

1214199

FORM D

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per responses.....	16.00

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
**Qwest Services Corporation's 13.00% Senior Subordinated Secured Notes due 2007, 13.50% Senior Subordinated Secured Notes due 2010 and 14.00% Senior Subordinated Secured Notes due 2014**

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
Type of Filing:  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change)

**Qwest Services Corporation**

Address of Executive Officers (Number and Street, City, State, Zip Code)

**1801 California Street, Denver, CO 80202**

Telephone Number (Including Area Code)

**(303) 992-1440**

Address of Principal Business Operations (if different from Executive Officers) (Number and Street, City, State Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business  
**Intermediate holding company.**

Type of Business Organization

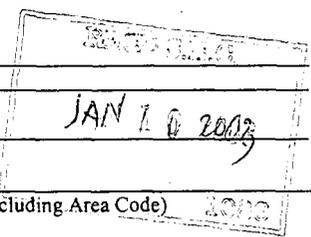
- corporation
- business trust

- limited partnership, already formed
- limited partnership, to be formed

- other (please specify):  
Limited liability company

Actual or Estimated Date of Incorporation or Organization Month Year  Actual  Estimated

Jurisdiction of Incorporation or Organization (Enter two-letter U.S. Postal Service abbreviation for State:   CN for Canada, FN for other foreign jurisdiction)



PROCESSED

JAN 15 2003

THOMSON



03000950

GENERAL INSTRUCTIONS

**Federal:**  
*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where To File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years.
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Qwest Communications International Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Richard C. Notebaert**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Oren G. Shaffer**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Richard Baer**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Barry Allen**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Augustine M. Crucioti**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Patricia Engels**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Cliff Holtz**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Annette Jacobs**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Al Noor Ramji**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Janet K. Cooper**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**R. Steven Davis**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**James E. Shields**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Kelly Carter**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)  
**Yash A. Rana**

Business or Residence Address (Number and Street, City, State, Zip Code)  
**1801 California Street, Denver, CO 80202**

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... YES NO  
    
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual?..... N/A
3. Does the offering permit joint ownership of a single unit?..... YES NO
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

**Banc of America Securities LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**100 North Tryon Street, Charlotte, NC 28255**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

**Merrill Lynch, Pierce, Fenner & Smith Incorporated**

Business or Residence Address (Number and Street, City, State, Zip Code)

**4 World Financial Center, New York, NY 10080**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

**UBS Warburg LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**667 Washington Boulevard, Stamford, CT 06901**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Full Name (Last name first, if individual)

**Credit Suisse First Boston Corporation**

Business or Residence Address (Number and Street, City, State, Zip Code)

**11 Madison Avenue, New York, NY 10010**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

**Lehman Brothers Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**745 Seventh Avenue, New York, NY 10019**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

**Wachovia Securities, Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**301 South College Street, Charlotte, NC 28288**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States).....  All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	<b>\$12,902,653,000</b>	<b>\$5,237,928,000</b>
Equity.....	\$ _____	\$ _____
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	<b>\$12,902,653,000</b>	<b>\$5,237,928,000</b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<b>Up to 1,115<sup>1</sup></b>	<b>\$ 5,237,928,000</b>
Non-accredited Investors .....	<b>0</b>	<b>\$ 0</b>
Total (for filings under Rule 504 only) .....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	<b>Approximately \$820,000</b>
Legal Fees .....	<input checked="" type="checkbox"/>	<b>Approximately \$4,000,000</b>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <b>Dealer-Manager fees, Trustee's fees and Exchange Agent fees</b> .....	<input checked="" type="checkbox"/>	<b>Approximately \$31,000,000</b>
Total .....	<input checked="" type="checkbox"/>	<b>Approximately \$35,820,000</b>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

The issuer received no cash proceeds.

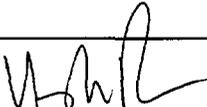
5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Quest 4.b above.

