

Qwest Corporation
1600 7th Avenue, Room 1506
Seattle, Washington 98191
(206) 345-1568
Facsimile (206) 343-4040

Mark S. Reynolds
Asst. Vice President
Public Policy & Regulatory Affairs

May 7, 2009

Mr. David Danner, Executive Director and Secretary
Washington Utilities and Transportation Commission
P.O. Box 47250
Olympia, Washington 98504-7250

Attn: Betty Erdahl

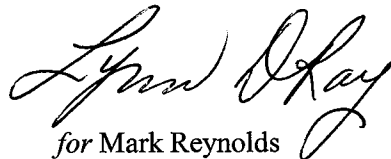
RE: WAC 480-120-375 Affiliated Interest Agreement

Dear Mr. Danner:

In accordance with WAC 480-120-375, Qwest Corporation is filing notification of the enclosed affiliated interest agreement between Qwest Corporation (QC) and Qwest Wireless, LLC. The agreement is a Bill of Sale and Assignment of Assets. Also enclosed is a verified statement.

Please call Joyce McDonald on 206-345-1514 if you have any questions or require any additional information.

Very truly yours,


for Mark Reynolds

Enclosures

2009 MAY -8 PM 2:31

VERIFIED STATEMENT OF AFFILIATED INTEREST TRANSACTION

Qwest Corporation

WAC 480-120-375 states:

Every public service company must file a verified copy, or a verified summary, if unwritten, of contracts or arrangements with affiliated interests before the effective date of the contract or arrangement. Verified copies of modifications or amendments to the contract or arrangements must be filed before the effective date of the modification or amendment. If the contract or arrangement is unwritten, then a public service company must file a verified summary of any amendment or modification. The Commission may institute an investigation and disapprove the contract or arrangement if the commission finds the public service company has failed to prove that it is reasonable and consistent with the public interest.

Lynn Ray, Lead Finance/Business Analyst of Qwest Corporation certifies that the attached Bill of Sale and Assignment of Assets describes the affiliate arrangement between Qwest Corporation and Qwest Wireless, LLC.



Lynn Ray

Dated at Seattle this 7th day of May, 2009.

Bill of Sale and Assignment of Assets

THIS BILL OF SALE AND ASSIGNMENT OF ASSETS is made as of May 4, 2009 by Qwest Wireless, L.L.C., a Delaware corporation.

Effective as of May 4, 2009, Qwest Wireless, L.L.C., for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, transfers and conveys to Qwest Corporation, a Colorado corporation, and its successors and assigns the property listed on Schedule A hereto.

TO HAVE AND TO HOLD said described property to Qwest Corporation, its successors and assigns, for their exclusive use and benefit forever.

This Bill of Sale shall be effective as to the transfer of all property listed on Schedule A hereto as of May 4, 2009.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed, and the appropriate corporate seal affixed, as of the date first written above.

QWEST WIRELESS, L.L.C.

Attest:

By: 



Patrick J. Halbach
Name

VP- Assistant Controller
Title

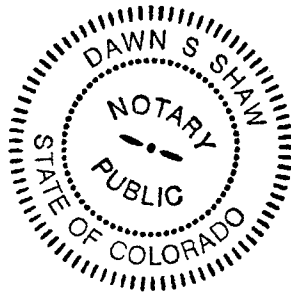
ACKNOWLEDGMENT

State of Colorado
County of Denver

Before me on this day appeared Patrick Halbach, of Qwest Wireless, L.L.C., known to me to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he/she executed the instrument for the purposes and consideration expressed in the instrument.

Given under my hand and seal of office on May 4, 2009.

Notaries Seal:



Dawn S Shaw
Notary's Signature

Dawn S. Shaw
Notary's Typed Name

NOTARY PUBLIC

My commission expires: 2/7/12

Schedule A

Qwest Wireless, L.L.C.
Support Assets to Qwest Corporation
as of 03/31/2009
(\$)

Qwest Wireless, L.L.C. investment in the following accounts to Qwest Corporation. Investment in AZ is excluded.					
Account	Account Description	Gross Investment*	Accumulated Depreciation*	Net Book Value*	Fair Market Value
2116	General Purpose Tools	755,162.69	(468,461.95)	286,700.74	286,700.74
21221000	Furniture	5,985,582.54	(3,428,215.05)	2,557,367.49	2,384,432.74
21231000	Office Equipment	1,086,945.01	(458,069.84)	628,875.17	12,545.64
2124	General Purpose Computers	2,767,333.32	(1,979,212.18)	788,121.14	488,725.00
	Total	10,595,023.56	(6,333,959.02)	4,261,064.54	3,172,404.12

* Note: Excludes Arizona investment of Qwest Wireless in the accounts above