

The Public Utilities Commission of Ohio
TELECOMMUNICATIONS FILING FORM

(Effective: 01/20/2011)

This form is intended to be used with most types of required filings. It provides check boxes with rule references for the most common types of filings. It does not replace or supersede Commission rules in any way.

In the Matter of the Application of Qwest Communications)
Company, LLC to Merge with Certain Affiliates and Change)
Name to CenturyLink Communications, LLC)
)

TRF Docket No. 90-_____

Case No. 14 - 0237-TP - AMT

NOTE: Unless you have reserved a Case #, leave the "Case No" fields BLANK.

Name of Registrant(s) Qwest Communications Company, LLC, Embarq Communications, Inc., CenturyTel Solutions, LLC, CenturyTel Fiber Company II, LLC, CenturyTel Long Distance, LLC

DBA(s) of Registrant(s) CenturyLink QCC, CenturyLink Communications, CenturyLink Solutions, CenturyLink Wholesale, and CenturyLink Long Distance, respectively

Address of Registrant(s) 100 CenturyLink Drive, Monroe, LA 71201

Company Web Address www.centurylink.com

Regulatory Contact Person(s) Josh Motzer

Phone 614-221-5354 Fax 614-224-3902

Regulatory Contact Person's Email Address Josh.Motzer@centurylink.com

Contact Person for Annual Report Christine Motz

Phone 402-422-7219

Address (if different from above) _____

Consumer Contact Information CenturyLink Customer Service

Phone 800-788-3500

Address (if different from above) _____

Motion for protective order included with filing? ☐ Yes ☒ No

Motion for waiver(s) filed affecting this case? ☐ Yes ☒ No [Note: Waivers may toll any automatic timeframe.]

Notes:

Section I and II are Pursuant to Chapter 4901:1-6 OAC.

Section III – Carrier to Carrier is Pursuant to 4901:1-7 OAC, and Wireless is Pursuant to 4901:1-6-24 OAC.

Section IV – Attestation.

(1) Indicate the Carrier Type and the reason for submitting this form by checking the boxes below.

(2) For requirements for various applications, see the identified section of Ohio Administrative Code Section 4901 and/or the supplemental application form noted.

(3) Information regarding the number of copies required by the Commission may be obtained from the Commission's web site at www.puco.ohio.gov under the docketing information system section, by calling the docketing division at 614-466-4095, or by visiting the docketing division at the offices of the Commission.

(4) An Incumbent Local Exchange Carrier (ILEC) offering basic local exchange service (BLES) outside its traditional service area should choose CLEC designation when proposing to offer BLES outside its traditional service area or when proposing to make changes to that service.

All Filings that result in a change to one or more tariff pages require, at a minimum, the following exhibits.

Exhibit	Description:
A	The tariff pages subject to the proposed change(s) as they exist before the change(s)
B	The Tariff pages subject to the proposed change(s), reflecting the change, with the change(s) marked in the right margin.
C	A short description of the nature of the change(s), the intent of the change(s), and the customers affected.
D	A copy of the notice provided to customers, along with an affidavit that the notice was provided according to the applicable rule(s).

Section I – Part I - Common Filings

Carrier Type <input type="checkbox"/> Other (explain below)	<input type="checkbox"/> For Profit ILEC	<input type="checkbox"/> Not For Profit ILEC	<input type="checkbox"/> CLEC
Change terms & conditions of existing BLES	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce non-recurring charge, surcharge, or fee to BLES			<input type="checkbox"/> ATA <u>1-6-14(H)</u> (Auto 30 days)
Introduce or Increase Late Payment	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)	<input type="checkbox"/> ATA <u>1-6-14(I)</u> (Auto 30 days)
Revisions to BLES Cap.	<input type="checkbox"/> ZTA <u>1-6-14(F)</u> (0 day Notice)		
Introduce BLES or expand local service area (calling area)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-14(H)</u> (0 day Notice)
Notice of no obligation to construct facilities and provide BLES	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	<input type="checkbox"/> ZTA <u>1-6-27(C)</u> (0 day Notice)	
Change BLES Rates	<input type="checkbox"/> TRF <u>1-6-14(F)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(F)(4)</u> (0 day Notice)	<input type="checkbox"/> TRF <u>1-6-14(G)</u> (0 day Notice)
To obtain BLES pricing flexibility	<input type="checkbox"/> BLS <u>1-6-14</u> <u>(C)(1)(c)</u> (Auto 30 days)		
Change in boundary	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	<input type="checkbox"/> ACB <u>1-6-32</u> (Auto 14 days)	
Expand service operation area			<input type="checkbox"/> TRF <u>1-6-08(G)</u> (0 day)
BLES withdrawal			<input type="checkbox"/> ZTA <u>1-6-25(B)</u> (0 day Notice)
Other* (explain) _____			

