



Jason D. Topp
Senior Corporate Counsel - Regulatory
(651) 312-5364

February 5, 2014

Patricia Van Gerpen
Executive Director
Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol Avenue
Pierre, SD 57501-5070

**Re: In the Matter of the Application of CenturyLink Communications, LLC
for a Certificate of Authority to Provide Local Exchange Services within
the State of South Dakota**

Dear Ms. Van Gerpen:

Enclosed is a notification of consolidation and application for certificate of authority.

Please call if you have any questions in this regard.

Very truly yours,

A handwritten signature in black ink, appearing to be "Jason D. Topp", written over a horizontal line.

Jason D. Topp

JDT/hoffk

Enclosure

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

**In the Matter of the Application of
CenturyLink Communications, LLC for a
Certificate of Authority to Provide Local
Exchange Services within the State of South
Dakota**

Docket No. _____

**NOTICE OF CONSOLIDATION AND APPLICATION (IF NECESSARY) FOR
CERTIFICATE OF AUTHORITY**

S.D. Codified Laws § 49-31-20 requires a “telecommunications company that holds a certificate of authority to operate in [South Dakota]” to “notify” the South Dakota Public Utilities Commission of “any consolidation or merger or transfer of stock or other ownership interests that will result in a different person then owning more than fifty percent of the company’s stock or ownership interests.” ARDS 20:10:32:08 requires a company to provide the information required by ARDS 20:10:32:03 in the case of a “transfer . . . of a certificate of authority to provide local exchange services.”

CenturyLink, Inc. ("CenturyLink" or "Applicant") plans to consolidate its interexchange carrier (IXC) and competitive local exchange carrier (“CLEC”) entities into one company in the State of South Dakota. This transaction will not involve a transfer of a certificate of authority to provide local exchange services. While Commission authority does not appear to be required for this transaction, CenturyLink files this notice and, if necessary, application for authority to relinquish its certificate of authority for all entities other than the currently named Qwest Communications Company, LLC dba CenturyLink QCC (“QCC”) which will be renamed CenturyLink Communications Company, LLC (“CLCC”) and transfer existing interexchange operations into CCLC.

QCC currently holds a certificate of authority to provide service as an IXC and CLEC in South Dakota. Embarq Communications, Inc. dba CenturyLink Communications (“ECI”) and Qwest LD Corp. dba CenturyLink LD (“QLDC”) hold certificates of authority to provide service as IXCs in South Dakota. Through a series of internal transactions, CenturyLink intends to consolidate ECI and QLDC into QCC. The name of QCC will then be changed to CLCC.

The purpose of this transaction is to increase efficiencies, reduce administrative burdens associated with the current structure and operations, and compete more effectively. The effective date of the planned internal corporate reorganization is planned to be April 1, 2014. As of that date, the services now provided in South Dakota by QCC, ECI and QLDC will be provided by CenturyLink. Exhibits A and B hereto illustrate the relevant corporate structure with regard to the services CenturyLink is authorized to provide in the State of South Dakota before and after the proposed transaction.

The issuance of a COA to CenturyLink to provide local exchange services is in the public interest. After the proposed transaction, CenturyLink proposes to provide the same local exchange services that QCC, ECI and QLDC provide now.. CenturyLink will engage the same operations, assets, and management that QCC, ECI and QLDC have been using, and following the transaction, CenturyLink will be able to provide those services using a more efficient corporate structure. CenturyLink will adopt the same rates, terms, and conditions as currently apply to the services now offered by QCC, ECI and QLDC.

The following information is furnished in support thereof:

1. Applicant's name, address, telephone number, facsimile number, web page URL and email address:

CenturyLink Communications, LLC
100 CenturyLink Drive
Monroe, LA 71203
Telephone Number: (651) 312-5364
Facsimile Number: (612) 672-8911
Web Page: www.centurylink.com

2. A description of the legal and organizational structure of the applicant's company:

CenturyLink is a Louisiana corporation. Exhibit A illustrates the legal structure of CenturyLink's South Dakota entities.

3. The name under which applicant will provide local exchange services if different than in subdivision (1) of this section:

CenturyLink Communications, LLC will be the entity providing local and long distance exchange service in South Dakota.

