

QWEST CORP

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

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Address	1801 CALIFORNIA ST SUITE 2950 DENVER, Colorado 80202
Telephone	303-896-3099
CIK	0000068622
Fiscal Year	12/31

Rule 424(b)(3)

PRICING SUPPLEMENT NO. 2 DATED MARCH 11, 1994

(To Prospectus and Prospectus Supplement
December 17, 1993)

\$50,000,000

U S WEST COMMUNICATIONS, INC.

Medium-Term Notes

Due Nine Months or More From Date of Issue

Form of Note:	Except as set forth herein, the Notes offered hereby are "Floating Rate Notes" and have such terms as are described in the accompanying Prospectus Supplement dated December 17, 1993 relating to Floating Rate Notes.
Settlement Date:	March 22, 1994
Maturity Date:	March 22, 1999
Issue Price:	100%
Initial Interest Rate:	The Initial Interest Rate will be determined on March 21, 1994 using the Constant Maturity Treasury Rate (as defined below) as of March 18, 1994.

Interest Payment Dates: Quarterly in arrears on each March 22, June 22, September 22 and December 22, and on the Maturity Date. If any Interest Payment Date would otherwise be a day that is not a Business Day, interest will be paid on the next succeeding Business Day. Interest payments will include the amount of interest accrued from and including the most recent Interest Payment Date to which interest has been paid (or from and including the Original Issue Date) to but excluding the applicable Interest Payment Date, without adjustment for changes in the Interest Payment Date if the scheduled Interest Payment Date is not a Business Day.

Interest Reset Dates: Monthly on the 22nd day

Interest Determination Dates: The "Interest Determination Date" pertaining to an Interest Reset Date will be the tenth Business Day prior to such Interest Reset Date.

Calculation Agent: Salomon Brothers Inc

Index Maturity: Two years

Interest Rate Basis: Constant Maturity Treasury Rate. "Constant Maturity Treasury Rate" means, with respect to any Interest Determination Date (in the following order of priority):

(i) The rate set forth in "Statistical Release H.15(519), Selected Interest Rates", as published by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"), or any successor publication ("H.15(519)"), opposite the caption "U.S. Government/Securities/Treasury Constant Maturities", compounded to a quarterly rate, in the Index Maturity with respect to the applicable Interest Determination Date. If H.15(519) is no longer published, "Constant

Maturity Treasury Rate" shall mean the rate set forth on page 7055 of the Dow Jones Telerate Service (page 7055, or such page as may replace page 7055 on that service, being hereinafter referred to as "Telerate Page 7055") on the applicable Interest Determination Date opposite the applicable Index Maturity.

(ii) If the Constant Maturity Treasury Rate as described in clause (i) is not so published before the applicable Interest Determination Date, the Constant Maturity Treasury Rate will be calculated by the Calculation Agent as follows: The Calculation Agent will contact the Federal Reserve Board and request the Constant Maturity Treasury Rate, in the applicable Index Maturity, for the Interest Reset Date. If the Federal Reserve Board does not provide such information, then the Constant Maturity Treasury Rate for such Interest Reset Date will be the arithmetic mean of the quotations of three leading primary United States government securities dealers (one of which may be the Calculation Agent), according to their records, with reference to the 3:00 p.m. (New York City time) on the Interest Determination Date closing bid-side yield quotations for the noncallable United States Treasury Note that is nearest in maturity to the Index Maturity, but not less than exactly the Index Maturity, and for the noncallable United States Treasury Note that is nearest in maturity to the Index Maturity, but not more than exactly the Index Maturity. The Calculation Agent shall calculate the Constant Maturity Treasury Rate by interpolating to the Index Maturity, based on the actual/actual day count basis, the yield on the two Treasury Notes selected.

(iii) If the Calculation Agent cannot obtain three such adjusted quotations as described in clause (ii), the Constant Maturity Treasury Rate for such Interest Reset Date will be the arithmetic mean of all such quotations, or if only one such quotation is obtained, such quotation obtained by the Calculation Agent. In all events, the Calculation Agent shall continue polling dealers until at least one adjusted yield quotation can be determined.

Denominations: \$5,000 and integral multiples of \$5,000 thereof.

Spread Adjustment
Formula: CMT - .39%.

Accrued Interest Factor: For purposes of calculating the accrued interest factor, the interest factor for each day in the interest period will be computed by dividing the interest rate applicable to such day by the actual number of days in the year.

Business Day: Any day that is not a Saturday or Sunday in The City of New York and is not a day on which banking institutions are generally authorized or obligated by law or executive order to close.

Terms used but not defined in this Pricing Supplement shall have the meanings specified in the above -referenced Prospectus and Prospectus Supplement.

TAXATION

The following discussion supplements the discussion contained in the accompanying Prospectus Supplement under the heading "Certain United States Federal Income Tax Considerations - -- Original Issue Discount".

On January 27, 1994, the IRS issued final Treasury Regulations (the "OID Regulations") under the original issue discount provisions of the Code. The OID Regulations, which replaced the Proposed OID Regulations, generally apply to debt instruments issued on or after April 4, 1994; therefore by their terms they would not apply to the Notes offered hereby. Nevertheless, taxpayers may rely on the OID Regulations for debt instruments issued after December 21, 1992.

