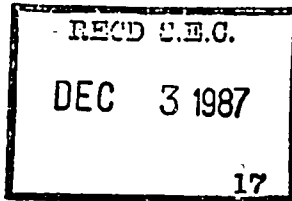


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U S WEST

Corporate Counsel



November 30, 1987

RE

Securities and Exchange Commission  
Office of Chief Counsel  
Division of Corporation Finance  
450 Fifth Street, N.W.  
Washington, DC 20549

PUBLIC AVAILABILITY DATE: 12-16-87  
ACT SECTION RULE  
1934 14(a) 14a-8

RE: U S WEST, Inc. Commission File No. 1-8611  
1988 Annual Meeting Proposal of a Security Holder

Gentlemen:

The proposal attached hereto as Exhibit A (the "Proposal") has been received by U S WEST, Inc. ("U S WEST"), from two of its shareowners, Mr. John Wright and Ms. Elizabeth Wright (the "Proponents"), who seek to have the contents of said Proposal included in the proxy materials to be utilized in connection with U S WEST's 1988 Annual Meeting (the "Proxy Materials"). U S WEST plans to file preliminary proxy materials with the Commission on or about February 8, 1988. Pursuant to Rule 14a-8(d), I am advising you that it is U S WEST's intention to omit the Proposal submitted by the Proponents from its Proxy Materials.

U S WEST's stock records indicate that, at the date of submission of the Proposal, the Proponents owned 12.69 shares of U S WEST stock, which represents less than 1% of U S WEST's outstanding shares on such date and represented a market value of \$561.53 at that time. On November 6, 1987, U S WEST wrote the Proponents (Exhibit B) requesting that documentation of any beneficial ownership of U S WEST's stock be provided to U S WEST within 14 days of receipt of U S WEST's letter. The return receipt for U S WEST's letter indicates it was received by the Proponents on November 14, 1987 (Exhibit C). To date, the Proponents have failed to provide U S WEST with any additional documentation to support beneficial ownership of at least \$1,000 in the market value of U S WEST stock.

The eligibility of the Proponents is governed by Rule 14-8(a)(1) which provides that at the time a proponent submits a proposal, such proponent shall be a record or

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Securities and Exchange Commission  
November 30, 1987  
Page 2


beneficial owner of at least 1% or \$1,000 in market value of securities entitled to be voted at the meeting and have held such securities for at least one year and shall continue to own such securities through the date on which the meeting is held. In addition, Rule 14-8(a) indicates that an issuer shall not be required to include a proposal in its proxy statement unless the security holder has complied with the requirements of this paragraph. As noted above the Proponents do not meet the eligibility requirements of Rule 14-8(a)(1).

In view of the foregoing, it is my opinion that U S WEST may omit the Proposal of the Proponents pursuant to Rule 14-8(a)(1) from its Proxy Materials for the 1988 Annual Meeting. I request that you confirm that this Proposal may be omitted from the Proxy Materials and that the Staff will not recommend enforcement action to the Commission if U S WEST omits the Proposal from such Proxy Material.

As is required by Rule 14a-8(d), a copy of this letter is being sent to the Proponents to notify them of U S WEST's intention to omit the Proposal from the Proxy Materials. Six additional copies of this letter (including enclosures) are submitted herein. Would you please stamp one of the enclosed copies of this letter to indicate receipt and return it to the messenger delivering these materials.

If you have any questions regarding the foregoing, please call me collect at the above number.

Sincerely,



BRIAN M. BELL

MJJ:rw

cc John and Elizabeth Wright  
Richard M. Russo, Esq.

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2230 Main St.  
West Barnstable, MA 02668  
13 October 1987

U S WEST , SECRETARY  
Suite 200  
7800 East Orchard Road  
Englewood, Colorado 80111

Dear Mr. Secretary:

We, the undersigned and the owners of 12+ shares of U S WEST stock, wish to include the following two SHAREHOLDER PROPOSALS in next year's Proxy Statement.

PROPOSAL 1.: The U S WEST Dividend Reinvestment Plan will reinvest stockholder dividends without reduction by any fee.

The following reasons are offered in support of the proposal:

- a. The fee subtracted each quarter for reinvestment of the dividend can be as large as 10%, 15% or more for very small stockholders.
- b. This charge has the appearance of usury and may be indicative of a negative management attitude toward these small stockholders.
- c. A strong case could be made that it costs U S WEST less to process the reinvestments than it does to pay out dividend checks. In both cases, stockholder records must be stored and processed by very nearly identical computer programs and quarterly mailings distributed. In the case of dividend checks however there is added the processing and storage of endorsed (paid) checks on their return thru the banking system.
- d. Most other companies created in the breakup of AT&T do not charge any fee. A few national corporations that in the 1970's charged a 1% - 2% fee eliminated the fees because of their negative corporate image and the resulting reduction in reinvestment participation.
- e. Any corporate argument that U S WEST once offered, or might in the future offer, to buy out small stockholders would be further indicative of a negative attitude. At the hands of big government and irrational courts, we were made victims of the large corporate breakup and do not wish to be diminished in our total equity or any part of current growth.