Section I – Part II – Customer Notification Offerings Pursuant to Chapter 4901:1-6-7 OAC

Type of Notice	Direct Mail	Bill Insert	Bill Notation	Electronic Mail
<input type="checkbox"/> 15-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/> 30-day Notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Date Notice Sent: _____				

Section I – Part III –IOS Offerings Pursuant to Chapter 4901:1-6-22 OAC

IOS	Introduce New	Tariff Change	Price Change	Withdraw
<input type="checkbox"/> IOS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Section II – Part I – Carrier Certification - Pursuant to Chapter 4901:1-6-08, 09 & 10 OAC

Certification	ILEC (Out of Territory)	CLEC	Telecommunications Service Provider Not Offering Local	CESTC	CETC
* See Supplemental form	<input type="checkbox"/> ACE <u>1-6-08</u> * (Auto 30- day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-08</u> *(Auto 30 day)	<input type="checkbox"/> ACE <u>1-6-10</u> (Auto 30 day)	<input type="checkbox"/> UNC <u>1-6-09</u> *(Non-Auto)

*Supplemental Certification forms can be found on the Commission Web Page.

Section II – Part II – Certificate Status & Procedural

Certificate Status	ILEC	CLEC	Telecommunications Service Provider Not Offering Local
Abandon all Services		<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)	<input type="checkbox"/> ABN <u>1-6-26</u> (Auto 30 days)
Change of Official Name *	<input type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input checked="" type="checkbox"/> ACN <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Change in Ownership *	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> ACO <u>1-6-29(E)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Merger *	<input type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> AMT <u>1-6-29(E)</u> (Auto 30 days)	<input checked="" type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transfer a Certificate *	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATC <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)
Transaction for transfer or lease of property, plant or business *	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> ATR <u>1-6-29(B)</u> (Auto 30 days)	<input type="checkbox"/> CIO <u>1-6-29(C)</u> (0 day Notice)

* Other exhibits may be required under the applicable rule(s). ACN, ACO, AMT, ATC, ATR and CIO applications see the 4901:1-6-29 Filing Requirements on the Commission's Web Page for a complete list of exhibits.

Section III – Carrier to Carrier (Pursuant to 4901:1-7), and Wireless (Pursuant to 4901:1-6-24)

Carrier to Carrier	ILEC	CLEC
Interconnection agreement, or amendment to an approved agreement	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)	<input type="checkbox"/> NAG <u>1-7-07</u> (Auto 90 day)
Request for Arbitration	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)	<input type="checkbox"/> ARB <u>1-7-09</u> (Non-Auto)
Introduce or change c-t-c service tariffs,	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)	<input type="checkbox"/> ATA <u>1-7-14</u> (Auto 30 day)
Request rural carrier exemption, rural carrier suspension or modification	<input type="checkbox"/> UNC <u>1-7-04 or 05</u> (Non-Auto)	
Changes in rates, terms & conditions to Pole Attachment, Conduit Occupancy and Rights-of-Way.	<input type="checkbox"/> UNC <u>1-7-23(B)</u> (Non-Auto)	
Wireless Providers See <u>4901:1-6-24</u>	<input type="checkbox"/> RCC [Registration & Change in Operations]	<input type="checkbox"/> NAG [Interconnection Agreement or

Section IV. – Attestation

Registrant hereby attests to its compliance with pertinent entries and orders issued by the Commission.

AFFIDAVIT
Compliance with Commission Rules

I am an officer/agent of the applicant corporation, Qwest Communications Company, LLC, and am authorized to make this statement on its behalf.

