



525 Junction Rd
Madison, WI 53717
www.tdstelecom.com

June 8, 2010

Public Utilities Commission
Capitol Building, 1st floor
500 E. Capitol Ave.
Pierre, SD 57501-5070

**RE: TDS Long Distance Corporation
Application for Intrastate Long Distance Providers**

Enclosed herein for filing with the South Dakota Public Regulation Commission is an Application for Intrastate Long Distance for TDS Long Distance Corporation. Also enclosed is a check in the amount of \$250.00 for the requisite filing fee.

If you have any questions regarding this filing, please contact Jennifer Lautenschleger at 608-664-4148, or via e-mail at jennifer.lautenschleger@tdstelecom.com.

Sincerely,

A handwritten signature in cursive script that reads "Amber Gaudreau".

Amber Gaudreau
Sr. Administrator, Regulatory Compliance

Attachments

20:10:24:02. Certificate of authority for interexchange service -- Application requirements. Each telecommunications company required to apply for a certificate of authority with the commission pursuant to SDCL 49-31-3 for interexchange service shall provide the following information with the company's application unless the commission grants a waiver to omit a specific item of information:

(1) The applicant's name, address, telephone number, facsimile number, web page URL, and E-mail address;

TDS Long Distance Corporation
525 Junction Road
Madison, WI 53717
1-888-CALL-TDS
www.tdstelecom.com

(2) A description of the legal and organizational structure of the applicant's company;

TDS Long Distance Corporation is a wholly-owned subsidiary of TDS Telecommunications Corp. (TDS Telecom), which is wholly-owned a subsidiary of Telephone & Data Systems.

(3) The name under which the applicant will provide interexchange services if different than in subdivision (1) of this section;

(4) A copy of the applicant's certificate of authority to transact business in South Dakota from the Secretary of State;

See Exhibit 1 attached

(5) The location of the applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable;

Applicant does not have a principal office in South Dakota.

Registered Agent:
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703

(6) A list and specific description of the telecommunications services the applicant intends to offer;

TDS Long Distance Corporation (“TDS LD” or “the Company”) seeks authority to provide facilities-based interexchange telecommunications and resold long distance telecommunications services in South Dakota.

Initially, the Company will only offer private line service in South Dakota. It may in the future, however, offer Message Telecommunications Service (MTS)/Direct Distance Dialing, Wide Area Telecommunications Service (WATS), calling card, 1+dialing, 800/toll-free service, directory assistance and operator services.

(7) A detailed statement of how the applicant will provide its services;

TDS Long Distance Corporation will provide private line with Sprint as the underlying carrier.

(8) A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant;

The applicant is seeking authorization for the entire state of South Dakota.

(9) For the most recent 12 month period, financial statements of the applicant including a balance sheet, income statement, and cash flow statement. The applicant shall provide audited financial statements, if available;

Exhibit 2 attached contains the financials of the parent company. TDS Long Distance Corporation is solely financed by TDS Telecommunications Corp (TDS Telecom), a subsidiary of Telephone & Data Systems. Telephone & Data Systems 2009 Annual Report (10-K) was filed with the U.S. Securities and Exchange Commission on February 25, 2010.

(10) The names, addresses, telephone number, facsimile number, E-mail address, and toll free number of the applicant's representatives to whom all inquiries must be made regarding complaints and regulatory matters and a description of how the applicant handles customer service matters;

Regulatory Contact:

Jennifer Lautenschleger
P.O. Box 5158
Madison, WI 53705-0158
Telephone: 608-664-4148
Facsimile: 608-830-5519
Email: jennifer.lautenschleger@tdstelecom.com

Customer Dispute Resolution:

Pam Trickel
P.O. Box 5158
Madison, WI 53705-0158
Telephone: 608-663-3077
Toll Free: 1-877-200-4962
Facsimile: 1-877-200-4961
Email: pamela.trickel@tdsmetro.com or tdstelecomcomplaints@tdstelecom.com

(11) Information concerning how the applicant plans to bill and collect charges from customers;

TDS Long Distance Corporation will outsource the billing function to TDS Telecom. Bills will be generated monthly. TDS Long Distance Corp. will display on the bill. Customer's monthly bill will list individual call detail with location called, call duration and associated charges; and will separately list total charges for the month for telecommunications services and applicable taxes and other fees.

