

**BEFORE THE TENNESSEE REGULATORY AUTHORITY**

**NASHVILLE, TENNESSEE**

**February 16, 2000**

**IN RE:** )  
 )  
**MERGER OF THE PARENT CORPORATIONS OF** ) **DOCKET NO. 99-00704**  
**QWEST COMMUNICATIONS CORPORATION,** )  
**LCI INTERNATIONAL TELECOM CORP., USLD** )  
**COMMUNICATIONS, INC., PHOENIX NETWORK,** )  
**INC. AND U.S. WEST LONG DISTANCE, INC. AND** )  
**U.S. WEST INTERPRISE AMERICAN, INC.** )

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**ORDER APPROVING MERGER**

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This matter came before the Tennessee Regulatory Authority ("Authority") on the Joint Petition ("Joint Petition") of Qwest Communications Corporation ("Qwest Corp."), LCI International Telecom Corporation d/b/a Qwest Communications Services ("LCI"), USLD Communications, Inc. ("USLD"), and Phoenix Network, Inc. ("Phoenix") (Qwest Corp., LCI, USLD and Phoenix, collectively "Qwest"), on behalf of their ultimate parent corporation Qwest Communications International, Inc. ("Qwest Inc.") and U.S. West Long Distance, Inc. ("USW-LD") and U.S. West Interprise America, Inc. ("Interprise") (USW-LD and Interprise, collectively "U.S. West") ("Qwest" and "U.S. West" referred to jointly as the "Parties") pursuant to Tenn. Code Ann. § 65-4-112. The Petition filed by the Parties seeks the approval of a transaction whereby U.S. West will be merged with Qwest pursuant to an Agreement and Plan of Merger ("Agreement") entered into between U.S. West and Qwest on July 18, 1999.

The Directors of the Authority considered this matter at a regularly scheduled Authority Conference held on October 26, 1999. Based upon careful consideration of the Joint Petition, the