

As filed with the Securities and Exchange Commission on December 12, 2008

Registration No. 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-3**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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<b>Qwest Communications International Inc.</b>	<b>Delaware</b>	<b>84-1339282</b>
<b>Qwest Corporation</b>	<b>Colorado</b>	<b>87-0273800</b>
<b>Qwest Services Corporation</b>	<b>Colorado</b>	<b>84-1339283</b>
<b>Qwest Capital Funding, Inc.</b>	<b>Colorado</b>	<b>84-1028672</b>
(Exact name of each registrant as specified in its charter)	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

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**1801 California Street  
Denver, Colorado 80202  
(303) 922-1400**

(Address, including zip code, and telephone number, including area code, of the registrants' principal executive offices)

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**Stephen E. Brilz  
Deputy General Counsel  
Qwest Communications International Inc.  
1801 California Street  
Denver, Colorado 80202  
(303) 922-1400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**With a copy to:  
Richard M. Russo  
Gibson, Dunn & Crutcher LLP  
1801 California Street, Suite 4200  
Denver, Colorado 80202  
(303) 298-5700  
and  
Jeffery L. Norton  
Jon R. Gray  
Linklaters  
1345 Avenue of the Americas  
New York, New York 10105  
(212) 424-9000**

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**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐  
(Do not check if a smaller reporting company)

Smaller reporting company ☐

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## CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Amount of registration fee
Debt Securities, Preferred Stock, Common Stock, Purchase Contracts, Depositary Shares(2), Warrants(3), or Units(4) of Qwest Communications International Inc. ("QCII") and Debt Securities of Qwest Corporation ("QC").		
Guarantees by Qwest Services Corporation ("QSC") of Debt Securities(5).	(1)	
Guarantees by Qwest Capital Funding, Inc. ("QCF") of Debt Securities(5).		

- (1) An indeterminate aggregate initial offering price or number of securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities. In accordance with Rules 456(b) and 457(r), the registrants are deferring payment of all of the registration fee, except for \$145,359.50 that has already been paid with respect to \$1,235,000,000 aggregate initial public offering price of securities that were previously registered pursuant to the Registration Statement No. 333-127160, filed by QCII, QSC and QCF on August 3, 2005, which securities were not sold thereunder. Of this previously paid amount, \$132,145 was applied to the filing fee payable pursuant to Registration Statement No. 333-130426 filed by QCII, QSC and QCF on December 19, 2005, but no securities were sold thereunder. In accordance with Rule 457(p) under the Securities Act, the unused amount of the registration fee paid with respect to Registration Statements No. 333-127160 and 333-130426 shall be applied to pay the first \$145,359.50 of the registration fee that will be payable with respect to this registration statement.
- (2) Depositary Shares representing Preferred Stock of QCII.
- (3) Pursuant to Rule 457(g), no registration fee is attributable to the warrants registered hereby.
- (4) Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (5) There is being registered hereunder all guarantees and other obligations that QSC and QCF may have with respect to debt securities issued by QCII. No separate consideration will be received for such guarantees.

**PROSPECTUS**

**QWEST COMMUNICATIONS INTERNATIONAL INC.**

**QWEST CORPORATION**

**QWEST SERVICES CORPORATION, as Guarantor**

**QWEST CAPITAL FUNDING, INC., as Guarantor**

**Debt Securities  
Preferred Stock  
Common Stock  
Purchase Contracts  
Depositary Shares  
Guarantees of Debt Securities  
Warrants  
Units**

By this prospectus, QCII, QC, QSC and QCF may from time to time offer securities to the public. We will provide specific terms of these securities in supplements to this prospectus. You should read this prospectus and each applicable supplement carefully before you invest. Any QCII debt securities we issue under this prospectus may be guaranteed by QSC and/or QCF, direct wholly-owned subsidiaries of QCII.

QCII's common stock is listed on the New York Stock Exchange under the ticker symbol "Q."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representations to the contrary are a criminal offense.

This prospectus may not be used to sell our securities unless it is accompanied by the applicable prospectus supplement.

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information or to make additional representations. We are not making or soliciting an offer of any securities other than the securities described in this prospectus and any prospectus supplement. We are not making or soliciting an offer of these securities in any state or jurisdiction where the offer is not permitted or in any circumstances in which such offer or solicitation is unlawful. You should not assume that the information contained or incorporated by reference in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of those documents.

**Investing in our securities involves a high degree of risk. See "Risk Factors" contained in the applicable prospectus supplement.**

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We will sell these securities directly, or through agents, dealers or underwriters as designated from time to time, or through a combination of these methods. We reserve the sole right to accept, and together with our agents, dealers and underwriters reserve the right to reject, in whole or in part, any proposed purchase of securities to be made directly or through agents, underwriters or dealers. If any agents, dealers or underwriters are involved in the sale of any securities, the relevant prospectus supplement will set forth any applicable commissions or discounts. Our net proceeds from the sale of securities also will be set forth in the relevant prospectus supplement.

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**The date of this prospectus is December 12, 2008.**

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## **ABOUT THIS PROSPECTUS**

This prospectus is part of a registration statement that QCII, QC, QSC, and QCF filed with the Securities and Exchange Commission (the "SEC") using a "shelf" registration or continuous offering process. Under this registration statement, we may sell any combination of the securities described in this prospectus from time to time, either separately or in units, in one or more offerings.

Each time we sell any securities under this prospectus, we will provide a prospectus supplement containing specific information about the terms of that offering. That prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information contained in this prospectus and any information incorporated by reference herein, on the one hand, and the information contained in any applicable prospectus supplement and any information incorporated by reference therein, on the other hand, you should rely on the information in the applicable prospectus supplement or incorporated by reference therein. You should read both this prospectus and any prospectus supplement together with the additional information described under the heading "Where You Can Find More Information." The registration statement containing this prospectus, including the exhibits to the registration statement, provides additional information about us and the securities offered under this prospectus. The registration statement, including the exhibits, can be read at the SEC's website or at the SEC's offices mentioned under the heading "Where You Can Find More Information."

As used in this prospectus, unless the context otherwise requires or indicates:

- "QCII" refers to Qwest Communications International Inc., a Delaware corporation;
- "QC" refers to Qwest Corporation, a Colorado corporation, which is a direct subsidiary of QSC and an indirect subsidiary of QCII;
- "QSC" refers to Qwest Services Corporation, a Colorado corporation, which is a direct subsidiary of QCII;
- "QCF" refers to Qwest Capital Funding, Inc., a Colorado corporation, which is a direct subsidiary of QCII; and
- "Qwest," the "Company," "we," "us," and "our" or similar terms refer to QCII and its consolidated subsidiaries, including QC, QSC and QCF.

## **WHERE YOU CAN FIND MORE INFORMATION**

QCII files annual, quarterly and current reports, proxy statements and other information with the SEC. QC files annual, quarterly and current reports with the SEC. You may access and read QCII's and QC's SEC filings, including the complete registration statement and all exhibits to it, over the Internet at the SEC's web site at <http://www.sec.gov>. This uniform resource locator is included in this prospectus as an inactive textual reference only. Unless specifically listed under "Incorporation By Reference" below, the information contained on the SEC website is not intended to be incorporated by reference in this prospectus and you should not consider that information a part of this prospectus.

You may read and copy any document QCII or QC files with the SEC at the SEC's Public Reference Room located at 450 Fifth Street, N.W., Washington, D.C. 20549. You may also request copies of the documents that QCII or QC files with the SEC by writing to the SEC's Public Reference Room, 450 Fifth Street, N.W., Washington, D.C. 20549, at prescribed rates. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room and copying charges.

QCII's SEC filings are also available at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, NY 10005. We also post QCII's and QC's SEC filings on our website at

<http://www.qwest.com> . Our website address is included in this prospectus as an inactive textual reference only. Information contained on our website is not intended to be incorporated by reference in this prospectus and you should not consider that information a part of this prospectus.

## **INCORPORATION BY REFERENCE**

The SEC allows us to "incorporate by reference" the information we file with it, which means we can disclose important information to you by referring you to other documents that contain that information. The information incorporated by reference is an important part of this prospectus. Any information that we file with the SEC in the future and incorporate by reference will automatically update and supersede the information contained or incorporated by reference in this prospectus.

