

DIVIDER

STATE OF NORTH DAKOTA
INFORMATION TECHNOLOGY DEPARTMENT
SFN 2053 (4-2002)

PU-2217-00-6

New Edge Network, Inc.
Local Exchange/Interexchange
Public Convenience & Nece
Filed 1/5/2000

Closed 3/30/2000

00

Scott, Sandi L.

From: Bauske, Shelly A.

Sent: Wednesday, May 31, 2000 9:52 AM

To: Scott, Sandi L.

Subject: Money Received.....

Case No. PU-2217-00-6 - \$253.25 from Swidler Berlin Shereff Friedman LLP
(New Edge Network)

22 PU-2217-00-6
05/31/2000
New Edge Network, Inc.
\$253.25 received

Pages: 0

CC: Comm Legal PUD (3)

APPROVED
DATE: 4-12-00
KMF

MOTION

April 12, 2000

New Edge Network, Inc.
Local Exchange/Interexchange PC&N
Application

PU-2217-00-6

I move the Commission bill: New Edge Network, Inc. in the total amount of \$253.25 for costs incurred in Case No. PU-2217-00-6, New Edge Network, Inc. Local Exchange/Interexchange PC&N, Application.

| | | |
|----------------------------------|----------|----------|
| North Dakota Advertising Service | \$253.25 | 03/15/00 |
|----------------------------------|----------|----------|

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

New Edge Network, Inc.
Local/Interexchange PC&N
Application

Case No. PU-2217-00-6

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **30th day of March, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Order

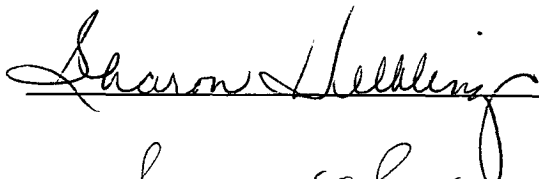
The envelope was addressed as follows:


Michael Donahue
Swidler Berlin Shereff Friedman LLP
3000 K St NW Ste 300
Washington D C 20007-5116
Cert. No. P443 354 764

Michael A Bosh
Pringle & Herigstad
P O Box 1000
Minot ND 58702-1000
Cert. No. P443 354 781

Each address shown is the respective addressee's last reasonably ascertainable post office address.

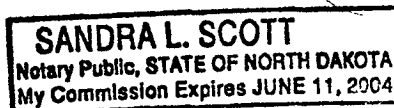
Subscribed and sworn to before me
this **30th day of March, 2000**.





Notary Public

SEAL



20 PU-2217-00-6
03/30/2000
Public Service Commission
Affidavit of Service by Certified Mail

Pages: 1

CC: Comm Legal PUD (3)

PU-2217-00-6

Copies To:

State Library (8 copies)

Historical Society

Associated Press

APPROVED:
DATE: 3-29-00
KME

MOTION

March 29, 2000

**New Edge Network, Inc.
Local Exchange/Interexchange PC&N
Application**

Case No. PU-2217-00-6

I move the Commission adopt the Order and issue Certificates of Public Convenience and Necessity to New Edge Network, Inc. to provide local and interexchange telecommunications services in North Dakota, Case No. PU-2217-00-6.

sdh

000006-7.doc

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**New Edge Network, Inc.
Local Exchange/Interexchange PC&N
Application**

Case No. PU-2217-00-6

ORDER

March 29, 2000

On October 26, 1999, New Edge Network, Inc. d/b/a New Edge Networks (New Edge), a Delaware Corporation, filed an application for a certificate of public convenience and necessity to provide facilities-based local and interexchange telecommunications services throughout North Dakota. On January 6, 2000, New Edge filed additional information requested by Commission staff to complete its application.

On January 26, 2000, the Commission issued a Notice of Opportunity for Hearing, which stated that interested persons could comment on the application or request a hearing until March 6, 2000. No requests for hearing were received. The Notice indicated the following issues to be considered in this matter:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. The technical, financial and managerial ability of the applicant to provide service.