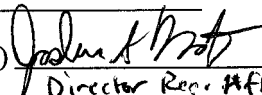
Josh Motzer
(Name)

Please Check ALL that apply:

☐ I attest that these tariffs comply with all applicable rules for the state of Ohio. I understand that tariff notification filings do not imply Commission approval and that the Commission's rules as modified and clarified from time to time, supersede any contradictory provisions in our tariff. We will fully comply with the rules of the state of Ohio and understand that noncompliance can result in various penalties, including the suspension of our certificate to operate within the state of Ohio.

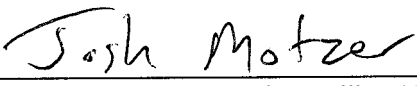
☒ I attest that customer notices accompanying this filing form were sent to affected customers, as specified in Section II, in accordance with Rule 4901:1-6-7, Ohio Administrative Code.

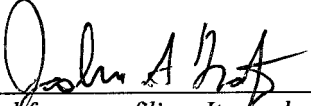
I declare under penalty of perjury that the foregoing is true and correct.

Executed on (Date) 2/3/2014 at (Location) Columbus, OH
*(Signature and Title)  (Date) 2/3/2014
Director Reg. Affairs

- This affidavit is required for every tariff-affecting filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

VERIFICATION

I,  verify that I have utilized the Telecommunications Filing Form for most proceedings provided by the Commission and that all of the information submitted here, and all additional information submitted in connection with this case, is true and correct to the best of my knowledge.

*(Signature and Title)  Director Regulatory Affairs (Date) 2/3/2014
*Verification is required for every filing. It may be signed by counsel or an officer of the applicant, or an authorized agent of the applicant.

Send your completed Application Form, including all required attachments as well as the required number of copies, to:

Public Utilities Commission of Ohio
Attention: Docketing Division
180 East Broad Street, Columbus, OH 43215-3793
Or

Make such filing electronically as directed in Case No 06-900-AU-WVR

EXHIBIT LIST

EXHIBIT A Certification from Ohio Secretary of State and Certificates of Good Standing

EXHIBIT B List of Officers and Directors

EXHIBIT C Description and Rationale for Proposed Transaction

Exhibit C-1 Pre-Consolidation Ohio Corporate Structure

Exhibit C-2 Post-Consolidation Ohio Corporate Structure

EXHIBIT D Tariffs

EXHIBIT E Notice Procedure and Real Time Notice

EXHIBIT F Customer Notice Affidavit

EXHIBIT G List of Affected Ohio Exchanges

EXHIBIT H New Title Sheet with Proposed New Company Name

EXHIBIT A

**CERTIFICATION FROM OHIO SECRETARY OF STATE AND
CERTIFICATES OF GOOD STANDING**

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show QWEST COMMUNICATIONS COMPANY, LLC, a Delaware For Profit Limited Liability Company, Registration Number 871366, filed on May 4, 1994, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 15th day of January, A.D. 2014.

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201401501668

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CENTURYTEL FIBER COMPANY II, LLC, a Louisiana Limited Liability Company, Registration Number 1530441, filed on April 4, 2005, is currently in FULL FORCE AND EFFECT upon the records of this office.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 5th day of February, A.D. 2014.

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201403600185

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CENTURYTEL LONG DISTANCE, LLC, a Louisiana Limited Liability Company, Registration Number 1375870, filed on March 18, 2003, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 5th day of February, A.D. 2014.*

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201403600187

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show EMBARQ COMMUNICATIONS, INC., a Delaware corporation, having qualified to do business within the State of Ohio on March 8, 2005 under License No. 1524080 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 5th day of February, A.D. 2014.*

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201403600194

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show CENTURYTEL SOLUTIONS, LLC, a Louisiana Limited Liability Company, Registration Number 1124430, filed on December 21, 1999, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 5th day of February, A.D. 2014.*

A handwritten signature in cursive script that reads "Jon Husted".