QCII (File No. 001-15577) filed the following documents with the SEC and incorporates them by reference into this prospectus:

- the description of its common stock contained in its Form 8-A filed December 27, 1999, including any amendment or report filed for the purpose of updating this description;
- its Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 12, 2008 ("QCII's 2007 10-K"), which incorporates by reference certain portions of its proxy statement dated April 4, 2008;
- its Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, filed on May 6, 2008, its Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed on August 6, 2008, and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed on October 29, 2008 ("QCII's 2008 10-Qs"); and
- its Current Reports on Form 8-K filed January 28, 2008, February 12, 2008, February 26, 2008, April 4, 2008 (two filed on this date), May 6, 2008, July 29, 2008, August 20, 2008, and September 15, 2008.

QC (File No. 001-03040) filed the following documents with the SEC and incorporates them by reference into this prospectus:

- its Annual Report on Form 10-K for the year ended December 31, 2007, filed on February 12, 2008 ("QC's 2007 10-K");
- its Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, filed on May 6, 2008, its Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, filed on August 6, 2008, and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed on October 30, 2008 ("QC's 2008 10-Qs"); and
- its Current Report on Form 8-K filed April 4, 2008.

All documents that QCII and QC file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") after the date of this prospectus and prior to the termination of all offerings made pursuant to this prospectus also will be deemed to be incorporated herein by reference and will automatically update information in this prospectus. Nothing in this prospectus shall be deemed to incorporate information furnished but not filed with the SEC, including information furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K.

Statements made in this prospectus, in any prospectus supplement or in any document incorporated by reference in this prospectus as to the contents of any contract or other document are not necessarily complete. In each instance we refer you to the copy of the contract or other document filed as an exhibit to the registration statement of which this prospectus is a part or as an exhibit to the documents incorporated by reference.

We will provide to you, at no cost, a copy of any document incorporated by reference in this prospectus and any exhibits specifically incorporated by reference in those documents. You may request copies of these filings from us by mail at the following address: Corporate Secretary, Qwest Communications International Inc., 1801 California Street, Denver, Colorado 80202, or by telephone at the following telephone number: (303) 992-1400.

QSC and QCF are consolidated wholly owned subsidiaries of QCII. Under SEC rules, QSC and QCF are not required to file separate reports with the SEC, although certain consolidated financial information about QSC and QCF can be found in the footnotes to QCII's financial statements.

## **FORWARD-LOOKING STATEMENTS**

This prospectus contains or incorporates by reference forward-looking statements about our financial condition, results of operations and business. These statements include, among others:

- statements concerning the benefits that we expect will result from our business activities and certain transactions we have completed, such as increased revenue, decreased expenses and avoided expenses and expenditures; and
- statements of our expectations, beliefs, future plans and strategies, anticipated developments and other matters that are not historical facts.

These statements may be made expressly in this prospectus or may be incorporated by reference to other documents we file with the SEC. You can find many of these statements by looking for words such as "may," "would," "could," "should," "plan," "believes," "expects," "anticipates," "estimates," or similar expressions used in this prospectus or incorporated by reference in this prospectus.

These forward looking statements are subject to numerous assumptions, risks and uncertainties that may cause our actual results to be materially different from any future results expressed or implied by us in those statements. Some of these risks are described under "Risk Factors" and in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in QCII's 2007 10-K, QCII's 2008 10-Qs, QC's 2007 10-K and QC's 2008 10-Qs.

These risk factors should be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue. Given these uncertainties, we caution investors not to unduly rely on our forward-looking statements. We do not undertake any obligation to review or confirm analysts' expectations or estimates or to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events. Further, the information contained in this prospectus is a statement of our intention as of the date of this prospectus and is based upon, among other things, the existing regulatory environment, industry conditions, market conditions and prices, the economy in general and our assumptions as of such date. We may change our intentions, at any time and without notice, based upon any changes in such factors, in our assumptions or otherwise.



## THE COMPANY

QCII provides voice, data, Internet and video services nationwide and globally. We continue to generate the majority of our revenue from services provided in the 14-state region of Arizona, Colorado, Idaho, Iowa, Minnesota, Montana, Nebraska, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington and Wyoming. We refer to this region as our local service area.

QC, among other things, operates the regulated local telephone business of its ultimate parent, QCII. Its operations generally account for the majority of Qwest's consolidated revenue.

QSC is the direct corporate parent of QC and Qwest Communications Corporation, the entity through which Qwest conducts substantially all of its unregulated business.

QCF facilitates the obtaining of debt financing for Qwest's affiliates.

### Corporate Information

QCII, a Delaware corporation, was incorporated on February 18, 1997. QCII will be the issuer of the securities to be sold pursuant to this prospectus other than any debt securities issued by QC and any guarantees issued by QSC and QCF.

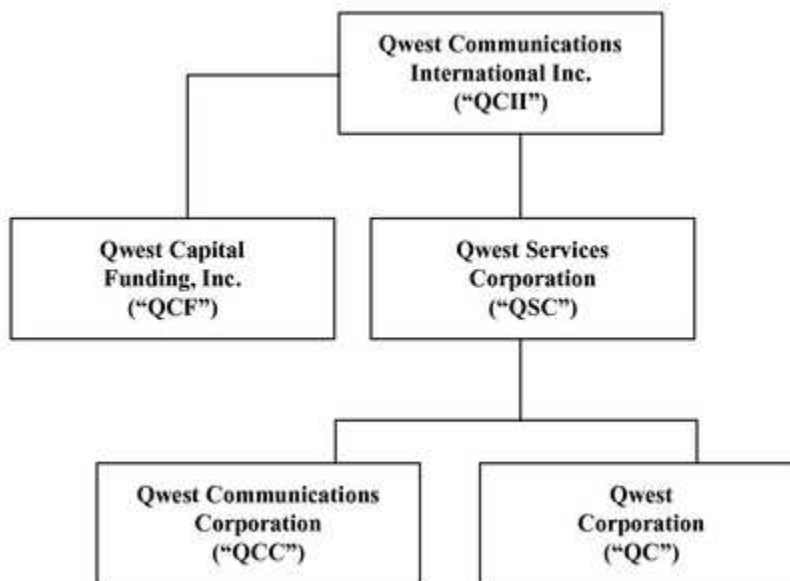
QC, a Colorado corporation, was incorporated on July 17, 1911. QC may be an issuer of debt securities to be sold pursuant to this prospectus. QSC is the direct corporate parent of QC.

QSC, a Colorado corporation, was incorporated on January 16, 1996. QSC may be the issuer of guarantees of QCII debt securities issued pursuant to this prospectus. QCII is the direct corporate parent of QSC.

QCF, a Colorado corporation, was incorporated on June 10, 1986. QCF may be the issuer of guarantees of QCII debt securities issued pursuant to this prospectus. QCII is the direct corporate parent of QCF.

The principal executive offices of QCII, QC, QSC and QCF are located at 1801 California Street, Denver, Colorado 80202, and their telephone number is (303) 992-1400.

The following chart illustrates the corporate structure of QCII and its consolidated subsidiaries, including the co-registrants. This chart is provided for illustrative purposes only and does not represent all legal entities of QCII and its consolidated subsidiaries.



## USE OF PROCEEDS

Unless otherwise indicated in an accompanying prospectus supplement, the net proceeds we expect to receive from the sale of the securities will be used for general corporate purposes, which may include, among others, the following:

- reduction or refinancing of existing debt;
- making capital investments;
- funding working capital requirements; and
- funding possible acquisitions and investments.

Pending any specific application, net proceeds may initially be invested in short-term marketable securities or applied to the reduction of short-term indebtedness.

## RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth QCII's and QC's consolidated ratio of earnings to fixed charges for the nine months ended September 30, 2008 and each of the five years ended December 31, 2007.

Ratio of Earnings to Fixed Charges(a)	Nine Months Ended	Year Ended December 31,				
	September 30, 2008	2007	2006	2005	2004	2003
QCII	1.9	1.5	1.4	—(b)	—(b)	—(b)
QC	4.4	4.6	3.7	3.3	3.7	3.7

- (a) "Earnings" for purposes of this ratio are unaudited and are computed by adding income (loss) before income taxes, discontinued operations, cumulative effect of changes in accounting principles and fixed charges (excluding capitalized interest). "Fixed charges" consist of interest (including capitalized interest) on indebtedness and an interest factor on rentals.
- (b) Earnings were inadequate to cover fixed charges by \$759 million, \$1,705 million and \$1,837 million for the years ended December 31, 2005, 2004 and 2003, respectively.

## LEGAL MATTERS

Certain legal matters on behalf of QCII, QC, QSC and QCF will be passed upon for us by Stephen E. Brilz, Esq. If legal matters in connection with offerings made by this prospectus are passed on by other counsel for us or by counsel for the underwriters of an offering of the securities, that counsel will be named in the applicable prospectus supplement.

