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The Helein Law Group, P.C.

Telecommunications  
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Corporate & Finance  
Trademarks  
Proprietary Rights  
Complex Litigation  
General Business Law

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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

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March 27, 2000

**BY HAND DELIVERY**

Ms. Magalie R. Salas  
Secretary  
Federal Communications Commission  
The Portals  
445 Twelfth Street, S.W.  
Room TW-B204  
Washington, D.C. 20554

**Re: Applications for Transfer of Control of Qwest Communications International Inc. and U S WEST, Inc., CC Docket No. 99-272**

Dear Ms. Salas:

On March 24, 2000, Linda Oliver, counsel for Qwest Communications International Inc. ("Qwest"), hand delivered to your office a letter ("ex parte letter") describing a March 23 ex parte presentation of representatives of Qwest, US WEST, Inc. ("US WEST") and Touch America, Inc. ("Touch America") before Robert Atkinson, Deputy Chief, Common Carrier Bureau; Michelle Carey, Chief, Margaret Egler, Assistant Chief, and Henry Thaggert of the Office of Policy and Program Planning, Common Carrier Bureau; and Jared Carlson of the Common Carrier Bureau, regarding the above-referenced proceeding.

As indicated in the ex parte letter, the purpose of the meeting was to discuss the agreement recently entered into by Qwest and Touch America whereby Touch America will acquire the Qwest long distance business within the U S WEST region in connection with Qwest's merger with U S WEST.

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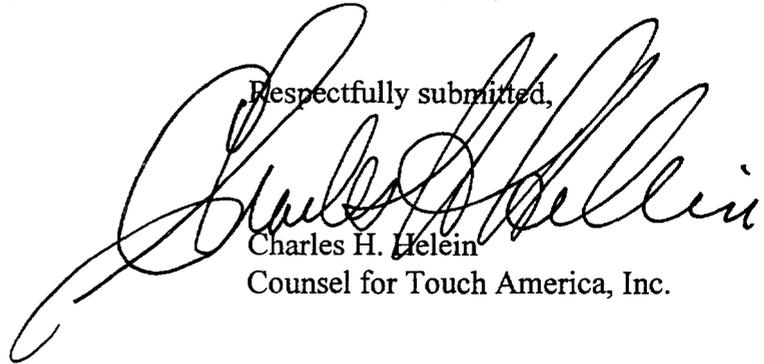
March 27, 2000  
Page 2

In the ex parte letter, it was indicated that Touch America distributed a handout in conjunction with its presentation regarding the nature of its current telecommunications business and discussion of the benefits to Touch America of its acquisition of the Qwest in-region business. The handout presented at the meeting is hereby filed by Touch America as a supplement to the ex parte letter.<sup>1</sup>

I have hereby submitted two copies of this notice for each of the referenced proceedings to the Secretary, as required by the Commission's rules. Please return a date-stamped copy of the enclosed (copy provided).

Please contact the undersigned or Jonathan Marashliain, at (703) 714-1313, if you have any questions.

Respectfully submitted,

A large, stylized handwritten signature in black ink, appearing to read "Charles H. Helein".

Charles H. Helein  
Counsel for Touch America, Inc.

Enclosures

cc: Robert Atkinson  
Michelle Carey  
Margaret Egler  
Henry Thaggert  
Jared Carlson  
Parties in CC Docket No. 99-272

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<sup>1</sup> The handout is being filed as an supplement attachment to the ex parte letter one day late because at the time of the meeting, Touch America had not obtained, nor had it sought, a Protective Order in order to protect confidential and proprietary documents. Moreover, Touch America's representatives were unaware, as of one hour before the meeting, that any documents containing confidential and proprietary information would be presented. Nevertheless, Touch America offered the handout at the meeting in anticipation of obtaining a Protective Order shortly thereafter. Touch America, however, was unable to obtain a protective order prior to the filing of the ex parte letter, and thus, withheld the filing of the handout attachment. On March 24, the Commission adopted an Order Adopting Protective Order, which Order was released on March 27.