Ohio Secretary of State

Validation Number: 201403600195

EXHIBIT B **LIST OF OFFICERS AND DIRECTORS**

Officers and Directors :
Qwest Communications Company, LLC

Position	Name	Address	City	State	Zip	Phone
Director	R. Stewart Ewing, Jr.	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9512
Director	Stacey W. Goff	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9539
Chief Executive Officer and President	Glen F. Post, III	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9542
Executive Vice President and Chief Operating Officer	Karen A. Puckett	100 CenturyLink Drive	Monroe	LA	71203	(318) 340-5015
Executive Vice President and Chief Financial Officer	R. Stewart Ewing, Jr.	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9512
Executive Vice President, General Counsel and Secretary	Stacey W. Goff	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9539
Executive Vice President – IT Services	Girish Varma	930 15 th Street	Denver	CO	80202	(720) 578-7043
Executive Vice President – Public Policy and Government Relations	R. Steven Davis	1801 California St.	Denver	CO	80202	(303) 992-5806
President – Wholesale Operations	William E. Cheek	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9582
Executive Vice President – Controller and Operations Support	David. D. Cole	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9003
Executive Vice President – Network Services	Maxine Moreau	100 CenturyLink Drive	Monroe	LA	71203	(318) 330-6335
Executive Vice President – Corporate Strategy, Product Develop and Chief Technology Officer	Olani Matthew Meal	100 CenturyLink Drive	Monroe	LA	71203	(318) 360-6288
Senior Vice President and Treasurer	G. Clay Bailey	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9069
Vice President	Jonathan J. Robinson	100 CenturyLink Drive	Monroe	LA	71203	(318) 330-6261
Assistant Secretary	Carrick B. Inabnett	100 CenturyLink Drive	Monroe	LA	71203	(318) 340-5107
Assistant Secretary	Kay Buchart	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9520
Assistant Secretary	Joan E. Randazzo	1801 California St.	Denver	CO	80202	(303) 992-5754

Officers and Directors:
Embarq Communications, Inc.
CenturyTel Solutions
CenturyTel Fiber Company
CenturyTel Long Distance

Position	Name	Address	City	State	Zip	Phone
Director	R. Stewart Ewing, Jr.	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9512
Director	Stacey W. Goff	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9539
Chief Executive Officer and President	Glen F. Post, III	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9542
Executive Vice President and Chief Operating Officer	Karen A. Puckett	100 CenturyLink Drive	Monroe	LA	71203	(318) 340-5015
Executive Vice President and Chief Financial Officer	R. Stewart Ewing, Jr.	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9512
Executive Vice President and General Counsel	Stacey W. Goff	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9539
Executive Vice President – IT Services	Girish Varma	930 15 th Street	Denver	CO	80202	(720) 578-7043
Executive Vice President – Public Policy and Government Relations	R. Steven Davis	1801 California St.	Denver	CO	80202	(303) 992-5806
President – Wholesale Operations	William E. Cheek	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9582
Executive Vice President – Controller and Operations Support	David. D. Cole	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9003
Executive Vice President – Network Services	Maxine Moreau	100 CenturyLink Drive	Monroe	LA	71203	(318) 330-6335
Executive Vice President – Corporate Strategy, Product Develop and Chief Technology Officer	Olani Matthew Meal	100 CenturyLink Drive	Monroe	LA	71203	(318) 360-6288
Vice President and Treasurer	Glynn E. Williams, Jr.	100 CenturyLink Drive	Monroe	LA	71203	(318) 340-5401
Vice President	Jonathan J. Robinson	100 CenturyLink Drive	Monroe	LA	71203	(318) 330-6261
Secretary	Kay Buchart	100 CenturyLink Drive	Monroe	LA	71203	(318) 388-9520
Assistant Secretary	Carrick B. Inabnett	100 CenturyLink Drive	Monroe	LA	71203	(318) 340-5107

EXHIBIT C
DESCRIPTION OF AND RATIONALE FOR THE PROPOSED TRANSACTION

Pursuant to O.A.C. 4901:1-6-29, Qwest Communications Company, LLC (hereinafter “QCC”) and the subsidiaries and affiliates that hold certificates previously issued by the Public Utility Commission of Ohio (“Commission”) hereby request any and all approvals to effectuate an internal corporate restructuring of Applicants’ Competitive Local Exchange Carrier (“CLEC”) and Interexchange Carrier (“IXC”) subsidiaries and affiliates. Applicants also request that the Commission deem inapplicable or waive any subscriber authorization provisions regarding customer consent and/or notification in connection with this *pro forma* internal corporate restructuring.