4. The location of the applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable:

CenturyLink's principal office located in the State of South Dakota is:

CenturyLink Communications, Inc.
120 S Dakota Avenue
Sioux Falls, SD 57104

The name and address of Applicant's current registered agent is:

CT Corporation System
319 S. Coteau St.
Pierre, SD 57501

5. A copy of its certificate of authority to transact business in South Dakota from the secretary of state:

A copy of Applicant's Certificate of Authority to transact business in South Dakota is attached as Exhibit C.

6. A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services:

CenturyLink is the third largest telecommunications company in the United States and is recognized as a leader in the network services market by technology industry analyst firms. The company is a global leader in cloud infrastructure and hosted IT solutions for enterprise customers. CenturyLink provides data, voice and managed services in local, national and select international markets through its high-quality advanced fiberoptic network and multiple data centers for businesses and consumers. The company also offers advanced entertainment services under the CenturyLink™ Prism™ TV and DIRECTV brands. Headquartered in Monroe, La., CenturyLink is an S&P 500 company and is included among the Fortune 500 list of America's largest corporations.

All of the entities at issue in this transaction are subsidiaries of CenturyLink. QCC holds certificates of public convenience in all 50 states, the District of Columbia, and Puerto Rico. QLDC was authorized to provide IXC services on April 8, 2003 in Docket No. TC03-041. ECI was authorized to provide IXC services on October 31, 2005 in Docket TC06-80. QCC obtained a certificate of authority on May 16, 2003 in Docket No. TC03-063.

7. Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any:

See list of affiliate organizations attached as Exhibit D.

8. A list and specific description of the types of services the applicant seeks to offer and how the services will be provided including:

a. Information indicating the classes of customers the applicant intends to serve:

CCLC will provide the same local and interexchange services that its affiliates provide today.

b. Information indicating the extent to and time-frame by which applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale;

As it does now, CCLC will provide service through the use of its own facilities and through appropriate interconnection arrangements.

c. A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers; and

Applicant will use the extensive network it has in place today to provide services.

d. Information identifying the types of services it seeks authority to provide by reference to the general nature of the service;

Applicant will provide statewide interexchange service and local service within QCC's existing territory in the State of South Dakota.

9. A service map or narrative description indicating with particularity the geographic area proposed to be served by the applicant:

Applicant intends to provide statewide interexchange and local service statewide, except in those areas served by a rural telephone company.¹

¹ See *Order Granting Certificate of Authority*, Docket No. TC04-083 (Sept. 7, 2004).

10. Information regarding the technical competence of the applicant to provide its proposed local exchange services including:

- a. A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and**

CenturyLink's Executive Management team with responsibility related to local exchange service includes the following individuals.

Glen F. Post, III, Chief Executive Officer and President

O. Matthew Beal, Executive Vice President and Chief Technology Officer, Corporate Strategy and Product Development

William E. Cheek, President, Wholesale Markets Group

Steven Davis, Executive Vice President, Public Policy and Government Relations

R. Stewart Ewing, Jr., Executive Vice President, Chief Financial Officer and Assistant Secretary

Stacey W. Goff, Executive Vice President, General Counsel and Secretary

Maxine Moreau, Executive Vice President, Network Services

Karen Puckett, Executive Vice President and Chief Operating Officer

Information about the education and experience of each individual can be found at <http://www.centurylink.com/Pages/AboutUs/CompanyInformation/Leadership/>

CenturyLink's business leader in South Dakota is:

Julie Darrington

Vice President/General Manager

North Dakota/South Dakota and

Minnesota West Market

125 S. Dakota Avenue

Sioux Falls, South Dakota 57104

julie.darrington@centurylink.com

Office: 605.334.0044

Ms. Darrington has over twenty years of experience in the telecommunications industry with Ameritech and CenturyLink.

- b. Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements;**

Applicant has an extensive policy and business staff in place to respond to customer complaints and provide appropriate facility maintenance to ensure compliance with commission service quality requirements.

- 11. Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;**

Applicant will continue to provide these services as it does today.