## CERTIFICATE OF SERVICE

I, Lisa Smith, hereby certify that on this 27th day of March, 2000, copies of the foregoing "Ex Parte Notice" were served by hand delivery (where indicated) or by first class mail to the following:

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(Attorneys fo McLeod USA  
Telecommunications Services)  
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Lawler, Metzger & Milkman  
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1950 Stemmons Freeway, Suite 3026  
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Santa Rosa, CA 95401

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GST Telecommunications, Inc.  
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Vancouver, VA 98663

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Lisa B. Smith  
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Roy Hoffinger  
Aryeh S. Friedman  
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Basking Ridge, NJ 07920

Thomas M. Koutsky  
Jason Oxman  
Covad Communications Company  
600 14th Street, N.W., Suite 750  
Washington, D.C. 20005

Clay Deanhardt  
Covad Communications Company  
2330 Cnetral Expressway, Building B  
Santa Clara, CA 05050

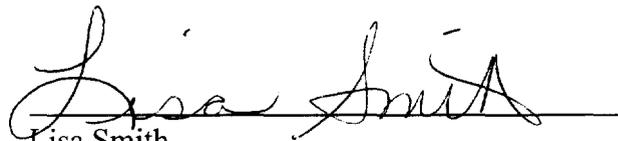
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New Mexico Rural Dev. Response Council  
Alvarada Square, Mail Stop 0402  
Albuquerque, NM 87158

John W. Mooty  
Gray, Plant, Mooty, Mooty & Bennett  
(Attorneys for US WEST Retiree Assoc)  
3400 City Center  
33 South Sixth Street  
Minneapolis, MN 55402

Janice Myles\*  
Common Carrier Bureau  
Policy and Program Planning Division  
Federal Communciations Commission  
445 Twelfth Street, S.W., Room 5-C327  
Washington, D.C. 20554

ITS\*  
1231 20th Street  
Washington, D.C. 20554



Lisa Smith

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For Public Inspection

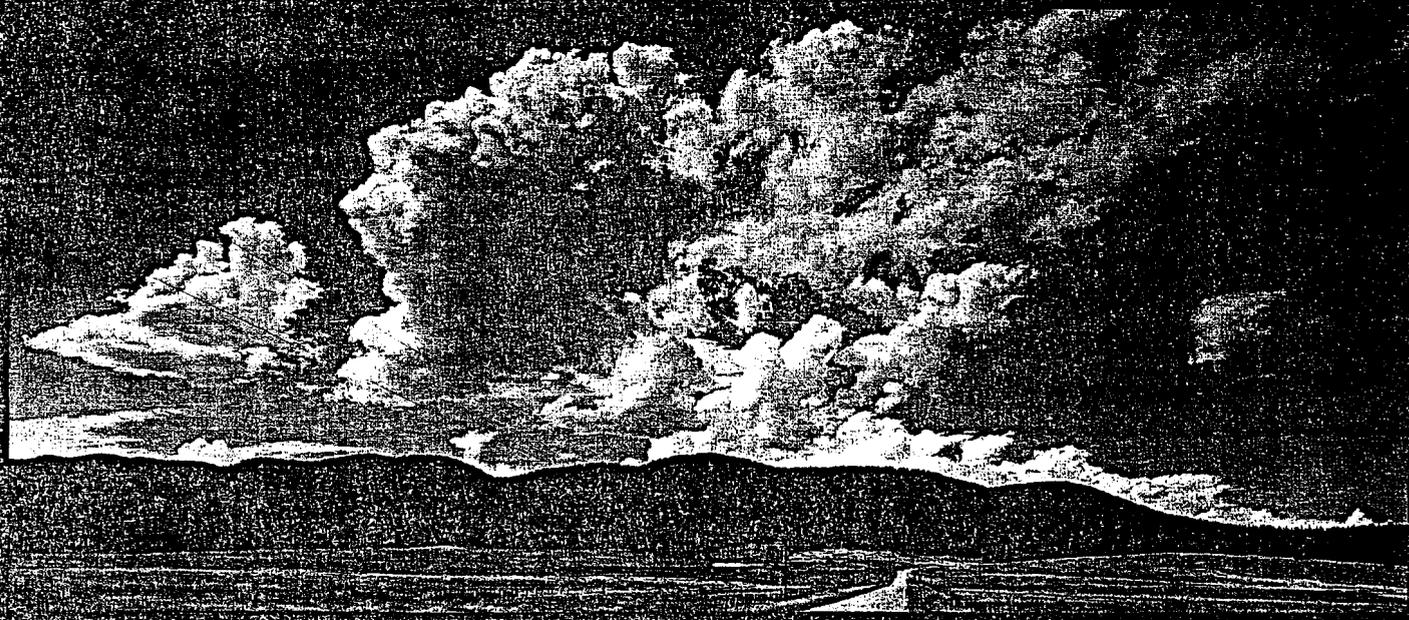
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**Telecommunications without limits.**



