of converting from a corporation to a limited liability company ("LLC") (the "Conversion"), pursuant to Delaware law (the Delaware Limited Liability Company Act ("DLLCA")). The company advised it would be named Qwest Communications Company, LLC ("Qwest LLC").

Qwest LLC hereby notifies the TRA the Conversion was completed and effective on January 2, 2009. The documents evidencing the Conversion as required by the TRA are attached. Also attached is a Principal Name Change Rider evidencing the new name on the Surety Bond. As a result of this Conversion, there will be no change to Qwest LLC's operations, management, services or rates, or its compliance with its regulatory obligations in Tennessee. Qwest LLC will file modifications to its tariffs reflecting the name change.

Very truly yours,



H. LaDon Baltimore
Counsel for Petitioner

cc: Barbara J. Brohl
Qwest Services Corporation

RIDER

To be attached to and form a part of:

Type of Bond: **Telecommunications Service Provider's Surety Bond**

Bond No.: **905-010-178**

executed by: **Qwest Communications Corporation**, as Principal

and by: **Liberty Mutual Insurance Company**, as Surety,

in favor of: **State of Tennessee**, as Obligee,

and dated: **December 8, 2000**

In consideration of the premium charged for the attached bond, it is hereby agreed to change:

The Principal Name

From: **Qwest Communications Corporation**

To: **Qwest Communications Company, LLC**

The attached bond shall be subject to all its agreements, limitations and conditions except as herein expressly modified.

This rider is effective: **January 2, 2009**

Signed and Sealed: **December 31, 2008**

Principal: **Qwest Communications Company, LLC**

By: Alphon Brachanan Director - Risk Management
Name/Title

Surety: **Liberty Mutual Insurance Company**

By: Krista M. Lee
Krista M. Lee, Attorney-in-Fact

THIS POWER OF ATTORNEY IS NOT VALID UNLESS IT IS PRINTED ON RED BACKGROUND.

This Power of Attorney limits the acts of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

**LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS
POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts stock insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint

HEIDI BOCKUS, KATHIE L. WIEGERS, KRISTA M. LEE, JAY A. MILEY, KIMBERLY A. PHELPS, ALL OF THE CITY OF SEATTLE, STATE OF WASHINGTON

, each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding **SEVENTY FIVE MILLION AND 00/100******* DOLLARS (\$ **75,000,000.00*******) each; and the execution of such undertakings, bonds, recognizances and other surety obligations, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization:

ARTICLE XIII - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer of the Company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the Company by their signature and execution of any such instruments and to attach thereto the seal of the Company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact:

Pursuant to Article XIII, Section 5 of the By-Laws, Garnet W. Elliott, Assistant Secretary of Liberty Mutual Insurance Company, is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the Company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization set forth above are true copies thereof and are now in full force and effect.

IN WITNESS WHEREOF, this Power of Attorney has been subscribed by an authorized officer or official of the Company and the corporate seal of Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 24th day of November, 2008

LIBERTY MUTUAL INSURANCE COMPANY

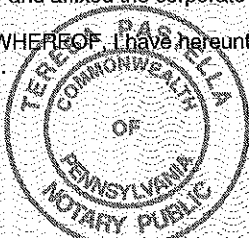
By Garnet W. Elliott
Garnet W. Elliott, Assistant Secretary



COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 24th day of November, 2008, before me, a Notary Public, personally came Garnet W. Elliott, to me known, and acknowledged that he is an Assistant Secretary of Liberty Mutual Insurance Company; that he knows the seal of said corporation; and that he executed the above Power of Attorney and affixed the corporate seal of Liberty Mutual Insurance Company thereto with the authority and at the direction of said corporation.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my notarial seal at Plymouth Meeting, Pennsylvania, on the day and year first above written.



COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Teresa Pastella, Notary Public
Plymouth Twp., Montgomery County
My Commission Expires Mar. 28, 2008
Member, Pennsylvania Association of Notaries

By Teresa Pastella
Teresa Pastella, Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer or official who executed the said power of attorney is an Assistant Secretary specially authorized by the chairman or the president to appoint attorneys-in-fact as provided in Article XIII, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate and the above power of attorney may be signed by facsimile or mechanically reproduced signatures under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company, wherever appearing upon a certified copy of any power of attorney issued by the company in connection with surety bonds, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 31st day of December, 2008



By David M. Carey
David M. Carey, Assistant Secretary

To confirm the validity of this Power of Attorney call 1-610-832-8240 between 9:00 am and 4:30 pm EST on any business day.