The proposed transactions will reduce the number of multiple internal corporate IXC and CLEC entities and will simplify operations. Specifically, through a series of proposed internal corporate transactions, QCC, currently an indirect subsidiary of CenturyLink, Inc., becomes a *direct* wholly-owned subsidiary of CenturyLink, Inc. QCC will be the only CenturyLink, Inc. affiliate with both CLEC and IXC certificates of public convenience in all 50 states, the District of Columbia, and Puerto Rico. After QCC becomes a direct subsidiary of CenturyLink, Inc. and customer transfers to QCC occur, the various CLEC and IXC affiliates of CenturyLink, Inc. merge into QCC, liquidating and distributing assets and liabilities to QCC.

Specific to Ohio, therefore, under the proposed transaction QCC becomes a direct subsidiary of CenturyLink, Inc. After customer transfers to QCC occur, Embarq Communications, Inc. d/b/a CenturyLink Communications (IXC), CenturyTel Solutions, LLC d/b/a CenturyLink Solutions (IXC/CLEC), CenturyTel Fiber Company II, LLC d/b/a CenturyLink Wholesale (IXC), and CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance (IXC), the four Ohio-certificated IXC or CLEC affiliates, become direct subsidiaries of QCC. The certificates of these four entities are then relinquished as these entities are liquidated and all assets and liabilities are distributed to QCC.¹ QCC then will change its corporate name to “CenturyLink Communications, LLC.”

None of the steps described above will result in rate increases for customers, nor will the terms and conditions of services change due to the proposed transaction. The rates, terms and conditions of services provided by the Applicants will not change as a result of the proposed transaction.

Attached as Exhibit C-1 is a diagram of Applicants’ corporate structure for entities relating to Ohio before the internal reorganization. Attached as Exhibit C-2 is a diagram of Applicants’ corporate structure relating to Ohio after the internal reorganization. The internal corporate transactions are expected to occur on or about April 1, 2014. Accordingly, Applicants request that the Commission provide any and all approvals in advance of April 1, 2014.

Other CLEC and IXC subsidiaries and affiliates of CenturyLink, Inc. that do not hold certificates in Ohio will also be affected by the proposed internal corporate transactions.

¹ As part of the internal reorganization, Embarq Communications of Virginia, Inc., a wholly-owned direct subsidiary of Embarq Communications, Inc. liquidates and distributes its assets and liabilities to Embarq Communications, Inc.

Specifically, Madison River Communications Corp. (“MRCC”) is a direct wholly-owned subsidiary of CenturyLink, Inc. MRCC, through its various subsidiaries, is currently certificated as an IXC and/or CLEC in various states, but not Ohio. Customers of MRCC will be seamlessly transferred to QCC given the common “CenturyLink” brand. Thereafter, in a series of internal corporate transactions, several of the MRCC subsidiaries will be merged in to QCC. The MRCC subsidiaries to be merged into QCC include Madison River Communications LLC, Savannah River Communications LLC, Coastal Communications Inc., Gulf Long Distance LLC and Coastal Long Distance Services LLC.² Finally, Qwest LD Corporation d/b/a CenturyLink LD and CenturyTel Acquisitions LLC, which are not certificated in Ohio, merge into QCC, liquidating and distributing all assets and liabilities to QCC.

The proposed internal corporate transactions will be transparent to Applicants’ customers. The Applicants’ provisioning of service to customers is done under the “CenturyLink” brand. Moreover, as noted above, there will be no change in the rates and other terms and conditions of the services available to the Applicants’ respective customers as a result of the internal corporate transactions. CLEC and IXC services following the transaction will continue to be provided pursuant to the same contracts or tariff provisions currently in place. Subsequent modifications to service offerings or rates, if any, will be made in accordance with all applicable rules and laws.³

There will be no change in the Commission’s oversight of the consolidated entities’ operations. Moreover, the proposed internal corporate restructuring that is the subject of this Application will not involve the customers or operations of United Telephone Company of Ohio d/b/a CenturyLink or CenturyTel of Ohio, Inc. d/b/a CenturyLink, Applicants’ affiliated incumbent local exchange carriers in Ohio.