**Removing all limits. At first, a cutting-edge telecommunications provider headquartered in the Northern Rockies seems odd. Why not locate in some densely populated, prospect-rich region?**

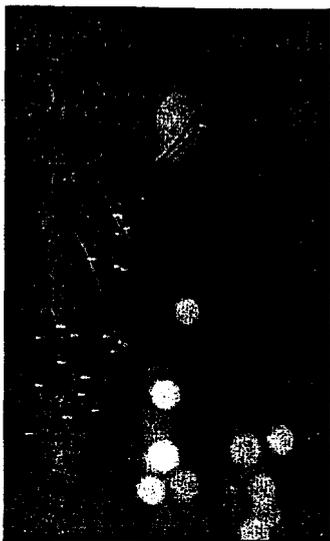
**The point of telecommunications is to shrink distance, reduce effort, save time, erase limitations — to make location irrelevant. When you believe that as deeply as we do, and when you set out to ensure it every day, location is not an issue.**



**Technology, however, is. To ensure limitless possibility, our fiber-optic network is among the most extensive and sophisticated in North America, and we expand and update it continually. In fact, several large telecommunication providers buy time on our fast, clear, reliable network to deliver communications to their customers.**

**Service is also an issue. Here, too, we see limitless possibility. Touch America customers are extremely happy with the quality and value of our services. In an era where big providers squabble endlessly over miniscule shifts in marketshare, Touch America's commitment to service has resulted in unheard-of customer loyalty.**

**Technology has no boundaries.** Since 1983, we've been steadily building, expanding, and upgrading our own fiber-optic network. Every step we've taken has been specifically to ensure our network sets the standard for speed, clarity, and reliability.



The Touch America network offers the highest optical transmission speeds commercially available. It incorporates the latest SONET OC systems. And it carries

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**A telecommunications company offe**

**At Touch America, a Montana Power Compan**

**an immense, state-of-the-art, fiber-optic netwo**

**pricing structures specific**

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millions of calls, e-mails, faxes, and Internet transmissions every day.

To maintain this sophisticated network, Touch America also maintains the industry's most advanced operations, administration, maintenance, and provision system. We work hard to ensure quality and reliability for our rapidly growing customer base.

**Advancing customer service.** Touch America offers more than just technology. Our products and services are second to none. Virtual private networks, incoming toll-free service, Internet access, travel cards, conference calling, business telephone equipment, local access, data networks, frame relay, and ATM — there's virtually no end to what we offer customers. There's also no end to how those products and services can be packaged.

At Touch America, we know that no single

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**thing: technology and service.**

**Our team pushes the limits of both, combining**

**our customized telecommunication packages and**

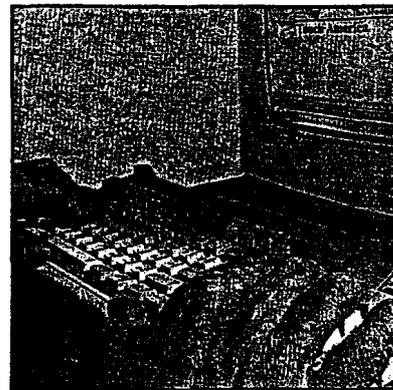
**designed for businesses.**

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telecommunications package is right for every customer. Our experts work with businesses on an individual basis;

discussing their goals, needs and budgets, and ultimately creating the package that works best for them. The result

is loyal customers who know they're getting the best value in the communications industry.