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

**All-Purpose
Certificate of Acknowledgment**

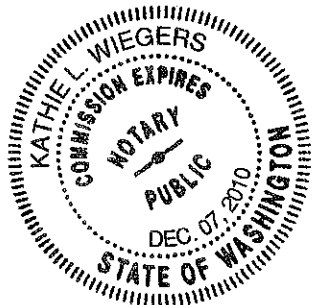
State of Washington
County of King }

On December 31, 2008 before me, Kathie L. Wieggers,
DATE NAME OF NOTARY PUBLIC

personally appeared Krista M. Lee
NAME(S) OF SIGNER(S)

☒ personally known to me - OR

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Kathie L. Wieggers
(SIGNATURE OF NOTARY PUBLIC)

Though the data below is not required by law, it may prove valuable to persons relying on the document and prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- ☐ Individual(s)
☐ Corporate Officer:
☐ Title(s)
☐ Partner(s)
☒ Attorney-in-Fact
☐ Trustee(s)
☐ Subscribing Witness
☐ Guardian/Conservator
☐ Other: _____

DESCRIPTION OF ATTACHED DOCUMENT(S)

Type of Document

Principal Name Change Rider

Number of Pages

One (1)

Date of Document

December 31, 2008

Signer(s) Other Than Named Above

Qwest Communications Company, LLC

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

Liberty Mutual Insurance Company

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/02/09
REQUEST NUMBER: 6414-2546
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/02/09 1159
EFFECTIVE DATE/TIME: 01/02/09 1159
CONTROL NUMBER: 0282906

TO:
CFS
8161 HWY 100, 172
NASHVILLE, TN 37221

RE:
QWEST COMMUNICATIONS CORPORATION
OTHER DOCUMENT

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

FOR: OTHER DOCUMENT

ON DATE: 01/02/09

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00004509262
ACCOUNT NUMBER: 00101230



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

Delaware

The First State

604
FILED

RECEIVED
STATE OF TENNESSEE

2009 JAN -2 AM 11:59
PAGE 1

RILEY DARNELL
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "QWEST COMMUNICATIONS CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "QWEST COMMUNICATIONS CORPORATION" TO "QWEST COMMUNICATIONS COMPANY, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

0642301 8100V

081246556

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057168

DATE: 12-31-08

0417.2546

RECEIVED
STATE OF TENNESSEE

2009 JAN -2 AM 11:59

RILEY DARNELL
SECRETARY OF STATE

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:43 AM 12/19/2008
FILED 10:01 AM 12/19/2008
SRV 081212610 - 0642301 FILE

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY

OF

QWEST COMMUNICATIONS CORPORATION
(a Delaware corporation)

TO

QWEST COMMUNICATIONS COMPANY, LLC
(a Delaware limited liability company)

3414-2547

This Certificate of Conversion to Limited Liability Company, dated as of December 19, 2008, has been duly executed and is being filed by Qwest Communications Corporation, a Delaware corporation (the "Corporation"), and by Joan E. Randazzo, as an authorized person, to convert the Corporation to Qwest Communications Company, LLC, a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.).

1. The jurisdiction where the Corporation was first incorporated is the State of Delaware. The jurisdiction where the Corporation was incorporated immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.
2. The date the Corporation was first incorporated is June 10, 1966.
3. The name of the Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is:
Qwest Communications Corporation
4. The name of the LLC as set forth in the Certificate of Formation is:
Qwest Communications Company, LLC
5. The conversion of the Corporation to the LLC has been approved and adopted in accordance with the provisions of Sections 228 and 266 of the General Corporation Law of the State of Delaware.
6. The effective date of the conversion of the Corporation to a Delaware limited liability company is January 2, 2009.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first above written.

RECEIVED
STATE OF TENNESSEE

2009 JAN -2 11:59

RILEY DARNELL
SECRETARY OF STATE
QUEST COMMUNICATIONS
CORPORATION


Jean E. Randazzo, Authorized Person

6414.2548

Delaware

The First State

RECEIVED
STATE OF TENNESSEE
PAGE 2
2009 JAN -2 AM 11:59

RILEY DARNELL
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "QWEST COMMUNICATIONS COMPANY, LLC" FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



0642301 8100V

081246556

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057168

DATE: 12-31-08

6414.2543

RECEIVED
STATE OF TENNESSEE

2009 JAN -2 PM 12:00

RILEY DARNELL
SECRETARY OF STATE

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:43 AM 12/19/2008
FILED 10:01 AM 12/19/2008
SRV 081212610 - 0642301 FILE

CERTIFICATE OF FORMATION

OF

QWEST COMMUNICATIONS COMPANY, LLC

This Certificate of Formation of Qwest Communications Company, LLC (the "Company"), dated as of December 19, 2008, is being duly executed and filed by Joan E. Randazzo, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et. seq.) upon the conversion of Qwest Communications Corporation, a Delaware corporation, to a Delaware limited liability company.