On March 14, 2000, the Public Service Commission's Director of Accounting filed a memorandum indicating that New Edge has the financial ability to provide telecommunications service. Also On March 14, 2000, the Rural Telephone Company Group filed comments requesting that any order issued to grant the application include limitations to preserve rural exemptions under Section 251 of the federal Telecommunications Act of 1996.

New Edge is a start-up company that has already been authorized to provide telecommunications service in several states. New Edge indicates that its management and key personnel have extensive telecommunications operational experience and technical expertise. The Commission finds New Edge is fit, able, and has the technical, financial and managerial ability to provide service.

New Edge initially intends to provide only data transmission services using xDSL technology through its own collocated equipment and through unbundled network

elements leased or purchased from other carriers. The Commission finds New Edge's proposed service is adequate.

In this Case, as in other cases in which statewide authority was requested, the Commission will adhere to the precedent established in the AT&T certificate case, Case No. PU-453-96-83. In AT&T, the Commission held that its determination of the public interest with regard to the service territories of rural telephone companies is subject to any future proceedings under Section 251(f)(1) or (2) of the Telecommunications Act of 1996 (47 U.S.C. §251(f)(1) or (2)). The Commission also held that granting the certificate on a statewide basis is not a ruling that affects the rights of specific rural telephone companies under 47 U.S.C. §251(f).

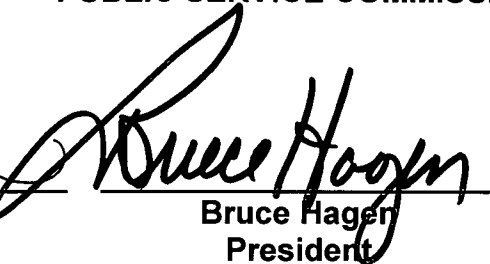
Order


The Commission Orders:

1. The application of New Edge Network, Inc. for a certificate of public convenience and necessity to provide competitive facilities-based local exchange services throughout North Dakota is GRANTED.
2. Granting New Edge a certificate on a statewide basis does not affect the rights of rural telephone companies under 47 U.S.C. §251(f).
3. New Edge's certificate of public convenience and necessity shall require that it secure such approval from the local governing entity as required by state and federal law prior to providing service in any local territory.

PUBLIC SERVICE COMMISSION


Susan E. Wefald
Commissioner


Bruce Hagen
President


Leo M. Reinbold
Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4340

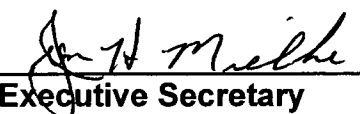
This is to certify that public convenience and necessity require, and permission is granted for New Edge Network, Inc., a telecommunications public utility, to provide statewide interexchange (toll) telecommunications services, with facilities, in North Dakota.

This certificate is issued in Case No. PU-2217-00-6 and is conditioned upon New Edge Network, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated March 29, 2000.

Bismarck, North Dakota, March 29, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4341


This is to certify that public convenience and necessity require, and permission is granted for New Edge Network, Inc., a telecommunications public utility, to provide statewide local exchange telecommunications services, with facilities, in North Dakota.

This certificate is issued in Case No. PU-2217-00-6 and is conditioned upon New Edge Network, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated March 29, 2000.

Bismarck, North Dakota, March 29, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

INFORMAL AGENDA

March 15, 2000

- PU-400-00-43 Northern States Power Company
Controlled Air Conditioning/Water Heating Riders
Tariff
- PU-2217-00-6 New Edge Network, Inc.
Local Exchange/Interexchange PC&N
Application

15 **PU-2217-00-6** Pages: 1
03/15/2000
Public Service Commission
Informal hearing held

CC: Comm Legal PUD (3)

4 **PU-400-00-43** Pages: 1
03/15/2000
Public Service Commission
Informal hearing held

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

New Edge Network, Inc.
Local/Interexchange PC&N
Application

Case No. PU-2217-00-6

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **15th day of March, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **two** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Staff Financial Memo

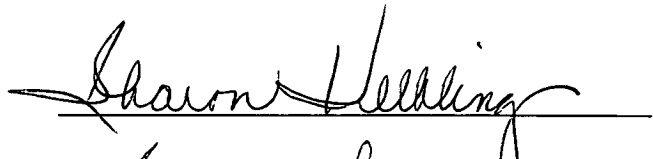
The envelope was addressed as follows:

