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DENVER • ASPEN
BOULDER • COLORADO SPRINGS
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CHEYENNE • JACKSON HOLE
SALT LAKE CITY
WASHINGTON, D.C.

SUITE 310
1001 PENNSYLVANIA AVENUE N.W.
WASHINGTON, D.C. 20004-2505

TELEPHONE (202) 438-5500
FACSIMILE (202) 737-8998

FILE COPY

ADELIA SMITH BORRASCA
(202) 737-8983
aborrasca@hollandhart.com

January 19, 1996

Ms. Blanca Bayó, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399

960074-T2

Dear Ms. Bayó:

Pursuant to section 364.33 of the Florida Statutes, Qwest Communications Corporation, d/b/a Qwest Communications The Power Of Connections, Inc. ("Qwest") hereby requests approval of a transfer of stock. In support of this request, Qwest states the following:

Qwest is incorporated in the State of Delaware. Qwest's principal office is located at Suite 1000, 555 Seventeenth Street, Denver, Colorado 80202. Inquiries regarding this request may be directed to:

Joseph T. Garrity
Qwest Communications Corporation
Suite 1000
555 Seventeenth Street
Denver, Colorado 80202
(303) 291-1621

Adelia S. Borrasca
Holland & Hart LLP
Suite 310
1001 Pennsylvania Avenue, N.W.
Washington, D. C. 20004
(202) 737-8983

Qwest was issued an Interexchange Telecommunications Certificate of Public Convenience and Necessity Number 3534 in Florida on March 3, 1994, in Docket No. 931054-TI, Order No. PSC-94-0237-FOF-TI, under the name of Southern Pacific Telecommunications Company. In Docket No. 951153-TI, Order No. PSC-95-1406-FOF-TI, dated November 16, 1995, the Commission amended the Certificate to reflect the new operating name of the company, Qwest Communications Corporation, d/b/a Qwest Communications The Power Of Connections, Inc. Copies of the certificate and orders issuing and amending the certificate are attached at Exhibit A. Under its current certificate, Qwest is authorized to provide nondominant interexchange telecommunications services. Qwest owns no assets in Florida and leases all capacity used to resell telephone services in Florida.

DOCUMENT NUMBER-DATE

00704 JAN 22 86

FPSC-RECORDS/REPORTING

For the purpose of best positioning itself to take advantage of various alternative financial resources available to fund the growth of Qwest, its sole stockholder, Anschutz Company ("Anschutz"), intends to transfer all of the stock of Qwest to a newly-formed wholly-owned subsidiary, Qwest Holding Corporation ("QHC"), a Colorado corporation, in exchange for newly-issued stock of QHC. QHC will immediately thereafter transfer all of the stock of Qwest to a wholly-owned subsidiary, Qwest Corporation ("QC"), in exchange for newly-issued stock of QC. It is contemplated that QC, a Colorado corporation, will ultimately serve as a holding company for three related operating companies, including Qwest.^{1/} As a result of this internal restructuring, Qwest will be a wholly-owned subsidiary of QC, QC will be a wholly-owned subsidiary of QHC, and QHC will be a wholly-owned subsidiary of Anschutz. The Board of Directors, including the Chairman, and the senior management, including the President and CEO of Qwest, will remain substantially as currently constituted.

This technical transfer of Qwest's stock will have no negative effect on consumers of telecommunications service in Florida, or in any way hinder Qwest's ability to provide telecommunications services in the state. The transactions will have no effect on the services provided to the public. The proposed transactions will not result in any name change, change in tariff, or in transfer of the certificate. The reorganization will enhance the ability of Qwest's owners to take advantage of various alternative financial resources available to fund Qwest's growth, putting Qwest in a better position to expand its networks, improve the quality and variety of its services to the public, and thereby enhance the competitive market structure in Florida.

The contemplated transfers do not implicate any public policy foundations of the Commission's jurisdiction. The transfers will not affect price or rate structure,

^{1/} As future elements of this internal restructuring, but not as part of this Application, Qwest intends to transfer assets, owned and related to commercial services (such as switches, DACS equipment, Titan equipment, etc.), including its authority to operate such equipment, to a newly-formed Colorado corporation, Qwest Network Services Corporation ("QNSC"), or to have QNSC authorized to provide certain commercial services on a resale basis. Qwest also intends, but again, not as part of the present Application, to transfer its construction assets, rights-of-way and right-of-way agreements, conduit and dark fiber to a newly-formed Colorado corporation, Qwest Construction Services Corporation ("QCSC"). It is contemplated that the shares of QNSC and QCSC will be distributed to QC. At an appropriate future time, Qwest will seek Commission authority, or waiver thereof or variance therefrom, for those subsequent transactions as required by Commission rules and regulations.

Ms. Blanca Bayó
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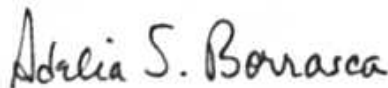
services offered or rendered, certificated authority, service territory or market power. The transfers will not adversely affect the public or a utility's financial or technical resources.

Qwest respectfully requests that the Commission waive those portions of its Rules that may be applicable to this Application, and expedite the approval requested. Since none of the regulatory or public policy considerations underlying the Commission's jurisdiction over this transaction under section 364.33 are implicated by this entirely internal stock transfer, it is appropriate for the Commission to act expeditiously to allow this transaction to move forward.

Accordingly, Qwest Communications Corporation respectfully requests that the Commission grant this Application and authorize the acquisition of control of Qwest by Qwest Holding Corporation and, thereafter, by Qwest Corporation. Qwest further requests that the Commission grant such other consents and authorizations as may be necessary to effectuate the transactions described above and waive those portions of the Commission's Rules that otherwise may be applicable to this Application. Qwest also respectfully requests that the Commission expedite consideration of this Application.

