

NEWMAN, COMLEY & RUTH

PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW
MONROE BLUFF EXECUTIVE CENTER
601 MONROE STREET, SUITE 301
P. O. BOX 537
JEFFERSON CITY, MISSOURI 65102-0537

TELEPHONE: (573) 634-2266
FACSIMILE: (573) 636-3306

ROBERT K. ANGSTEAD
ROBERT J. BRUNDAGE
MARK W. COMLEY
CATHLEEN A. MARTIN
STEPHEN G. NEWMAN
JOHN A. RUTH

October 29, 1999

FILED

OCT 29 1999

Missouri Public
Service Commission

The Honorable Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102-0360

Re: Qwest Communications Corporation

Dear Judge Roberts:

TA-2000-309

Please find enclosed for filing the original and fourteen copies of an Application. QCI's Form 10-K and 1998 Annual Report, which are included within Exhibit E, are quite voluminous. Therefore, I enclose five copies of that portion of Exhibit E. If you or the Staff should require additional copies, do not hesitate to contact me, and copies will be delivered to your offices.

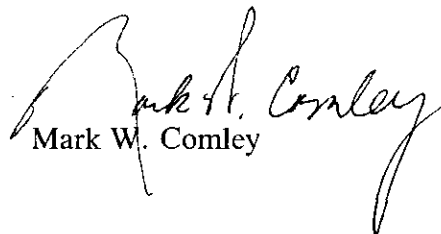
Please bring this filing to the attention of the appropriate Commission personnel.

Thank you.

Very truly yours,

NEWMAN, COMLEY & RUTH P.C.

By:


Mark W. Comley

MWC:ab
Enclosure

cc: Office of Public Counsel
John Wenzel

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

FILED
OCT 29 1999
Missouri Public
Service Commission

In the matter of the Application of)
QWEST COMMUNICATIONS CORPORATION.)
for a Certificate of Authority)
to Provide Basic Local and Local Exchange)
Intrastate Telecommunications Services within)
the State of Missouri.)

Case No. TA-2000-309

APPLICATION

Comes now QWEST COMMUNICATIONS CORPORATION. (hereinafter "Applicant" or "QWEST"), and hereby applies for and requests a Certificate of Service Authority to Provide Competitive Basic Local and Local Exchange Telecommunications Services between and among locations within the State of Missouri pursuant to Sections 392.430, 392.440, RSMo. 1994, and 392.450, and 392.451, RSMo Cum Supp. 1998, an order classifying Applicant's services as competitive telecommunications services, and an order waiving or suspending certain Commission rules and statutory provisions pursuant to the federal Telecommunications Act of 1996 and state laws. In support of its request, Applicant states as follows:

1. Applicant is a domestic corporation duly organized and existing under the laws of the State of Delaware. A copy of Applicant's Certificate of Incorporation, Articles of Incorporation are attached collectively as Exhibit A. Its principal office and place of business is located at:

QWEST COMMUNICATIONS CORPORATION
555 Seventeenth Street
Denver, Colorado 80202

2. Applicant has been duly authorized by the Secretary of State of Missouri to transact business as a foreign limited liability company pursuant to Certificate of Corporate Good Standing No. F00387913, dated September 13, 1999. A copy of the certificate is attached as Exhibit B.

3. QWEST is a wholly owned subsidiary of Qwest Communications International, Inc., (QCI) a Delaware corporation with its principal office and place of business located at 555 Seventeenth Street, Denver, Colorado 80202. A diagram showing QWEST's corporate structure is attached as Exhibit C. QWEST intends to operate as a "new entrant," or competitive local exchange carrier, and intends to provide a variety of dedicated and switched local services, including:

- **"Plain Old Telephone Service"** - originating and terminating local calls;
- **Switched Access Service** - originating and terminating traffic between a customer premise and an IXC POP via shared local trunks using a local switch;
- **Data Transmission Services** - *e.g.*, digital data network services which currently utilize frame relay technology, including flexible bandwidth connectivity and multi-protocol support; and
- **PBX Trunking** - carrying switched traffic between QWEST's switch and the customer's PBX.

4. Communications and correspondence pertaining to this application should be addressed to:

Hélène J. Courard
State Attorney - Government Affairs
QWEST COMMUNICATIONS CORPORATION
4250 N. Fairfax Drive
Arlington, VA 22203
Telephone: (703) 363-4443
Fax: (703) 363-4404
Email: helene.courard@qwest.com

Mark W. Comley
NEWMAN, COMLEY & RUTH P. C.
601 Monroe, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537

Telephone: (573) 634-2266
Fax: (573) 636-3306
Email: comleym@ncrpc.com

5. Applicant seeks authority to provide local exchange and basic local telecommunications services in all exchanges currently served by Southwestern Bell Telephone Company (SWBT), GTE and Sprint. A list of the SWBT, GTE, and Sprint exchanges in which Applicant seeks authority is set forth on Exhibit D. Pursuant to applicable law, and subject to Applicant's right under federal or state laws to seek to offer, and offer and provide service in geographical areas smaller than an exchange or in market segmentations or to offer customer specific pricing, similarly situated subscribers located within the listed exchanges will receive services on equal terms and conditions as set forth in Applicant's tariffs.

