

FEB - 6 1998

PhoenixNetwork.

ORIGINAL

February 4, 1998

VIA OVERNIGHT DELIVERY

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

980152-TI

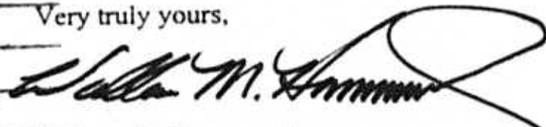
RE: Joint Notification for Transfer of Control from Phoenix Network, Inc. ("Phoenix") to Qwest Communications Corporation d/b/a Qwest Communications The Power of Connections ("Qwest")

Dear Mr. Talbot:

As you know, the above-referenced Joint Notice was recently filed with your office. If the Commission is of the opinion that it must assert oversight in this case, we request expeditious handling of approval — with an eye toward an anticipated closing date of our merger no later than March 31, 1998—because, in our view, the matter is a non- controversial one.

We have now learned that the Securities and Exchange Commission has issued a "no review" letter with respect to the Proxy Statement/Prospectus. This action, in turn, paves the way for a March closing, but only if we can obtain all necessary regulatory approvals by then. We respectfully repeat our request for your assistance in this regard. Completion of this merger is crucial for Phoenix Network, Inc. ("Phoenix") and its shareholders. Phoenix' current financial condition is so serious that a delay of the closing beyond March due to missing approvals could jeopardize not only the merger but Phoenix' ongoing survival as well.

For these reasons, and because our application relates to a change of control only and involves merger partners who are certificated and have tariffs on file in your jurisdiction, we hope you agree that this is a non-controversial matter that can not only be approved but can be done so expeditiously in order to accommodate our need to close in March, 1998.

- ACK
- AFA We stand ready to answer any questions you might have and to help in any way we can. Feel
- APP free to call our Regulatory Manager, Denise Newman, at 303.215.5567 if and as the need arises.
- CAF Thank you very much for your anticipated cooperation.
- CMU
- CTR
- EAG 
- LEG Wallace M. Hammond
- LIN President & CEO
- OPC
- RCH GA/dn
- SEC Enclosures
- WAS
- OTH

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