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August 19, 1999

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**VIA HAND DELIVERY**

Magalie Roman Salas, Secretary  
Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, PA 17325-7245

Re: Qwest Communications International Inc.  
Post-Qwest/U S WEST Merger: FCC Ownership Information  
for the Wireless Telecommunications Services (FCC Form 602)

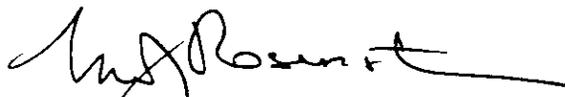
Dear Ms. Salas:

Pursuant to Section 1.919 of the Commission's rules, Qwest Communications International Inc. ("Qwest") hereby files an original and one copy of an FCC Ownership Disclosure Information for the Wireless Telecommunications Services (FCC Form 602). The information provided herein reflects the proposed ownership of Qwest following the merger of Qwest and U S WEST, Inc. ("U S WEST"), as set forth in FCC transfer of control applications filed simultaneously herewith.

Please contact the undersigned (counsel for Qwest), or Kathryn A. Zachem, Wilkinson Barker Knauer, LLP, 202-383-3344 (counsel for U S WEST), if you have questions concerning this filing.

Sincerely,

HOGAN & HARTSON L.L.P.

  
By: Mace J. Rosenstein

Enclosure

**Applicant/Licensee Information**

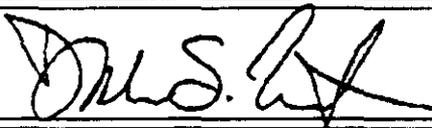
1) First Name (if individual): N/A	MI: N/A	Last Name: N/A	Suffix: N/A
2) Applicant Name (if entity): Qwest Communications International Inc.		3) Applicant TIN: 841339282	

**Related FCC Regulated Businesses of Applicant/Licensee**

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
Qwest Communications Corporation 1801 California Street, Denver, CO 80202	Telecommunications	046141739	100
Qwest Transmission Inc. 1801 California Street, Denver, CO 80202	Telecommunications	521756498	100
LCI International Telecom Corp. 1801 California Street, Denver, CO 80202	Telecommunications	391455803	100
USLD Communications, Inc. 1801 California Street, Denver, CO 80202	Telecommunications	742854766	100
U S WEST Communications, Inc. 1801 California Street, Denver, CO 80202	Telecommunications	840273800	100
U S WEST Interprise America, Inc. 1801 California Street, Denver, CO 80202	Telecommunications	841305748	100
U S WEST Business Resources, Inc. 1801 California Street, Denver, CO 80202	Telecommunications	840933690	100
U S WEST Wireless, LLC 1801 California Street, Denver, CO 80202	Telecommunications	841411138	100

**Signature**

5) Typed or Printed Name of Party Authorized to Sign

First Name: Drake	MI: S.	Last Name: Tempest	Suffix: Esq.
Title: Executive Vice President			
Signature: 			Date: August 19, 1999

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Applicant/Licensee Information cont'd (page 2 of 2)

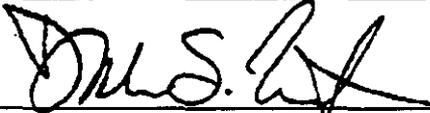
1) First Name (if individual):  N/A	MI:  N/A	Last Name:  N/A	Suffix:  N/A
2) Applicant Name (if entity):  Qwest Communications International Inc.		3) Applicant TIN:  841339282	

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
U S WEST Long Distance, Inc. 1801 California Street, Denver, CO 80202	Telecommunications	841329540	100
U S WEST Database Services, Inc. 1801 California Street, Denver, CO 80202	Telecommunications	841500728	100
U S WEST Interprise America of Virginia, Inc. 1801 California Street, Denver, CO 80202	Telecommunications	841510732	100
El Paso County Telephone Company 1801 California Street, Denver, CO 80202	Telecommunications	840197030	100
Malheur Home Telephone Company 1801 California Street, Denver, CO 80202	Telecommunications	930217610	100
Phoenix Network, Inc. 555 Seventeenth Street, Denver, CO 80202	Telecommunications	840881154	100

Signature

5) Typed or Printed Name of Party Authorized to Sign

First Name:  Drake	MI:  S.	Last Name:  Tempest	Suffix:  Esq.
Title:  Executive Vice President			
Signature: 		Date:  August 19, 1999	

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).