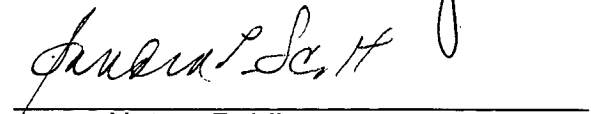
Michael Donahue
Swidler Berlin Shereff Friedman LLP
3000 K St NW Ste 300
Washington D C 20007-5116
Cert. No. P443 354 773

Michael A Bosh
Pringle & Herigstad
P O Box 1000
Minot ND 58702-1000
Cert. No. P443 354 774

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **15th day of March, 2000**.





Notary Public

SEAL



14 PU-2217-00-6
03/15/2000
Public Service Commission
Affidavit of Service by Certified Mail

Pages: 1

CC: Comm Legal PUD (3)

Facsimile Cover Sheet

To: Michael Donahue
Company: Swidler Berlin
Phone: 202-424-7683
Fax: 202-424-7645

From: Sharon Helbling
Company: ND Public Service Commission
Phone: 701-328-4076
Fax: 701-328-2410

Date: 3-15-00

**Pages including this
cover page:** 2

Michael,

Attached is Staff's memo on New Edge Network, Inc.'s financial ability to provide services in North Dakota.

Since this is on today's Informal Agenda, I am faxing you a copy. You will also get one in the mail.

Call if you have any questions.



13 **PU-2217-00-6**

Pages: 2

03/15/2000

Public Service Commission

Staff Memo sent faxed to Parties

CC: Comm Legal PUD (3)

Facsimile Cover Sheet

To: Mike Bosh
Company: Pringle & Herigstad
Phone: 852-0381
Fax: 857-1361

From: Sharon Helbling
Company: ND Public Service Commission
Phone: 701-328-4076
Fax: 701-328-2410

Date: 3-14-00
**Pages including this
cover page:** 2

Mr. Bosh,

Attached is Staff's memo on New Edge Network, Inc.'s financial ability to provide services in North Dakota.

Since this is on tomorrow's informal agenda, I am faxing you a copy. You will also get one in the mail.

Call us if you have any questions.





Public Service Commission
State of North Dakota

Memorandum

COMMISSIONERS

Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

To: Jon Mielke
From: Mike Diller *Mike Diller*
Date: March 13, 2000
Re: **New Edge Network, Inc.**
Local Exchange/Interexchange PC&N Application
Case No. PU-2217-00-6

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
e-mail: msmail.sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

Executive Secretary
Jon H. Mielke

The following is written to provide the commission with a very limited review of this case regarding the applicant's financial ability to serve.

New Edge Network, Inc. d/b/a New Edge Networks (New Edge) requests a Certificate of Public Convenience and Necessity to provide local exchange and interexchange telecommunications throughout North Dakota. New Edge is a start-up company and does not yet have audited financial statements. However, according to the applicant's financial statements submitted with its filing, the Company has sufficient equity to provide service in North Dakota.

The Telecommunications Act of 1996 established a national policy to create a competitive environment for telephone service. New Edge is one of many companies responding to the act.

I see no reason to deny New Edge's request.

In accordance with the Commission's wishes, I have served this document on the applicant.

12 PU-2217-00-6

03/13/2000

Public Service Commission by Mike Diller
Staff Financial Memorandum

Pages: 1

CC: Comm Legal PUD (3)



LAW OFFICES OF
PRINGLE & HERIGSTAD, P.C.

ROGER O. HERIGSTAD
MARK F. PURDY
JAN M. SEBBY
DONALD A. NEGAARD
JAMES E. NOSTDAHL
JOHN J. PETRIK
CAROL K. LARSON
DAVID J. HOGUE
REED A. SODERSTROM

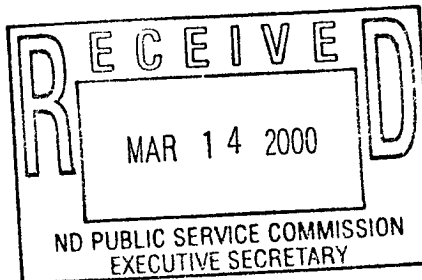
BREMER BANK BUILDING
20 SW 1ST STREET
POST OFFICE BOX 1000
MINOT, NORTH DAKOTA 58702
(701) 852-0381
FAX (701) 857-1361
E-mail: pringle@ndak.net