## EXPERTS

The consolidated financial statements and the related consolidated financial statement schedule of Qwest Communications International Inc. and Qwest Corporation as of December 31, 2007 and 2006, and for each of the years in the three-year period ended December 31, 2007, and management's assessment of the effectiveness of internal controls over financial reporting of Qwest Communications International Inc. as of December 31, 2007, have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The audit reports covering the consolidated financial statements of Qwest Communications International Inc. and Qwest Corporation as of December 31, 2007 and 2006, and for each of the years in the three-year period ended December 31, 2007, refer to the adoption of certain new accounting standards.

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 14. Other Expenses of Issuance and Distribution

The following table sets forth all expenses payable by us in connection with the offering of the securities being registered, other than discounts and commissions.

Securities and Exchange Commission registration fee	\$ *
Printing expenses**	250,000
Legal fees and expenses**	275,000
Accounting fees and expenses**	275,000
Transfer Agent fees and expenses**	12,500
Rating Agency fees**	25,000
Trustee's and Depositary's fees and expenses**	12,500
Miscellaneous**	15,000
<b>Total**</b>	<b><u>\$865,000</u></b>

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\* In accordance with Rule 456(b) and 457(r), we are deferring payment of the registration fee for the securities offered by this prospectus, except for \$145,359.50 that has already been paid with respect to \$1,235,000,000 aggregate initial offering price of securities that were previously registered pursuant to the Registration Statement No. 333-127160 filed by QCII, QSC and QCF on August 3, 2005, which securities were not sold thereunder. Of this previously paid amount, \$132,145 was applied to the filing fee payable pursuant to Registration Statement No. 333-130426, filed by QCII, QSC and QCF on December 19, 2005, but no securities were sold thereunder.

\*\* Estimated.

#### Item 15. Indemnification of Directors and Officers

The following summaries are subject to the complete text of the statutes and organizational documents of the registrants described below and are qualified in their entirety by reference thereto. QCII is a Delaware corporation, and each of QC, QSC and QCF is a Colorado corporation.

##### *Qwest Communications International Inc., a Delaware corporation*

Section 145 of the Delaware General Corporation Law (the "DGCL") sets forth the circumstances in which a Delaware corporation is permitted and/or required to indemnify its directors and officers. The DGCL permits a corporation to indemnify its directors and officers in certain proceedings if the director or officer has complied with the standard of conduct set out in the DGCL. The standard of conduct requires that the director or officer must have acted in good faith, in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to matters in a criminal proceeding, the director or officer must have had no reason to believe that his or her conduct was unlawful. With respect to suits by or in the right of the corporation, the DGCL permits indemnification of directors and officers if the person meets the standard of conduct, except that it precludes indemnification of directors and officers who are adjudged liable to the corporation, unless the Court of Chancery or the court in which the corporation's action or suit was brought determines that the director or officer is fairly and reasonably entitled to indemnity for expenses. To the extent that a present or former director or officer of the corporation is successful on the merits or otherwise in his or her defense of a proceeding, the corporation is required to indemnify the director or officer against reasonable expenses incurred in defending himself or herself. The rights provided in

Section 145 of the DGCL are not exclusive, and the corporation may also provide for indemnification under bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

QCII provides for indemnification of directors and officers in its Amended and Restated Bylaws. The Amended and Restated Bylaws provide for indemnification of its current (and, in some cases, former) directors and officers against any liability incurred in connection with any proceeding in which such person may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, except: (a) to the extent that any such indemnification against a particular liability is expressly prohibited by applicable law, or (b) where a judgment or other final adjudication adverse to such person establishes, or where it is determined in accordance with applicable law, that his or her acts or omissions (i) were in breach of such person's duty of loyalty to QCII or its stockholders, (ii) were not in good faith or involved intentional misconduct or a knowing violation of law, or (iii) resulted in receipt by such person of an improper personal benefit. To the extent permitted by law, officers and directors are required to cooperate with QCII as a condition to receiving indemnification under the Amended and Restated Bylaws.

Section 102(b)(7) of the DGCL provides that a corporation may relieve its directors from personal liability to such corporation or its stockholders for monetary damages for any breach of their fiduciary duty as directors except (i) for a breach of the duty of loyalty, (ii) for failure to act in good faith, (iii) for intentional misconduct or knowing violation of law, (iv) for willful or negligent violations of certain provisions in the DGCL imposing certain requirements with respect to stock repurchases, redemptions and dividends, or (v) for any transactions from which the director derived an improper personal benefit. As permitted by the DGCL, QCII's Restated Certificate of Incorporation eliminates a director's personal liability for monetary damages to QCII and its stockholders except for liability for any breach of the director's duty of loyalty to QCII or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, arising under Section 174 of the DGCL, or for any transaction from which the director derived an improper personal benefit.

QCII, QC, QSC and QCF also have agreements with certain of their officers and directors which require that QCII, QC, QSC or QCF, respectively, indemnify such officers and directors to the extent permitted or required by each company's Bylaws and applicable law. The directors and officers of QCII, QC, QSC and QCF are covered by insurance policies that insure them against certain liabilities.

***Qwest Corporation, Qwest Services Corporation and Qwest Capital Funding, Inc., each a Colorado corporation***

The Restated Articles of Incorporation of QC, the Amended and Restated Articles of Incorporation of QSC and QCF and/or Amended and Restated Bylaws of QC, QSC and QCF contain certain provisions that set forth the circumstances in which each corporation is required to indemnify its respective officers and directors under applicable law. The Colorado Business Corporations Act (the "CBCA"), as set forth in Title 7, Articles 101 to 117 of the Colorado Revised Statutes, governs QC's, QSC's and QCF's obligations to indemnify their officers and directors. The CBCA specifies the circumstances under which a corporation may indemnify its directors, officers, employees and agents. As to directors, the CBCA generally requires that a director provide a statement that he or she has met a certain standard of conduct. The CBCA standard requires that a director must have acted in good faith and, for acts done in a director's official capacity, must have reasonably believed that he or she acted in the best interests of the corporation. In all other instances, the director must have acted in good faith and must have reasonably believed that he or she acted in a manner that was not opposed to the best interests of the corporation. In criminal proceedings, the director must not have had a reason to believe that his or her conduct was unlawful. In a proceeding brought by or in the right of the corporation, or that alleges that a director improperly received a personal benefit, the director cannot be indemnified if he or she is adjudged liable, unless a court orders the corporation to pay reasonable expenses. On the other hand, the corporation must pay reasonable expenses that a director

or officer incurred in a proceeding when any director or officer is wholly successful on the merits or otherwise in defending any civil or criminal proceeding. The CBCA permits the corporation to indemnify officers and employees to a greater extent than it can indemnify directors if such indemnification would not violate public policy.

The Amended and Restated Bylaws of QC, QSC and QCF also require indemnification of their respective directors and officers if such indemnification would be consistent with the CBCA, subject to certain conditions. These conditions include, among other things, that (a) the director or officer must have acted consistently with the standards of conduct set forth in the CBCA and described above, and (b) the director or officer must cooperate with the corporation in connection with the proceeding. In certain situations, QC, QSC and QCF also are required to pay legal fees and expenses to their respective officers and directors in advance of a final judgment. The rights granted to the respective officers and directors by the Amended and Restated Bylaws of QSC and QCF are not exclusive and continue as to former officers and directors.

The CBCA also provides that a corporation may in its articles of incorporation eliminate or limit the personal liability of a director to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director, except for monetary damages for any breach of the director's duty of loyalty to the corporation or its shareholders, acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, certain acts regarding approval of unlawful distributions or any transaction from which the director directly or indirectly derived an improper personal benefit. The Amended and Restated Articles of Incorporation of QSC and QCF eliminate the personal liability of any director of the corporation to the corporation and its shareholders for monetary damages for any breaches of fiduciary duties as a director, to the fullest extent permitted by the CBCA.

## **Item 16. Exhibits**

A list of exhibits included as part of this registration statement is set forth in the Exhibit Index which immediately precedes such exhibits and is incorporated herein by reference.

## **Item 17. Undertakings**

The undersigned registrants hereby undertake:

To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (i), (ii) and (iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrants pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

That, for the purpose of determining liability under the Securities Act to any purchaser:

(A) Each prospectus filed by the registrants pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

That, for the purpose of determining liability of the registrants under the Securities Act to any purchaser in the initial distribution of the securities: The undersigned registrants undertake that in a primary offering of securities of the undersigned registrants pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrants will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrants relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrants or used or referred to by the undersigned registrants;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrants or their securities provided by or on behalf of the undersigned registrants; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrants to the purchaser.