Under the OID Regulations, Floating Rate Notes (such as the Notes offered hereby) are subject to special rules whereby a Floating Rate Note will qualify as a "variable rate debt instrument" if (a) its issue price does not exceed the total noncontingent principal payments due under the Floating Rate Note by more than a specified de minimis amount and (b) it provides for stated interest, paid or compounded at least annually, at current values of (i) one or more qualified floating rates, (ii) a single fixed rate and one or more qualified floating rates, (iii) a single objective rate, or (iv) a single fixed rate and a single objective rate that is a qualified inverse floating rate.

A "qualified floating rate" is any variable rate where variations in the value of such rate can reasonably be expected to measure contemporaneous variations in the cost of newly borrowed funds in the currency in which the Floating Rate Note is denominated. Although a multiple of a qualified floating rate will generally not itself constitute a qualified floating rate, a variable rate equal to the product of a qualified floating rate and a fixed multiple that is greater than zero but not more than 1.35 will constitute a qualified floating rate. A variable rate equal to the product of a qualified floating rate and a fixed multiple that is greater than zero but not more than 1.35, increased or decreased by a fixed rate, will also constitute a qualified floating rate. In addition, under the OID Regulations, two or more qualified floating rates that can reasonably be expected to have approximately the same values throughout the term of the Floating Rate Note (e.g., two or more qualified floating rates with values within 25 basis points of each other as determined on the Floating Rate Note's issue date) will be treated as a single qualified floating rate. Notwithstanding the foregoing, a variable rate that would otherwise constitute a qualified floating rate but which is subject to one or more restrictions such as a maximum numerical limitation (i.e., a cap)

or a minimum numerical limitation (i.e., a floor) may, under certain circumstances, fail to be treated as a qualified floating rate under the OID Regulations. An "objective rate" is a rate that is not itself a qualified floating rate but which is determined using a single fixed formula and which is based upon

(i) one or more qualified floating rates, (ii) one or more rates where each rate would be a qualified floating rate for a debt instrument denominated in a currency other than the currency in which the Floating Rate Note is denominated, (iii) either the yield or changes in the price of one or more items of actively traded personal property or (iv) a combination of objective rates. The OID Regulations also provide that other variable interest rates may be treated as objective rates if so designated by the IRS in the future. Despite the foregoing, a variable rate of interest on a Floating Rate Note will not constitute an objective rate if it is reasonably expected that the average value of such rate during the first half of the Floating Rate Note's term will be either significantly less than or significantly greater than the average value of the rate during the final half of the Floating Rate Note's term. A "qualified inverse floating rate" is any objective rate where such rate is equal to a fixed rate minus a qualified floating rate, as long as variations in the rate can reasonably be expected to inversely reflect contemporaneous variations in the cost of newly borrowed funds. The OID Regulations also provide that if a Floating Rate Note provides for stated interest at a fixed rate for an initial period of less than one year followed by a variable rate that is either a qualified floating rate or an objective rate and if the variable rate on the Floating Rate Note's issue date is intended to approximate the fixed rate (e.g., the value of the variable rate on the issue date does not differ from the value of the fixed rate by more than 25 basis points), then the fixed rate and the variable rate together will constitute either a single qualified floating rate or objective rate, as the case may be.

If a Floating Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof qualifies as a "variable rate debt instrument" under the OID Regulations, then any stated interest on such Note which is unconditionally payable in cash or property (other than debt instruments of the issuer) at least annually will constitute qualified stated interest and will be taxed accordingly. Thus, a Floating Rate Note that provides for stated interest at either a single qualified floating rate or a single objective rate throughout the term thereof and that qualifies as a "variable rate debt instrument" under the OID Regulations will generally not be treated as having been issued with original issue discount unless the Floating Rate Note is issued at a "true" discount (i.e., at a price below the Note's stated principal amount) in excess of a specified de minimis amount.

Based upon the foregoing, the Notes offered hereby would qualify as "variable rate debt instruments" under the OID Regulations. Furthermore, under the OID Regulations, the Notes offered hereby would not be treated as having been issued with original issue discount and all payments of interest on the Notes would constitute payments of "qualified stated interest" and would be taxable to a U.S. Holder as ordinary interest income at the time such payments are accrued or are received (in accordance with the U.S. Holder's regular method of tax accounting).

PURCHASE AS PRINCIPAL

This Pricing Supplement relates to \$50,000,000 aggregate principal amount of Notes that may be offered, as principal, by Salomon Brothers Inc ("Salomon") from time to time to one or more investors or other purchasers at varying prices related to prevailing market conditions at the time or times of resale as determined by Salomon. Net proceeds payable by Salomon to U S WEST Communications, Inc. (the "Company") will be 99.50% of the aggregate principal amount of the Notes, or \$49,750,000, before deduction of expenses payable by the Company. In connection with the sale of the Notes, Salomon may be deemed to have received compensation from the Company in the form of underwriting discounts.

End of Filing

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