MARK R. HAYS
DONALD T. CAMPBELL
MICHAEL A. BOSH
BRENT M. OLSON
DENISE C. HAYS

OF COUNSEL
HERBERT L. MESCHKE

RETIRED
THOMAS A. WENTZ

March 13, 2000

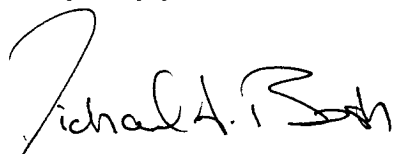


Jon Mielke, Executive Secretary
Public Service Commission
600 E. Boulevard Ave.
Bismarck, ND 58505-0480

NEW EDGE NETWORK, INC. PC&N APPLICATION - CASE NO. PU-2217-00-06

On behalf of the "Rural Telephone Company Group," we file the enclosed comments (original plus seven copies) regarding New Edge Network's application for a certificate of public convenience and necessity to provide facilities based local telecommunications services "throughout North Dakota."

Very truly yours,


Michael A. Bosh
Pringle & Herigstad, P.C.

jb
encs.

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**New Edge Network, Inc.
Local Exchange / Interexchange PC& N
Application**

Case No. PU-2217-00-6

**COMMENTS
OF
RURAL TELEPHONE COMPANY GROUP**

The Rural Telephone Company Group (RTCG) is a group of telecommunications carriers, each of which is an "incumbent local exchange carrier" and a "rural telephone company" under the federal Telecommunications Act of 1996 (the Act) and each has legal interests in this case under the Act.

The Rural Telephone Company Group includes:

BEK Communications Cooperative and BEK Communications I Inc.
Consolidated Telcom
Dakota Central Telecommunications Cooperative and Dakota Central Telecom I
Dickey Rural Telephone Cooperative and Dickey Rural Communications, Inc.
Inter-Community Telephone Company and Inter-Community Telephone Company II
Midstate Telephone Company and Midstate Communications, Inc.
North Dakota Telephone Company
Northwest Communications Cooperative
Polar Communications Mutual Aid Corporation and Polar Telecommunications, Inc.
Red River Rural Telephone Association and Red River Telecom, Inc.
Reservation Telephone Cooperative
SRT Communications, Inc.
United Telephone Mutual Aid Corporation and Turtle Mountain Communications
West River Telecommunications Cooperative

In PSC Case No. PU-453-96-83, AT&T applied for and was granted a certificate of public convenience and necessity to provide local telecommunications service throughout the State of North Dakota, subject to limitations in the Commission's Order:

"8. Public convenience and necessity requires the granting of a statewide certificate to AT&T to provide local service. However, the Commission's determination of the public interest with regard to the service territories of rural telephone companies is subject to any future proceedings under §251(f)(1) or (2) of the Act.

9. Granting AT&T's application for a statewide certificate is not a ruling that affects the rights of specific rural telephone company pursuant to 47 U.S.C. §251(f)."

In PSC Case No. PU-987-96-390, Sprint applied for and was granted a certificate of public convenience and necessity to provide local telecommunications service throughout the State of North Dakota, subject to limitations based on the precedent established in the AT&T case:

"One issue which has been addressed in other Certificate of Public Convenience and Necessity cases was raised by the intervener, NDATC. This issue concerns rural telephone companies and what effect the grant of a certificate would have on them. NDATC identified its interest in this proceeding, and the interests of its members, as a concern that the grant of a certificate of public convenience and necessity not defeat the rural protections provided by the Telecommunications Act of 1996.

The Commission agrees with NDATC that the question is important and must be addressed. This issue will apply to all certificate requests affecting any service area of any rural telephone company in North Dakota. It is the opinion of the Commission that in all such cases, any determination of public interest is subject to future proceedings regarding rural protections or exemptions.