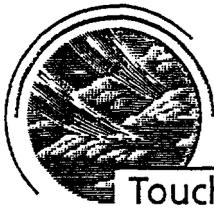
**Endless possibility. The future of telecommunications is as wide open and full of promise as the morning sky. At Touch America, we're poised to help companies and individuals throughout North America take full advantage of the ongoing explosion in telecommunications technology.**

**Our systems, services, products, resources, and personnel are dedicated to helping customers get the most from their phone systems and computers.**



**We help customers succeed in their own businesses by removing the limitations of time, distance, and location.**

**If you'd like more information, or a quote for your business, please call the Touch America office nearest you, or call 1-800-823-4664. And start communicating without limits.**



Touch America

# YOUR COMPLETE TELECOMMUNICATIONS COMPANY

**Touch America is a Montana Power  
Company providing long distance services,  
private line services, and telephone  
equipment throughout the Northwest  
and upper Midwest since 1983.**

## Long Distance

- Fully digital fiber-optic network.
- Direct access lines.
- 1+ dialing.
- Calling cards.
- Internet services.
- Carrier termination.
- 10th-of-a-minute billing.
- Customized billing.
- 24-hour technical support.
- Exceptional customer service.

## Private Line

- Fully digital fiber-optic network.
- Dedicated voice, data, frame relay and video services.
- DSO, DS1 and DS3 capacity.
- Analog or digital transmissions.
- Digital communications systems.
- Connections to major population centers.
- Exceptional customer service.

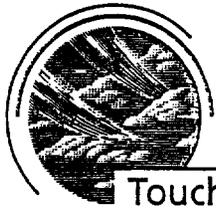
## Equipment

- Advanced digital telephone systems.
- Wireless PBX systems.
- PC applications to automate desktop communications.
- Call center applications.
- Voicemail systems.
- Telephony/LAN integrations.
- Video conferencing.
- Design, installation and support of a wide range of products and services.
- Exceptional customer service.

For more information about our products  
and services, please contact us at:

**1-800-823-4664**

[www.in-tch.com](http://www.in-tch.com)



Touch America

## SWITCHED LONG DISTANCE SERVICE

**Touch America's fully digital fiber-optic network assures you the highest quality transmission available. Supporting our network is a fully trained customer service staff, conveniently accessible to you, toll-free, 24 hours a day.**

- 1+ dialing (in-state, interstate, international).
- 100% digital network.
- Fully redundant SS7 network.
- IntraLATA services available.
- State-of-the-art digital switching equipment.
- Competitive pricing.

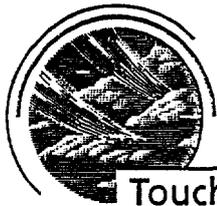
### **Easy to use**

- Flexible billing options.
- Instant wrong number credit.
- Customized rate programs.
- Term discounts.
- Exceptional customer service.

For more information about our products and services, please contact us at:

**1-800-823-4664**

[www.in-tch.com](http://www.in-tch.com)



Touch America

## DEDICATED LONG DISTANCE SERVICE

**Touch America's fully digital fiber-optic network assures you the highest quality transmission available. Supporting our network is a fully trained customer service staff, conveniently accessible to you, toll-free.**

- 1+ dialing (in-state, interstate, international).
- 10th-of-a-minute billing.
- Dedicated access lines, WATS lines, DS1 service.
- Competitive pricing.
- Account codes.
- Fully redundant SS7 network.
- IntraLATA dialing available.
- State-of-the-art digital switching equipment.

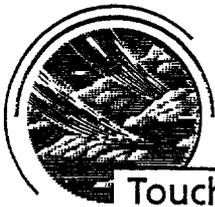
### Easy to use

- Dial 1+ area code and number for all calls.
- Customized rate programs.
- Term discounts.
- Flexible billing programs.
- Exceptional customer service.

For more information about our products and services, please contact us at:

**1-800-823-4664**

[www.in-tch.com](http://www.in-tch.com)



Touch America

## TRAVEL CARD SERVICE

**Provides you with a passport to affordable communications away from your home or office. Supplies the business traveler with rapid access to customers and business contacts. The residential card is a good way to keep in contact with home and family.**

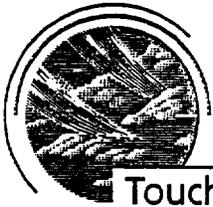
- Competitive per-minute charges.
- Personal operator service 24 hours a day.
- Customized billing.
- Personalized cards for home and business.
- Additional cards available upon request at no charge.

