

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Application for approval) DOCKET NO. 960074-TI
of transfer of stock of Qwest) ORDER NO. PSC-96-0462-FOF-TI
Communications Corporation d/b/a) ISSUED: April 2, 1996
Qwest Communications the Power)
of Connections, Inc. to Qwest)
Holding Corporation and,)
thereafter, to Qwest)
Corporation.)

The following Commissioners participated in the disposition of this matter:

SUSAN F. CLARK, Chairman
J. TERRY DEASON
JOE GARCIA
JULIA L. JOHNSON
DIANE K. KIESLING

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING STOCK TRANSFER

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, pursuant to Rule 25-22.029, Florida Administrative Code.

Background

Pursuant to Section 364.33, Florida Statutes, a person may not acquire ownership or control of any telecommunications facility, including the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior Commission approval. On January 19, 1996, Qwest Communications Corporation, d/b/a Qwest Communications The Power of Connections, Inc. (Qwest), filed a letter requesting approval of a stock transfer.

By Order No. PSC-94-0237-FOF-TI, issued March 3, 1994, Southern Pacific Telecommunications Company was granted Interexchange Telecommunications Certificate no. 3534. By Order No.

DOCUMENT NUMBER-DATE

03767 APR-28

FPSC-RECORDS/REPORTING

PSC-95-1406-FOF-TI, issued November 16, 1995, this Commission acknowledged a name change on said certificate from Southern Pacific Telecommunications Company to Qwest Communications Corporation d/b/a Qwest Communications The Power of Connections, Inc. 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.

Stock Transfer

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 Qwest's stock 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 Qwest's stock 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. 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.

This 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 service in Florida. The transactions will have no effect on the services provided to the public. The transactions also will not result in any name change, change in tariff, or transfer of the certificate. Nor will the transfers affect price or rate structure, service offered or rendered, certificated authority, service territory or market power. It appears that the stock transfer 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. Accordingly, we find that it is in the public interest to approve the proposed stock transfers described above.

Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that the proposed stock transfers by Qwest Communications Corporation d/b/a

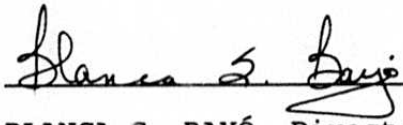
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Qwest Communications The Power of Connections, Inc., described in the body of this Order, are hereby approved. It is further

ORDERED that the provisions of this Order are issued as proposed agency action and shall become final, unless an appropriate petition in the form provided by Rule 25-22.029, Florida Administrative Code, is received by the Director of Records and Reporting at 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the date set forth in the Notice of Further Proceedings below. It is further

ORDERED that upon expiration of the protest period, if no timely protest is received from a substantially affected person, this docket shall be closed administratively.

By ORDER of the Florida Public Service Commission, this 2nd day of April, 1996.



BLANCA S. BAYÓ, Director
Division of Records and Reporting

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NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.59(4), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all 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 25-22.029, Florida Administrative Code. Any person whose

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substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, as provided by Rule 25-22.029(4), Florida Administrative Code, in the form provided by Rule 25-22.036(7)(a) and (f), Florida Administrative Code. This petition must be received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on April 23, 1996.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-22.029(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 renewed within the specified protest period.

If this order becomes final and effective on the date described above, any party substantially 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 9.900(a), Florida Rules of Appellate Procedure.