(12) Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of interexchange customers;

TDS Long Distance Corporation uses written letters of authorization (LOA's) and/or third party verification for all customer PIC changes. In addition, PIC freezes are offered to customers. A copy of the Letter of Authorization is attached in Exhibit 3.

(13) Information concerning how the applicant will make available to any person information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services;

TDS Long Distance Corporation will file tariffs in the state of South Dakota.

(14) Information concerning how the applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change;

TDS Long Distance Corporation will notify a customer of these changes in the form of a bill insert or bill message at least thirty days prior to the change.

(15) A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or

not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;

TDS Long Distance Corporation is in good standing with the appropriate regulatory agency and is authorized to provide service in the following states: Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kentucky, Maine, Michigan, Minnesota, Mississippi, Missouri, Montana, New Hampshire, New York, Nevada, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, and Wisconsin. The Company has not been denied registration in any state.

(16) A description of how the applicant intends to market its services, its target market, whether the applicant engages in any multilevel marketing, and copies of any company brochures used to assist in the sale of services;

TDS will market the private line (MPLS-VPN) service for Commercial use by multi-location data users. The goal of the product is to interconnect customer LAN services over an intelligent switched WAN connection.

This product will be sold by the TDS Commercial Sales team. This product will not be sold through agent or reseller agreements. TDS will provide this service in a wholesale partnership with Sprint. TDS retains ownership of the customer to include sales, customer care, credit, collection and billing.

See Exhibit 4 attached.

(17) Federal tax identification number and South Dakota sales tax number;

391995466

(18) The number and nature of complaints filed against the applicant with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered;

TDS Long Distance Corporation has not has any complaints regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered.

(19) A written request for waiver of those rules the applicant believes to be inapplicable; and

No waivers needed.

(20) Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the interexchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.

All members of the management team are also officers and/or directors of TDS Telecommunications Corporation (TDS Telecom) and its affiliated local companies. In addition, several have over 20 years of service in the company. Technical resources will be provided by TDS Telecom staff. TDS Telecom has been operating local exchange companies in 28 states for 39 years. TDS LD has been a provider of resold interexchange services in 28 states since 2000.

See Exhibit 5 attached for officer biographies.

The commission may require the production of audited financial statements and additional information to supplement that contained in the application. A company shall notify the commission of any changes in subdivisions (1), (3), (5), (8), and (10) of this section as they occur.

Source: 16 SDR 106, effective December 27, 1989; 21 SDR 81, effective November 3, 1994; 22 SDR 107, effective February 18, 1996; 25 SDR 89, effective December 27, 1998; 26 SDR 110, effective March 7, 2000; 34 SDR 67, effective September 11, 2007.

General Authority: SDCL 49-31-3.

Law Implemented: SDCL 49-31-3, 49-31-12.7.

Exhibit 1

(Certificate of Authority)

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authorization Foreign Corporation

ORGANIZATIONAL ID #: FB033901

I, **Chris Nelson**, Secretary of State of the State of South Dakota, do hereby certify that **TDS LONG DISTANCE CORPORATION (DE)** was authorized to transact business in this state on **October 23, 2009**.

I, further certify that said corporation has complied with the South Dakota law governing foreign corporations transacting business in this state, and so far as the records of this office show, said corporation is in good standing and the annual report required by law has been filed. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this May 21, 2010.

Chris Nelson

Chris Nelson
Secretary of State

Exhibit 2

(Financial Statements)

Exhibit 3

(Letter of Authorization)



Change in Service Provider Letter of Authorization (LOA)

Step 1: Please provide your name, address, and name(s) of the current carrier(s) that you are switching away from.

Name: _____

Address: _____

City/State/ZIP: _____

My current local provider:

My current Local Service Provider: _____

My current in-State (intraLATA) long distance provider: _____

My current State-to-State (interLATA) long distance provider: _____

My current international long distance provider: _____

Step 2: Please choose the coverage you would like to receive. Check all that apply.

- ☐ Local Service
- ☐ In-State (intraLATA) Long Distance
- ☐ State-to-State (interLATA) Long Distance
- ☐ International Long Distance

Step 3: Please tell us what phone number(s) this service should apply to.

These number(s) must be located at the address listed above.

Main (billing) Telephone #: _____

Additional Telephone #'s: _____

Step 4: Please read the authorization agreement and sign below.

