



FILED  
SECRETARY OF STATE

JAN 02 2009

STATE OF WASHINGTON

AMENDED APPLICATION  
FOR CERTIFICATE OF AUTHORITY  
RCW 23B.15.040

UBI #: 601 475 740

Phone #: 303-992-1400

Pursuant to the provisions of RCW 23B.15.040 of the Washington Business Corporation Act, the undersigned does hereby submit an Amended Certificate of Authority.

1. The name of the corporation, on the records of the Office of the Secretary of State of Washington is: Qwest Communications Corporation

2. The name the corporation currently uses in the State of Washington, if different from its real name listed above, is: \_\_\_\_\_

3. The state or foreign country of incorporation is: Delaware

4. The date the corporation was authorized to transact business in the State of Washington was: 1/13/1994

5. Application is being filed for the following reason *(Check all applicable items)*

The corporation has changed its corporate name to: \_\_\_\_\_

Name the corporation will hereafter use In the State of Washington is changed to: Qwest Communications Company, LLC

(NOTE: If the corporation is required to use a fictitious name in order to transact business in the State of Washington a copy of the resolution of the board of directors, certified by the corporation's secretary, adopting the fictitious name is attached.)

6. Attached is a copy of the document filed in the state or country of Incorporation showing that jurisdiction's "Filed" stamp.

7. This document is hereby executed under penalties of perjury, and is, to the best of my knowledge true and correct.

Dated: December 26, 2008.

X Joan E Randazzo  
(Signature of Officer) Joan E. Randazzo, Assistant Secretary

# 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](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7057168

DATE: 12-31-08

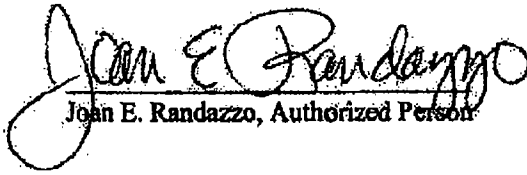
**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY**  
**OF**  
**QWEST COMMUNICATIONS CORPORATION**  
**(a Delaware corporation)**  
**TO**  
**QWEST COMMUNICATIONS COMPANY, LLC**  
**(a Delaware limited liability company)**

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



John E. Randazzo, Authorized Person

# Delaware

PAGE 2

*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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 7057168

DATE: 12-31-08

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

## Entity Classification Election

<b>Type or Print</b>	Name of eligible entity making election <b>Qwest Communications Company, LLC</b>	Employer identification number <b>04 6141739</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1801 California St., 25th Floor</b>	
	City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for entering the postal code. <b>Denver, Colorado 80202</b>	

▶ Check if:  Address change

**1 Type of election** (see instructions):

- a**  Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3.  
**b**  Change in current classification. Go to line 2a.

**2a** Has the eligible entity previously filed an entity election that had an effective date within the last 60 months?

- Yes.** Go to line 2b.  
 **No.** Skip line 2b and go to line 3.

**2b** Was the eligible entity's prior election for initial classification by a newly formed entity effective on the date of formation?

- Yes.** Go to line 3.  
 **No.** Stop here. You generally are not currently eligible to make the election (see instructions).

**3** Does the eligible entity have more than one owner?

- Yes.** You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5.  
 **No.** You can elect to be classified as an association taxable as a corporation or disregarded as a separate entity. Go to line 4.

**4** If the eligible entity has only one owner, provide the following information:

- a** Name of owner ▶ Qwest Services Corporation  
**b** Identifying number of owner ▶ 84-1339283

**5** If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation:

- a** Name of parent corporation ▶ Qwest Communications International Inc.  
**b** Employer identification number ▶ 84-1339282

**6 Type of entity** (see instructions):

- a  A domestic eligible entity electing to be classified as an association taxable as a corporation.
- b  A domestic eligible entity electing to be classified as a partnership.
- c  A domestic eligible entity with a single owner electing to be disregarded as a separate entity.
- d  A foreign eligible entity electing to be classified as an association taxable as a corporation.
- e  A foreign eligible entity electing to be classified as a partnership.
- f  A foreign eligible entity with a single owner electing to be disregarded as a separate entity.

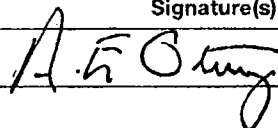
**7** If the eligible entity is created or organized in a foreign jurisdiction, provide the foreign country of organization ▶ N/A

**8** Election is to be effective beginning (month, day, year) (see instructions) . . . . . ▶ 01 / 02 / 2009

<b>9</b> Name and title of contact person whom the IRS may call for more information  <b>Larry Tezak - Director Finance</b>	<b>10</b> Contact person's telephone number  ( <b>303</b> ) <b>308-5595</b>
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**Consent Statement and Signature(s)** (see instructions)

Under penalties of perjury, I (we) declare that I (we) consent to the election of the above-named entity to be classified as indicated above, and that I (we) have examined this consent statement, and to the best of my (our) knowledge and belief, it is true, correct, and complete. If I am an officer, manager, or member signing for all members of the entity, I further declare that I am authorized to execute this consent statement on their behalf.

Signature(s)	Date	Title
	1-2-09	VP - Corporate Tax



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

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).