Please acknowledge receipt and filing of this letter Application by stamping and returning in the enclosed envelope the two extra copies enclosed for this purpose.

Respectfully submitted,



Adelia S. Borrasca

Attorney for
Qwest Communications Corporation,
d/b/a Qwest Communications The Power
Of Connections, Inc.,
Qwest Holding Corporation, and
Qwest Corporation

Enclosures

Docket No. 951054-T7

Certificate No. 1514

Order No. PSC-94-0257-POF-T1

Date March 25, 1994



Florida Public Service Commission

Telephone Certificate of Public Convenience and Necessity

Upon consideration of the record in the above numbered docket,
it is ORDERED that authority be and is hereby granted to

SOUTHWEST PACIFIC TELECOMMUNICATIONS COMPANY
60 Spear Street, Suite 700
San Francisco, CA 94105

whose principal address is _____
to provide telecommunication service in accordance with Chapter 364,

Florida Statutes, the Rules, Regulations and Orders of this
Commission, and the conditions and provisions prescribed in
Order No. PSC-94-0237 in the territory described therein.

This Certificate shall remain in force and effect until amended,
suspended, cancelled or revoked by Order of this Commission.

BY ORDER OF THE

Florida Public Service Commission


DIRECTOR OF RECORDS AND REPORTING

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

| | |
|--------|--------------------------------|
| In Re: | Application for |
| | Certificates to provide |
| | Interchange Telecommunications |
| | Service. |
| | LOC CONSTRUCTORS |
| | 600THIRD FLOOR |
| | TELECOMMUNICATIONS COMPANY |
| | BYRON FINEGALL & MANAGEMENT |
| | COOP. A/D/2 ROOM 3015 4 |
| | HERSCHE CENTER |
| | ORDER NO. PSC-94-0217-FOF-TI |
| | ISSUED: MARCH 3, 1994 |

The following Commissioners participated in the disposition of this matter:

- J. TERRY DEARON, Chairman
- SHARIS V. CLAY
- JULIA L. JOHNSON
- DIANE E. KISHLEIC
- LOUIS J. LARSEN

**NOTICE OF PROPOSED AGENCY ACTION
 SHOWING AVAILABLE CERTIFICATES TO PROVIDE
 INTERCHANGE TELECOMMUNICATIONS SERVICES**

BY THE COMMISSION:

NOTICE IS HEREBY GIVEN by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding in accordance with Rule 25-22.029, Florida Administrative Code.

Each of the entities listed in the caption of this Order filed an application for certificates of public convenience and necessity to provide interchange telecommunications services. The respective applications contain the required background information and the proposed certificate. Having considered these applications, it appears that it is in the public interest to grant, to those entities, certificates to provide interchange telecommunications services.

ORDER NO. PSC-94-0217-FOF-TI
 DOCKET# NO. 931010-TI, 931054-TI, 931184-TI
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Interchange telecommunications services providers are charged with the responsibility of complying with the provisions of Chapter 364, Florida Statutes, and Chapters 25-4 and 25-24, Florida Administrative Code. However, pursuant to the provisions of Order No. 16884, Interchange telecommunications services providers are prohibited from constructing facilities to bypass a local exchange company without express prior approval from this Commission.

The docket listed in the caption of this Order will be closed following the expiration of the period specified in the Notice of Further Proceedings or Judicial Review section of this Order unless an appropriate petition, protesting a specific application, is filed by one whose substantial interests may or will be affected by this proposed agency action, as provided in Rules 25-22.029 and 25-22.036(7)(a). Florida Administrative Code. A petition protesting a specific application filed by one whose substantial interests are affected will not prevent our proposed action from becoming final as to any other application listed in the caption of this Order.

It is, therefore,

ORDERED by the Florida Public Service Commission that we hereby grant, to each of the applicants listed in the caption of this Order, a certificate to provide interchange telecommunications services subject to the conditions stated in the body of this Order. It is further

ORDERED that any petition protesting any particular application shall not prevent the action proposed herein from becoming final as to the other applications listed in the caption of this Order. It is further

ORDERED that, unless a person whose interests are adversely affected by the action proposed herein files a petition in the form and by the date specified in the Notice of Further Proceedings or Judicial Review, below, the certificate shall become effective on the following date and these docket shall be closed.

EXCD-217-FOF-TI-02117
 02117 MAR-94
 PSC-94-0217-FOF-TI

ORDER NO. PSC-94-0317-FOV-TI
DOCKETS NOS. 91010-TI, 91094-TI, 91184-TI
PAGE 3

By ORDER of the Florida Public Service Commission, this 21st day of March, 1995.

STEVE THOMAS, Director
Division of Records and Reporting

(S E A L)
2LP

by: Walt Morgan
Chief, Bureau of Records

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 130.59(4), Florida Statutes, to notify parties of any administrative hearing or judicial review or commission orders that are available under Sections 130.57 or 130.64, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean that requests for an administrative hearing or judicial review will be granted or result in the relief sought.

The action proposed herein is preliminary in nature and will not become effective or final, except as provided by Rule 25-12.027, Florida Administrative Code. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, as provided by Rule 25-12.019(4), Florida Administrative Code, in the form provided by rule 28-22.026(7)(a) and (7), Florida Administrative Code. This petition must be received by the Director, Division of Code, this office at his office at 101 East Gaines Street, Tallahassee, Florida 32399-0470, by the close of business on March 24, 1995.

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In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-12.029(6), Florida Administrative Code.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is received within the specified pretest period.

If this order becomes final and effective on the date described above, any party adversely affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this order, pursuant to rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in rule 9.700(a), Florida Rules of Appellate Procedure.