### **Easy to use**

- Dial the 800 number for connection to Touch America and listen for the dial tone.
- Dial your personal travel number.
- Dial 1+area code +phone number.

For more information about our products and services, please contact us at:

**1-800-823-4664**  
[www.in-tch.com](http://www.in-tch.com)



Touch America

## **INBOUND TOLL-FREE SERVICE**

**Touch America's toll-free service**

**expands your market and increases your**

**profits by providing toll-free inbound**

**service for your customers.**

- Coverage available for in-state, regional, national and Canadian calling.
- Customized billing and activity reports.
- 10th-of-a-minute billing.
- Utilizes Touch America's fiber-optic network.
- Business and residential application.
- Low monthly service fees.
- Customized rate programs.
- Term discounts.
- Exceptional customer service.

For more information about our products and services, please contact us at:

**1-800-823-4664**

**[www.in-tch.com](http://www.in-tch.com)**



Touch America

## SWITCHED TERMINATION

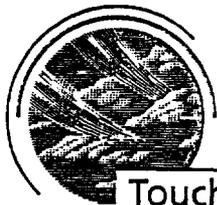
**Through strategic alliances with key communications companies around the United States, Touch America is expanding its services. Currently we can offer switched termination service to states throughout the Western U.S.**

- Termination services in Montana, Washington, Oregon, Idaho, Minnesota, North Dakota, Colorado, Wyoming and Utah.
- Services for independent telephone companies, long distance companies, and cellular carriers.
- High capacity fiber-optic network.
- Voice, data and video communications.
- Competitive pricing packages.

For more information about our products and services, please contact us at:

**1-800-823-4664**

**[www.in-tch.com](http://www.in-tch.com)**



Touch America

# LOCAL MULTI-POINT DISTRIBUTION SERVICE

**LMDS is a broadband, wireless system used to provide digital two-way voice, data, Internet and video services. At Touch America, this system has proven to be a faster, more cost-effective means of providing high-capacity local access than traditional wireless solutions. And like all Touch America services, LMDS is fully supported by our trained customer service staff 24 hours a day.**

- Wireless two-way digital solutions.
- High capacity can handle voice, data and video.
- Demand-based build out.
- Easily and quickly deployed.
- Cost-effective compared to comparable wireless solutions.

## Architecture

The LMDS backbone of the system is Touch America's 12,000-mile fiber-optic network. Base stations convert infrastructure from fiber to wireless.

- Outdoor-mounted microwave equipment provides modulation/demodulation control and interface functionality.
- Available customer premise interfaces include DSO, POTS, 10BaseT, unstructured DS1, structured DS1, frame relay, ATM25, serial ATM over T1, DS-3, OC-1, and OC-3
- Equipment configurations to vary by customer premise locations.

For more information about our products and services, please contact us at:

**1-800-823-4664**

[www.in-tch.com](http://www.in-tch.com)

*The Montana Power Lightbulb Company*

**Touch America**



**Let us introduce ourselves.**



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FIRST-CLASS MAIL PERMIT NO. 105 MISSOULA MT  
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**TOUCH AMERICA INC  
1903 S RUSSELL ST  
PO BOX 5207  
MISSOULA MT 59806-9942**



## We're Touch America.

As a Montana Power company, Touch America has been offering innovative telecommunications since 1983. With our fiber optic network stretching throughout the western United States, we provide families and businesses with clear, reliable, worldwide telecommunications. And much more.

- Economical rates.
- Free calls on the three holidays following your sign up date.
- One bill for all your telecommunications services
- Personalized calling cards, with no per-call surcharge.
- Free call accounting lets you know who originates each call.
- Residential Internet service, \$14.95 a month for unlimited use (Offer limited to specific service areas.)
- You keep your same number.
- And service is provided from right here in Montana.

If you'd like to switch to Touch America, simply fill out the attached sign-up card and send it in. If you have questions, or would like to sign up your business, please call 1-800-823-4664.

## Telecommunications service from an experienced company.

Please start my desired services as soon as possible. The below individual jointly and separately agrees to pay Touch America, Inc. for usage for which bills are rendered monthly and are payable in full upon receipt. If necessary, this is your authorization to make any credit checks. Customer also agrees to pay a 1 1/2% per month fee as a late payment penalty (an annual rate of 18%) and all reasonable collection costs for collection of past due balances.

