

September 10, 2021

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State Of WASH.
UTIL. AND TRANSP.
COMMISSION

Mr. Mark L. Johnson
 Executive Director and Secretary
 Washington Utilities & Transportation Commission
 621 Woodland Square Loop SE
 Lacey, Washington 98503

**Re: Docket No.: UT-[NEW]
 Proposed Internal Corporate Restructure of United Telephone
 Company of the Northwest, Inc. dba CenturyLink**

Dear Mr. Johnson:

United Telephone Company of the Northwest, Inc. d/b/a CenturyLink (“United”) hereby provides this courtesy notice to the Commission of a planned internal corporate reorganization. As a part of this reorganization, United, which is currently a direct subsidiary of Embarq Corporation and an indirect subsidiary of Lumen Technologies, Inc., will become a direct subsidiary of Lumen Technologies, Inc.¹ Neither Embarq Corporation nor Lumen Technologies, Inc. is a regulated operating company.

The reorganization will be consummated immediately prior to the closing of a transaction between Connect Holding, LLC, an affiliate of Apollo Global Management, Inc. and Lumen Technologies, Inc. (“Lumen”) (hereafter referred to as the “Connect Holdings Transaction”). The Connect Holdings Transaction, expected to close in the second half of 2022, will not affect the operations of United or any other Lumen operating company in Washington.

In the Connection Holdings Transaction, Lumen will transfer ILEC subsidiaries and associated assets in 20 states² to Connect Holdings at the holding company level. Post transaction, the ILECs and certain other non-regulated affiliates operating in those 20 states will become directly or indirectly owned by Connect Holdings. The parties recently filed their application for a

¹ Organization charts depicting the existing and proposed corporate structures as it relates to Washington are attached hereto as Exhibit A.

² Alabama, Arkansas, Georgia, Illinois, Indiana, Kansas, Louisiana, Michigan, Mississippi, Missouri, New Jersey, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Tennessee, Texas, Virginia and Wisconsin.

transfer of control with the FCC.³ Prior to the closing, certain internal restructurings of Lumen holding companies will be required, including eliminating the intermediary holding company, Embarq Corporation (which will be transferring to Connect Holdings) from the ownership structure of United.

The proposed internal corporate reorganization (moving United from Embarq Corporation to Lumen Technologies, Inc.) will not affect the customers of United. There will be no change in the rates and other terms and conditions for any of their services as a result of the internal corporate restructuring. It will likewise have no impact on the customers or operations of any other CenturyLink ILEC in the state.

Pursuant to the Alternative Form of Regulation approved in Docket UT-130477, United is exempt from Chapter 80.12, RCW, except “[t]he waiver of the Transfer of Property provisions in Chapter 80.12 RCW and Chapter 480-143 WAC does not apply to the sale of exchanges of access lines, and does not apply to a transaction involving the merger or acquisition of the parent company or any of the ILEC operating companies by an unaffiliated entity.”⁴ As United will remain a subsidiary of Lumen (as opposed to an unaffiliated entity), this internal corporate restructuring is not subject to Commission approval. Accordingly, no approval is required to consummate the proposed internal reorganization and no Commission action is requested. We provide this notice to inform the Commission about the transaction well in advance of the anticipated closing in keeping with our past practice of providing advance notice of restructurings.

Do not hesitate to contact us if you have any questions – we are happy to provide more background if you wish.

Sincerely,



Adam L. Sherr
Assistant General Counsel

ALS/jga

Attachment

cc: Sally Brown
Lisa Gafken

³ *In the Matter of Lumen Technologies, Inc. and Connect Holdings, LLC for consent to Transfer Control of Domestic and International Section 214 Authorizations.*
<https://ecfsapi.fcc.gov/file/10901068868912/Connect%20Holding%2C%20LLC%20Application%20and%20Public%20Interest%20Statement.pdf>

⁴ *In re the Petition of the CenturyLink Entities*, Docket UT-130477, Order No. 4, Final Order Approving Settlement Agreement and Establishing Alternative Form of Regulation, Appendix A, Attachment A, Exception 6 (Jan. 9, 2014).