EXHIBIT 1

The name, address, citizenship and principal business of the single 10% or greater interest holder in Qwest Communications International Inc. is:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Anschutz Company 555 Seventeenth Street Denver, CO 80202	14.9-18.1	Delaware Corp.	Transportation, natural resources, real estate, sports, entertainment

The name, address, citizenship and principal business of the single 10% or greater interest holder in Anschutz Company is:

<u>Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Philip F. Anschutz 555 Seventeenth Street Denver, CO 80202	100	U.S.	Transportation, natural resources, real estate, sports, entertainment



**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
 )  
Merger of Qwest Communications )  
International Inc. and )  
U S WEST, Inc. )

**APPLICATION TO TRANSFER CONTROL OF  
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Communications Act”), and Section 63.18(e)(3) of the Commission’s Rules, 47 C.F.R. § 63.18(e)(3), Qwest Communications International Inc. (“Qwest”) and U S WEST, Inc. (“U S WEST,” and together with Qwest, the “Applicants”) hereby seek authority to transfer control of the international Section 214 authorizations held by the subsidiaries of Qwest and U S WEST in connection with the proposed merger of their two companies. The Main Pleading, filed as a cover to the instant application, contains details of the proposed merger between Qwest and U S WEST, and shows that Commission approval of the transaction would serve the public interest.

A list of the international certificates granted to each of the pertinent subsidiaries of Qwest and U S WEST can be found in Exhibit 1. As explained in the Main Pleading, these operating subsidiaries will continue to provide service to the public following consummation of the proposed transaction.

**REQUEST FOR TRANSFER OF CONTROL UNDER SECTION 63.18**

In accordance with Section 63.18 of the Commission's Rules, the Applicants submit the following information in support of this Application:

***Information for Transferor and Transferee***

- (a) The name, address and telephone number of Qwest is:

Qwest Communications International Inc.  
555 Seventeenth Street  
Denver, Colorado 80202  
(303) 992-1400

Upon consummation of the proposed transaction, U S WEST will be merged into Qwest with Qwest continuing as the surviving corporation. The name, address and telephone number of Qwest upon closing will be:

Qwest Communications International Inc.  
1801 California Street  
Denver, Colorado 80202  
(303) 992-1400

The name, address and telephone number of U S WEST is:

U S WEST, Inc.  
1020 19th Street, NW Suite 700  
Washington, DC 20036  
(202) 429-3134

- (b) Qwest is a Delaware corporation, and will continue to be a Delaware corporation upon consummation of the transaction.

U S WEST is a Colorado corporation.

- (c) Correspondence regarding this Application should be addressed to:

Genevieve Morelli  
Senior Vice President &  
Senior Associate General Counsel  
Qwest Communications International Inc.  
4250 North Fairfax Drive  
Arlington, Virginia 22203  
Phone: (703) 363-3306  
Fax: (703) 363-3750

with a copy to:

Peter A. Rohrbach  
Mace J. Rosenstein  
Hogan & Hartson L.L.P.  
555 13th Street, N.W.  
Washington, D.C. 20004-1109  
Phone: (202) 637-5600  
Fax: (202) 637-6400

and

Elridge A. Stafford  
U S WEST, Inc.  
1020 19th Street, NW Suite 700  
Washington, DC 20036  
(202) 429-3134

with a copy to:

Kathryn A. Zachem  
Robert G. Morse  
Wilkinson Barker Knauer, LLP  
2300 N Street, N.W.  
Suite 700  
Washington, DC 20037-1128  
Phone: (202) 383-3344  
Fax: (202) 783-5851

- (d) Through their subsidiaries, Qwest and U S WEST have previously received authority under Section 214, and are authorized to operate as facilities-based and resale carriers for the provision of international basic switched, private line, data,

television and business services between the United States and various international points. A list of the international certificates granted to each of these subsidiaries can be found at Exhibit 1 to this Application.