By completing this document and signing below, I am authorizing **TDS Telecommunications Corporation ("TDS")** to become my new telephone service provider, in place of my current provider(s), for the provision of my local, state-to-state long-distance service, local toll service, and/or international long-distance service as indicated above. I authorize **TDS** to act as my agent to make this change. I understand that when changing providers, I may be required to pay a one-time charge per line per provider to complete the change or changes. If I later wish to return to my current carrier(s), I may be required to pay a reconnection charge to that company or companies. I understand that I may contact **TDS** to find out whether a one-time charge to switch providers is applicable. I also understand that **TDS** may have different calling areas, rates, and charges than my current provider(s) and, that by signing below, I indicate that I understand those differences (if any) and I am willing to be billed accordingly. I certify that I am at least eighteen (18) years of age and that I am authorized to change telephone companies for services to the telephone numbers listed above. I further certify that I am responsible for all valid **TDS** charges for calling plans and usage. I understand that for each telephone number I may select only one carrier for local service calls, one for interLATA (out-of-state long distance) calls, one for intraLATA (in-state long distance) calls, and, in areas where technically feasible, one carrier for international calls.

Signature: _____ **Date:** _____

By signing, I certify that I have read and understand the authorization agreement above and that I agree to the terms and conditions contained therein.

Indiana Customers:

Indiana consumers who wish to file a complaint should contact the Consumer Affairs Division of the Indiana Utility Regulatory Commission at the toll-free Consumer Hotline: 1-800-851-4268. Or write to: Consumer Affairs Division, Indiana Utility Regulatory Commission, Indiana Government Center South, 302 W. Washington Street, Room E306, Indianapolis, IN, 46204.

Vermont Customers:

Vermont consumers who wish to file a complaint should contact the Department of Public Service toll-free Consumer Hotline: 1-800-622-4496. Or write to: Division of Consumer Affairs & Public Information, Vermont Department of Public Service, 112 State Street - Drawer 20, Montpelier, VT, 05620-2601. Or e-mail to: vt dps@psd.state.vt.us.

TDS Representative Name: _____

Exhibit 4

(Sell Sheet)

MPLS VPN

Multi-Protocol Label Switching

Integration

Class of Service (CoS) enables your business to set traffic prioritization at the application level, improving overall bandwidth utilization.

Efficiency

A fully meshed network provides site-to-site connectivity, allowing data to flow directly between locations. This results in reduced congestion and increased performance.

Security

With a dedicated MPLS network, your data travels over a private connection instead of the public Internet, reducing the risk of outages and helping protect against intrusion.

Service

A Service Level Agreement defines the installation, performance, and repair standards with remedies to ensure compliance, allowing you to confidently execute your business strategy.

Some speeds may not be available in all areas. Service is subject to facility availability. TDS service intervals begin upon receipt of completed design documents.

A network-based IP VPN provides your business a secure, private, and scalable infrastructure. Your voice, data, and video are consolidated on to a single IP network, offering multisite businesses a cost-effective solution.

MPLS VPN includes:

- **Private WAN Transport Service**—connect multiple locations at various speeds, allowing implementation of IP services
- **Managed Solution**—TDS provides, configures, and manages the customer premise router at no additional charge
- **Nationwide Network**—in partnership with Sprint, access is available throughout the United States
- **Simplified Pricing**—based on port speeds, local access, installation, and activation
- **Multiple Access Options**—from fractional T1 up to 1G ethernet, your business can choose the access needed, by location
- **Service Level Agreement (SLA)**
 - 99.9% availability
 - 55ms latency
 - <2ms jitter
 - 0.5% loss
- **Class of Service (CoS)**—group similar types of traffic together and treat as a class with their own level of priority. Up to seven discrete network priorities available.
- **Quality of Service (QoS)**—control and prevent congestion by prioritizing time-critical applications

1-866-9-TDSBIZ
www.tdsbusiness.com



Exhibit 5

(Officer Biographies)

Officer Biographies

David Wittwer

President and Chief Executive Officer

Dave Wittwer joined TDS in 1983. While working his way to the executive level, Dave has held a number of positions at increasing levels of responsibility, including as an internal auditor, division accounting manager, and controller.

During his 27-years with TDS, Dave has also held many leadership positions: executive vice president of Staff Operations and chief financial officer, president of the company's ILEC operations, and chief operating officer. His experience within the company spans many departments and areas; it has served as preparation for his current role as president and CEO, to which he was appointed in 2006.