In the instant case the Commission will adhere to the precedent established in the AT&T certificate case, Docket No. PU-453-96-83, on this issue. In AT&T, the Commission held that its determination of the public interest with regard to the service territories of rural telephone companies is subject to any future proceedings under Section 251(f)(1) or (2) of the Telecommunications Act of 1996 (47 U.S.C. §251(f)(1) or (2)). The Commission also held that granting the certificate on a statewide basis is not a ruling that affects the rights of specific rural telephone companies under 47 U.S.C. §251(f). Both Sprint and NDATC agree that the qualifications

expressed in the AT&T case appropriately apply to Sprint's request for a statewide certificate of public convenience and necessity. . The inclusion of these conditions satisfies NDATC's concerns, and is not objectionable to Sprint."

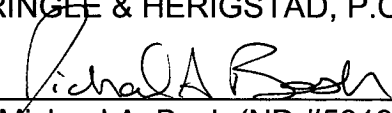
The AT&T precedent has been cited at least one time following the Sprint case, in Case No. PU-1693-97-269, where a statewide certificate was granted to Eclipse Communications Corp (a subsidiary of Western Wireless Corporation), subject to the rights of rural telephone companies under 47 U.S.C. 251(f).

In reliance on the precedent established by the Commission in the AT&T, Sprint and Eclipse/Western Wireless cases, the RTCG does not request intervention and does not request a hearing on the pending application. The RTCG does request that any order issued to grant the pending application should include limitations substantially the same as those in the AT&T, Sprint and Eclipse/Western Wireless cases, to preserve the "rural safeguard" rights of rural telephone companies under 47 U.S.C. 251(f).

Dated this 13th day of March, 2000.

PRINGLE & HERIGSTAD, P.C.

By


Michael A. Bosh (ND #5313)
Attorneys for RTCG
Bremer Bank Bldg., 2nd Floor
20 - 1st Street SW
P.O. Box 1000
Minot, ND 58702-1000

CERTIFICATE OF SERVICE

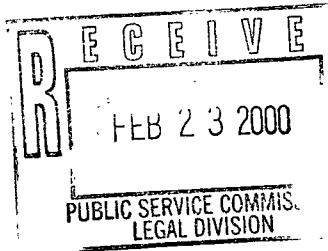
A true and correct copy of the foregoing Comments of Rural Telephone Company Group was, on the 13th day of March, 2000, mailed to:

Eric J. Branfman
Michael P. Donahue
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street NW, Suite 300
Washington, DC 20007-5116


Michael A. Bosh

Affidavit of Publication

State of North Dakota)
County of Burleigh)



Laurie Thiel, being duly sworn, state as follows:

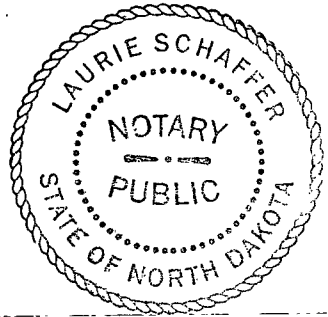
1. I am the designated agent, under the provisions and for the purposes of, Section 31-04-06, NDCC, for the newspapers listed on the attached exhibits.
2. The newspapers listed on the exhibits published the advertisement of:
New Edge Network Inc., 1 time(s)
as required by law or ordinance.
3. All of the listed newspapers are legal newspapers in the State of North Dakota and, under the provisions of Section 46-05-01, NDCC, are qualified to publish any public notice or any matter required by law or ordinance to be printed or published in a newspaper in North Dakota.

Signed: Laurie Thiel

Subscribed and sworn to before me this 9th day of February A.D. 2000

Laurie Schaffer

LAURIE SCHAFFER
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires DEC. 1, 2005



Case Number

PU-2217-00-6

Action of Ad

Notice of Opportunity for Hearing

Name of Newspaper (in bold)