- 12. For the most recent 12 month period, financial statements of the applicant consisting of balance sheets, income statements, and cash flow statements. The applicant shall provide audited financial statements, if available;**

CenturyLink, Inc.'s 2012 Annual Report:

<http://www.sn1.com/Cache/1001176182.PDF?Y=&O=PDF&D=&FID=1001176182&T=&IID=4057179>

- 13. Information detailing the following matters associated with interconnection to provide proposed local exchange services;**
- a. The identity of all local exchange carriers with which the applicant plans to interconnect;**
 - b. The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and**
 - c. A copy of any request for interconnection made by the applicant to any local exchange carrier.**

Applicant intends to continue to use the service arrangements it has in place today to provide service.

- 14. A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services:**

Applicant intends to continue to market its services to customers using media advertising, its online presence and in person sales.

- 15. If applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plans for meeting the service obligations:**

Applicant intends to provide service in the same manner it provides service today.

- 16. A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;**

CenturyLink is certified in all 50 states, the District of Columbia, and Puerto Rico.

The applicant has never been denied registration/certification and is in good standing in each of the jurisdictions where it maintains a certificate/registration.

- 17. The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters:**

For customer complaints:

Brewer, Mary C
Analyst II – Customer Advocacy Group
835 15th St., 11th Floor
Denver, CO 80202

Mary.Brewer@CenturyLink.com
Office: 877-440-8959
Facsimile: 888-634-0013

For regulatory inquires:

Jeff Carmon
125 S DAKOTA AVE
Sioux Falls, SD 57104-6403
jeff.carmon@centurylink.com

605-339-6871 (Office)
605-339-5390 (Facsimile)

- 18. Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services:**

Applicant will provide the same local and interexchange services that it provides today.

- 19. Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees, or agents;**

Applicant will continue to abide by its current policies regarding the solicitation of new customers. Applicant will comply with all with all federal and state rules/regulations regarding changing a customer's local exchange service provider.

- 20. The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered;**

Nationwide QCC received 99 Slamming Complaints in 2013. 95 complaints related to a single programming error that transferred a bulk group from an IXC to QCC. QCC corrected the error immediately upon discovery. Other complaints related to billing and third party verification procedures.

Nationwide, QCC received two cramming complaints in 2013 related to unauthorized charges.

- 21. Information concerning how the applicant will make available to any person information concerning the applicant's current rates, terms and condition for all of its telecommunications services;**

Applicant will continue to make services available as it does today.

- 22. Information concerning how the applicant will notify a customer of any materially adverse change to any rate, term or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change;**

Applicant will provide appropriate notices through bill messages or other required vehicles for any adverse change to rates, terms and conditions of any telecommunications services provided to the customer.

- 23. A written request for waiver of those rules believed to be inapplicable;**

Applicant seeks no additional waivers in connection with this application. To the extent any existing waivers are in place, it would request that they continue.

24. Federal tax identification number and South Dakota Sales tax number; and

QCC's Federal Tax number is 046141739

QCC's South Dakota Sales tax number is: 1010-6284-ST

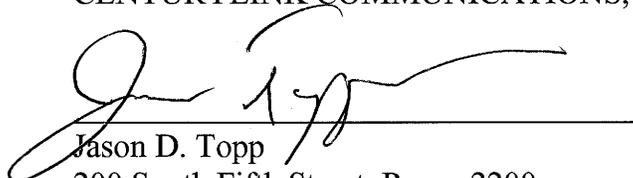
25. Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the local exchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws:

N/A

WHEREFORE, CenturyLink, Inc., requests that the South Dakota Public Utilities Commission (1) determine whether approval of this consolidation is necessary and , if so, (2) enter an order granting this Application, and such other relief as may be just and proper.

Dated this 5th day of February, 2014.