***Information for Transferee***

- (h) For ownership information regarding Qwest following consummation of the merger, see Exhibit 2.
- (i) Qwest certifies that it is, and upon consummation of the merger will continue to be, affiliated with foreign carriers in Belgium, France, Germany, the Netherlands, Switzerland, and the United Kingdom.
- (j) Through its subsidiaries, Qwest certifies that it seeks to provide international telecommunications to the following specific destination countries of the following foreign carriers:
  - Belgium -- EuroRings Assets Belgium N.V.
  - France -- EuroRings Assets France SA
  - Germany -- EuroRings Assets Germany GmbH
  - Netherlands -- KPNQwest Operations B.V.;
  - KPNQwest Services Netherlands B.V.
  - Switzerland -- KPNQwest Corporate Development
  - United Kingdom -- KPNQwest Assets UK, KPNQwest B.V.
- (k) All of the destination countries listed in (j) are Members of the World Trade Organization. All of the affiliated carriers listed in (j) lack market power in the named foreign country.
- (l) Upon consummation of the transaction, Qwest and its operating subsidiaries will qualify for a presumption of non-dominance on all affiliated routes because each of the affiliated foreign carriers has less than 50 percent market share in the international transport and the local access markets on the foreign end of the respective routes, and therefore satisfies § 63.10(a)(3).
- (m) Upon consummation of the transaction, Qwest and its operating subsidiaries will qualify for a presumption of non-dominance on all affiliated routes under § 63.10 because each of the affiliated foreign carriers has less than 50 percent market share in the international transport and the local access markets on the foreign end of the respective routes.
- (n) Qwest certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route

and will not enter into such agreements in the future.

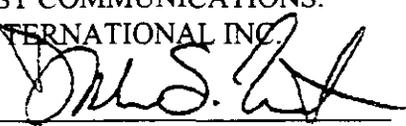
- (o) Qwest certifies that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853a.

## CONCLUSION

For the foregoing reasons, the Applicants request that the Commission authorize the transfer of control of the international Section 214 authorizations held by the subsidiaries of Qwest and U S WEST in connection with the merger of their two companies.

Respectfully submitted,

QWEST COMMUNICATIONS.  
INTERNATIONAL INC.

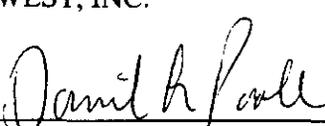
By: 

Drake S. Tempest, Esq.  
Genevieve Morelli, Esq.  
QWEST COMMUNICATIONS  
INTERNATIONAL INC.  
555 Seventeenth Street  
Denver, CO 80202

Peter A. Rohrbach, Esq.  
Mace J. Rosenstein, Esq.  
HOGAN & HARTSON L.L.P.  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004

Counsel For Qwest Communications  
International Inc.

U S WEST, INC.

By: 

Daniel L. Poole, Esq.  
U S WEST, INC.  
1020 19th Street, N.W.  
Suite 700  
Washington, DC 20036

Kathryn A. Zachem, Esq.  
Robert G. Morse, Esq.  
WILKINSON BARKER KNAUER,  
LLP  
2300 N Street, N.W.  
Suite 700  
Washington, DC 20037-1128

Counsel for U S WEST, Inc.

Dated: August 19, 1999

**QWEST COMMUNICATIONS INTERNATIONAL INC. AND U S WEST, INC.  
APPLICATION TO TRANSFER CONTROL OF  
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

**EXHIBIT 1**

**SECTION 214 AUTHORIZATIONS**

**Qwest Communications Corporation**

- I-T-C-91-084, 6 FCC Rcd 2957 (1991) – Grants authority to resell the services of other carriers to provide international switched voice services.
- ITC-97-667 (December 1997) – Grants authority to operate as a global facilities based carrier and reseller.

**LCI International Telecom Corp.**

- I-T-C-86-154 (September 25, 1986) – Grants authority to provide resale international switched voice services between the U.S. and Canada and points listed in AT&T's tariffs FCC Nos. 1 and 2.
- I-T-C-90-028 (April 12, 1993) – Grants authority to resell and operate facilities to provide international private lines not interconnected to the public switched network for the provision of international private line services between the U.S. and Japan, Australia, Germany, Singapore, France, Switzerland, Hong Kong, Brazil, Italy, Spain, Mexico, Ireland, Belgium, Netherlands, and United Kingdom, and to resell international private lines for the provision of switched and private line services between the U.S. and Canada.
- I-T-C-92-184 (July 27, 1992) – Grants authority to transfer control of the Section 214 authorizations of Litel Telecommunications Corporation, Afford-a-Call Corp., and Charter Network Company.
- I-T-C-93-001 (February 10, 1993) – Grants authority to transfer control of Charter Network Company's Section 214 authorization to Litel as part of the merger of the two companies.
- I-T-C-93-336 (November 13, 1993) – Grants authority to provide international switched services by reselling the international switched services of other carriers.
- I-T-C-94-380 (July 1, 1994) – Grants authority to acquire and operate facilities to provide international communications services, including switched and private line services, between the U.S. and other countries (Canada, Mexico, Argentina, Australia, Austria, Belgium, Brazil, Chile, China, Colombia, Denmark, Egypt, Finland, France, Germany, Greece, Guam, Guyana, Hong Kong, India, Indonesia, Ireland, Israel, Italy, Japan, Korea, Malaysia, Netherlands, New Zealand, Norway, Peru, Philippines, Poland, Portugal, Russia, Singapore, South Africa, Spain, Sweden, Switzerland, Taiwan, Thailand, Venezuela, United Kingdom).
- I-T-C-94-527 (January 3, 1995) – Grants authority to resell services of other common carriers to provide international message telephone service and data, facsimile and operator services via private lines interconnected to the public switched networks in the U.S. and the United Kingdom.