The issuer received no cash proceeds.

	Payments to Officer, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Purchase of real estate .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Repayment of indebtedness .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Working capital .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Other (specify): .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Column Totals .....	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$ N/A
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ N/A	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) and Rule 502.

Issuer (Print or Type) Qwest Services Corporation	Signature 	Date January 10, 2003
Name of Signer (Print or Type) Yash Rana	Title of Signer (Print or Type) Vice President	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

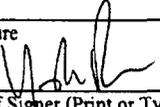
**II. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... YES  NO

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limiting Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Qwest Services Corporation</b>	Signature 	Date <b>January 10, 2003</b>
Name of Signer (Print or Type) <b>Yash Rana</b>	Title of Signer (Print or Type) <b>Vice President</b>	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors <sup>1</sup>	Amount <sup>2</sup>	Number of Non-Accredited Investors	Amount	Yes	No
AL		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 11	Up to \$5,237,928,000				X
AK									
AZ		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 4	Up to \$5,237,928,000				X
AR		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Possibly 1	Up to \$5,237,928,000				X
CA		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 122	Up to \$5,237,928,000				X
CO		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Possibly 1	Up to \$5,237,928,000				X
CT		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 31	Up to \$5,237,928,000				X
DE		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 9	Up to \$5,237,928,000				X
DC									
FL		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 4	Up to \$5,237,928,000				X
GA									
HI									
ID									

<sup>1</sup> It is not possible to determine the precise number of accredited investors who elected to participate in the exchange offer in each jurisdiction. However such number will not exceed the numbers listed herein, which represent the number of offering memorandums the company mailed to each applicable jurisdiction.

<sup>2</sup> It is not possible to determine the precise aggregate price of debt securities purchased in any individual jurisdiction. However such price will not exceed \$5,237,928,000, the aggregate principal amount of old debt securities tendered in the exchange offer.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors <sup>1</sup>	Amount <sup>2</sup>	Number of Non-Accredited Investors	Amount	Yes	No
IL		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 60	Up to \$5,237,928,000				X
IN		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 15	Up to \$5,237,928,000				X
IA		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 8	Up to \$5,237,928,000				X
KS									
KY		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 7	Up to \$5,237,928,000				X
LA		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 2	Up to \$5,237,928,000				X
ME									
MD		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 6	Up to \$5,237,928,000				X
MA		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 212	Up to \$5,237,928,000				X
MI									
MN		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 17	Up to \$5,237,928,000				X
MS		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 3	Up to \$5,237,928,000				X
MO									
MT									

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors <sup>1</sup>	Amount <sup>2</sup>	Number of Non-Accredited Investors	Amount	Yes	No
NE		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 23	Up to \$5,237,928,000				X
NV									
NH									
NJ		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 64	Up to \$5,237,928,000				X
NM									
NY		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 346	Up to \$5,237,928,000				X
NC		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 3	Up to \$5,237,928,000				X
ND		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 2	Up to \$5,237,928,000				X
OH		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 11	Up to \$5,237,928,000				X
OK		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 3	Up to \$5,237,928,000				X
OR		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 3	Up to \$5,237,928,000				X
PA		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 14	Up to \$5,237,928,000				X
RI		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 3	Up to \$5,237,928,000				X
SC									

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors <sup>1</sup>	Amount <sup>2</sup>	Number of Non-Accredited Investors	Amount	Yes	No
SD									
TN		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 26	Up to \$5,237,928,000				X
TX		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 17	Up to \$5,237,928,000				X
UT		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Possibly 1	Up to \$5,237,928,000				X
VT									
VA									
WA		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 6	Up to \$5,237,928,000				X
WV		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 2	Up to \$5,237,928,000				X
WI		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 34	Up to \$5,237,928,000				X
WY									
PR									
Foreign		X	New debt securities offered for up to \$12,902,653,000 of old debt securities	Up to 46	Up to \$5,237,928,000				X