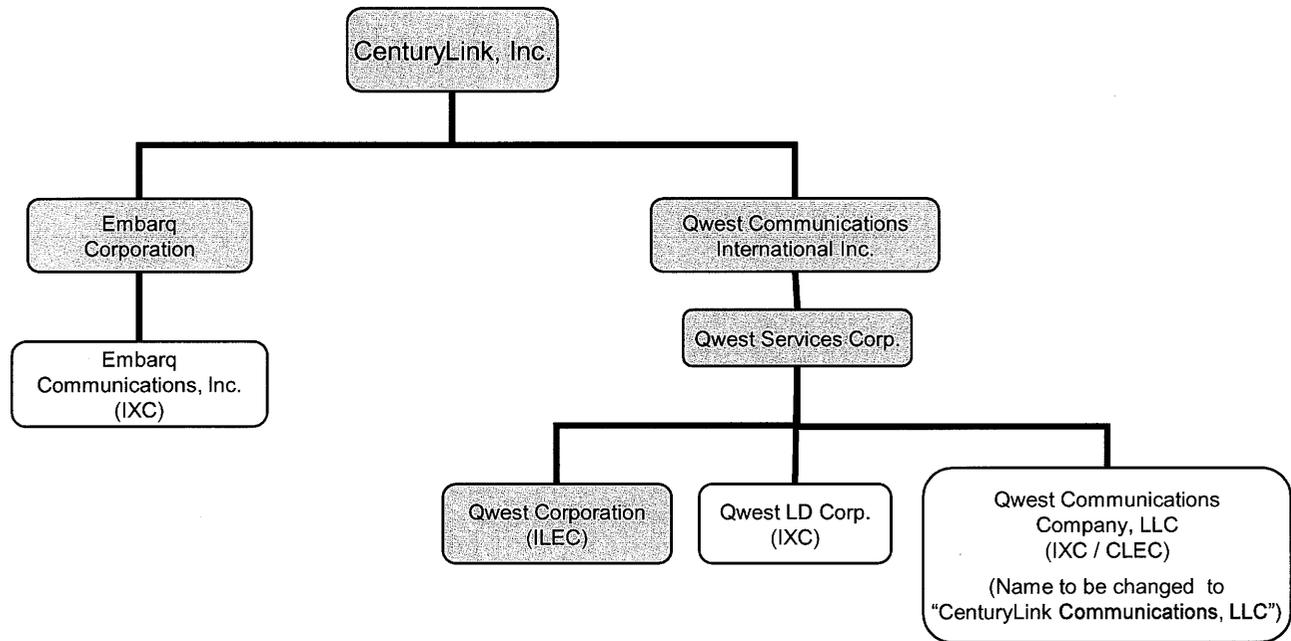
CENTURYLINK COMMUNICATIONS, LLC



Jason D. Topp
200 South Fifth Street, Room 2200
Minneapolis, MN 55402
(651) 312-5364
Jason.topp@centurylink.com

SOUTH DAKOTA
Organizational Structure Diagrams

Entities Prior to Corporate IXC / CLEC Restructuring



Highlighted entities subject to the proposed corporate restructuring.

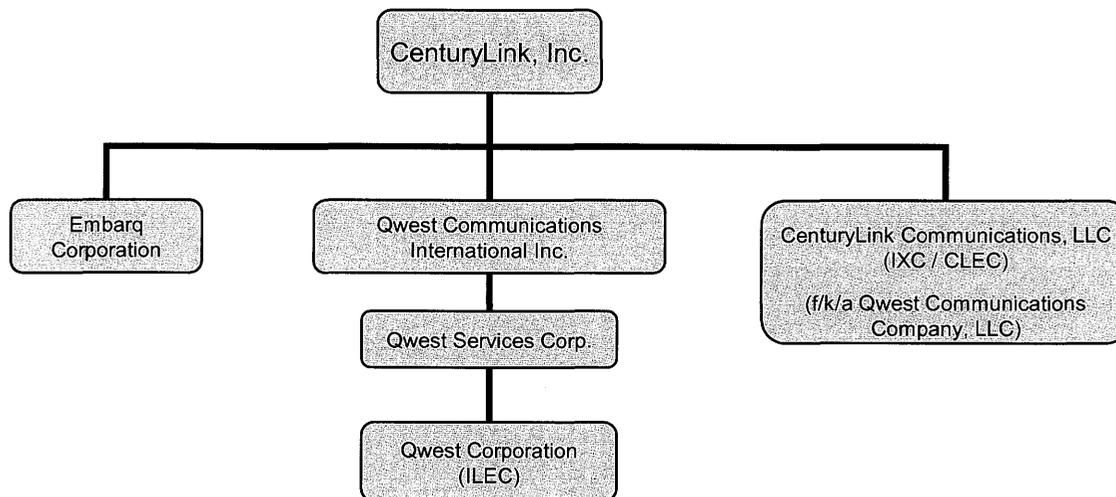
The ILEC subsidiaries of CenturyLink, Inc. are not impacted by this proposed transaction. The ILECs are merely identified on the organizational diagram for illustrative purposes only.