A rational internal reorganization of these affiliated CLEC and IXC entities is in the public interest. This *pro forma* internal corporate restructuring will decrease the actual number of certificated entities subject to the Commission’s oversight and consolidate these certificated entities into one company subject to the Commission’s oversight. As a result, QCC along with its indirect CLEC and IXC subsidiaries will be able to increase efficiencies, to reduce administrative burdens associated with their current structure and operations, and to compete more effectively. A more efficient corporate structure will allow QCC and its subsidiaries and affiliates to devote additional resources to meeting the demands of consumers, thus benefitting consumers in Ohio and promoting competition. Accordingly, the proposed transactions satisfy the applicable standard of review in Ohio.

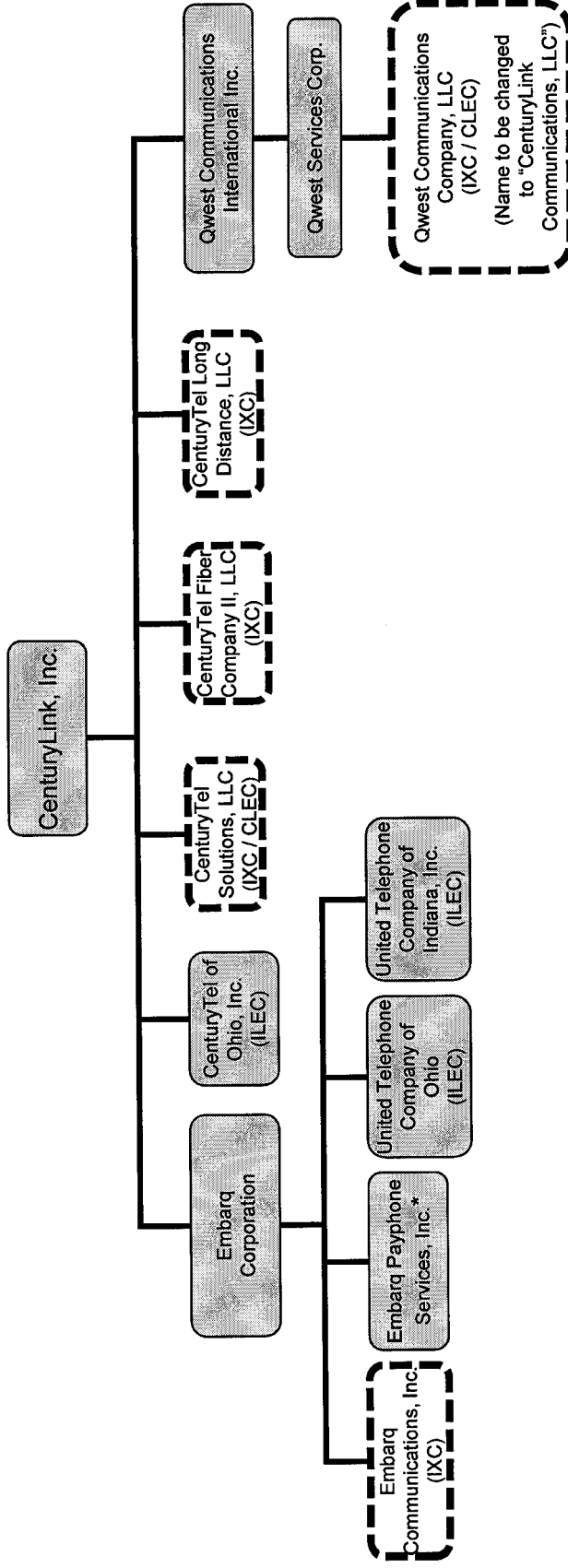
² In addition, Gulf Comm. will be restructured as a partnership between Gulf Telephone Company and QCC.


³ In view of the current rapidly changing communications market, any provider, including QCC, must constantly review its pricing strategy and product mix to respond appropriately as marketplace, technology, and business demands dictate. Future end user rate changes will continue to be governed by the same rules and procedures as today, again, as modified from time to time by any future Commission or legislative actions.

OHIO

Organizational Structure Diagrams

Entities Prior to Corporate IXC / CLEC Restructuring



 Note entities subject to the proposed corporate restructuring.