FIRST. The name of the limited liability company formed hereby is Qwest Communications Company, LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The Certificate of Formation shall become effective on January 2, 2009.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Joan E. Randazzo
Authorized Person

6414.2550

RECEIVED
STATE OF TENNESSEE
2009 JAN -2 PM 12:00

*Statement Attached to Secretary of State Filings
Qwest Communications Corporation
EIN 04-6141739*

RILEY DARNELL
SECRETARY OF STATE

Qwest Communications Corporation ("QCC") (EIN 04-6141739) will convert from a Delaware corporation to a Delaware limited liability company ("LLC") on January 2, 2009 under Delaware law (the conversion transaction). As an LLC, QCC will be required to change its name to Qwest Communications Company, LLC ("QCCLLC").

QCC was incorporated in Delaware on June 10, 1966. QCC is currently a wholly owned subsidiary of Qwest Services Corporation ("QSC") (EIN 84-1339283) and is included in the Qwest Communications International Inc. ("QCII") (EIN 84-1339282) consolidated federal income tax return.

QCCLLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the conversion transaction. (See attached IRS Form 8832). As a result, QCCLLC will never be treated as a disregarded entity, but will be treated as a continuation of QCC for income tax purposes. The conversion transaction, when combined with QCCLLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F). QCCLLC will retain QCC's federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), QCC's tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed.

Because your state conforms to federal entity classification rules, QCCLLC will continue existence as a corporation for state income tax purposes as well; QCCLLC will, effectively, replace QCC for tax purposes in your state by operation of law and, consequently, QCC will not be required to file a final income tax return for federal or state purposes.

Additionally, since QCCLLC will continue existence as a corporation and will continue to use QCC's taxpayer identification number for federal tax purposes, QCCLLC requests that it be allowed to continue to use the various tax accounts (e.g., sales/use tax, payroll withholding, corporate income tax, etc.) already established and used by QCC in your state.

If you have further questions about QCC and the conversion transaction discussed above, please contact Julie Dawson (303-308-5599).

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/02/09
REQUEST NUMBER: 6414-2543
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/02/09 1159
EFFECTIVE DATE/TIME: 01/02/09 1159
CONTROL NUMBER: 0593271

TO:
CFS
8161 HWY 100, 172
NASHVILLE, TN 37221

RE:
QWEST COMMUNICATIONS COMPANY, LLC
APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED LIMITED LIABILITY COMPANY
CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED
ABOVE.

A LIMITED LIABILITY COMPANY ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF
STATE ON OR BEFORE THE FIRST DAY OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
LIMITED LIABILITY COMPANY'S FISCAL YEAR. ONCE THE FISCAL YEAR HAS BEEN
ESTABLISHED, PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION. THIS OFFICE
WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE LIMITED
LIABILITY COMPANY AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING
ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO
MAINTAIN A REGISTERED AGENT AND OFFICE WILL SUBJECT THE LIMITED LIABILITY
COMPANY TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE
REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
LIMITED LIABILITY COMPANY

ON DATE: 01/02/09

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES
\$300.00 \$0.00
TOTAL PAYMENT RECEIVED: \$300.00

RECEIPT NUMBER: 00004509257
ACCOUNT NUMBER: 00101230



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(Limited Liability Company)

FILED

RECEIVED
For Office Use Only
STATE OF TENNESSEE

2009 JAN -2 AM 11:59

RILEY DARNELL
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of 548-249-904 of the Tennessee Revised Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Qwest Communications Company, LLC

If different, the name under which the certificate of authority is to be obtained is: _____

NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-249-106 of the Tennessee Revised Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-249-106(d).

2. The state or country under whose law it is formed is: Delaware

and its date of its formation is: 06/10/1966 (must be month, day and year)

3. The complete street address (including zip code) of its principal executive office is:

1801 California Street - Suite 5100, Denver, CO 80202
Street City/State Zip Code

4. The complete street address (including the county and the zip code) of its registered office in Tennessee:

800 S. Gay Street, Suite 2021, Knoxville, Tennessee, Knox County 37929
Street City/State County Zip Code

The name of its registered agent at that office is: C T Corporation System

5. If the provisions of TCA §48-249-309(l) (relating to foreign series LLCs) apply, then the information required by that section should be attached as part of this document.

6. The number of members at the date of filing if more than six (6): _____

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

NOTE: This application must be accompanied by a certificate of existence or a document of similar import (for example, a certificate of good standing) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.