6. Applicant intends to offer its services in accord with its tariffs. The provisions of 4 CSR 240-2.060(4)(H) require that a proposed tariff with a forty-five (45) day effective date be included with this application, and Applicant wishes to comply with this requirement. Because negotiations are not final with any of the incumbent local exchange companies in whose territory Applicant intends to provide service, the charges for interconnection and network elements, and other material provisions and terms have not been concluded, and therefore Applicant requests the Commission to waive the provisions of this rule. Applicant intends to supply its proposed tariffs to the Commission with at least a thirty-day effective date at or near the time its interconnection agreements are approved.

7. Applicant possesses the requisite managerial, financial and technical resources and abilities to provide basic local telecommunications service and local exchange telecommunications services, including exchange access service. Applicant intends to offer services over its own

facilities. With respect to its financial capability and the strength of its technical and administrative management, Applicant refers the Commission to the financial information and management biographies which are included in QCI's Form 10-K which is attached, along with QCI's 1998 annual report, to this application as Exhibit E.

8. Applicant also agrees that:
 - a. It will file and maintain basic local exchange service tariff(s) with the Commission in the same manner and form as the Commission requires of incumbent local exchange telecommunications companies with which applicant will compete;
 - b. It will meet the minimum basic local service standards, including quality of service and billing standards, as the Commission may require of the incumbent local exchange telecommunications companies with which it will compete;
 - c. It will offer basic local telecommunications service as a separate and distinct service and will offer basic service within the exchange boundaries of the exchanges identified in Exhibit D, unless authorized by this Commission, or any other agency having jurisdiction, to offer and provide service in areas smaller than an exchange pursuant to Section 392.200.4 RSMo. or other applicable law; and
 - d. In accord with state and federal law, and with Commission rules and regulations on the issue, but without waiver of applicant's right to appear in any rulemaking proceeding or other proceeding regarding the same, Applicant will provide equitable access to subscribers within the area

proposed to be served. See Section 392.455.(5), RSMo.

9. Applicant requests classification as a competitive basic local exchange and local exchange telecommunications company within the State of Missouri. Applicant further requests classification of services described in its proposed tariff as competitive services consistent with the Telecommunications Act of 1996. Such request includes classification of exchange access services as competitive services.

10. Applicant will comply with all applicable Commission rules and regulations except those which are specifically waived by the Commission pursuant to Applicant's request.

11. Applicant also respectfully requests, pursuant to Section 392.420, RSMo 1994 that the Commission suspend, waive or modify the application of the following rules and statutory provisions as it relates to the regulation of the Applicant as a competitive basic exchange and local exchange company:

RULES

4 CSR 240-10.020	--	Depreciation of fund income.
4 CSR 240-30.040	-	Uniform system of accounts
4 CSR 240-35	--	Bypass

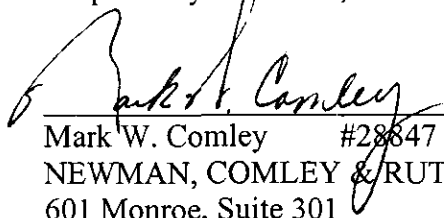
STATUTES

Section 392.210.2	--	System of Accounts
Section 392.240.1	--	Rates--Reasonable average return on investment.
Section 392.270	--	Property valuation
Section 392.280	-	Depreciation rates
Section 392.290.1	-	Issuance of securities
Section 392.300.2	-	Stock ownership
Section 392.310	-	Issuance of stocks and bonds
Section 392.320	-	Stock dividends
Section 392.330	-	Issuance of securities; debts and notes
Section 392.340	-	Reorganization

12. Considerations of the public interest and particularly equitable access for potential subscribers to service who reside in the area sought to be certificated warrant the grant of this Application in that Applicant will extend the benefits of competition into the basic exchange market, increase the diversity of choice and supply of telecommunications services and products in the exchanges in which it will offer service and shall increase consumer access to competitive and affordable telecommunications services.

WHEREFORE, Applicant respectfully requests that the Commission grant it a Certificate of Service Authority to Provide Basic Local Exchange and Local Exchange Intrastate Telecommunications Services within the State of Missouri; an order classifying it as a competitive telecommunications company providing competitive services; an order suspending, waiving, or modifying the above-referenced rules and statutory provisions as they relate to the regulation of the Applicant in the State of Missouri; and such other orders and further relief the Commission deems appropriate.

Respectfully submitted,

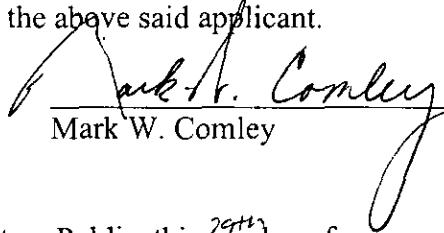

Mark W. Comley #28847
NEWMAN, COMLEY & RUTH P.C.
601 Monroe, Suite 301
P.O. Box 537
Jefferson City, MO 65102-0537
(573) 634-2266
(573) 636-3306 (FAX)

Attorneys for Applicant, QWEST COMMUNICATIONS CORPORATION.