PROPOSAL 2.: The U S WEST Dividend Reinvestment Plan will be made consistent with IPS definitions of dates used to determine share price so that there will be no difference between the actual dividend paid and the reported taxable amount.

The following reason is offered in support of the proposal:

- a. It would seem only logical to use IRS standards to produce a single taxable dividend amount which would simplify the whole procedure for both the corporation and its stockholders.

Sincerely yours,

*John B. Wright* and *Mrs Elizabeth C. Wright*

John B. Wright and Mrs Elizabeth C. Wright Jt.Ten.

Account No. 032-251-075 I

Rec'd By L...

OCT 14 1987

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Michael J. Jensen  
Manager  
Securities Regulation

**USWEST**

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

November 6, 1987

John B. Wright  
Elizabeth L. Wright  
2230 Main Street  
West Barnstable, Massachusetts 02668

Dear Mr. and Mrs. Wright:

We are in receipt of your letter dated October 13, 1987, which was received by Laurence W. DeMuth, Jr., Secretary of U S WEST, Inc., on October 19, 1987, regarding submission of two proposals to be included in the Proxy Statement for the U S WEST Annual Meeting in 1988.

First, I would like to address your two proposals and then the Securities and Exchange Commission ("SEC") rules regarding shareowner proposals.

U S WEST implemented a \$1.00 fee, per quarter, per account for participants enrolled in the Dividend Reinvestment and Stock Purchase Plan to more fairly distribute the administrative and maintenance costs of the Plan. This fee was announced six months in advance of the effective date in order to give shareowners ample time to determine the impact of the fee upon their investment so they could determine if they should continue to participate in the Plan.

The quarterly fee does represent a higher percentage fee for the shareowner with a smaller amount of stock enrolled in the Plan; however, the administrative and maintenance costs are the same for each account regardless of the number of shares enrolled in the Plan. Contrary to what many shareowners believe, it is much more expensive to maintain and administer a shareowner's account enrolled in the Dividend Reinvestment Plan than to pay out the dividend.

Finally, our Investor Relations department conducted research before the decision to implement a fee was reached. Many major corporations have instituted a fee for participation in their reinvestment plans.

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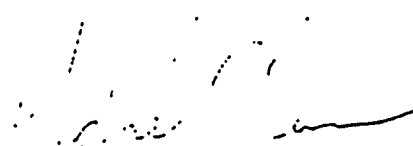
In regards to your second proposal, I believe if you will review the answers to questions 13 and 30 of the enclosed Dividend Reinvestment and Stock Purchase Plan Prospectus, you will find that the method in which we determine dividend amounts and the tax basis of shares purchased with reinvested dividends is consistent with the Internal Revenue Code. You will also note that the quarterly fee is deducted from the dividends paid each quarter.

The SEC proxy rules state that a shareowner, to be eligible to submit a proposal, must own at least one percent or \$1,000 in market value of the voting securities, and must have held this amount at least one year prior to submission.

According to our records, at the time of submission of your proposal you were the owners of 12.69 shares of U S WEST, Inc., all of which are enrolled in the U S WEST Shareowner Dividend Reinvestment and Stock Purchase Plan, and one year prior to submission, you were the owner of approximately 12.137 shares. Based upon our calculations of the market value of these holdings, it appears that you do not meet the eligibility requirements for submitting a proposal. However, it is possible that other U S WEST shares are held for you by a broker. If this is the case, please provide us with a statement from your broker of the number of shares that you hold beneficially and the dates upon which you acquired such shares. In accordance with the Rules of the SEC, this information must be supplied within 14 calendar days of your receipt of this letter. Should you fail to provide us this information within the required time, U S WEST will exclude your proposals from the proxy material in accordance with SEC rules.

You should also be aware that if it is later determined that you meet the eligibility requirements, U S WEST may omit your proposal on other grounds pursuant to the SEC's proxy rules and its interpretation of these rules.

Sincerely,



MICHAEL J. JENSEN

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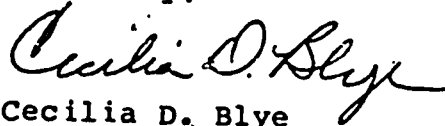
RESPONSE OF THE OFFICE OF CHIEF COUNSEL  
DIVISION OF CORPORATION FINANCE

Re: U S West, Inc. (the "Company")  
Incoming letter dated November 30, 1987

The proposals relate to amending the Company's Dividend Reinvestment Plan.

In your letter you have expressed the opinion that the proposals are excludable from the Company's proxy material under paragraph (a)(1) of Rule 14a-8. You indicate that at the time the proponents submitted their proposals they had not owned for one year 1% or \$1000 in market value of securities entitled to be voted at the meeting, as required by Rule 14a-8(a)(1). Under the circumstances, this Division will not recommend any enforcement action to the Commission if the Company omits the proposals from its proxy material.

Sincerely,



Cecilia D. Blye  
Special Counsel