

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application)	Application No. C-1288
of Qwest Communications Corporation,)	
f/k/a/ Southern Pacific Telecommuni-)	GRANTED
cations Co. of Denver, Colorado)	
seeking authority for consent to)	
internal corporate restructuring.)	Entered: March 7, 1996

PRELIMINARY MATTERS

On February 1, 1996, an application was filed by Qwest Communications Corporation, f/k/a/ Southern Pacific Telecommunications Co. of Denver, Colorado seeking authority for consent to internal corporate restructuring. Notice of the application was published in the Omaha Daily Record on February 5, 1996. No protests were received; therefore, we will process this application pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

Qwest Communications Corporation, f/k/a/ Southern Pacific Telecommunications Co. (hereinafter referred to as QCC) obtained a Certificate of Public Convenience and Necessity from the Commission pursuant to Application C-1121 on December 20, 1994.

QCC currently provides interLATA and intraLATA telecommunications services to both business and residential customers throughout the state. No departmental or formal complaints are pending against the company.

For internal corporate reasons related to operational and tax consequences, QCC requests authority to reorganize its corporate structure. No change will occur in the manner in which the company provides telecommunications services.

The reorganization involves no transfer of control since corporate officers, directors and ultimate ownership will remain unchanged.

The Anschutz Company, the current 100% owner of QCC, intends to transfer all of the stock of QCC to a newly formed 100% subsidiary, QWEST HOLDING CORPORATION ("QHC"), in exchange for newly issued stock of QHC. Anschutz Company then intends to cause QHC to transfer all of the stock of QCC to another newly-formed wholly-owned subsidiary, Qwest Corporation ("QC"), in exchange for newly issued stock of QC. It is contemplated that QC will ultimately serve as a holding company for three related operating companies, including QCC.

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As a result of this entirely internal restructuring, QCC 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 Company.

Upon consideration of the application, the governing statutes and rules, and being fully informed, the Commission is of the opinion and finds the request for authorization of reorganization of Qwest Communication Corporation, f/k/a/ Southern Pacific Telecommunications Corporation is fair and reasonable, is in the public interest and should be granted.

O R D E R

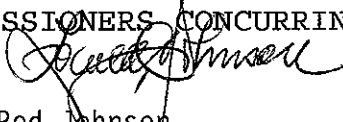
IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application C-1288 be, and it is hereby granted that Qwest Communications Corporation, f/k/a/ Southern Pacific Telecommunications Corporation is hereby authorized to reorganize its corporate structure.

IT IS FURTHER ORDERED that Qwest Communications Corporation, f/k/a/ Southern Pacific Telecommunications Corporation and/or its successor corporation shall continue to file annually, in accordance with the applicable statutes, a report with this Commission consisting of (a) a copy of any reports filed with the Federal Communications Commission and the Security and Exchange Commission, (b) the annual report to stockholders, and (c) for the State of Nebraska on a combined interstate-intrastate basis, the investment in telephone plant and equipment located within the state, accumulated depreciation thereon, operating revenues, expenses and taxes by April 30th of each year.

MADE AND ENTERED at Lincoln, Nebraska, this 7th day of March, 1996.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


 //s//Rod Johnson
 //s//Frank Landis
 //s//Daniel G. Urwiller

Chairman

ATTEST:


 Executive Director