- I-T-C-95-343 (May 31, 1995) – Grants authority to transfer control of LCI Telecom South, Inc.'s Section 214 authorizations to LCI International Telecom Corp. as part of the merger of the two companies.
- I-T-C-95-590 (February 28, 1996) – Grants authority to acquire and operate facilities for service to various overseas points and to provide private lines between the U.S. and other countries provided that the private lines are not connected to the public switched network for the provision of international switched basic services unless authorized by the FCC (extensive list of authorized countries in Appendices).
- I-T-C-96-512 (October 29, 1996) – Grants authority to operate as a global facilities-based and global resale carrier in accordance with FCC rules.
- I-T-C-97-608 (November 24, 1997) – Grants authority to transfer control of USLD Communications Corporation's Section 214 authorizations to LCI International, Inc. as part of the merger of the two companies.
- ITC-98-271-TC (April 15, 1998) – Grants authority to transfer control of Section 214 authorizations of LCIT and USLD from LCI International, Inc. to Qwest.

#### **USLD Communications, Inc.**

- I-T-C-89-092 (June 2, 1989) – Grants authority to international switched message telephone services to provide international switched voice service between the U.S. and various overseas points.

#### **U S WEST Communications, Inc.**

- ITC-214-19970804-00464 (September 18, 1997) -- Grants authority to resell switch-based services of unaffiliated facilities-based carriers for service to all international points except those in Lithuania and Russia for CMRS incidental interLATA services.
- ITC-214-19970804-00454 (June 30, 1998) -- Grants authority to resell switch-based services of unaffiliated facilities-based carriers for service to international points in Lithuania and Russia for CMRS incidental interLATA services.

#### **U S WEST Long Distance, Inc.**

- ITC-214-19961106-00559 (December 31, 1996) -- Grants authority to resell switch-based services of unaffiliated facilities-based carriers from "out of region" states to all international points except those in Lithuania and Russia.
- ITC-214-19961231-00658 (September 9, 1997) -- Grants authority to resell switch-based services of unaffiliated facilities-based carriers from "out of region" states to international points in Lithuania and Russia.

**QWEST COMMUNICATIONS INTERNATIONAL INC. AND U S WEST, INC.  
APPLICATION TO TRANSFER CONTROL OF  
INTERNATIONAL SECTION 214 AUTHORIZATIONS**

**EXHIBIT 2**

Upon consummation of the proposed transaction, the name, address, citizenship and principal business of the single 10% or greater shareholder of Qwest Communications International Inc. will be:

<u>Shareholder Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Anschutz Company 555 Seventeenth Street Denver, CO 80202	14.9 - 18.1	Delaware Corp.	Transportation, natural resources, real estate, sports, entertainment

Anschutz Company's actual percentage of ownership will be determined by Qwest's weighted average share price as calculated prior to closing.

The name, address, citizenship and principal business of the single 10% or greater shareholder of Anschutz Company will be:

<u>Shareholder Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Philip F. Anschutz 555 Seventeenth Street Denver, CO 80202	100	U.S.	Transportation, natural resources, real estate, sports, entertainment

Qwest has no interlocking directorates with a foreign carrier.

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
 )  
Merger of Qwest Communications )  
International Inc. and )  
U S WEST, Inc. )

**APPLICATION TO TRANSFER CONTROL OF  
A SUBMARINE CABLE LANDING LICENSE**

Pursuant to An Act Relating to the Landing and Operation of Submarine Cables in the United States, 47 U.S.C. §§ 34 - 39 ("Cable Landing License Act"), and Section 1.767 of the Commission's Rules, 47 C.F.R. § 1.767, Qwest Communications International Inc. ("Qwest") hereby seeks authority to transfer control of the submarine cable landing license held by its wholly-owned subsidiary, Qwest Communications Corporation ("QCC"), in connection with the proposed merger of Qwest and U S WEST, Inc. ("U S WEST"). The Main Pleading, filed as a cover to the instant application, contains details of the proposed merger of the two companies, and shows that Commission approval of the transaction would serve the public interest.