The ILEC subsidiaries of CenturyLink, Inc. are not impacted by this proposed transaction. The ILECs are merely identified on the organizational diagram for illustrative purposes only.

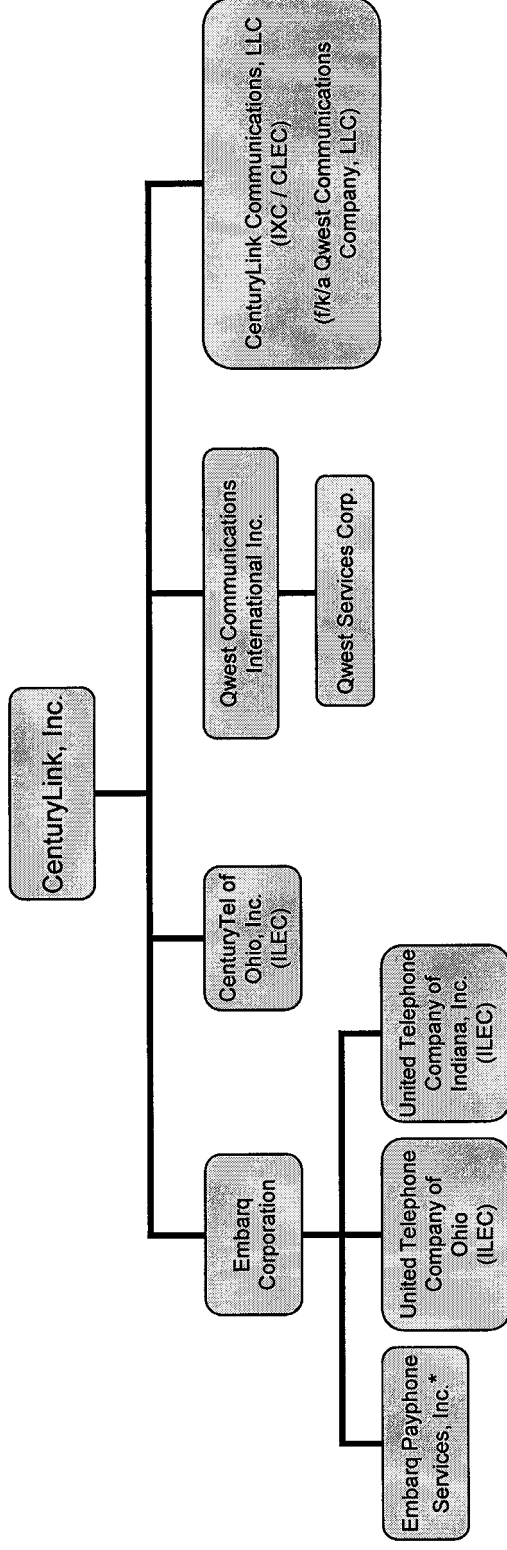
Other CenturyLink, Inc. subsidiaries operating outside this state, which are impacted by the proposed transaction, are not reflected on this organizational diagram.

*In process of name change to CenturyLink Public Communications, Inc.

OHIO

Organizational Structure Diagrams

Entities After Corporate IXC / CLEC Restructuring



The ILEC subsidiaries of CenturyLink, Inc. are not impacted by this proposed transaction. The ILECs are merely identified on the organizational diagram for illustrative purposes only.

Other CenturyLink, Inc. subsidiaries operating outside this state, which are impacted by the proposed transaction, are not reflected on this organizational diagram.

*In process of name change to CenturyLink Public Communications, Inc.

EXHIBIT D
TARIFFS

The Reorganization results in the need for thousands of pages of tariff filings nationwide. Therefore, the Applicants respectfully request that CenturyLink Communications, LLC be allowed six (6) months from the closing to file any applicable tariffs that conform to and embody the rates of the merged entities Embarq Communications, Inc. (IXC), CenturyTel Solutions, LLC (IXC/CLEC), CenturyTel Fiber Company II, LLC (IXC) and CenturyTel Long Distance, LLC (IXC), in order to fulfill the intention that customer's rates, terms and conditions of service are not changed. In the interim between the closing of the Reorganization and the filing of the new tariff pages, the Applicants respectfully request that the Commission order provide that CenturyLink Communications, LLC shall honor the tariffs of Embarq Communications, Inc. (IXC), CenturyTel Solutions, LLC (IXC/CLEC), CenturyTel Fiber Company II, LLC (IXC) and CenturyTel Long Distance, LLC as if they were issued by CenturyLink Communications, LLC, until CenturyLink Communications, LLC files its conforming tariffs.