Ashley

Beach

Bismarck

Bottineau

Bowbells

Bowman

Cando

Carrington

Carson

Cavalier

Center

Cooperstown

Crosby

Devils Lake

Dickinson

Elgin

Ellendale

Fargo

Finley

Garrison

Grafton

Grand Forks

Harvey

Hazen

Hettinger

Jamestown

Killdeer

Lakota

Lamoure

Landon

Linton

Lisben

Mandan

Mayville

McClusky

Medora

Milnor

Minnewaukan

Minot

Mohall

Napolean

New England

New Rockford

Rolla

Rugby

Stanley

Steele

Towner

Valley City

Wahpeten

Watford

Williston

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

ORIGINAL

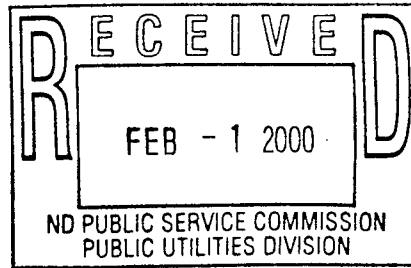
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202)424-7500
FACSIMILE

NEW YORK OFFICE
405 LEXINGTON AVENUE
NEW YORK, NY 10174

January 31, 2000

VIA OVERNIGHT DELIVERY

John Mielke
Secretary
North Dakota Public Service Commission
600 E. Boulevard Avenue
Bismark, ND 58505-0480



PU-2217-00-6

Re: Docket No. ~~PU-218-00-7~~, New Edge Network, Inc. d/b/a New Edge Networks
Application for Certificate of Public Convenience and Necessity to Provide
Facilities-Based Local Exchange and Interexchange Telecommunications Services
in North Dakota

Dear Mr. Mielke:

New Edge Network, Inc. d/b/a New Edge Networks ("New Edge"), through undersigned
counsel and in consultation with Commission Staff, respectfully requests to withdraw its
Application to Protect Information.

An original and seven (7) copies of this letter are enclosed. Please date stamp and return
the enclosed extra copy of this filing in the self-addressed, postage-prepaid envelope provided.
Should you have any questions concerning this matter, please do not hesitate to call Michael
Donahue at (202) 424-7683. Thank you for your continued cooperation.

*2/2/00 - Called Mr. Donahue
and verified that the information
can be released to the public.
- Jerry Lein*

Respectfully submitted,

Eric J. Branfman
Michael P. Donahue

Counsel for New Edge Network, Inc.
d/b/a New Edge Networks

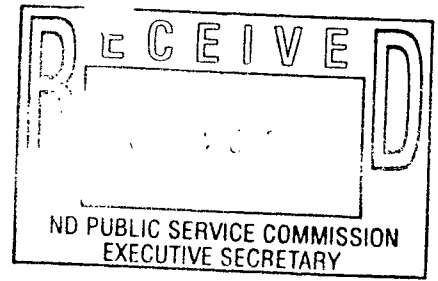
cc: Jerry Lein
Sharon Helbling

8 PU-2217-00-6 Pages: 9
02/01/2000
New Edge Network, Inc.
Request to withdraw its App to Protect
Information / Info made part of record
CC. Comm Legal PUD (3)

Exhibit 3

Financial Qualifications

[TRADE SECRET -- PRIVATE]



Pursuant to N.D. Admin. Code 69-02-09-01, Applicant has included the information in a sealed envelope marked "TRADE SECRET -- PRIVATE," attached only to the original of this Application. Applicant respectfully requests that the information not be divulged to the public.

Trade Secret Document
It is unlawful to copy or further
disseminate this document.
(This stamp must appear in red.)
North Dakota Public Service Commission

PU-2217-00-6

Filed: 1/5/2000

New Edge Network, Inc.
Local / Interexchange PC&N
Application

New Edge Network, Inc.
dba New Edge Networks
Financial Statements
July 31, 1999
(A company in the development stage)

New Edge Network, Inc.
dba New Edge Networks
Balance Sheet
 July 31, 1999
 (A company in the development stage)

Assets

| | | |
|---|----|------------|
| Cash | \$ | 14,907,813 |
| Accounts receivable | | 20,575 |
| Deposits on furniture and fixtures | | 5,415 |
| Total Current Assets | | 14,933,803 |
| | | |
| Property, Plant & Equipment (net of accumulated depreciation) | | 107,263 |
| Deposits & other assets | | 16,356 |
| Notes receivable from common shareholders | | 71,550 |
| Total Assets | \$ | 15,128,972 |

Liabilities

| | | |
|---------------------------|----|---------|
| Accounts payable | \$ | 168,196 |
| Accrued liabilities | | 1,430 |
| Total Current Liabilities | | 169,626 |

