

JUL 31 2000

Before the  
**FEDERAL COMMUNICATIONS COMMISSION** FEDERAL COMMUNICATIONS COMMISSION  
 Washington, DC 20554 OFFICE OF THE SECRETARY

In the Matter of

Merger of Qwest Communications  
 International Inc. and U S WEST, Inc.

TeleDistance, Inc.

Applications Pursuant to Section 214 of the  
 Communications Act of 1934 and Section  
 63.18 of the Commission's Rules for Consent  
 to the Transfer of Control of TeleDistance,  
 Inc. from Qwest Communications  
 International Inc. to Touch America, Inc.

CC Docket No. 99-272

IB File No. ITC-T/C-20000317-00185

**NOTICE OF CONSUMMATION  
 AND NAME CHANGES**

Qwest Communications International Inc. ("Qwest"), Touch America  
 Services, Inc. (formerly TeleDistance, Inc.), and Touch America, Inc., hereby notify  
 the Commission of the consummation of various authorized name changes,  
 assignments, and transfers of control that have resulted from the merger of U S  
 WEST, Inc. ("U S WEST") into Qwest and the sale of Qwest's U S WEST-region  
 long-distance business to Touch America. This notice complies with sections  
 63.18(e)(3), 63.21(j), and 63.24(b) of the Commission's rules, 47 C.F.R. §§ 63.18(e)(3),  
 63.21(j), 63.24(b).

On June 30, 2000, Qwest and its subsidiaries divested its U S WEST-  
 region interLATA business by selling it to Touch America, Inc. Immediately  
 thereafter, Qwest completed its merger with U S WEST.

We hereby notify the Commission of the following:

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 List A B C D E

## I.

On June 30, 2000, the following transactions occurred in immediate succession:

- 1) First, Qwest's wholly owned subsidiaries — Qwest Communications Corporation, LCI International Telecom Corp., USLD Communications, Inc., and Phoenix Network, Inc., collectively referred to as the "Qwest Subs" — transferred their in-region interLATA and international service customers, together with certain associated network facilities and employees, to Touch America Services, Inc. Simultaneously, the Qwest Subs assigned to Touch America Services, Inc., the international section 214 authority previously granted by the Commission to provide international telecommunications services from within the U S WEST region. The authority that the Qwest Subs assigned to Touch America Services, Inc., was granted by the Commission in the FCC file numbers listed in Attachment A. Because Touch America Services, Inc., was at the time a subsidiary of Qwest, these assignments of section 214 authorizations were pro forma assignments for which prior Commission approval was not necessary, pursuant to section 63.24(a)(5). The present notice serves to comply with the notification requirement of that paragraph.
- 2) Next, Qwest transferred the stock of Touch America Holdings (formerly TD Holdings), the parent of Touch America Services, Inc., to

Touch America. This transaction was a transfer of control of a common carrier holding international section 214 authorization and was authorized by the Commission in File No. ITC-T/C-20000317-00185 and granted on May 9, 2000. See Public Notice Report No. TEL-00229, International Authorizations Granted, DA 00-1049 (released May 11, 2000). The present notice serves to comply with section 63.18(e)(3), which requires a transferee to notify the Commission of the consummation of an authorized transfer of control.

- 3) Finally, Qwest and U S WEST merged through an exchange of shares. The merger resulted in transfers of control of the international section 214 authorizations listed in the merger application filed August 19, 1999, and in Attachment B to this Notice.<sup>1</sup> (The merger also resulted in transfers of control of domestic section 214 authorizations and a share of the Japan-U.S. submarine cable landing license.) The Commission authorized those transfers of control in its Memorandum Opinion and Order released March 10, 2000, and its subsequent Memorandum Opinion and Order released June 26, 2000. See Merger

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<sup>1</sup> In the original Qwest–U S WEST merger application, the Applicants requested that the grant of the transfer of control include, *inter alia*, authority for the combined company to acquire control of “any authorization issued to Qwest or U S WEST or their subsidiaries during the pendency of the Commission’s consideration of the transfer of control applications or during the period required for consummation of the transfer following approval.” The Commission granted the application in its entirety. See FCC 00-91 ¶ 64. As noted in Attachment B, one authorization not listed in the merger application was granted to TW Wireless, LLC, on November 30, 1999, and was subject to the Commission’s order approving the Qwest–U S WEST transfers of control.

of Qwest Communications International Inc. and US WEST, Inc., CC Docket No. 99-272, *Memorandum Opinion and Order*, FCC 00-91 (released March 10, 2000); Merger of Qwest Communications International Inc. and US WEST, Inc., CC Docket No. 99-272, *Memorandum Opinion and Order*, FCC 00-231 (released June 26, 2000). The present notice serves to comply with section 63.18(e)(3), which requires a transferee to notify the Commission of the consummation of an authorized transfer of control.