Dave has many goals as president and CEO, including: providing great service to TDS' customer base, delivering quality products and services, promoting a positive work environment that employees can be proud of, and giving shareholders a good return on their investment.

Dave has a Bachelor of Business Administration degree from the University of Wisconsin–Whitewater and a Master's from the University of Wisconsin–Madison specializing in management and quality. He is a Certified Public Accountant.

James W. Butman

Vice President of Marketing, Sales & Customer Operations

Jim Butman joined TDS in 1985 as a member of the Government and Regulatory Affairs department. He held a variety of managerial and director level positions before joining the Marketing department as director of Product Management.

In 1994, Jim was named president of USLink (TDS Telecom's long distance operation in Minnesota and North Dakota). He served in this leadership role for three years before being appointed president of TDS Metrocom. In 2006, Jim was named the group president of Marketing, Sales, and Customer operations for TDS Telecommunications Corp.

Jim has nearly 30 years experience in the telecom industry, including five years with GTE Midwestern Telephone Operations. He has held leadership roles in all facets of the industry, local exchange, long distance, and competitive local exchange.

He holds a Master of Business Administration in Finance from the University of Wisconsin–Madison and is a Certified Management Accountant. He earned a Bachelor of Business Administration in Finance from the University of Wisconsin–Eau Claire.

Jim currently serves on the board of directors, is a member of the Executive Committee and is Treasurer, for COMPTel, the national association for the competitive local telecom industry.

Bill Megan

Vice President – Finance and Chief Financial Officer

Bill Megan joined TDS in 1989. He held a variety of positions of increasing responsibility in Customer Service, Marketing, Planning, and Business Development at TDS Telecommunications Corp. After five years with TDS, Bill had an opportunity to join the New York office of PricewaterhouseCoopers where he worked, for seven years, as a management consultant focused on strategy and finance.

Bill returned to TDS in 2001 as vice president–Finance and Controller. He was named chief financial officer (CFO) in 2005 and executive vice president–Finance and CFO in 2006. Bill currently oversees Accounting, Strategic Planning and Analysis, Legal Affairs, Business Development, and Billing Operations.

Bill has a Bachelor of Arts degree in Economics from the University of Wisconsin–Madison, and a Master of Business Administration from Cornell University. He is a Chartered Financial Analyst, a designation earned from the CFA Institute, a global, not-for-profit association of investment professionals.

Mike Gasser **Vice President and Controller**

Mike Gasser's career with TDS began in 1993 at Telephone and Data Systems Inc. He began in the Accounting Group as a supervisor of Accounting and Reporting. He quickly moved up to manager and then director. Mike was responsible for the production of the TDS consolidated financial statements, external financial reports and filings with the SEC.

In November 2007, Mike joined TDS Telecommunications Corp. as vice president and controller. He currently oversees the company's accounting activities.

Mike has more than 25 years experience in accounting, including several years at both Universal Medical Buildings in Milwaukee and Arthur Young & Company. He is a member of the American Institute of Certified Public Accountants and the Wisconsin Institute of Certified Public Accountants.

Mike earned a Bachelor of Science degree in Accounting from the University of Wisconsin–LaCrosse and an Executive Master of Business Administration from the University of Wisconsin–Madison.

Cliff Lawson **Vice President – Network Operations**

Cliff Lawson initially joined TDS Metrocom in 1997 as Director of Network Operations. During his time with our competitive operation, Cliff was responsible for the implementation and development of the network and support systems and teams. He was also a member of the officer team responsible for growing the business into a \$200 million plus contributor. Prior to joining TDS, he served in various capacities with MCI. Areas included MCI Metro, the CLEC arm of MCI, as well as MCI Long Distance beginning in 1984. He held positions that included operations manager and senior staff engineer and was responsible for switching, fiber long haul and data center operations.

Cliff began his career with GTE in 1973 and held positions in central office installation and repair, I&R, Cable and PBX, along with business office, facilities and centralized control center assignments. He worked for the Ohio company based in Medina and held several positions with the Southwest Company located in Texas until June of 1984.

Cliff has over 36 years of experience in the local, long distance and competitive local exchange segments of the telecom industry. He attended David Meyers College and has extensive technical and management course credits and experience.