ATTORNEY VERIFICATION

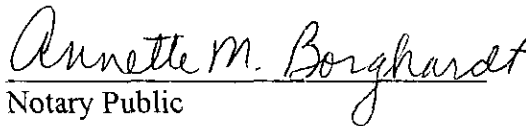
STATE OF MISSOURI)
) ss.
COUNTY OF COLE)

I, Mark W. Comley, being first duly sworn, do hereby certify, depose and state that I am the attorney for QWEST COMMUNICATIONS CORPORATION, Applicant in the above captioned proceeding; that I have read the above and foregoing Application and the allegations therein contained are true and correct to the best of my knowledge, information and belief; and I further state that I am authorized to verify the foregoing application by the above said applicant.



Mark W. Comley

Subscribed and sworn to before me, a Notary Public, this 29th day of _____ October, 1999.



Notary Public

My Commission expires:

ANNETTE M. BORGHARDT
Notary Public
State of Missouri
Commission Expires 3/11/02
Cole County, MO

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was sent by U.S. Mail, postage prepaid, to Office of Public Counsel, P.O. Box 7800, Jefferson City, MO 65102-7800, on this 29th day of October, 1999.

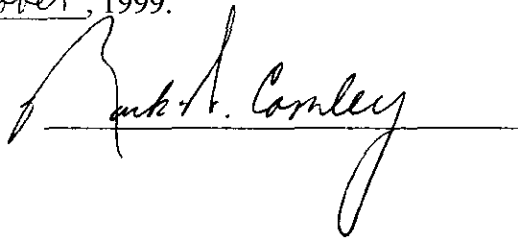


EXHIBIT A

CORPORATE CERTIFICATES AND ARTICLES OF INCORPORATION

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SOUTHERN PACIFIC TELECOMMUNICATIONS COMPANY", CHANGING ITS NAME FROM "SOUTHERN PACIFIC TELECOMMUNICATIONS COMPANY" TO "QWEST COMMUNICATIONS CORPORATION", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 1995, AT 2:01 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0642301 8100

950076813

AUTHENTICATION: 7464880

DATE: 04-06-95

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION**

SOUTHERN PACIFIC TELECOMMUNICATIONS COMPANY (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Code"), does hereby certify:

FIRST: The Board of Directors of the Corporation, by unanimous written consent, has filed with the minutes of the board a duly adopted resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation:

"RESOLVED, that the Board of Directors of the Corporation hereby authorizes and approves that the Corporation change its name from Southern Pacific Telecommunications Company to **Qwest Communications Corporation** by striking out Article 1. of the Corporation's Restated Certificate of Incorporation and substituting in lieu thereof the following new Article:

1. The name of the corporation is **QWEST COMMUNICATIONS CORPORATION.**"

SECOND: The Board of Directors of the Corporation, by unanimous written consent, has directed that the foregoing amendment to the Restated Certificate of Incorporation of the Corporation be presented to the stockholders of the Corporation for their consideration.

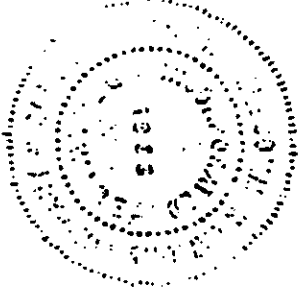
THIRD: The stockholders of the Corporation have given their unanimous written consent to the aforesaid amendment to the Restated Certificate of Incorporation in accordance with the provisions of Section 228 of the Code.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Code.

IN WITNESS WHEREOF, Southern Pacific Telecommunications Company has caused this certificate to be signed by Douglas H. Hanson, its President, and attested to by A. K. Whitelaw III, its Assistant Secretary, this 6th day of April, 1995.

Southern Pacific Telecommunications Company

[SEAL]

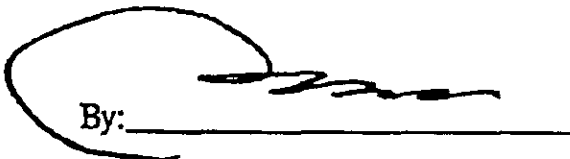


By: 

Name: Douglas H. Hanson

Title: President

ATTEST:

By: 

Name: A. K. Whitelaw III

Title: Assistant Secretary

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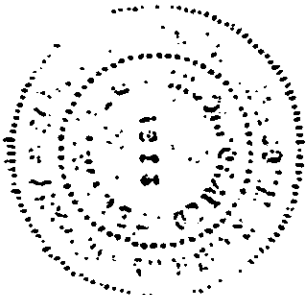
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Southern Pacific Telecommunications Company

[SEAL]




By: 

Name: Douglas H. Hanson

Title: President

ATTEST:

By: 

Name: A. K. Whitelaw III

Title: Assistant Secretary