December 26, 2008

Signature Date

Assistant Secretary member Qwest
Signer's Capacity Services Corporation

Qwest Communications Company, LLC

Name of Limited Liability Company

Juan E. Randazzo
Signature

Juan E. Randazzo

Name (typed or printed)

6414-2543

Delaware

The First State

RECEIVED
STATE OF TENNESSEE

2009 JAN 12 AM 11:59

RILEY DARNELL
SECRETARY OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QWEST COMMUNICATIONS COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

BA1A-2544

0642301 8300

090000125

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057241

DATE: 01-02-09

Statement Attached to Secretary of State Filings

Qwest Communications Corporation

EIN 04-6141739

RECEIVED
STATE OF TENNESSEE

2009 JAN -2 AM 11:59

RILEY DARNELL
SECRETARY OF STATE

Qwest Communications Corporation ("QCC") (EIN 04-6141739) will convert from a Delaware corporation to a Delaware limited liability company ("LLC") on January 2, 2009 under Delaware law (the conversion transaction). As an LLC, QCC will be required to change its name to Qwest Communications Company, LLC ("QCCLLC").

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QCCLLC will elect to be classified as an association taxable as a corporation pursuant to Treas. Reg. Sec. 301.7701-3, effective as of the date of the conversion transaction. (See attached IRS Form 8832). As a result, QCCLLC will never be treated as a disregarded entity, but will be treated as a continuation of QCC for income tax purposes. The conversion transaction, when combined with QCCLLC's election to be taxed as a corporation, will be a mere change in identity or form and will constitute a reorganization under Internal Revenue Code Sec. 368(a)(1)(F). QCCLLC will retain QCC's federal taxpayer identification number (see PLR 200528021, ruling 5). Under Treas. Reg. Sec. 1.381(a)(2), QCC's tax year will not close as a result of the conversion transaction and no final federal income tax return will be filed.

Because your state conforms to federal entity classification rules, QCCLLC will continue existence as a corporation for state income tax purposes as well; QCCLLC will, effectively, replace QCC for tax purposes in your state by operation of law and, consequently, QCC will not be required to file a final income tax return for federal or state purposes.

Additionally, since QCCLLC will continue existence as a corporation and will continue to use QCC's taxpayer identification number for federal tax purposes, QCCLLC requests that it be allowed to continue to use the various tax accounts (e.g., sales/use tax, payroll withholding, corporate income tax, etc.) already established and used by QCC in your state.

If you have further questions about QCC and the conversion transaction discussed above, please contact Julie Dawson (303-308-5599).

0414-2545

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "QWEST COMMUNICATIONS CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "QWEST COMMUNICATIONS CORPORATION" TO "QWEST COMMUNICATIONS COMPANY, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



0642301 8100V

081246556

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057168

DATE: 12-31-08

CERTIFICATE OF FORMATION

OF

QWEST COMMUNICATIONS COMPANY, LLC


This Certificate of Formation of Qwest Communications Company, LLC (the "Company"), dated as of ~~December 19~~ 19, 2008, is being duly executed and filed by Joan E. Randazzo, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del C. § 18-101, et. seq.) upon the conversion of Qwest Communications Corporation, a Delaware corporation, to a Delaware limited liability company.

FIRST. The name of the limited liability company formed hereby is Qwest Communications Company, LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The Certificate of Formation shall become effective on January 2, 2009.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Joan E. Randazzo
Authorized Person

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "QWEST COMMUNICATIONS COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



0642301 8300

090000125

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057241

DATE: 01-02-09

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION "QWEST COMMUNICATIONS CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY OF "QWEST COMMUNICATIONS COMPANY, LLC", WAS FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

0642301 8317

081246556

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7057169

DATE: 12-31-08

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "QWEST COMMUNICATIONS COMPANY, LLC" FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2008, AT 10:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE SECOND DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



0642301 8100V

081246556

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057168

DATE: 12-31-08

CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
QWEST COMMUNICATIONS CORPORATION
(a Delaware corporation)
TO
QWEST COMMUNICATIONS COMPANY, LLC
(a Delaware limited liability company)

This Certificate of Conversion to Limited Liability Company, dated as of December 19, 2008, has been duly executed and is being filed by Qwest Communications Corporation, a Delaware corporation (the "Corporation"), and by Joan E. Randazzo, as an authorized person, to convert the Corporation to Qwest Communications Company, LLC, a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.).

1. The jurisdiction where the Corporation was first incorporated is the State of Delaware. The jurisdiction where the Corporation was incorporated immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is the State of Delaware.
2. The date the Corporation was first incorporated is June 10, 1966.
3. The name of the Corporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is:
Qwest Communications Corporation
4. The name of the LLC as set forth in the Certificate of Formation is:
Qwest Communications Company, LLC
5. The conversion of the Corporation to the LLC has been approved and adopted in accordance with the provisions of Sections 228 and 266 of the General Corporation Law of the State of Delaware.
6. The effective date of the conversion of the Corporation to a Delaware limited liability company is January 2, 2009.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first above written.

QWEST COMMUNICATIONS
CORPORATION


Jean E. Randazzo, Authorized Person