

PhoenixNetwork.

980152-TI

January 28, 1998

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Mr. William D. Talbot, Executive Director
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0850

Re: Joint Notification for Transfer of Control from Phoenix Network, Inc. ("Phoenix") to Qwest Communications Corporation d/b/a Qwest Communications The Power of Connections ("Qwest")

Dear Mr. Talbot:

This letter serves to jointly inform the Commission of the Transfer of Control from Phoenix to Qwest as detailed below. Both Qwest and Phoenix hold Certificates of Public Convenience and Necessity to provide interexchange telecommunications services in the state of Florida.

Qwest is a Delaware corporation with its principal office and place of business located at 1000 Qwest Tower, 555 Seventeenth Street, Denver, CO 80202. As the Commission is aware, Qwest is a wholly-owned subsidiary of Qwest Corporation, a Delaware corporation (hereinafter "QC"), which itself is a wholly-owned subsidiary of Qwest Communications International Inc., a Delaware corporation, (hereinafter "QCII"). The Commission granted Qwest authority within the state of Florida under a Certificate of Public Convenience and Necessity granted in Docket No. 931054-TI dated March 25, 1994. Qwest is a purely competitive, non-dominant resale provider of interexchange telecommunications services provided over networks of several underlying carriers, each duly certified by the Commission to serve in the state of Florida. Specific operational information regarding Qwest is contained in Qwest's application for authority, on file with the Commission.

Phoenix is a Delaware corporation with its principal office and place of business located at 13952 Denver West Parkway, Building 53, Golden, Colorado 80401. Phoenix is authorized by the Commission to operate within the state of Florida under a Certificate of Public Convenience and Necessity granted in Docket No. 900305-TI dated October 11, 1990. Phoenix is a purely competitive, non-dominant resale provider of interexchange telecommunications services provided over networks of several underlying carriers, each duly certified by the Commission to serve in the state of Florida. Specific operational information regarding Phoenix is contained in Phoenix's Application for authority, on file with the Commission.

DOCUMENT NUMBER-DATE

01572 JAN 29 98

FPSC-RECORDS/REPORTING

Pursuant to an Amended and Restated Agreement and Plan of Merger (as amended, the "Agreement") dated as of December 31, 1997, among QCII, Qwest 1997-5 Acquisition Corp., a wholly-owned subsidiary of Qwest (hereinafter "Qwest Sub"), and Phoenix, Phoenix will become a direct, wholly-owned subsidiary of QCII at the effective time of the merger, and pursuant to a series of internal stock transfer transactions among QCII, QC and Qwest to occur promptly following the effective time of the merger, Phoenix will become a direct, 100% wholly-owned subsidiary of Qwest. Phoenix, as the surviving corporation, shall continue its corporate existence under its current name "Phoenix Network, Inc." provided, however, that the certificate of incorporation and bylaws of Qwest Sub shall become the certificate of incorporation and bylaws of Phoenix, and the directors and officers of Qwest Sub will become the directors and officers of Phoenix. The proposed merger is subject to approval by the shareholders of the Parties. In addition, the transaction is subject to receipt of all requisite regulatory approvals.

The merger consideration shall consist of cash and a conversion and exchange of shares of stock between Phoenix and QCI. No additional funding will be required by Qwest to complete the proposed merger, nor will Qwest's financial ability to serve its existing customers, or to support those of Phoenix, in any way be affected as a result of the merger.

Until the effective date is realized, Phoenix's customers will continue to be served and billed by Phoenix pursuant to the rates, terms and conditions of Phoenix's Commission-approved tariff. Thereafter and for such time as Qwest may deem strategic, it is contemplated that Phoenix, as a Qwest subsidiary, will continue to serve and bill Phoenix customers under the rates, terms and conditions of Phoenix's Commission-approved tariff and/or under Commission approved amendments thereto. Phoenix customers will be notified of the merger in writing.

This proposed Transfer of Control is fully in the public interest. Phoenix has had a successful record of serving Florida customers for over seven years. Qwest has similarly established its reputation as a premier service provider in Florida for nearly four years. Since its inception, Qwest has grown rapidly and expanded its operations nationwide. QCI successfully completed an initial public offering in 1997. The Qwest network, planned to be completed in the second quarter of 1999, will serve approximately 80% of the data and voice traffic originating in the United States, including that in Florida. Qwest's strong financial and organizational standing, coupled with the development of its own network and its volume service procurement agreements with several underlying carriers, enable it to provide Phoenix customers with comprehensive, cost-effective long distance services. The addition of Phoenix's customers and operational, customer service and billing will further strengthen Qwest's ability to provide high quality, low-cost telecommunications services to its and Phoenix's existing customers within Florida, as well as to new customers within the state.

The proposed Transfer of Control will be transparent to Phoenix customers. Unless otherwise requested or necessitated by operational considerations, Phoenix customers will continue to receive the network services of their existing underlying carrier such that the level of service, quality and reliability currently enjoyed by Phoenix customers will remain unaffected. Phoenix customers will enjoy the additional benefit of having access to a broader array of service and pricing options that Qwest offers. There will be no impairment or interruption of services to any customers located in Florida as a result of this merger.

Questions, notices and all other communications regarding this Application should be addressed to:

Denise Newman
Regulatory Compliance Administrator
Phoenix Network, Inc.
13952 Denver West Parkway, Bldg. 53
Golden, CO 80401
Telephone: (303)215-5567
Facsimile: (303)215-5616

OR

Joseph T. Garrity, Senior Director - Legal, Regulatory and Legislative Affairs
Qwest Communications Corporation
1000 Qwest Tower
555 Seventeenth Street
Denver, CO 80202
Telephone: (303)291-1621
Facsimile: (303)291-1490

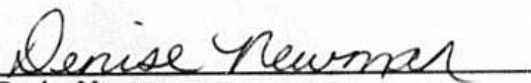
Additionally, please mark your records to reflect that effective January 1, 1998 Phoenix Network, Inc. relocated its corporate headquarters to the address shown directly above.

Please date stamp and return the extra copy of the transmittal letter as proof of filing. An envelope with the return postage is included for this purpose. If you have any questions or need additional information please contact the undersigned at (303)215-5567.

Sincerely,


PHOENIX NETWORK, INC.

By:


Denise Newman
Regulatory Compliance Administrator

QWEST COMMUNICATIONS CORPORATION

By:


Joseph T. Garrity, Senior Director - Legal
Regulatory and Legislative Affairs

dn