That, for purposes of determining any liability under the Securities Act, each filing of QCII's and QC's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrants pursuant to the foregoing provisions, or otherwise, the registrants have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrants of expenses incurred or paid by a director, officer or controlling person of the registrants in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrants will, unless in the opinion of counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

To file an application for the purpose of determining the eligibility of the trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the SEC under Section 305(b)(2) of the Trust Indenture Act.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on December 12, 2008.

QWEST COMMUNICATIONS INTERNATIONAL INC.

/s/ STEPHEN E. BRILZ

By: Stephen E. Brilz  
Title: *Vice President and Assistant Secretary*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<hr/> *	Director, Chairman and Chief Executive Officer	December 12, 2008
Edward A. Mueller	<i>(Principal Executive Officer)</i>	
<hr/> *	Executive Vice President and Chief Financial Officer	December 12, 2008
Joseph J. Euteneuer	<i>(Principal Financial Officer)</i>	
<hr/> *	Senior Vice President, Controller and Chief Accounting Officer	December 12, 2008
R. William Johnston	<i>(Principal Accounting Officer)</i>	
<hr/> *	Director	December 12, 2008
Linda G. Alvarado		
<hr/> *	Director	December 12, 2008
Charles L. Biggs		
<hr/> *	Director	December 12, 2008
K. Dane Brooksher		
<hr/> *	Director	December 12, 2008
Peter S. Hellman		
<hr/> *	Director	December 12, 2008
R. David Hoover		

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<u>Name</u>	<u>Title</u>	<u>Date</u>
<div><div>*</div><div>Patrick J. Martin</div></div>	Director	December 12, 2008
<div><div>*</div><div>Caroline Matthews</div></div>	Director	December 12, 2008
<div><div>*</div><div>Wayne W. Murdy</div></div>	Director	December 12, 2008
<div><div>*</div><div>Jan L. Murley</div></div>	Director	December 12, 2008
<div><div>*</div><div>Frank P. Popoff</div></div>	Director	December 12, 2008
<div><div>*</div><div>James A. Unruh</div></div>	Director	December 12, 2008
<div><div>*</div><div>Anthony Welters</div></div>	Director	December 12, 2008

\*By: /s/ STEPHEN E. BRILZ

Stephen E. Brilz

*Attorney-in- Fact*

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on December 12, 2008. To the extent that the registrant's ability to issue debt securities pursuant to this registration statement is dependent on the assignment of a security rating, the registrant reasonably believes that the security rating requirement will be met by the time of sale.

QWEST CORPORATION

/s/ STEPHEN E. BRILZ

By: Stephen E. Brilz  
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<div><div>*</div><div>Edward A. Mueller</div></div>	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	December 12, 2008
<div><div>*</div><div>Joseph J. Euteneuer</div></div>	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	December 12, 2008
<div><div>*</div><div>R. William Johnston</div></div>	Senior Vice President, Controller and Chief Accounting Officer <i>(Principal Accounting Officer)</i>	December 12, 2008
<div><div>*</div><div>Thomas E. Richards</div></div>	Director	December 12, 2008

\*By: /s/ STEPHEN E. BRILZ  

Stephen E. Brilz

Attorney-in- Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on December 12, 2008.

QWEST SERVICES CORPORATION

/s/ STEPHEN E. BRILZ

By: Stephen E. Brilz  
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<div><div>*</div><div>Edward A. Mueller</div></div>	Chief Executive Officer (Principal Executive Officer)	December 12, 2008
<div><div>*</div><div>Joseph J. Euteneuer</div></div>	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 12, 2008
<div><div>*</div><div>R. William Johnston</div></div>	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	December 12, 2008
<div><div>*</div><div>Thomas E. Richards</div></div>	Director	December 12, 2008
<div><div>*</div><div>Richard N. Baer</div></div>	Director	December 12, 2008

\*By: /s/ STEPHEN E. BRILZ  
Stephen E. Brilz  
Attorney-in- Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on December 12, 2008.

QWEST CAPITAL FUNDING, INC.

/s/ STEPHEN E. BRILZ

By: Stephen E. Brilz  
Title: Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<div><div>*</div><div>Edward A. Mueller</div></div>	Chief Executive Officer (Principal Executive Officer)	December 12, 2008
<div><div>*</div><div>Joseph J. Euteneuer</div></div>	Sole Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 12, 2008
<div><div>*</div><div>R. William Johnston</div></div>	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	December 12, 2008

\*By: /s/ STEPHEN E. BRILZ  
Stephen E. Brilz  
Attorney-in- Fact

## EXHIBIT INDEX

Exhibit No.	Exhibit
1.1	Form of Underwriting Agreement for debt securities and/or warrants to purchase debt securities.*
1.2	Form of Underwriting Agreement for equity securities and/or warrants to purchase equity securities.*
1.3	Form of Underwriting Agreement for convertible debt securities and/or warrants to purchase convertible debt securities.*
1.4	Form of Distribution Agreement.*
4.1	Restated Certificate of Incorporation of Qwest Communications International Inc. (incorporated by reference to Annex H to the Registration Statement of Qwest Communications International Inc. on Form S-4/A filed September 17, 1999, File No. 333-81149).
4.2	Certificate of Amendment of Restated Certificate of Incorporation of Qwest Communications International Inc. (incorporated by reference to Exhibit 3.2 to Qwest Communications International Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, File No. 001-15577).
4.3	Amended and Restated Bylaws of Qwest Communications International Inc., adopted as of July 1, 2002 and amended as of May 25, 2004 (incorporated by reference to Exhibit 3.3 to Qwest Communications International Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, File No. 001-15577).
4.4	Restated Articles of Incorporation of Qwest Corporation (incorporated by reference to Exhibit 3A to Qwest Corporation's Annual Report on Form 10-K for the year ended December 31, 1997, File No. 001-03040).
4.5	Articles of Amendment to the Articles of Incorporation of Qwest Corporation (incorporated by reference to Exhibit 3.1 to Qwest Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, File No. 001-03040).
4.6	Amended and Restated Bylaws of Qwest Corporation, effective as of February 13, 2003 (incorporated by reference to Exhibit 3.3 to Qwest Corporation's Annual Report on Form 10-K for the year ended December 31, 2002, File No. 001-03040).
4.7	Amended and Restated Articles of Incorporation of Qwest Services Corporation (incorporated by reference to Exhibit 3.1 to the Registration Statement of Qwest Services Corporation, Qwest Communications International Inc., and Qwest Capital Funding, Inc. on Form S-4 filed May 3, 2004, File No. 333-115115).
4.8	Amended and Restated Bylaws of Qwest Services Corporation, effective as of February 13, 2003 (incorporated by reference to Exhibit 3.2 to the Registration Statement of Qwest Services Corporation, Qwest Communications International Inc., and Qwest Capital Funding, Inc. on Form S-4 filed May 3, 2004, File No. 333-115115).
4.9	Amended and Restated Articles of Incorporation of Qwest Capital Funding, Inc. (incorporated by reference to Exhibit 3.5 to the Registration Statement of Qwest Services Corporation, Qwest Communications International Inc., and Qwest Capital Funding, Inc. on Form S-4 filed May 3, 2004, File No. 333-115115).
4.10	Amended and Restated Bylaws of Qwest Capital Funding, Inc. (incorporated by reference to Exhibit 3.6 to the Registration Statement of Qwest Services Corporation, Qwest Communications International Inc., and Qwest Capital Funding, Inc. on Form S-4 filed May 3, 2004, File No. 333-115115).