QCC holds a license to land and operate the Japan-U.S. Cable Network. <sup>1/</sup> Neither Qwest nor U S WEST directly or indirectly hold any other undersea cable landing licenses, and does not control any other such license.

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<sup>1/</sup> See *In the Matter of AT&T Corp., et al., Joint Application for a License to Land and Operate a Submarine Cable Network Between the United States and Japan, Cable Landing License, File No. SCL-LIC-19981117-00025, FCC 99-167 (rel. July 9, 1999) ("JUS-CN License")*.

**I. REQUEST FOR TRANSFER OF CONTROL UNDER SECTION 1.767**

In accordance with Section 1.767 of the Commission's Rules and Executive Order No. 10530, dated May 10, 1954, Qwest submits the following information in support of this

Application:

- (1) The name, address and telephone number of Qwest is:

Qwest Communications International Inc.  
555 Seventeenth Street  
Denver, Colorado 80202  
(303) 992-1400

Upon consummation of the proposed transaction, U S WEST will be merged into Qwest with Qwest continuing as the surviving corporation. The name, address and telephone number of Qwest upon closing will be:

Qwest Communications International Inc.  
1801 California Street  
Denver, Colorado 80202  
(303) 992-1400

- (2) Qwest is a Delaware corporation, and will continue to be a Delaware corporation upon consummation of the transaction.
- (3) Correspondence regarding this Application should be addressed to:

Genevieve Morelli  
Senior Vice President &  
Senior Associate General Counsel  
Qwest Communications International Inc.  
4250 North Fairfax Drive  
Arlington, Virginia 22203  
Phone: (703) 363-3306  
Fax: (703) 363-3750

with a copy to:

Peter A. Rohrbach  
Mace J. Rosenstein  
Hogan & Hartson L.L.P.  
Columbia Square  
13th Street, N.W.  
Washington, D.C. 20004-1109  
Phone: (202) 637-5600  
Fax: (202) 637-6400

- (4) QCC is a cable landing licensee of the Japan-U.S. Cable Network. *See JUS-CN License.*
- (5) Not applicable.
- (6) As stated in *JUS-CN License*, the cable will be operated on a non-common carrier basis.
- (7) The ownership and voting interests of QCC in the Japan-U.S. Cable Network will remain unchanged.
- (8) Ownership Information

Qwest submits the following ownership information and certifications specified in

Section 63.18(h) through (k) of the Commission's Rules:

- (h) See Exhibit 1.
- (i) Qwest certifies that it is, and upon consummation of the merger will continue to be, affiliated with a foreign carrier in Belgium, France, Germany, the Netherlands, Switzerland, and the United Kingdom.
- (j) Through its subsidiaries, Qwest certifies that it seeks to provide international telecommunications to the following specific destination countries of the following foreign carriers:

Belgium -- EuroRings Assets Belgium N.V.  
France -- EuroRings Assets France SA  
Germany -- EuroRings Assets Germany GmbH  
Netherlands -- KPNQwest Operations B.V.; KPNQwest Services  
Netherlands B.V.

Switzerland -- KPNQwest Corporate Development  
United Kingdom -- KPNQwest Assets UK, KPNQwest B.V.

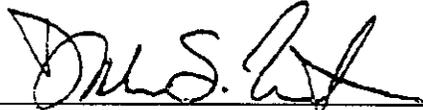
- (k) All of the destination countries listed in (j) are Members of the World Trade Organization. All of the affiliated carriers listed in (j) lack market power in the named foreign country.

## II. CONCLUSION

For the foregoing reasons, Qwest Communications International Inc. (as transferor and proposed transferee) requests that the Commission authorize the transfer of control of the submarine cable landing license held by QCC in connection with the merger of Qwest and U S WEST.

Respectfully submitted,

**QWEST COMMUNICATIONS INTERNATIONAL  
INC.**

By: 

Drake S. Tempest, Esq.  
Genevieve Morelli, Esq.  
QWEST COMMUNICATIONS  
INTERNATIONAL INC.  
555 Seventeenth Street  
Denver, CO 80202

Peter A. Rohrbach, Esq.  
Mace J. Rosenstein, Esq.  
HOGAN & HARTSON L.L.P.  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004

Counsel For Qwest Communications  
International Inc.