EXHIBIT E
NOTICE PROCEDURE AND REAL TIME NOTICE

The customers of the merged entities will receive the following notice in bill messages beginning in January, 2014.

Beginning with your March or April invoice, you'll notice that the name of the CenturyLink company providing your long distance or CLEC services changes to CenturyLink Communications, LLC. This is the result of an internal reorganization only, and no action is required of you. There will be no change to your current services, rates, terms and conditions. If you have any questions, please contact Customer Service at the telephone number printed on your bill. You may also contact your account representative or visit www.centurylink.com/namechange. Thank you for choosing CenturyLink for your communication needs—we value you as our customer.

EXHIBIT F
CUSTOMER NOTICE AFFIDAVIT

CUSTOMER NOTICE AFFIDAVIT

AFFIDAVIT

I, Josh Motzer, am an authorized agent of the applicant corporation,
(Name)
Qwest Communications Company, LLC, and am authorized to make this statement on its behalf. I attest
(Company Name)
that the customer notice(s) accompanying this affidavit were sent to affected customers through
bill message on January 20th, 2014, in accordance with
(Type of Notice) (Date/Time Frame)
Rule 4901:1-6-07, Ohio Administrative Code. I declare under penalty of perjury that the
foregoing is true and correct.

Signature Josh Motzer
(Date) 2/3/2014

EXHIBIT G

EXCHANGE LISTING

Qwest Communications Company, LLC has a statewide certificate. Therefore all exchanges within Ohio are affected by this internal corporate restructuring.

EXHIBIT H

NEW TITLE SHEETS WITH PROPOSED NEW COMPANY NAME

TERMS, CONDITIONS, RATES AND CHARGES

Applying to the provision of

LOCAL EXCHANGE SERVICES

within the operating territory of

CenturyLink Communications, LLC

f/k/a CenturyTel Solutions, LLC d/b/a CenturyLink Solutions and
f/k/a Qwest Communications Company, LLC d/b/a CenturyLink QCC

whether offered under that name, or the trade or brand name CenturyLink

in the State of

OHIO

ISSUED:

ISSUED BY: Chantel Mosby
Director - Tariffs
CenturyLink
100 CenturyTel Drive
Monroe, LA 71203

EFFECTIVE:

CENTURYLINK COMMUNICATIONS, LLC (T)

f/k/a CENTURYTEL SOLUTIONS, LLC (T)

ACCESS TARIFF

Regulations and schedule of intrastate charges
governing the provision of switched access services
for connection to communicate facilities within
State of Ohio

ISSUED: February 28, 2014

EFFECTIVE: April 1, 2014

Issued under authority of the Public Utilities Commission of Ohio,
in Case No. 90-9330-TP-TRF

Gary L. Kepley
CENTURYLINK COMMUNICATIONS, LLC
5454 West 110th Street
Overland Park, Kansas 66211

CenturyLink Communications, LLC
f/k/a Qwest Communications Company, LLC
Competitive Access Service

Ohio Catalog No.2
TITLE SHEET
1st Revised Title Sheet
Cancels Original Title Sheet

(T)
(T)

Effective Date: }

COMPETITIVE ACCESS SERVICE

(T)

within the operating territory of

CenturyLink Communications, LLC f/k/a
Qwest Communications Company, LLC d/b/a CenturyLink QCC

(T)

whether offered under that name, or the trade or brand name CenturyLink

in the State of

OHIO

This Catalog contains regulations and rates for Competitive Access
Service furnished within the state of Ohio

(D)

(D)

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

2/7/2014 1:50:15 PM

in

Case No(s). 14-0237-TP-AMT

Summary: Application Application for internal corporate restructuring. electronically filed by Mr. Joshua S Motzer on behalf of Qwest Communications Company, LLC dba CenturyLink QCC