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Exhibit No.	Exhibit
4.11	Senior Debt Securities Indenture, dated as of November 8, 2005, by and between Qwest Communications International Inc. and U.S. Bank National Association (incorporated by reference to Exhibit 4.1 to Qwest Communications International Inc.'s Current Report on Form 8-K filed November 14, 2005, File No. 001-15577).
4.12	Form of Subordinated Debt Indenture (incorporated by reference to Exhibit 4.8(b) to the Registration Statement of Qwest Communications International Inc., Qwest Services Corporation and Qwest Capital Funding, Inc. on Form S-3 filed August 3, 2005, File No. 333-127160).
4.13	Indenture, dated as of October 15, 1999, by and between Qwest Corporation and Bank One Trust Company, National Association as trustee (incorporated by reference to Qwest Corporation's Annual Report on Form 10-K for the year ended December 31, 1999, File No. 001-03040).
4.14	First Supplemental Indenture, dated as of August 19, 2004, by and between Qwest Corporation and U.S. Bank National Association (incorporated by reference to Qwest Communications International Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, File No. 001-15577).
4.15	Second Supplemental Indenture, dated November 23, 2004, by and between Qwest Corporation and U.S. Bank National Association (incorporated by reference to Qwest Corporation's Current Report on Form 8-K filed November 23, 2004, File No. 001-03040).
4.16	Third Supplemental Indenture, dated June 17, 2005, by and between Qwest Corporation and U.S. Bank National Association (incorporated by reference to Qwest Corporation's Current Report on Form 8-K filed June 23, 2005, File No. 001-03040).
4.17	Fourth Supplemental Indenture, dated August 8, 2006, by and between Qwest Corporation and U.S. Bank National Association (incorporated by reference to Qwest Corporation's Current Report on Form 8-K filed August 8, 2006, File No. 001-03040).
4.18	Fifth Supplemental Indenture, dated May 16, 2007, by and between Qwest Corporation and U.S. Bank National Association (incorporated by reference to Qwest Corporation's Current Report on Form 8-K filed May 18, 2007, File No. 001-03040).
4.19	Form of Global Note.*
4.20	Form of Global Senior Note.*
4.21	Form of Global Senior Convertible Note.*
4.22	Form of Global Subordinated Note.*
4.23	Form of Global Subordinated Convertible Note.*
4.24	Specimen of Certificate Representing Qwest Communications International Inc.'s Common Stock (incorporated by reference to Exhibit 4.13 to the Registration Statement of Qwest Communications International Inc., Qwest Services Corporation, and Qwest Capital Funding, Inc. on Form S-3 filed August 3, 2005, File No. 333-127160).
4.25	Form of Certificate of Designation for Preferred Stock of Qwest Communications International Inc.*
4.26	Form of Warrant Agreement.*
4.27	Form of Depositary Agreement.*
4.28	Form of Depositary Receipt.*

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Exhibit No.	Exhibit
4.29	Form of Purchase Contract Agreement.*
4.30	Form of Unit Agreement.*
4.31	Form of Unit Certificate.*
5.1	Opinion of Stephen E. Brilz, Esq.
12.1	Computation of Qwest Communications International Inc. Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12 to Qwest Communications International Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed October 29, 2008, File No. 1-15577).
12.2	Computation of Qwest Corporation Ratio of Earnings to Fixed Charges (incorporated by reference to Exhibit 12 to Qwest Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, filed October 30, 2008, File No. 001-03040).
12.3	Computation of Qwest Corporation Ratio of Earnings to Fixed Charges for 2003 and 2004.
23.1	Qwest Communications International Inc. Consent of Independent Registered Public Accounting Firm.
23.2	Qwest Corporation Consent of Independent Registered Public Accounting Firm.
23.3	Consent of Stephen E. Brilz, Esq. (included in the opinion referred to in Exhibit 5.1 above).
24.1	Qwest Communications International Inc. Power of Attorney.
24.2	Qwest Corporation Power of Attorney.
24.3	Qwest Services Corporation Power of Attorney.
24.4	Qwest Capital Funding, Inc. Power of Attorney.
25.1	T-1 Statement of Eligibility under the Trust Indenture Act of 1939 in respect of the QCII Senior Debt Indenture.
25.2	T-1 Statement of Eligibility under the Trust Indenture Act of 1939 in respect of the QCII Subordinated Debt Indenture.
25.3	T-1 Statement of Eligibility under the Trust Indenture Act of 1939 in respect of the QC Indenture.

\* To be filed by amendment or via Form 8-K.





December 12, 2008

Qwest Communications International Inc.  
Qwest Corporation  
Qwest Services Corporation  
Qwest Capital Funding, Inc.  
1801 California Street  
Denver, Colorado 80202

Re: *Qwest Communications International Inc.*  
*Qwest Corporation*  
*Qwest Services Corporation*  
*Qwest Capital Funding, Inc.*  
*Registration Statement on Form S-3 filed on December 12, 2008*

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-3 (the "Registration Statement") in the form in which it is to be filed today by Qwest Communications International Inc., a Delaware corporation ("QCII"), Qwest Corporation, a Colorado corporation ("QC"), Qwest Services Corporation, a Colorado corporation ("QSC"), and Qwest Capital Funding, Inc., a Colorado corporation ("QCF" and together with QCII, QC and QSC, the "Issuers") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"). The Registration Statement relates to the registration of the following securities (together, the "Securities"): (i) shares of common stock, par value \$0.01 per share, of QCII (the "Common Stock"); (ii) shares of one or more series of preferred stock, par value \$1.00 per share, of QCII (the "Preferred Stock"); (iii) debt securities of QCII and/or QC (the "Debt Securities"); (iv) purchase contracts (the "Purchase Contracts") for the purchase or sale of securities, including Common Stock, Preferred Stock, or Debt Securities; (v) depository shares of QCII (the "Depository Shares") consisting of Preferred Stock; (vi) warrants for the purchase of Common Stock, Preferred Stock, Debt Securities, rights to receive payment in cash or securities based on the value, rate or price of one or more specified securities, or any combination of the foregoing (the "Warrants"); (vii) units consisting of one or more of Common Stock, Preferred Stock, Debt Securities, Purchase Contracts, Depository Shares, Warrants, or any combination thereof (the "Units"); and (viii) guarantees by QSC and/or QCF of the Debt Securities issued by QCII (the "Guarantees"). If so indicated in a prospectus supplement to the Registration Statement, the Debt Securities or Preferred Stock may be convertible into other securities, including Common Stock or Preferred Stock.

In rendering the opinions set forth herein, I have examined the originals, or copies identified to my satisfaction as being true and complete copies of the originals, of such records of the Issuers and certificates of officers of the Issuers and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In my examination, I have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to me as originals and the conformity to original documents of all documents submitted to me as copies.

Based upon the foregoing examination and in reliance thereon, and subject to (x) the assumptions stated and in reliance on statements of fact contained in the documents that we have examined and (y) completion of all corporate action required to be taken by the Issuers to duly authorize each proposed issuance of Securities (including the due reservation of any shares of Common Stock or Preferred Stock for issuance upon conversion or exchange of any other Securities or in connection with any Purchase Contract), I am of the opinion that:

1. With respect to the Common Stock, when the shares of Common Stock have been issued and delivered in accordance with the applicable definitive purchase, underwriting or similar
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agreement against the receipt of requisite consideration, the shares of Common Stock will be validly issued, fully paid and non-assessable.

2. With respect to the Preferred Stock, when (a) the applicable Certificate of Designation for the Preferred Stock to be issued has been duly filed with the Office of the Secretary of State of the State of Delaware and (b) the shares of Preferred Stock have been issued and delivered in accordance with the applicable definitive purchase, underwriting or similar agreement against the receipt of requisite consideration therefor provided for therein, the shares of Preferred Stock will be validly issued, fully paid and non-assessable.
3. With respect to Debt Securities to be issued under one or more indentures (each, an "Indenture"), when (a) the Indenture and the applicable supplement thereto, if any, has been duly authorized and validly executed and delivered by QCII or QC, as applicable, and the trustee thereunder, (b) the Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended, and (c) the Debt Securities have been executed, issued, delivered and authenticated in accordance with the terms of the Indenture and the applicable definitive purchase, underwriting or similar agreement against the receipt of requisite consideration therefor provided for therein, the Debt Securities will constitute legal, valid and binding obligations of QCII or QC, as applicable.
4. With respect to Common Stock or Preferred Stock to be issued upon conversion of the Debt Securities or Preferred Stock, when (a) if applicable, the Certificate of Designation for the Preferred Stock to be issued has been duly filed with the Office of the Secretary of State of the State of Delaware, (b) if applicable, the Debt Securities or Preferred Stock has been presented for conversion in accordance with the terms thereof, and (c) such Common Stock or Preferred Stock, as the case may be, has been issued and delivered in accordance with the terms of the applicable Debt Securities or Preferred Stock, as the case may be, such shares of Common Stock or Preferred Stock will be validly issued, fully paid and non-assessable.
5. With respect to Purchase Contracts, when (a) a purchase contract agreement relating to the Purchase Contracts (the "Purchase Contract Agreement") has been duly authorized and validly executed and delivered by QCII and each party thereto, (b) the terms of the Purchase Contracts have been established in accordance with the terms of the Purchase Contract Agreement, (c) the terms of any collateral or security arrangements relating to such Purchase Contracts have been established and the agreements relating thereto have been validly executed and delivered by each of the parties thereto and any collateral has been deposited with the collateral agent in accordance with such arrangements, and (d) such Purchase Contracts have been executed and delivered in accordance with the Purchase Contract Agreement and the applicable definitive purchase, underwriting or similar agreement against the receipt of requisite consideration therefor provided therein, the Purchase Contracts will be legal, valid and binding obligations of QCII.
6. With respect to Depositary Shares, when (a) a deposit agreement relating to the Depositary Shares (the "Deposit Agreement") has been duly authorized and validly executed and delivered by QCII and each party thereto, (b) the applicable Certificate of Designation for the Depositary Shares has been duly filed with the Office of the Secretary of State of the State of Delaware, and (c) the Depositary Shares have been issued and delivered in accordance with the Deposit Agreement and the applicable definitive purchase, underwriting or similar agreement against the receipt of requisite consideration therefor provided therein, the Depositary Shares will be validly issued, fully paid and non-assessable.
7. With respect to the Warrants, when (a) a warrant agreement relating to the Warrants (the "Warrant Agreement") has been duly authorized and validly executed and delivered by QCII and each party thereto, (b) the terms of the Warrants have been established in accordance