Dated: August 19, 1999

**QWEST COMMUNICATIONS INTERNATIONAL INC.  
TRANSFER OF CONTROL OF SUBMARINE CABLE LANDING LICENSE**

**EXHIBIT 1**

Upon consummation of the proposed transaction, the name, address, citizenship and principal business of the single 10% or greater shareholder of Qwest Communications Corporation ("QCC") will be as follows:

<u>Shareholder Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Qwest Communications International Inc. 555 Seventeenth Street Denver, CO 80202	100	Delaware Corp.	Communications

Upon consummation of the proposed transaction, the name, address, citizenship and principal business of the single 10% or greater shareholder of Qwest Communications International Inc. will be:

<u>Shareholder Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Anschutz Company 555 Seventeenth Street Denver, CO 80202	14.9 - 18.1	Delaware Corp.	Transportation, natural resources, real estate, sports, entertainment

Anschutz Company's actual percentage of ownership will be determined by Qwest's weighted average share price as calculated prior to closing.

The name, address, citizenship and principal business of the single 10% or greater shareholder of Anschutz Company will be:

<u>Shareholder Name/Address</u>	<u>% Held</u>	<u>Citizenship</u>	<u>Principal Business</u>
Philip F. Anschutz 555 Seventeenth Street Denver, CO 80202	100	U.S.	Transportation, natural resources, real estate, sports, entertainment

Qwest has no interlocking directorates with a foreign carrier.

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
 )  
Merger of Qwest Communications )  
International Inc. and )  
U S WEST, Inc. )

**APPLICATION TO TRANSFER CONTROL OF  
DOMESTIC SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Communications Act"), and Section 63.01 of the Commission's Rules, 47 C.F.R. § 63.01, Qwest Communications International Inc. ("Qwest") and U S WEST, Inc. ("U S WEST" and, together with Qwest, the "Applicants") hereby seek authority to transfer control of the authorized domestic interstate facilities and authorizations held by U S WEST Communications, Inc. ("USWC") in connection with the proposed merger of U S WEST and Qwest. The Main Pleading, filed as a cover to the instant application, contains details of the proposed merger between Qwest and U S WEST, and shows that Commission approval of the transaction would serve the public interest.

USWC, a subsidiary of U S WEST, currently holds authorized domestic interstate facilities. As explained in the Main Pleading, U S WEST's operating subsidiaries will continue to provide service to the public following consummation of the proposed transaction.

## CONTACT INFORMATION

The name, address and telephone number of Qwest is:

Qwest Communications International Inc.  
555 Seventeenth Street  
Denver, Colorado 80202  
(303) 992-1400

The name, address and telephone number of Qwest upon closing will be:

Qwest Communications International Inc.  
1801 California Street  
Denver, Colorado 80202  
(303) 992-1400

The name, address and telephone number of U S WEST is:

U S WEST, Inc.  
1020 19th Street, NW Suite 700  
Washington, DC 20036  
(202) 429-3134

Correspondence regarding this Application should be addressed to:

Genevieve Morelli  
Senior Vice President &  
Senior Associate General Counsel  
Qwest Communications International Inc.  
4250 North Fairfax Drive  
Arlington, Virginia 22203  
Phone: (703) 363-3306  
Fax: (703) 363-3750

with a copy to:

Peter A. Rohrbach  
Mace J. Rosenstein  
Hogan & Hartson L.L.P.  
555 13th Street, N.W.  
Washington, D.C. 20004-1109  
Phone: (202) 637-5600  
Fax: (202) 637-6400

and

Elridge A. Stafford  
U S WEST, Inc.  
1020 19th Street, N.W.  
Suite 700  
Washington, DC 20036  
Phone: (202) 429-3134  
Fax: (202) 296-5157

with a copy to:

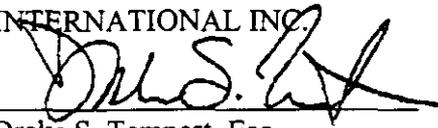
Kathryn A. Zachem  
Robert G. Morse  
Wilkinson Barker Knauer, LLP  
2300 N Street, N.W.  
Suite 700  
Washington, DC 20037-1128  
Phone: (202) 383-3344  
Fax: (202) 783-5851

**CONCLUSION**

For the foregoing reasons, the Applicants request that the Commission authorize the transfer of control of the authorized domestic interstate facilities and authorizations held by USWC in connection with the merger of their two companies.

