

**Before the  
Federal Communications Commission  
Washington, DC 20554**

In the Matter of )  
 )  
QWEST COMMUNICATIONS CORPORATION )  
 )  
and ) File No. SCL- \_\_\_\_\_  
 )  
QWEST COMMUNICATIONS COMPANY, LLC )  
 )  
Notification of *Pro Forma* Assignment of )  
Cable Landing License )

To: Chief, International Bureau

**NOTIFICATION OF  
*PRO FORMA* ASSIGNMENT OF CABLE LANDING LICENSE**

Pursuant to an Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34 – 39 (“Cable Landing License Act”), and Section 1.767(g)(7) of the Commission’s Rules, 47 C.F.R. § 1.767(g)(7), Qwest Communications Corporation (“QCC”) and Qwest Communications Company, LLC (“QCCL” and, together with QCC, the “Applicants”) hereby notify the Commission that on January 2, 2009, QCC consummated a *pro forma* assignment of its submarine cable landing license interests to QCCL<sup>1</sup> Specifically, on January 2, 2009, QCC was converted from a Delaware corporation to QCCL, a Delaware limited liability company. As the Commission has previously stated, a license assignment or transfer that involves no substantial change in beneficial ownership is treated as presumptively *pro*

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<sup>1</sup> QCCL now holds QCC’s license to land and operate a segment of the Japan-U.S. Cable Network. *See In the Matter of AT&T Corp., et al., Joint Application for a License to Land and Operate a Submarine Cable Network Between the United States and Japan*, File No. SCL-LIC-19981117-00025, 14 FCC Rcd 13066 (1999) (“*JUS-CN License*”), as modified, Public Notice, DA 08-306, SCL-MOD-20071130-00020 (rel. Feb. 7, 2008)(adding *pro* (continued on next page)

*forma*.<sup>2</sup> Moreover, inasmuch as the subject license was previously modified to include a *pro forma* condition, the assignment reported herein is eligible for post-closing notification procedures and did not require prior Commission approval.<sup>3</sup> Below is the information required pursuant to Section 1.767 of the Commission's rules.

***Assignor Information in Response to Section 63.18(c)-(d):***

Correspondence concerning this notification should be sent to:

Qwest Communications Corporation  
Attn: Craig J. Brown  
1801 California Street  
Denver, CO 80202  
Phone: (303) 383-6649  
Fax: (303) 896-1107  
[craig.brown@qwest.com](mailto:craig.brown@qwest.com)

with a copy of all correspondence to:

Robert G. Morse  
Brian W. Higgins  
Wilkinson Barker Knauer, LLP  
2300 N Street, NW, Suite 700  
Phone: (202) 783-4141  
Fax: (202) 783-5851  
[rmorse@wbklaw.com](mailto:rmorse@wbklaw.com)  
[bhiggins@wbklaw.com](mailto:bhiggins@wbklaw.com)

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*forma* condition). Pursuant to guidance from Bureau staff, this notification conforms to the relevant provisions of the Commission's Part 63 rules. See 47 C.F.R. § 63.24(f).

<sup>2</sup> 47 C.F.R. § 63.24(d) Note 2.

<sup>3</sup> See *supra* note 1; see also, *Review of Commission Consideration of Applications under the Cable Landing License Act*, Report and Order, 16 FCC Rcd 22167, 22200 (2001).

***Assignee Information in Response to Section 63.18(c)-(d):***

Correspondence concerning this notification should be sent to:

Qwest Communications Company, LLC  
Attn: Craig J. Brown  
1801 California Street  
Denver, CO 80202  
Phone: (303) 383-6649  
Fax: (303) 896-1107  
[craig.brown@qwest.com](mailto:craig.brown@qwest.com)

with a copy of all correspondence to:

Robert G. Morse  
Brian W. Higgins  
Wilkinson Barker Knauer, LLP  
2300 N Street, NW, Suite 700  
Phone: (202) 783-4141  
Fax: (202) 783-5851  
[rmorse@wbklaw.com](mailto:rmorse@wbklaw.com)  
[bhiggins@wbklaw.com](mailto:bhiggins@wbklaw.com)

***Assignee's Ownership***

§ 63.18(h). As noted, the ownership and control of QCCL and QCC is identical. The name, address, citizenship, and principal business of each of QCCL's ten percent or greater interest holders are as follows:

***Direct Ownership of QCCL***

**Qwest Services Corporation**  
1801 California Street  
Denver, CO 80202  
Citizenship: United States (Delaware)  
Principal Business: Telecommunications  
Amount Owned: 100% of Applicants

***Indirect Ownership of QCCL***

**Anschutz Company**  
555 Seventeenth Street  
Denver, CO 80202  
Citizenship: United States (Delaware)  
Principal Business: Investment Company  
Amount Owned: 14.0% of Qwest (ultimate parent)

**Capital Research Global Investors and its Affiliates**

333 South Hope Street  
Los Angeles, CA 90071  
Citizenship: United States (Delaware)  
Principal Business: Mutual Funds  
Amount Owned: 21.5% of Qwest (ultimate parent)

**FMR LLC and its Affiliates**

82 Devonshire Street  
Boston, MA 02109  
Citizenship: United States (Delaware)  
Principal Business: Mutual Funds  
Amount Owned: 11.0% of Qwest (ultimate parent)

**Qwest Communications International, Inc. (“Qwest”)**

1801 California Street  
Denver, CO 80202  
Citizenship: United States (Delaware)  
Principal Business: Telecommunications  
Amount Owned: 100% of Qwest Services Corporation

No other person or entity directly or indirectly holds a ten percent or greater ownership interest in QCCL. A diagram of the vertical ownership of QCCL is attached hereto as Exhibit A.