with the Warrant Agreement, and (c) the Warrants have been executed and delivered in accordance with the related Warrant Agreement and the applicable definitive purchase, underwriting or similar agreement against the receipt of requisite consideration therefor provided therein, the Warrants will be legal, valid and binding obligations of QCII.

8. With respect to the Units, when (a) a unit agreement relating to the Units (the "Unit Agreement") has been duly authorized and validly executed and delivered by QCII and each party thereto, (b) the terms of the Units have been established in accordance with the Unit Agreement, and (c) the Units have been executed and delivered in accordance with the related Unit Agreement and the applicable definitive purchase, underwriting or similar agreement against the receipt of requisite consideration therefor provided therein, the Units will be legal, valid and binding obligations of QCII.
9. With respect to the Guarantees to be issued under any Indenture, when (a) the Indenture and the applicable supplement thereto, if any, has been duly authorized and validly executed and delivered by the Issuers, as applicable, and the trustee thereunder, (b) the Guarantees have been duly authorized and validly executed, endorsed thereon, and delivered, (c) the Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended, and (d) the Guarantees have been executed, issued, delivered and authenticated in accordance with the terms of the Indenture and the applicable definitive purchase, underwriting or similar agreement against the receipt of requisite consideration therefor provided for therein, the Guarantees will constitute legal, valid and binding obligations of the applicable guarantor.

The opinions set forth in paragraphs 3, 5, 7, 8 and 9 above are each subject to (i) the effect of any bankruptcy, insolvency, reorganization, moratorium, arrangement or similar laws affecting the rights and remedies of creditors' generally, including the effect of statutory or other laws regarding fraudulent transfers or preferential transfers, and (ii) general principles of equity, including concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance, injunctive relief or other equitable remedies regardless of whether enforceability is considered in a proceeding in equity or at law.

I consent to the filing of this opinion as an exhibit to the Registration Statement, and I further consent to the use of my name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Stephen E. Brilz

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Stephen E. Brilz



**QWEST CORPORATION**  
**CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES**  
**(UNAUDITED)**

	Years Ended December 31,	
	2004	2003
	(Dollars in millions)	
Income from continuing operations before income taxes, discontinued operations and cumulative effect of changes in accounting principles	\$ 1,871	\$ 1,845
Add: estimated fixed charges	686	687
Add: estimated amortization of capitalized interest	12	13
Less: interest capitalized	(12)	(12)
Total earnings available for fixed charges	<u>\$ 2,557</u>	<u>\$ 2,533</u>
Estimate of interest factor on rentals	\$ 75	\$ 92
Interest expense, including amortization of premiums, discounts and debt issuance costs(1)	599	583
Interest capitalized	12	12
Total fixed charges	<u>\$ 686</u>	<u>\$ 687</u>
Ratio of earnings to fixed charges	3.7	3.7

(1) Interest expense includes only interest related to long-term borrowings and capital lease obligations.



**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Qwest Communications International Inc.:

We consent to the use of our report dated February 12, 2008, except for notes 2, 9, and 20 as to which the date is April 4, 2008 with respect to the consolidated balance sheets of Qwest Communications International Inc. and subsidiaries as of December 31, 2007 and 2006 and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for each of the years in the three-year period ended December 31, 2007, and our reports dated February 12, 2008 with respect to the related consolidated financial statement schedule, Schedule II—Valuation and Qualifying Accounts, and the effectiveness of internal control over financial reporting as of December 31, 2007, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report on the consolidated financial statements refers to the Company's adoption of the Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* effective January 1, 2007, Statement of Financial Accounting Standards (SFAS) No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans—an amendment of FASB Statements No. 87, 88, 106, and 132(R)* effective December 31, 2006, SFAS No. 123(R), *Share-Based Payment* effective January 1, 2006 and FASB Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations*, effective December 31, 2005.

**KPMG LLP**

Denver, Colorado  
December 12, 2008

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**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholder  
Qwest Corporation:

We consent to the use of our report dated April 4, 2008 with respect to the consolidated balance sheets of Qwest Corporation and subsidiaries as of December 31, 2007 and 2006 and the related consolidated statements of operations, stockholder's equity, and cash flows for each of the years in the three-year period ended December 31, 2007, and our report dated February 12, 2008 with respect to the related consolidated financial statement schedule, Schedule II—Valuation and Qualifying Accounts incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report on the consolidated financial statements refers to the Company's adoption of the Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* effective January 1, 2007, Statement of Financial Accounting Standards (SFAS) No. 123(R), *Share-Based Payment* effective January 1, 2006 and FASB Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations*, effective December 31, 2005.

**KPMG LLP**

Denver, Colorado  
December 12, 2008

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## POWER OF ATTORNEY

Each of the undersigned, being a director and/or officer of Qwest Communications International Inc., a Delaware corporation ("QCII"), hereby constitutes and appoints Edward A. Mueller, Joseph J. Euteneuer and Stephen E. Brilz, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead in any and all capacities, to sign a registration statement on Form S-3 in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of various securities of QCII or its consolidated subsidiaries (including without limitation debt securities, preferred stock, common stock, purchase contracts, depository shares, warrants, units or guarantees) and any and all amendments to such registration statement (including post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act, and otherwise), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such registration statement or registration statements shall comply with the Securities Act and the applicable rules and regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this instrument on this 11<sup>th</sup> day of December, 2008.

/s/ Edward A. Mueller

Edward A. Mueller

/s/ R. William Johnston

R. William Johnston

/s/ Charles L. Biggs

Charles L. Biggs

/s/ Peter S. Hellman

Peter S. Hellman

/s/ Patrick J. Martin

Patrick J. Martin

/s/ Wayne W. Murdy

Wayne W. Murdy

/s/ Frank P. Popoff

Frank P. Popoff

/s/ Anthony Welters

Anthony Welters

/s/ Joseph J. Euteneuer

Joseph J. Euteneuer

/s/ Linda G. Alvarado

Linda G. Alvarado

/s/ K. Dane Brooksher

K. Dane Brooksher

/s/ R. David Hoover

R. David Hoover

/s/ Caroline Matthews

Caroline Matthews

/s/ Jan L. Murley

Jan L. Murley

/s/ James A. Unruh

James A. Unruh



POWER OF ATTORNEY

Each of the undersigned, being a director and/or officer of Qwest Corporation, a Colorado corporation, hereby constitutes and appoints Edward A. Mueller, Joseph J. Euteneuer and Stephen E. Brilz, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, to sign a registration statement on Form S-3 in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of various securities of Qwest Communications International Inc., a Delaware corporation, or its consolidated subsidiaries (including without limitation debt securities, preferred stock, common stock, purchase contracts, depository shares, warrants, units or guarantees) and any and all amendments to such registration statement (including post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act, and otherwise), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such registration statement or registration statements shall comply with the Securities Act and the applicable rules and regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this instrument on this 11<sup>th</sup> day of December, 2008.