Respectfully submitted,

QWEST COMMUNICATIONS.  
INTERNATIONAL INC.

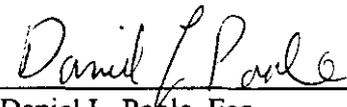
By: 

Drake S. Tempest, Esq.  
Genevieve Morelli  
QWEST COMMUNICATIONS  
INTERNATIONAL INC.  
555 Seventeenth Street  
Denver, CO 80202

Peter A. Rohrbach, Esq.  
Mace J. Rosenstein, Esq.  
HOGAN & HARTSON L.L.P.  
555 Thirteenth Street, N.W.  
Washington, D.C. 20004

Counsel For Qwest Communications  
International Inc.

U S WEST, INC.

By: 

Daniel L. Poole, Esq.  
U S WEST, INC.  
1020 19th Street, N.W.  
Suite 700  
Washington, DC 20036

Kathryn A. Zachem, Esq.  
Robert G. Morse, Esq.  
WILKINSON BARKER KNAUER,  
LLP  
2300 N Street, N.W.  
Suite 700  
Washington, DC 20037-1128

Counsel for U S WEST, Inc.

Dated: August 19, 1999



FCC Wireless Telecommunications Bureau  
Application for Assignments of Authorization  
and Transfers of Control

1) Application Purpose (Select only one) (TC)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number: N/A
2b) File numbers of related pending applications currently on file with the FCC: N/A		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	( <u>N</u> ) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	N/A ( ) Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	N/A ( ) Yes No
5) Does this filing request a waiver of the Commission's rules?	( <u>N</u> ) Yes No
6) Are attachments being filed with this application?	( <u>Y</u> ) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	( <u>Y</u> ) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	( <u>Y</u> ) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: ( S )	
<input checked="" type="checkbox"/> Sale or other assignment or transfer of stock	<input type="checkbox"/> Court Order
<input type="checkbox"/> Other (voting trust agreement, management contract, etc.): _____	
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc. See Main Pleading, filed as a cover to the instant application.	
9) The assignment of authorization or transfer of control of license is:	( <u>V</u> ) Voluntary Involuntary

Licensee/Assignor Information

10a) Taxpayer Identification Number: 046141739		10b) SGIN: N/A	
11) First Name (if individual): N/A	MI:	Last Name: N/A	Suffix:
12) Entity Name (if not an individual): Qwest Communications Corp.			
13) Attention To: Genevieve Morelli			
14) P.O. Box: N/A	And /Or	15) Street Address: 4250 N. Fairfax Drive	
16) City: Arlington	17) State: VA	18) Zip: 22203	
19) Telephone Number: (703) 363-0220		20) FAX: (703) 363-3750	
21) E-Mail Address: genevieve.morelli@qwest.com			

22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

Transferor Information (for transfers of control only)

23a) Taxpayer Identification Number: 841339282		23b) SGIN N/A			
24) First Name (if individual): N/A		MI:	Last Name: N/A		Suffix:
25) Entity Name (if other than individual): Qwest Communications International Inc.					
26) P.O. Box: N/A		And /Or	27) Street Address: 555 Seventeenth Street		
28) City: Denver		29) State: CO		30) Zip: 80202	
31) Telephone Number: 303/992-1400			32) FAX: 303/992-1490		
33) E-Mail Address: genevieve.morelli@qwest.com					

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name: See Exhibit 2		MI:	Last Name:		Suffix:
35) Company Name:					
36) P.O. Box:		And /Or	37) Street Address:		
38) City:		39) State:		40) Zip:	
41) Telephone Number:			42) FAX:		
43) E-Mail Address:					

Assignee/Transferee Information

44) Assignee is a(n): ( C )					
<input type="checkbox"/> Individual Corporation	<input type="checkbox"/> Unincorporated Association	<input type="checkbox"/> Trust Partnership	<input type="checkbox"/> Government Entity Consortium	<input type="checkbox"/> Joint Venture	<input type="checkbox"/> Limited Liability Corporation
45a) Taxpayer Identification Number: 841339282		45b) SGIN N/A			
46) First Name (if individual): N/A		MI:	Last Name: N/A		Suffix:
47) Entity Name (if other than individual): Qwest Communications International Inc.					
48) Name of Real Party in Interest: N/A				49) TIN N/A	
50) Attention To: Genevieve Morelli, Esq.					

