

**BEFORE THE TENNESSEE REGULATORY AUTHORITY AT
NASHVILLE, TENNESSEE**

June 6, 2006

IN RE:)	
)	
PETITION OF INTRADO COMMUNICATIONS INC.)	DOCKET NO.
AND WEST CORPORATION FOR AUTHORITY TO)	06-00075
TRANSFER CONTROL)	

ORDER APPROVING TRANSFER OF AUTHORITY

This matter came before Chairman Ron Jones, Director Pat Miller and Director Sara Kyle of the Tennessee Regulatory Authority (the "Authority" or "TRA"), the voting panel assigned to this docket, at a regularly scheduled Authority Conference held on April 17, 2006 for consideration of the *Petition* filed by Intrado Communications, Inc. ("Intrado Communications") and West Corporation ("West") (together the "Petitioners") on March 20, 2006.

The *Petition*

Intrado Communications is a Delaware corporation authorized to provide competitive telecommunications services in the State of Tennessee on March 5, 2002, in Docket No. 01-00050. Intrado Communications currently does not have any customers and currently does not provide competitive telecommunications services in Tennessee.

West, a company organized under the laws of Delaware, is a leading provider of outsourced communication solutions to many of the world's largest companies. West's integrated suite of customized solutions includes customer acquisition, customer care and retention services, interactive voice response services, conferencing and accounts receivable management services. West has approximately 28,100 employees based in North America, Europe and Asia. West is not certificated in the State of Tennessee to provide telecommunications services.

The *Petition*, filed on March 20, 2006, requests Authority approval to consummate a transaction relating to the transfer of the controlling interest in the stock of Intrado Communications' parent, Intrado, to West. As a result of the transfer, Intrado will become a wholly-owned subsidiary of West.

The proposed transaction will occur as a result of an Agreement and Plan of Merger (the "Merger") the Petitioners entered into on January 29, 2006. The *Petition* states that as a net result of the Merger, West Corporation will own 100% of the outstanding shares of Common Stock in Intrado, making Intrado a wholly-owned subsidiary of West, and Intrado Communications will remain a wholly-owned subsidiary of Intrado.

According to the *Petition*, there will be no changes in the day-to-day management of Intrado or Intrado Communications, and there is no customer base impacted by this transaction. The Petitioners assert that the proposed transfer will have no effect on Intrado Communications' name, address, contact information, services, rates or terms and conditions of service. The *Petition* also indicates that they do not anticipate that the management teams of either Intrado or Intrado Communications will be materially affected by the transfer of control. In addition, the *Petition* states that the Merger does not contemplate that West Corporation will operate directly in Tennessee as a telecommunications services provider.

According to the *Petition*, this transaction serves the public interest and there is no customer impact associated with the transaction. The *Petition* maintains the companies' offerings will allow the Petitioners to compete more effectively and efficiently in the competitive marketplace and will enhance their ability to offer high quality, cost-competitive services.

April 17, 2006 Authority Conference

Tenn. Code Ann. § 65-4-113 (2004) requires a public utility to obtain TRA approval to transfer its authority to provide utility services. Tenn. Code Ann. § 65-4-113(a) (2004) reads as follows:

No public utility, as defined in § 65-4-101, shall transfer all or any part of its authority to provide utility services, derived from its certificate of public convenience and necessity issued by the authority, to any individual, partnership, corporation or other entity without first obtaining the approval of the authority.

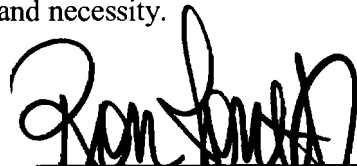
Tenn. Code Ann. § 65-4-113(b) (2004) provides the standards by which the TRA shall consider an application for transfer of authority, in pertinent part, as follows:

Upon petition for approval of the transfer of authority to provide utility services, the authority shall take into consideration all relevant factors, including, but not limited to, the suitability, the financial responsibility, and capability of the proposed transferee to perform efficiently the utility services to be transferred and the benefit to the consuming public to be gained from the transfer. The authority shall approve the transfer after consideration of all relevant factors and upon finding that such transfer furthers the public interest.

At the regularly scheduled Authority Conference held on March 20, 2006, the voting panel assigned to this docket considered the indirect transfer of authority requested in the *Petition*. The panel found that Tenn. Code Ann. § 65-4-113 (2004) applies to this transaction. Thereafter, based upon the evidentiary and administrative record as a whole and relying on the legal standard set forth in Tenn. Code Ann. § 65-4-113 (2004), the panel determined that the transfer furthers the public interest and voted unanimously to grant approval of the *Petition*.

IT IS THEREFORE ORDERED THAT:

1. The indirect transfer of authority of Intrado Communications, Inc. to West Corporation as described in the *Petition* and discussed herein is approved.
2. Because this transaction is an indirect transfer of authority, Intrado Communications, Inc. will retain its certificate of public convenience and necessity.



Ron Jones, Chairman



Pat Miller, Director



Sara Kyle, Director