

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application) Application No. C-2219
of TeleDistance, Inc. of Denver,)
Colorado, seeking authority to)
provide competitive resold and) GRANTED
facilities-based interexchange)
and operator telecommunications)
services in Nebraska.) Entered: March 28, 2000

BY THE COMMISSION:

By application filed February 10, 2000, TeleDistance, Inc. (TeleDistance) of Denver, Colorado, seeks authority to provide competitive resold and facilities-based interexchange and operator telecommunications services in Nebraska. Notice of the application was published in The Daily Record, Omaha, Nebraska, on February 11, 2000. No protests were filed; therefore, this application is processed pursuant to the Commission's Rule of Modified Procedure.

O P I N I O N A N D F I N D I N G S

TeleDistance, a Delaware corporation, is a direct subsidiary of TeleDistance Holdings, Inc. (TeleDistance Holdings), which itself is a direct subsidiary of Qwest Communications International Inc. (Qwest). The officers and directors of TeleDistance are also the officers and directors of Qwest.

This application is made as part of a larger proposed merger between Qwest and US West, Inc. (see Application No. C-2137/PI-32). In order to comply with Section 271 of the Telecommunications Act of 1996, Qwest must divest itself of all interLATA business prior to the consummation of the Qwest/US West merger. Consequently, Qwest has established TeleDistance Holdings and TeleDistance to facilitate the divestiture of long distance telecommunications services, to be accomplished in three steps. First, TeleDistance requests authority to provide interexchange telecommunications service in Nebraska. Second, TeleDistance and those subsidiaries of Qwest which are certificated to provide such service in Nebraska, have filed Application No. C-2220, which requests Commission approval of the assignment of assets to TeleDistance which are related to the provisioning of long distance service. Finally, TeleDistance Holdings and TeleDistance will be sold to a third party to complete the divestiture process.

TeleDistance requests authority to provide both resold and facilities-based interexchange telecommunications services, including operator services, throughout the entire state of Nebraska. TeleDistance has obtained approval from the Secretary of State to conduct business in Nebraska. TeleDistance will provide identical services as the current subsidiaries of Qwest provide, under the same rates, terms and conditions. TeleDistance is also well qualified to provide telecommunications services in Nebraska -- owing to its relationship to Qwest, TeleDistance has the access to ample financial, technical and managerial support.

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Interexchange reseller applications are subject to Commission jurisdiction under Neb. Rev. Stat. §§ 75-604 and 86-805 and Title 291 of the Commission's Rules and Regulations, Chapter 5, Rule 003.12. From examination of the application filed herein, the Commission finds applicant has provided all the information required by the Commission, possesses adequate financial resources to provide the proposed service and possesses adequate technical and managerial competency to provide the proposed service. The application should be granted.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2219 be, and it is hereby, granted and TeleDistance, Inc. is authorized to provide resold and facilities-based interexchange and operator telecommunications services in Nebraska.

IT IS FURTHER ORDERED that the applicant shall file, in accordance with the applicable statutes on or before April 30th of each year, an annual report with this Commission consisting of: (a) a copy of any report filed with the Federal Communications Commission; (b) a copy of any annual report to stockholders; and (c) a copy of the latest Form 10-K filed with the Securities and Exchange Commission. If these are not available, applicant shall submit a balance sheet and income statement for the previous year of operation, as well as the investment made in telephone plant and equipment located within the state, accumulated depreciation thereon, operating revenues and expenses, and taxes.

IT IS FURTHER ORDERED that, to the extent applicable, the applicant shall comply with all laws pertaining to, and all rules and regulations promulgated under, the Telecommunications Relay System Act (Neb. Rev. Stat. §§ 86-1302 to 86-1307) and the Nebraska Telecommunications Universal Service Fund Act (Neb. Rev. Stat. §§ 86-1402 to 86-1410).

IT IS FURTHER ORDERED that applicant file its current tariff prior to offering service pursuant to the certificate granted in this order.

IT IS FINALLY ORDERED that this order be, and it is hereby made, the Commission's official certificate of authority to furnish the service authorized herein as a common carrier.

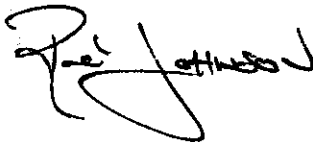
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MADE AND ENTERED at Lincoln, Nebraska, this 28th day of March, 2000.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:



//s//Frank E. Landis
//s//Daniel G. Urwiller


Chairman

ATTEST:


Executive Director