51) P.O. Box: N/A	And /Or	52) Street Address: 1801 California Street
53) City: Denver	54) State: CO	55) Zip: 80202
56) Telephone Number: 303/992-1400	57) FAX: 303/992-1490	
58) E-Mail Address: genevieve.morelli@qwest.com		

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: See Exhibit 2	MI:	Last Name:	Suffix:
60) Company Name:			
61) P.O. Box:	And /Or	62) Street Address:	
63) City:	64) State:	65) Zip:	
66) Telephone Number:	67) FAX:		
68) E-Mail Address:			

**Alien Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	( N ) <u>Yes</u> No
70) Is the Assignee or Transferee an alien or the representative of an alien?	( N ) <u>Yes</u> No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	( N ) <u>Yes</u> No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	( N ) <u>Yes</u> No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	( N ) <u>Yes</u> No

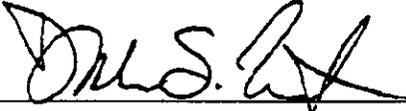
**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	( N ) <u>Yes</u> No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	( N ) <u>Yes</u> No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	( N ) <u>Yes</u> No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	( N ) <u>Yes</u> No

78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

<b>Race:</b>	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
<b>Gender:</b>	Female:	Male:			

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
Drake	S.	Tempest	Esq.
80) Title: Executive Vice President			
Signature: 			81) Date: Aug. 19, 1999

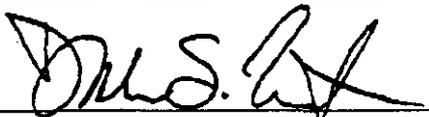
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2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule * * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name: Drake	MI: S.	Last Name: Tempest	Suffix: Esq.
----------------------	-----------	-----------------------	-----------------

83) Title:  
Executive Vice President

Signature: 	84) Date: Aug. 19, 1999
---	----------------------------

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



**EXHIBIT 1**  
**(FCC Form 603, Item No. 85)**

**Part 101 Private Operational Fixed Microwave (OFS) Authorizations**

WNEZ309  
WNEZ311  
WNT1989

**EXHIBIT 2**  
**(FCC Form 603, Questions 34-43 and 59-68)**

**CONTACT REPRESENTATIVE INFORMATION**

The contact representatives for both the Transferor and proposed Transferee are the same, as follows:

34) & 59)	Genevieve Morelli, Esq.	39) & 64)	VA
35) & 60)	Qwest Communications	40) & 65)	22203
36) & 61)	N/A	41) & 66)	(703) 363-0220
37) & 62)	4250 North Fairfax Drive	42) & 67)	(703) 363-3750
38) & 63)	Arlington	43) & 68)	genevieve.morelli@qwest.com

with copies of all communications to:

34) & 59)	Mace J. Rosenstein, Esq.	39) & 64)	DC
35) & 60)	Hogan & Hartson L.L.P.	40) & 65)	20004
36) & 61)	N/A	41) & 66)	(202) 637-5600
37) & 62)	555 Thirteenth Street, NW	42) & 67)	(202) 637-5910
38) & 63)	Washington	43) & 68)	mjrosenstein@hhlaw.com



22) Race, Ethnicity, and Gender of Assignor/Licensee (Optional):

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Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
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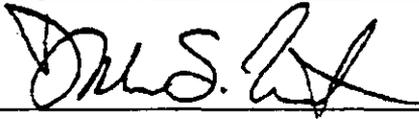
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<b>Ethnicity:</b>	Hispanic or Latino:	Not Hispanic or Latino:			
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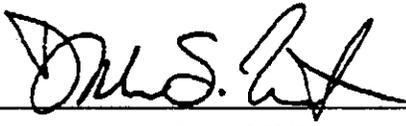
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79) Typed or Printed Name of Party Authorized to Sign			
First Name:	MI:	Last Name:	Suffix:
Drake	S.	Tempest	Esq.
80) Title: Executive Vice President			
Signature: 			81) Date: Aug. 19, 1999

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3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. * If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
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82) Typed or Printed Name of Party Authorized to Sign

First Name: Drake	MI: S.	Last Name: Tempest	Suffix: Esq.
83) Title: Executive Vice President			
Signature: 			84) Date: Aug. 19, 1999
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