/s/ Edward A. Mueller  
\_\_\_\_\_  
Edward A. Mueller

/s/ Joseph J. Euteneuer  
\_\_\_\_\_  
Joseph J. Euteneuer

/s/ R. William Johnston  
\_\_\_\_\_  
R. William Johnston

/s/ Thomas E. Richards  
\_\_\_\_\_  
Thomas E. Richards

\_\_\_\_\_



POWER OF ATTORNEY

Each of the undersigned, being a director and/or officer of Qwest Services Corporation, a Colorado corporation, hereby constitutes and appoints Edward A. Mueller, Joseph J. Euteneuer and Stephen E. Brilz, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, to sign a registration statement on Form S-3 in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of various securities of Qwest Communications International Inc., a Delaware corporation, or its consolidated subsidiaries (including without limitation debt securities, preferred stock, common stock, purchase contracts, depository shares, warrants, units or guarantees) and any and all amendments to such registration statement (including post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act, and otherwise), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such registration statement or registration statements shall comply with the Securities Act and the applicable rules and regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this instrument on this 11<sup>th</sup> day of December, 2008.

<u>/s/ Edward A. Mueller</u>	<u>/s/ Joseph J. Euteneuer</u>
Edward A. Mueller	Joseph J. Euteneuer
<u>/s/ R. William Johnston</u>	<u>/s/ Thomas E. Richards</u>
R. William Johnston	Thomas E. Richards
<u>/s/ Richard N. Baer</u>	
Richard N. Baer	

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**POWER OF ATTORNEY**

Each of the undersigned, being a director and/or officer of Qwest Capital Funding, Inc., a Colorado corporation, hereby constitutes and appoints Edward A. Mueller, Joseph J. Euteneuer and Stephen E. Brilz, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, to sign a registration statement on Form S-3 in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of various securities of Qwest Communications International Inc., a Delaware corporation, or its consolidated subsidiaries (including without limitation debt securities, preferred stock, common stock, purchase contracts, depository shares, warrants, units or guarantees) and any and all amendments to such registration statement (including post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act, and otherwise), and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such registration statement or registration statements shall comply with the Securities Act and the applicable rules and regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this instrument on this 11<sup>th</sup> day of December, 2008.

/s/ Edward A. Mueller

\_\_\_\_\_  
Edward A. Mueller

/s/ Joseph J. Euteneuer

\_\_\_\_\_  
Joseph J. Euteneuer

/s/ R. William Johnston

\_\_\_\_\_  
R. William Johnston



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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM T-1

### STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

Check if an Application to Determine Eligibility of  
a Trustee Pursuant to Section 305(b)(2)

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## U.S. BANK NATIONAL ASSOCIATION

(Exact name of Trustee as specified in its charter)

**31-0841368**

I.R.S. Employer Identification No.

**800 Nicollet Avenue  
Minneapolis, MN**

(Address of principal executive offices)

**55402**

(Zip Code)

**Leland Hansen  
U.S. Bank National Association  
950 17<sup>th</sup> Street, Suite 1200  
Denver, CO 80202  
Telephone (303) 585-4594**

(Name, address and telephone number of agent for service)

**Qwest Communications International Inc.**

(Exact name of obligor as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation

**84-1339282**

(I.R.S. Employer Identification No.)

or organization)

**Qwest Services Corporation**

(Exact name of obligor as specified in its charter)

**Colorado**

(State or other jurisdiction of incorporation

**84-1339283**

(I.R.S. Employer Identification No.)

or organization)

**Qwest Capital Funding, Inc.**

(Exact name of obligor as specified in its charter)

**Colorado**

**84-1028672**

(State or other jurisdiction of incorporation      (I.R.S. Employer Identification No.)  
or organization)

**1801 California Street, Denver Colorado**      **80202**  
(Address of Principal Executive Offices)      (Zip Code)

**Debt Securities**  
(Title of the indenture securities)

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**Item 1. GENERAL INFORMATION.** Furnish the following information as to the Trustee.

- a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of the Currency, Washington, D.C.  
Board of Governors of the Federal Reserve System, Washington D.C.

- b) *Whether it is authorized to exercise corporate trust powers.*

Yes

**Item 2. AFFILIATIONS WITH OBLIGOR.** *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

**Items 3-15.** The Trustee is a Trustee under other Indentures under which securities issued by the obligor are outstanding. There is not and there has not been a default with respect to the securities outstanding under other such Indentures.

**Item 16. LIST OF EXHIBITS:** List below all exhibits filed as a part of this statement of eligibility and qualification.

1. A copy of the Articles of Association of the Trustee now in effect, incorporated herein by reference to Exhibit 1 of Form T-1, Document 6 of Registration No. 333-84320.
  2. A copy of the certificate of authority of the Trustee to commence business, incorporated herein by reference to Exhibit 2 of Form T-1, Document 6 of Registration No. 333-84320.
  3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers, incorporated herein by reference to Exhibit 3 of Form T-1, Document 6 of Registration No. 333-84320.
  4. A copy of the existing bylaws of the Trustee, as now in effect, incorporated herein by reference to Exhibit 4 of Form T-1, Document 6 of Registration No. 333-84320.
  5. Not applicable.
  6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, incorporated herein by reference to Exhibit 6 of Form T-1, Document 6 of Registration No. 333-84320.
  7. Report of Condition of the Trustee as of September 30, 2005, published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.
  8. Not applicable.
  9. Not applicable.
-

## SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City and County of Denver, State of Colorado on the 10th day of December, 2008.

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Leland Hansen

Name: Leland Hansen

Title: Vice President

---

*Exhibit 7*

**U.S. Bank National Association**  
**Unaudited Statement of Financial Condition**  
**As of 9/30/2008**  
**(in millions)**

**(\$000's)**

	<u>9/30/2008</u>
<b>Assets</b>	
Cash and Balances Due From Depository Institutions	\$ 7,232,911
Securities	36,927,854
Federal Funds	3,517,817
Loans & Lease Financing Receivables	165,651,532
Fixed Assets	3,030,773
Intangible Assets	12,172,606
Other Assets	14,063,317
<b>Total Assets</b>	<b>\$242,596,810</b>
<b>Liabilities</b>	
Deposits	\$147,640,677
Fed Funds	13,500,584
Treasury Demand Notes	0
Trading Liabilities	488,249
Other Borrowed Money	43,752,578
Acceptances	0
Subordinated Notes and Debentures	7,379,967
Other Liabilities	6,540,570
<b>Total Liabilities</b>	<b>\$219,302,625</b>
<b>Equity</b>	
Minority Interest in Subsidiaries	\$ 1,679,593
Common and Preferred Stock	18,200
Surplus	12,057,621
Undivided Profits	9,538,771
<b>Total Equity Capital</b>	<b>\$ 23,294,185</b>
<b>Total Liabilities and Equity Capital</b>	<b>\$242,596,810</b>

---

To the best of the undersigned's determination, as of the date hereof, the above financial information is true and correct.

**U.S. Bank National Association**

By:           /s/ Leland Hansen          

Vice President

Date: December 10, 2008

---

Exhibit 25.1

Item 1. GENERAL INFORMATION. Furnish the following information as to the Trustee.

Item 2. AFFILIATIONS WITH OBLIGOR. If the obligor is an affiliate of the Trustee, describe each such affiliation.

Items 3-15. The Trustee is a Trustee under other Indentures under which securities issued by the obligor are outstanding. There is not and there has not been a default with respect to the securities outstanding under other such Indentures.

Item 16. LIST OF EXHIBITS: List below all exhibits filed as a part of this statement of eligibility and qualification.



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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM T-1

### STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

Check if an Application to Determine Eligibility of  
a Trustee Pursuant to Section 305(b)(2)

---

## U.S. BANK NATIONAL ASSOCIATION

(Exact name of Trustee as specified in its charter)

**31-0841368**

I.R.S. Employer Identification No.

**800 Nicollet Avenue  
Minneapolis, MN**

(Address of principal executive offices)

**55402**

(Zip Code)

**Leland Hansen  
U.S. Bank National Association  
950 17<sup>th</sup> Street, Suite 1200  
Denver, CO 80202  
Telephone (303) 585-4594**

(Name, address and telephone number of agent for service)

**Qwest Communications International Inc.**

(Exact name of obligor as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation

**84-1339282**

(I.R.S. Employer Identification No.)

or organization)

**Qwest Services Corporation**

(Exact name of obligor as specified in its charter)

**Colorado**

(State or other jurisdiction of incorporation

**84-1339283**

(I.R.S. Employer Identification No.)

or organization)

**Qwest Capital Funding, Inc.**

(Exact name of obligor as specified in its charter)

**Colorado**

**84-1028672**

(State or other jurisdiction of incorporation      (I.R.S. Employer Identification No.)  
or organization)

**1801 California Street, Denver Colorado**  
(Address of Principal Executive Offices)

**80202**  
(Zip Code)

**Subordinated Debt Securities**  
(Title of the indenture securities)



**Item 1. GENERAL INFORMATION.** Furnish the following information as to the Trustee.

- a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of the Currency, Washington, D.C.  
Board of Governors of the Federal Reserve System, Washington D.C.