*Your signature (below) authorizes Touch America to notify your local telephone company of your decision to change your service to Touch America, Inc.*

Name \_\_\_\_\_

Street Address \_\_\_\_\_

Billing Address \_\_\_\_\_

City \_\_\_\_\_ Zip \_\_\_\_\_

Names on Cards \_\_\_\_\_

*This sign-up card is for residential service only. For business service information, please call 1-800-823-4664.*

Authorized Signature

Date

Your telephone number(s):

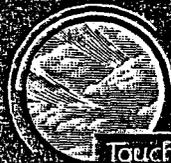
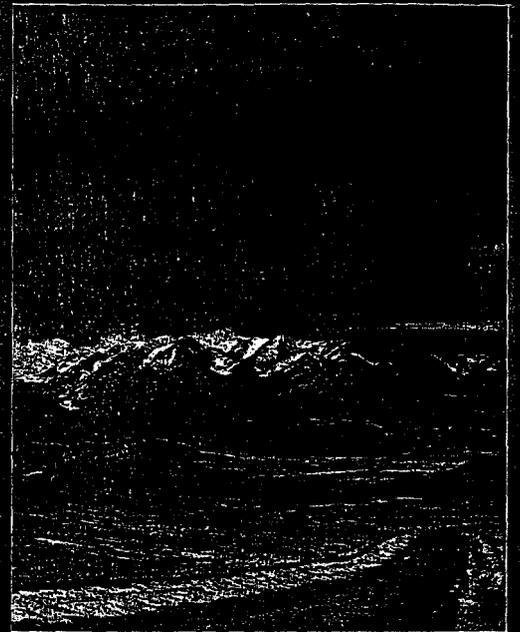
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	-	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE CHECK DESIRED SERVICES:

- |   |  |
|---|--|
| <input type="checkbox"/> Internet Service (where available) | <input type="checkbox"/> Long Distance Service |
| <input type="checkbox"/> Dial-Up Software                   | <input type="checkbox"/> IntraLATA             |
| <input type="checkbox"/> Flexible 800/888 Number            | <input type="checkbox"/> InterLATA             |
| <input type="checkbox"/> Personalized Travel Card           |  |

# Touch America's Internet Services

Redefining the  
boundaries.



Touch America

To speak with the Touch America  
representative in your area,  
call 1-800-823-4664 or e-mail  
4info@tamerica.com

Corporate Headquarters  
130 North Main Street, Butte, MT 59701  
www.in-tch.com



Touch America

## Benefits

- Low price and excellent service, an unbeatable combination.
- Our reliable dedicated and dial-up services mean you don't have to worry about interruptions or outages.
- We have fast access speeds through our state-of-the-art network and equipment.
- Our helpful and enthusiastic employee team is always ready to answer your questions and provide you with quality service.

- Fast local dial-up access from any of our service areas:

### *Colorado*

Denver

### *Minnesota*

Minneapolis

### *Montana*

Billings

Bozeman

Butte

Great Falls

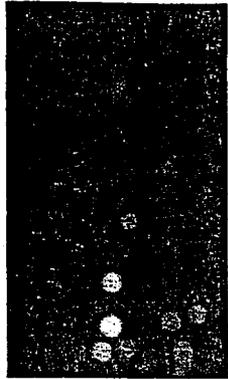
Helena

Kalispell

Missoula

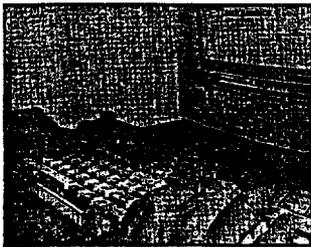
### *North Dakota*

Bismarck



**Touch America's state-of-the-art fiber optic system redefines fast Internet connection. We offer unlimited dedicated or dial-up Internet access for one of the lowest monthly rates anywhere.**

## Features



- Dual DS3 backbones provide redundant access to the Internet.
- All modems are V.90 compatible.
- Reliable high-speed connections
- Full e-mail hosting and delivery
- Interactive web-site management and storage
- Firewall services
- Domain name services
- Netscape™ distributor

### *Washington*

Seattle

Spokane

### *Wyoming*

Casper

- Adding more cities every day
- Convenient, low-cost access to the Internet when you are not in one of our local service areas
- Even lower Internet rates if you are a Touch America long-distance customer.

