

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Request for approval of a pro forma change in control of Qwest Communications International Inc. [parent company of Qwest Communications Corporation (holder of IXC Cert. 3534), LCI International Telecom Corp. (holder of IXC Cert. 2300 and ALEC Cert. 4440), and U.S. Long Distance, Inc. (holder of IXC Cert. 2469 and ALEC Cert. 5158)] whereby Anschutz Company, principal shareholder of Qwest Communications International, Inc., will transfer approximately 9 million shares of Qwest Communications International, Inc.'s common stock to a nonaffiliated trust.

DOCKET NO. 981820-TP
ORDER NO. PSC-99-0202-FOF-TP
ISSUED: February 8, 1999

The following Commissioners participated in the disposition of this matter:

JOE GARCIA, Chairman
J. TERRY DEASON
SUSAN F. CLARK
JULIA L. JOHNSON
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING TRANSFER OF STOCK OWNERSHIP

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.

DOCUMENT NUMBER-DATE

01607 FEB-89

FPSC-RECORDS/REPORTING

Section 364.33, Florida Statutes, provides that a person may not acquire ownership or control of any telecommunications facility, or any extension thereof for the purpose of providing telecommunications services to the public, including the acquisition, transfer, or assignment of majority organizational control or controlling stock ownership, without prior approval from this Commission.

Quest Communications International, Inc. is the parent company of Quest Communications Corporation (QCC), LCI International Telecom Corp. (LCI) and U.S. Long Distance, Inc. (USLD), each of which are certificated telecommunications carriers in Florida. QCC is the holder of Interexchange Telecommunications Certificate No. 3534, LCI is the holder of Interexchange Telecommunications Certificate No. 2300 and Alternative Local Exchange Company Certificate No. 4440, and USLD is the holder of Interexchange Telecommunications Certificate No. 2469 and Alternative Local Exchange Company Certificate No. 5158.

By joint application filed December 7, 1998, QCC, LCI, and USLD filed with this Commission a joint petition for approval of transfer of approximately 9 million shares of Quest Communications International, Inc. common stock, by its principal shareholder, Anschutz Company, to a nonaffiliated trust. Anschutz will retain approximately 48% of the outstanding shares of Qwest Communications International, Inc., while no other single shareholder holds more than a "de minimus" interest. Since Anschutz Company will continue to be the single major shareholder after the transfer, control of QCC, LCI and USLD will be effectively unchanged. Moreover, there will be no effect on the management of Qwest Communications International, Inc. or that of its subsidiaries, QCC, LCI, and USLD.

We determine that QCC, LCI, and USLD have met the requirements of Section 364.33, Florida Statutes. Accordingly, we find that the transfer of stock ownership of Qwest Communications International, Inc. (the parent company of QCC, LCI, and USLD) is in the public interest, and we approve it pursuant to Section 364.33, Florida Statutes.

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Based on the foregoing, it is,

ORDERED by the Florida Public Service Commission that the transfer of stock ownership of Qwest Communications International, Inc. to a nonaffiliated trust, is hereby approved. It is further

ORDERED that the provisions of this Order, issued as proposed agency action, shall become final and effective unless an appropriate petition, in the form provided by Rule 28-106.201, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that in the event this Order becomes final, this Docket shall be closed.

By ORDER of the Florida Public Service Commission this 8th day of February, 1999.

BLANCA S. BAYÓ, Director
Division of Records and Reporting

By: Kay Flynn
Kay Flynn, Chief
Bureau of Records

(S E A L)

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NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), 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.

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Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

The action proposed herein is preliminary in nature. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, in the form provided by Rule 28-106.201, 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 March 1, 1999.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date.

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.