

QWEST CORP

FORM 424B3

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

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PRICING SUPPLEMENT NO. 1 DATED MARCH 8, 1994

(To Prospectus and Prospectus Supplement
December 17, 1993)

U.S.\$75,000,000

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 15, 1994
Maturity Date:	March 15, 1999
Issue Price:	100%
Initial Interest Rate:	5.50%
Interest Payment Dates:	Interest will be payable quarterly

in arrears on each March 15, June 15, September 15, and December 15, commencing June 15, 1994.

Interest Reset Dates: Each March 15, June 15, September 15 and December 15 from June 15, 1994 to and including December 15, 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 such Interest Reset
Date.

Calculation Agent:

Morgan Stanley & Co. Incorporated

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 yield on 10-year United
States Treasury securities at
"constant maturity" for the related
Reference Date (as hereinafter
defined), as published by the Board
of Governors of the Federal Reserve
System in "Statistical Release
H.15(519), Selected Interest
Rates", or any successor
publication ("H.15(519)") opposite
the caption "Treasury Constant
Maturities, 10-Year". Upon
publication, the rates contained in
H.15(519) are also displayed on
page 7055 on 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"). The
Calculation Agent may determine the
Constant Maturity Treasury Rate as
described above by reference to
Telerate Page 7055, provided,
however, if any discrepancy arises
between the rate determined by
reference to Telerate Page 7055 and
the rate published in H.15(519),
the rate published in H.15(519)
shall control. "Reference Date"
means the last Business Day
included in the H.15(519) published
for the Calendar Week immediately
preceding the Interest
Determination Date. "Calendar
Week" shall mean the week beginning
on each Monday.

(ii) If the Constant Maturity Treasury Rate as described in clause (i) is not so published on the applicable Interest Determination Date, the Constant Maturity Treasury Rate will be calculated by the Calculation Agent and will be the arithmetic mean of the closing offered yield quotations for the Reference Date of three leading primary United States government securities dealers in The City of New York, for actively traded ten-year U.S. Treasury Notes.

(iii) If fewer than three dealers selected by the Calculation Agent are quoting as described in clause (ii), the Constant Maturity Treasury Rate will be the Constant Maturity Treasury Rate in effect on the preceding Interest Reset Date (or, if there was no preceding Interest Reset Date, the Initial Interest Rate).

Spread Adjustment
Formula:

$.5 * CMT + 2.18\%$

Minimum Interest Rate:

5.50%

Accrued Interest:

Interest will be computed on the basis of a 360-day year of twelve 30-day months.

Business Day:

Any day that is not a Saturday or Sunday and is not a day on which banking institutions in The City of New York 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 \$75,000,000 aggregate principal amount of Notes that may be offered, as principal, by Morgan Stanley & Co. Incorporated ("Morgan") from time to time to one or more investors at varying prices related to prevailing market conditions at the time or times of resale as determined by Morgan. Net proceeds payable by Morgan to U S WEST Communications, Inc. (the "Company") will be 99.50% of the aggregate principal amount of the Notes, or \$74,625,000, before deduction of expenses payable by the Company. In connection with the sale of the Notes, Morgan may be deemed to have received compensation from the Company in the form of underwriting discounts.

End of Filing

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