Call Today.  
1-800-823-4664



Touch America

**Touch America**  
**The Montana Power**  
**Telecommunications Company**

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**Merrill Lynch Global**  
**Telecom Investor**  
**Conference**

**March 14, 2000**

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## **Touch America**

**The Montana Power Telecommunications Company**

# **Merrill Lynch Global Telecom Investor Conference**

**March 14, 2000**

## **Touch America**

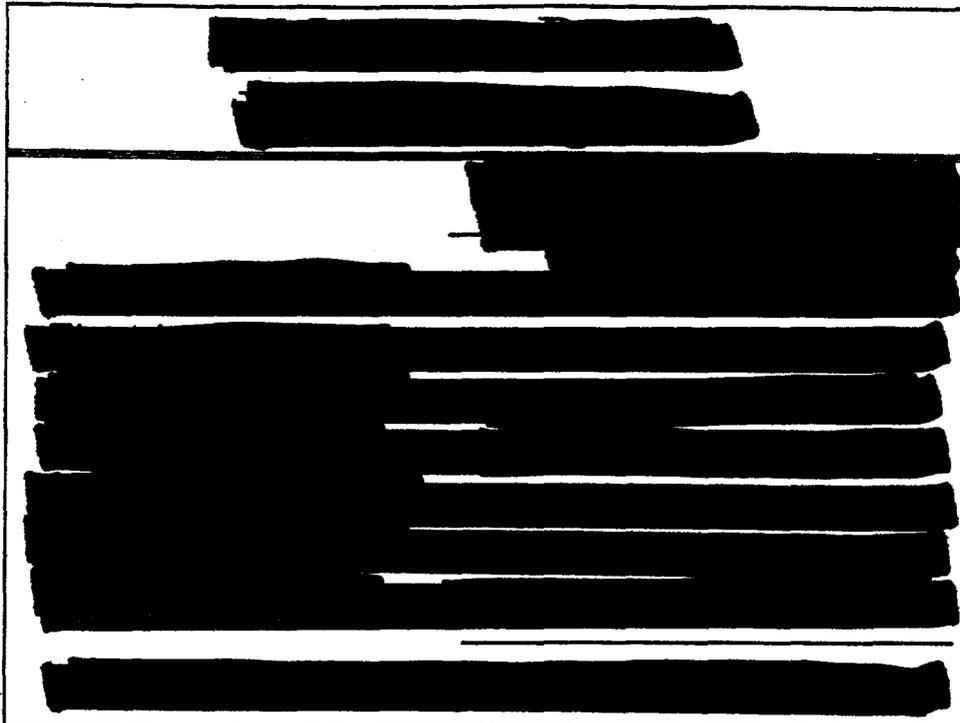
**The Montana Power Telecommunications Company**

**This presentation contains forward-looking statements. Actual results could differ materially from those discussed, and there is no guarantee that such estimates will be achieved. Refer to Montana Power's Forms 10-K and 10-Q for a discussion of factors that could cause actual results to differ from those discussed.**

## Overview

- Diversified telecommunications and energy company.
- Telecom business, Touch America, has tremendous growth prospects.
- Energy businesses are well-positioned in a deregulated environment.
- Strong track record of delivering shareholder value.
- Solid financial position and commitment to profitability.





## **Montana Power Corporate Strategy**

- Increase Touch America's revenues and continue network footprint expansion.



- Streamline and reposition energy business to take advantage of industry changes.
- Maximize operating efficiencies.
- Deliver Economic Value Added (EVA) for shareholders.

# **Touch America Business Review**

## **Touch America (TA)**

- National, broadband fiber optic network with goal of 26,000 route miles by year-end 2001.
- Regional wireless licenses.
- Broad range of state-of-the-art services.
- Multi-offering of "last mile" solutions.
- Low-cost, profitable operations growing 30% per year.

# TA's Broadband Network

**Current Route Miles: 12,000**

Estimated retained  
fiber miles: 220,000  
Average fibers: 18

**Planned Route Miles: 26,000**

Estimated retained  
fiber miles: 624,000  
Average of fibers  
(minimum): 24

**Total Route Miles  
Per Year**