- b) *Whether it is authorized to exercise corporate trust powers.*

Yes

**Item 2. AFFILIATIONS WITH OBLIGOR.** *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

**Items 3-15.** The Trustee is a Trustee under other Indentures under which securities issued by the obligor are outstanding. There is not and there has not been a default with respect to the securities outstanding under other such Indentures.

**Item 16. LIST OF EXHIBITS:** List below all exhibits filed as a part of this statement of eligibility and qualification.

1. A copy of the Articles of Association of the Trustee now in effect, incorporated herein by reference to Exhibit 1 of Form T-1, Document 6 of Registration No. 333-84320.
  2. A copy of the certificate of authority of the Trustee to commence business, incorporated herein by reference to Exhibit 2 of Form T-1, Document 6 of Registration No. 333-84320.
  3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers, incorporated herein by reference to Exhibit 3 of Form T-1, Document 6 of Registration No. 333-84320.
  4. A copy of the existing bylaws of the Trustee, as now in effect, incorporated herein by reference to Exhibit 4 of Form T-1, Document 6 of Registration No. 333-84320.
  5. Not applicable.
  6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, incorporated herein by reference to Exhibit 6 of Form T-1, Document 6 of Registration No. 333-84320.
  7. Report of Condition of the Trustee as of September 30, 2005, published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.
  8. Not applicable.
  9. Not applicable.
-

## SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City and County of Denver, State of Colorado on the 10th day of December, 2008.

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Leland Hansen

Name: Leland Hansen

Title: Vice President

---

*Exhibit 7*

**U.S. Bank National Association**  
**Unaudited Statement of Financial Condition**  
**As of 9/30/2008**  
**(in millions)**

**(\$000's)**

	<u>9/30/2008</u>
<b>Assets</b>	
Cash and Balances Due From	\$ 7,232,911
Depository Institutions	
Securities	36,927,854
Federal Funds	3,517,817
Loans & Lease Financing Receivables	165,651,532
Fixed Assets	3,030,773
Intangible Assets	12,172,606
Other Assets	14,063,317
<b>Total Assets</b>	<b>\$242,596,810</b>
<b>Liabilities</b>	
Deposits	\$147,640,677
Fed Funds	13,500,584
Treasury Demand Notes	0
Trading Liabilities	488,249
Other Borrowed Money	43,752,578
Acceptances	0
Subordinated Notes and Debentures	7,379,967
Other Liabilities	6,540,570
<b>Total Liabilities</b>	<b>\$219,302,625</b>
<b>Equity</b>	
Minority Interest in Subsidiaries	\$ 1,679,593
Common and Preferred Stock	18,200
Surplus	12,057,621
Undivided Profits	9,538,771
<b>Total Equity Capital</b>	<b>\$ 23,294,185</b>
<b>Total Liabilities and Equity Capital</b>	<b>\$242,596,810</b>

---

To the best of the undersigned's determination, as of the date hereof, the above financial information is true and correct.

**U.S. Bank National Association**

By:                     /s/ Leland Hansen                    

Vice President

Date: December 10, 2008

---

Exhibit 25.2

Item 1. GENERAL INFORMATION. Furnish the following information as to the Trustee.

Item 2. AFFILIATIONS WITH OBLIGOR. If the obligor is an affiliate of the Trustee, describe each such affiliation.

Items 3-15. The Trustee is a Trustee under other Indentures under which securities issued by the obligor are outstanding. There is not and there has not been a default with respect to the securities outstanding under other such Indentures.

Item 16. LIST OF EXHIBITS: List below all exhibits filed as a part of this statement of eligibility and qualification.

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM T-1

### STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939 OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

Check if an Application to Determine Eligibility of  
a Trustee Pursuant to Section 305(b)(2)

---

## U.S. BANK NATIONAL ASSOCIATION

(Exact name of Trustee as specified in its charter)

**31-0841368**

I.R.S. Employer Identification No.

**800 Nicollet Avenue  
Minneapolis, MN**

(Address of principal executive offices)

**55402**

(Zip Code)

**Leland Hansen  
U.S. Bank National Association  
950 17<sup>th</sup> Street, Suite 1200  
Denver, CO 80202  
Telephone (303) 585-4594**

(Name, address and telephone number of agent for service)

**Qwest Corporation**

(Exact name of obligor as specified in its charter)

**Colorado**

(State or other jurisdiction of incorporation

**87-0273800**

(I.R.S. Employer Identification No.)

or organization)

**1801 California Street, Denver Colorado**

(Address of Principal Executive Offices)

**80202**

(Zip Code)

**Debt Securities**

(Title of the indenture securities)

---

---

**Item 1. GENERAL INFORMATION.** Furnish the following information as to the Trustee.

- a) *Name and address of each examining or supervising authority to which it is subject.*

Comptroller of the Currency, Washington, D.C.  
Board of Governors of the Federal Reserve System, Washington D.C.

- b) *Whether it is authorized to exercise corporate trust powers.*

Yes

**Item 2. AFFILIATIONS WITH OBLIGOR.** *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

**Items 3-15.** The Trustee is a Trustee under other Indentures under which securities issued by the obligor are outstanding. There is not and there has not been a default with respect to the securities outstanding under other such Indentures.

**Item 16. LIST OF EXHIBITS:** List below all exhibits filed as a part of this statement of eligibility and qualification.

1. A copy of the Articles of Association of the Trustee now in effect, incorporated herein by reference to Exhibit 1 of Form T-1, Document 6 of Registration No. 333-84320.
  2. A copy of the certificate of authority of the Trustee to commence business, incorporated herein by reference to Exhibit 2 of Form T-1, Document 6 of Registration No. 333-84320.
  3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers, incorporated herein by reference to Exhibit 3 of Form T-1, Document 6 of Registration No. 333-84320.
  4. A copy of the existing bylaws of the Trustee, as now in effect, incorporated herein by reference to Exhibit 4 of Form T-1, Document 6 of Registration No. 333-84320.
  5. Not applicable.
  6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, incorporated herein by reference to Exhibit 6 of Form T-1, Document 6 of Registration No. 333-84320.
  7. Report of Condition of the Trustee as of September 30, 2005, published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.
  8. Not applicable.
  9. Not applicable.
-



## **SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. BANK NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City and County of Denver, State of Colorado on the 10th day of December, 2008.

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Leland Hansen

Name: Leland Hansen

Title: Vice President

---

*Exhibit 7*

**U.S. Bank National Association**  
**Unaudited Statement of Financial Condition**  
**As of 9/30/2008**  
**(in millions)**

**(\$000's)**

	<u>9/30/2008</u>
<b>Assets</b>	
Cash and Balances Due From Depository Institutions	\$ 7,232,911
Securities	36,927,854
Federal Funds	3,517,817
Loans & Lease Financing Receivables	165,651,532
Fixed Assets	3,030,773
Intangible Assets	12,172,606
Other Assets	14,063,317
<b>Total Assets</b>	<b>\$242,596,810</b>
<b>Liabilities</b>	
Deposits	\$147,640,677
Fed Funds	13,500,584
Treasury Demand Notes	0
Trading Liabilities	488,249
Other Borrowed Money	43,752,578
Acceptances	0
Subordinated Notes and Debentures	7,379,967
Other Liabilities	6,540,570
<b>Total Liabilities</b>	<b>\$219,302,625</b>
<b>Equity</b>	
Minority Interest in Subsidiaries	\$ 1,679,593
Common and Preferred Stock	18,200
Surplus	12,057,621
Undivided Profits	9,538,771
<b>Total Equity Capital</b>	<b>\$ 23,294,185</b>
<b>Total Liabilities and Equity Capital</b>	<b>\$242,596,810</b>

---

To the best of the undersigned's determination, as of the date hereof, the above financial information is true and correct.

**U.S. Bank National Association**

By:                     /s/ Leland Hansen                    

Vice President

Date: December 10, 2008

---

Exhibit 25.3

Item 1. GENERAL INFORMATION. Furnish the following information as to the Trustee.

Item 2. AFFILIATIONS WITH OBLIGOR. If the obligor is an affiliate of the Trustee, describe each such affiliation.

Items 3-15. The Trustee is a Trustee under other Indentures under which securities issued by the obligor are outstanding. There is not and there has not been a default with respect to the securities outstanding under other such Indentures.

Item 16. LIST OF EXHIBITS: List below all exhibits filed as a part of this statement of eligibility and qualification.