Shareholder's Equity

| | | |
|---|----|------------|
| Preferred stock (15,500,000 shares authorized, 15,260,000 issued and outstanding) | | 15,260 |
| Common stock (40,000,000 shares authorized, 7,155,000 issued and outstanding) | | 7,155 |
| Additional paid in capital | | 15,309,135 |
| Net loss | | -372,204 |
| Total Shareholders' Equity | | 14,959,346 |
| | | |
| Total liabilities and shareholder's equity | \$ | 15,128,972 |

New Edge Network, Inc.
 dba New Edge Networks
 Statements of Operations
 (A company in the development stage)

| | Month ended <u>July 31, 1999</u> | June 1, 1999 (inception) <u>to July 31, 1999</u> |
|---|-------------------------------------|--|
| Operating expenses: | | |
| Engineering | \$ 55,975 | \$ 56,045 |
| Operations | 40,074 | 40,074 |
| Sales and marketing | 41,699 | 54,203 |
| Administration | 265,563 | 294,779 |
| Total operating expenses | <u>403,311</u> | <u>445,101</u> |
| Non-operating revenues (expenses) | | |
| Interest revenue | 54,175 | 54,175 |
| Consulting revenue | 18,750 | 18,750 |
| Other expenses | -29 | -29 |
| Total non-operating revenues (expenses) | <u>72,896</u> | <u>72,896</u> |
| Net loss | <u>\$ -330,414</u> | <u>\$ -372,204</u> |

New Edge Network, Inc.
dba New Edge Networks
Statements of Cash Flows
(A company in the development stage)

| | <u>Month ended</u> <u>July 31, 1999</u> | <u>June 1, 1999</u> <u>(inception)</u> <u>to July 31, 1999</u> |
|---|--|--|
| Cash flows from operations: | | |
| Net loss | \$ -330,414 | \$ -372,204 |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: | | |
| Depreciation | 1,624 | 1,624 |
| Changes in current assets and liabilities: | | |
| Accounts Receivable | -20,575 | -20,575 |
| Short term deposits | 0 | -5,415 |
| Accounts payable | 146,297 | 169,626 |
| Cash used in operating activities | <u>-203,068</u> | <u>-226,944</u> |
| Cash flows from investing activities: | | |
| Purchases of Property Plant & Equipment | -60,865 | -108,887 |
| Deposits made to vendors and others | -540 | -16,356 |
| Cash used in investing activities | <u>-61,405</u> | <u>-125,243</u> |
| Cash flows from financing activities: | | |
| Sales of preferred stock | <u>0</u> | <u>15,260,000</u> |
| Cash provided by financing activities | 0 | 15,260,000 |
| Net increase (decrease) in cash | -264,473 | 14,907,813 |
| Cash at the beginning of the period | 15,172,286 | 0 |
| Cash at the end of the period | <u>\$ 14,907,813</u> | <u>\$ 14,907,813</u> |
| Schedule of non-cash investing and financing activities: | | |
| Notes receivable exchanged for common stock | <u>\$ 0</u> | <u>\$ 71,550</u> |
| Exchanged for Deposit - Equipment | <u>\$ -12,522</u> | <u>\$ -12,522</u> |

New Edge Network, Inc.
 dba New Edge Networks
 Statement of Changes in Shareholders Equity
 July 31, 1999
 (A company in the development stage)

| Description | Preferred Stock | | Common Stock | | Additional Paid in Capital | Retained Earnings | Totals |
|---|-----------------|-----------|--------------|----------|-------------------------------|----------------------|---------------|
| | Shares | \$ | Shares | \$ | | | |
| Balances June 1, 1999 | | | | | | | |
| Sale of Preferred Stock | 15,260,000 | \$ 15,260 | | | \$ 15,244,740 | | \$15,260,000 |
| Issuance of Common Stock to founders in exchange for notes receivable | | | 7,155,000 | \$ 7,155 | 64,395 | | 71,550 |
| Net loss for the period since inception | | | | | | \$ -372,204 | -372,204 |
| Balances July 31, 1999 | 15,260,000 | \$ 15,260 | 7,155,000 | \$ 7,155 | \$ 15,309,135 | \$ -372,204 | \$ 14,959,346 |



NEW EDGE
Networks

Affidavit of Thomas Bland

I, Thomas Bland, state that I am Controller of New Edge Network, Inc. d/b/a New Edge Networks, the Applicant in the subject proceeding; that I am authorized to make this verification on behalf of New Edge Network, Inc. d/b/a New Edge Networks; that I have reviewed the foregoing financial statements and know the content thereof; and that the same are true and correct to the best of my knowledge information and belief.