## II.

U S WEST Communications, Inc., the incumbent local exchange carrier and Bell operating company subsidiary of the former U S WEST, which holds international section 214 authorizations to resell international switched services for providing CMRS incidental interLATA services, has changed its name to Qwest Corporation. U S WEST Wireless, LLC, a wholly owned subsidiary of Qwest Corporation, which is a broadband PCS licensee providing international services pursuant to its parent's authorization, has changed its name to Qwest Wireless, LLC. (Qwest Wireless, LLC, and TW Wireless, LLC, a joint venture entity in which Qwest Wireless, LLC, holds a majority equity and sole controlling ownership interest, do business as "Qwest Wireless"). In addition, a subsidiary that holds international section 214 authorizations, U S WEST Long Distance, Inc., has changed its name to Qwest Long Distance, Inc. These name changes are authorized pursuant to section 63.21(j) of the Commission's rules, and the present notice serves

to comply with the notification requirement of that paragraph. Certain other subsidiaries of U S WEST that do not hold international section 214 authorizations have changed their names similarly.

### III.

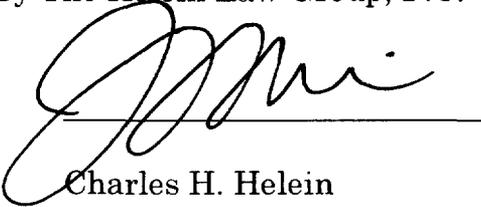
TeleDistance, Inc., which received international section 214 authorization as a result of the Commission's grant of the above-captioned application (IB File No. ITC-T/C-20000317-00185), has changed its name to Touch America Services, Inc. This change is authorized pursuant to section 63.21(j) of the Commission's rules, and the present notice serves to comply with the notification requirement of that paragraph. Its parent, formerly TeleDistance Holdings, Inc., has also changed its name to Touch America Services Holdings, Inc.

For further information about the matters discussed in this Notice of Consummation, please contact the undersigned.

Respectfully submitted,

**TOUCH AMERICA, INC.  
AND ITS SUBSIDIARIES**

By The Helein Law Group, P.C.

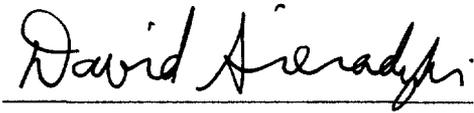


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Their Attorneys

**QWEST COMMUNICATIONS  
INTERNATIONAL INC.  
AND ITS SUBSIDIARIES**

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Their Attorneys

Dated: July 28, 2000

## ATTACHMENT A

### List of International Section 214 Authorizations Assigned by the Qwest Subs to Touch America Services, Inc.

On June 30, 2000, the Qwest Subs assigned to Touch America Services, Inc., authority pursuant to section 214 to provide international telecommunications services from all points in the states of Arizona, Colorado, Idaho, Iowa, Montana, Minnesota, Nebraska, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington, and Wyoming. That authority was based on the international section 214 authorizations listed below. Please note that the Qwest Subs have *not* assigned or transferred control of these authorizations in their entirety and do not surrender them now:

#### A. 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.

#### B. 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.

### **C. 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.

## ATTACHMENT B

### List of International Section 214 Authorizations Held By Qwest and U S WEST and Affected by the Merger

#### A. 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.

#### B. 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.

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- 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.

**C. 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.

**D. U S WEST Communications, Inc. (now Qwest Corporation)**

- 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.

**E. U S WEST Long Distance, Inc. (now Qwest 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.

**F. TW Wireless, LLC<sup>2</sup> (now d/b/a Qwest Wireless)**

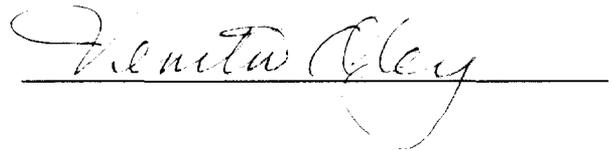
- ITC-214-19991028-00681 (November 30, 1999) – Grants authority to resell switch-based services of unaffiliated facilities-based carriers for CMRS incidental interLATA services.

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<sup>2</sup> TW Wireless, LLC (“TWW”) is a broadband PCS joint venture with Touch America, Inc., in which Qwest Wireless, LLC, holds a majority equity and sole controlling ownership interest. TWW obtained its authorization during the pendency of the Qwest–U S WEST merger applications.

## CERTIFICATE OF SERVICE

I, Venita Otey, hereby certify that on this 31<sup>st</sup> day of July 2000, that copies of the foregoing Notice of Consummation and Name Changes were hand-delivered on the following:



A handwritten signature in cursive script, reading "Venita Otey", is written above a solid horizontal line.

Magalie Roman Salas  
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