

QWEST CORP

FORM 424B3

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

Filed 3/25/1994

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| Fiscal Year | 12/31 |

File No. 33-49647

Rule 424(b)(3)

PRICING SUPPLEMENT NO. 3 DATED MARCH 11, 1994

(To Prospectus and Prospectus Supplement
December 17, 1993)

\$30,000,000

U S WEST COMMUNICATIONS, INC.

Medium-Term Notes

Due Nine Months or More From Date of Issue

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| 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 25, 1994 |
| Maturity Date: | March 25, 1999 |
| Issue Price: | 100% |
| Initial Interest Rate: | 4.68% |

Interest Payment Dates: Quarterly in arrears on each March 25, June 25, September 25 and December 25, 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: Each March 25, June 25, September 25 and December 25 from June 25, 1994 to and including December 25, 1998 (whether or not such day is a Business Day).

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

Calculation Agent: Lehman 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, the rate set forth for the related Reference Date (as hereinafter defined) in "Statistical Release H.15(519), Selected Interest Rates", as published by the Board of Governors of the Federal Reserve System, or any successor publication, opposite

the caption "U.S. Government/
Securities/Treasury Constant
Maturities", in the Index Maturity
with respect to the applicable
Interest Determination Date.
"Reference Date" means the last
Business Day included in H.15(519)
published for the Calendar Week
immediately preceding the Interest
Determination Date. "Calendar
Week" means the week beginning on
each Monday.

If the Constant Maturity Treasury
Rate is not published as described
above by 3:00 p.m., New York City
time, on the applicable Interest
Determination Date, the Constant
Maturity Treasury Rate for such
Interest Determination Date will be
the bond equivalent yield to
maturity of the arithmetic mean (as
calculated by the Calculation
Agent) of the secondary market bid
rates, as of 3:00 p.m., New York
City time, on the applicable
Interest Determination Date,
reported, according to their
written records, by three leading
primary United States government
securities in The City of New York
(each, a "Reference Dealer")
selected by the Calculation Agent,
for the most recently issued direct
noncallable fixed rate Treasury
Bills with an original maturity
approximately equal to the Index
Maturity.

If the Calculation Agent is not
able to obtain such quotations from
at least three Reference Dealers as
described above, the Constant
Maturity Treasury Rate for such
Interest Determination Date will
remain the Constant Maturity
Treasury Rate then in effect on
such Interest Determination Date.

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| Spread Adjustment Formula: | CMT - .35%. |
| 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. |
| Agent: | The Notes offered hereby are being offered through Lehman Brothers Inc., as agent. |
| | 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).

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