***Interlocking Directorates***

**63.09(g).** QCC owns Qwest Transoceanic, Inc., which in turn owns (directly or indirectly) the following foreign entities, all of which are indirect wholly-owned subsidiaries of QCC and are registered as telecommunications carriers in foreign jurisdictions:

- Qwest Communications International Ltd. (UK)
- Qwest Netherlands BV (Netherlands and Switzerland)
- Qwest France SAS (France)
- Qwest Germany GmbH (Germany )
- Qwest Hong Kong Telecommunications Ltd (HK)
- Qwest Singapore Pte Ltd (Singapore)
- Qwest Australia Pty Ltd (Australia)
- Qwest Communications Japan Corporation (Japan)

- Qwest Telecommunications Taiwan Ltd (Republic of China)
- Qwest Communications Korea Ltd (Korea)

Each of the above-listed companies lacks 50 percent market share in the international transport and the local access markets on the foreign end of the route in its respective market(s). Patrick Halbach and Eric Bozich are directors of all of the above-listed companies, and both are Vice Presidents at QCC affiliate Qwest Corporation. Patrick Halbach is also an officer of QCC.

QCCL does not have any interlocking directorates with foreign carriers.

### ***Pro Forma Certification***

The Applicants hereby certify that inasmuch as the ultimate owner of both companies is Qwest Communications International Inc. (“Qwest”), the subject assignment of license was *pro forma* in nature.<sup>4</sup> Moreover, the Applicants certify that this *pro forma* assignment, when taken together with all previous *pro forma* transactions, did not result in a change of the licensee’s ultimate control.<sup>5</sup>

### ***Additional Certifications***

The Applicants hereby certify that no party to this notification is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.<sup>6</sup> QCCL further certifies that it accepts and will abide by the routine conditions specified at 47 C.F.R. § 1.767(g) of the Commission’s rules.<sup>7</sup> The undersigned certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.

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<sup>4</sup> See, e.g., 47 C.F.R. § 63.24(d), Note 2 (explaining that an assignment of transfer of a Section 214 authorization holder, where no substantial change in ownership or control occurs, is presumptively *pro forma*).

<sup>5</sup> 47 C.F.R. § 1.767(g)(7).

<sup>6</sup> 21 U.S.C. § 853(a); 47 C.F.R. § 63.19(o).

<sup>7</sup> 47 C.F.R. §§ 1.767(a)(9), (g)

**CONCLUSION**

For the reasons discussed herein, the Applicants respectfully request that the Commission grant authority for the *pro forma* assignment described herein expeditiously, using procedures appropriate in light of the non-substantial nature of this assignment.

Respectfully submitted,

**QWEST COMMUNICATIONS  
CORPORATION**

By: \_\_\_\_\_/s/\_\_\_\_\_

Craig J. Brown  
Associate General Counsel  
1801 California Street  
Denver, CO 80202

**QWEST COMMUNICATIONS COMPANY,  
LLC**

By: \_\_\_\_\_/s/\_\_\_\_\_

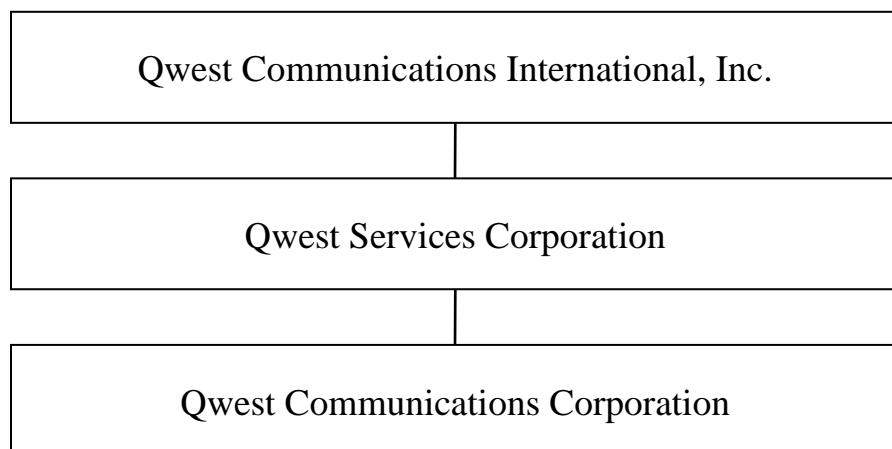
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*Attorneys for the Applicants*

January 30, 2009

**Pre-Conversion Ownership Structure**



**Post-Conversion Ownership Structure**