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

Exhibit A

SOUTH DAKOTA
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.

Exhibit B

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

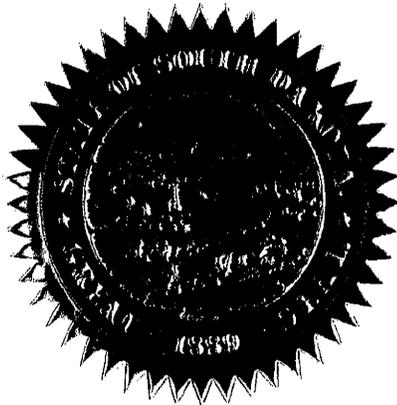
Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL004375

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **QWEST COMMUNICATIONS COMPANY, LLC (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application for certificate of authority.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this January 2, 2009.



Chris Nelson

Chris Nelson
Secretary of State

Exhibit D

CenturyTel Acquisition LLC d/b/a CenturyLink Acquisition

CenturyTel Fiber Company II, LLC d/b/a Lightcore, a CenturyLink company

CenturyTel Long Distance, LLC d/b/a CenturyLink Long Distance

CenturyTel Solutions, LLC d/b/a CenturyLink

Embarq Communications, Inc. d/b/a CenturyLink Communications

Qwest Corporation d/b/a CenturyLink QC

Qwest LD Corp. d/b/a CenturyLink LD

Coastal Long Distance Services, Inc.

Gulf Long Distance d/b/a CenturyLink

Gulf Telephone Company d/b/a CenturyLink

Madison River Communications, LLC d/b/a CenturyLink

CenturyTel of Alabama, LLC d/b/a CenturyLink

CenturyTel of Arkansas, Inc. d/b/a CenturyLink

CenturyTel of Central Arkansas, LLC d/b/a CenturyLink

CenturyTel of Mountain Home, Inc. d/b/a CenturyLink

CenturyTel of Northwest Arkansas, LLC d/b/a CenturyLink

CenturyTel of Northwest Louisiana, Inc. d/b/a CenturyLink

CenturyTel of Redfield, Inc. d/b/a CenturyLink

CenturyTel of South Arkansas, Inc. d/b/a CenturyLink

CenturyTel of Colorado, Inc. d/b/a CenturyLink

CenturyTel of Eagle, Inc. d/b/a CenturyLink

The El Paso County Telephone Company d/b/a CenturyLink

Embarq Florida, Inc. d/b/a CenturyLink

Coastal Utilities, Inc. d/b/a CenturyLink

CenturyTel of the Gem State, Inc. d/b/a CenturyLink

Exhibit D

CenturyTel of Idaho, Inc. d/b/a CenturyLink
Gallatin River Communications L.L.C. d/b/a CenturyLink GRC
CenturyTel of Central Indiana, Inc. d/b/a CenturyLink
CenturyTel of Odon, Inc. d/b/a CenturyLink
United Telephone Company of Indiana, Inc. d/b/a CenturyLink
CenturyTel of Chester, Inc. d/b/a CenturyLink
CenturyTel of Postville, Inc. d/b/a CenturyLink
United Telephone Company of Kansas d/b/a CenturyLink
United Telephone Company of Southcentral Kansas d/b/a CenturyLink
United Telephone Company of Eastern Kansas d/b/a CenturyLink
CenturyTel of Central Louisiana, LLC d/b/a CenturyLink
CenturyTel of Chatham, LLC d/b/a CenturyLink
CenturyTel of East Louisiana, LLC d/b/a CenturyLink
CenturyTel of Evangeline, LLC d/b/a CenturyLink
CenturyTel of North Louisiana, LLC d/b/a CenturyLink
CenturyTel of Northwest Louisiana, Inc. d/b/a CenturyLink
CenturyTel of Ringgold, LLC d/b/a CenturyLink
CenturyTel of Southeast Louisiana, LLC d/b/a CenturyLink
CenturyTel of Southwest Louisiana, LLC d/b/a CenturyLink
CenturyTel Midwest – Michigan, Inc. d/b/a CenturyLink
CenturyTel of Michigan, Inc. d/b/a CenturyLink
CenturyTel of Northern Michigan, Inc. d/b/a CenturyLink
CenturyTel of Upper Michigan, Inc. d/b/a CenturyLink
CenturyTel of Chester, Inc. d/b/a CenturyLink
CenturyTel of Minnesota, Inc. d/b/a CenturyLink

