

COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF LCI INTERNATIONAL )  
TELECOM CORP. FOR AUTHORITY TO )  
GUARANTEE THE \$150 MILLION FIVE YEAR )  
REDUCING REVOLVING CREDIT FACILITY TO )  
BE ENTERED INTO BY ITS INDIRECT )  
CORPORATE PARENT, LCI INTERNATIONAL, ) CASE NO. 93-471  
INC., AND FIRST UNION NATIONAL BANK OF )  
NORTH CAROLINA AND NATIONS BANK OF )  
TEXAS, N.A., AS MANAGING AGENTS, AND )  
FOR ADDITIONAL AUTHORITY TO EXECUTE )  
RELATED DOCUMENTATION )

O R D E R

On March 4, 1994, LCI International Telecom Corp. ("Litel") filed a motion requesting the Commission to reopen the above-styled matter to allow Litel to amend its application and to grant it authority to guarantee a \$200 million Revolving Credit Facility to be entered into by an indirect parent corporation, LCI International ("LCII") and First Union National Bank of North Carolina, as agent. This Commission previously granted approval for this transaction in the amount of \$150 million, by Order dated February 4, 1994. In its motion, Litel states that except for the increased amount of the guaranty the transaction does not vary in any material respect from the original approved on February 4, 1994.

Based upon the representations of Litel, the Commission finds that the increase in the amount of the guaranty from \$150 million to \$200 million is for a lawful object within the corporate purpose

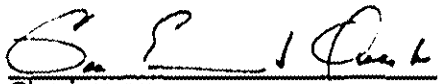
of Litel, is necessary, appropriate, and consistent with the proper performance by Litel of its service to the public, will not impair its ability to perform that service, and is reasonably necessary and appropriate for such purpose.

IT IS THEREFORE ORDERED that:


1. Litel's motion to reopen this case is granted.
2. Litel is granted approval to guarantee the First Amendment and Confirmation of the \$150 million Five Year Reducing Revolving Credit Facility, to be increased to \$200 million, entered into by Litel's indirect corporate parent, LCI International, Inc. and First Union National Bank of North Carolina, as agent.

Done at Frankfort, Kentucky, this 21st day of March, 1994.

PUBLIC SERVICE COMMISSION

  
Chairman

  
Vice Chairman

  
Commissioner

ATTEST:

  
Executive Director