Exhibit D

Embarq Minnesota, Inc. d/b/a CenturyLink

CenturyTel of North Mississippi, Inc. d/b/a CenturyLink

CenturyTel of Missouri, LLC d/b/a CenturyLink

Embarq Missouri, Inc. d/b/a CenturyLink

Spectra Communications Group, LLC d/b/a CenturyLink

CenturyTel of Montana, Inc. d/b/a CenturyLink

United Telephone Company of the West d/b/a CenturyLink

Central Telephone Company d/b/a CenturyLink

CenturyTel of the Gem State, Inc. d/b/a CenturyLink

United Telephone Company of New Jersey, Inc. d/b/a CenturyLink

CenturyTel of the Southwest, Inc.

Carolina Telephone & Telegraph Company LLC d/b/a CenturyLink

Central Telephone Company d/b/a CenturyLink

Mebtel, Inc. d/b/a CenturyLink

CenturyTel of Eastern Oregon, Inc. d/b/a Centurylink

CenturyTel of Oregon, Inc. d/b/a CenturyLink

United Telephone Company of the Northwest d/b/a CenturyLink

United Telephone Company of the Carolinas LLC d/b/a CenturyLink

CenturyTel of Adamsville, Inc. d/b/a CenturyLink Adamsville

CenturyTel of Claiborne, Inc. d/b/a CenturyLink Claiborne

CenturyTel of Ooltewah-Collegedale, Inc. d/b/a CenturyLink Ooltewah-Collegedale

United Telephone Southeast LLC d/b/a CenturyLink

Central Telephone Company of Texas, Inc. d/b/a CenturyLink

CenturyTel of Lake Dallas, Inc. d/b/a CenturyLink

CenturyTel of Northwest Louisiana, Inc. d/b/a CenturyLink

Exhibit D

CenturyTel of Port Aransas, Inc. d/b/a CenturyLink
CenturyTel of San Marcos, Inc. d/b/a CenturyLink
United Telephone Company of Texas, Inc. d/b/a CenturyLink
Central Telephone Company of Virginia d/b/a CenturyLink
Embarq Communications of Virginia, Inc. d/b/a CenturyLink
Qwest Communications Corporation of Virginia d/b/a CenturyLink
United Telephone Southeast LLC d/b/a CenturyLink
CenturyTel of Cowiche, Inc. d/b/a CenturyLink
CenturyTel of Inter Island, Inc. d/b/a CenturyLink
CenturyTel of Washington, Inc. d/b/a CenturyLink
United Telephone Company of the Northwest d/b/a CenturyLink
CenturyTel of Central Wisconsin, LLC
CenturyTel of Fairwater-Brandon-Alto, LLC
CenturyTel of Forestville, LLC
CenturyTel of Larsen-Readfield, LLC
CenturyTel of the Midwest-Kendall, LLC
CenturyTel of the Midwest-Wisconsin, LLC
CenturyTel of Monroe County, LLC
CenturyTel of Northern Wisconsin, LLC
CenturyTel of Northwest Wisconsin, LLC
CenturyTel of Southern Wisconsin, LLC
CenturyTel of Wisconsin, LLC
Telephone USA of Wisconsin, LLC
CenturyTel of Wyoming, Inc. d/b/a CenturyLink
United Telephone Company of the West d/b/a CenturyLink of the West

Exhibit D

Qwest Communications International, Inc.

CenturyLink, Inc.