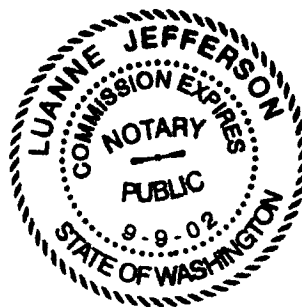
Executed on this 29 day of Sept., 1999.

By: Thomas Bland

Thomas Bland

Subscribed and sworn before me this 29 day of September, 1999

Luanne Jefferson
Notary Public



P.O. Box 5159
3000 Columbia House Blvd
Vancouver, WA 98668
Phone: 360.693.9009
Fax: 360.693.9997
www.newedgenetworks.com

Silicon Valley Bank

TECHNOLOGY

July 22, 1999

To Whom it May Concern:

This letter is written in order to verify the account balance of Access 21 Corporation d/b/a New Edge Networks ("Access 21") with Silicon Valley Bank. Access 21 has been a client of Silicon Valley Bank since June 1999. The balance in the accounts of the Company as of July 22, 1999 is \$15,020,445.46. Access 21 has handled its accounts in an entirely satisfactory manner.

Silicon Valley Bank has been acquainted with the investors in Access 21 and certain of the executive management group at the Access 21 for many years.

If you have any questions regarding the status of the accounts of Access 21, you may contact me at (503) 526-0158.

Sincerely,



Bruce Helberg, Vice President

Silicon Valley Bank

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

New Edge Network, Inc.
Local/Interexchange PC&N
Application

Case No. PU-2217-00-6

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **27th day of January, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Notice of Opportunity for Hearing

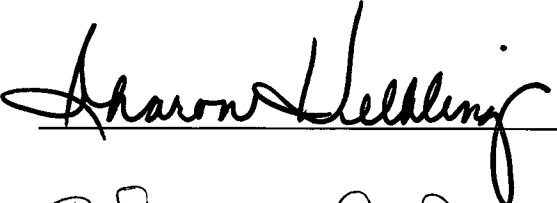
The envelope was addressed as follows:


Michael Donahue
Swidler Berlin Shereff Friedman LLP
3000 K St NW Ste 300
Washington D C 20007-5116
Cert. No. P443 353 994

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **27th day of January, 2000**.

SEAL





Notary Public

CHARLENE A. MAGSTADT
Notary Public, State of NORTH DAKOTA
My Commission Expires Jan. 7, 2004

7 PU-2217-00-6
01/28/2000
Public Service Commission
Affidavit of Service by Certified Mail

Pages: 1

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

New Edge Network, Inc.
Local/Interexchange PC&N
Application

Case No. PU-2217-00-6

AFFIDAVIT OF SERVICE BY ORDINARY MAIL OR E-MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **27th day of January, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, envelopes by first class mail, fully prepaid, securely sealed, each containing a photocopy of:

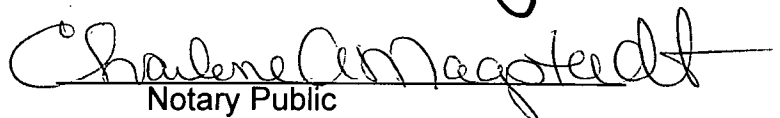

Notice of Opportunity for Hearing

The envelopes were addressed as follows:

See Attached List

Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **27th day of January, 2000**.


Notary Public

SEAL

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Notary Public, State of NORTH DAKOTA
My Commission Expires Jan. 7, 2004

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601 S Harbour Island Blvd Ste 220
Tampa FL 33602-5925

PU-2217-00-6

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Historical Society

Associated Press

Helbling, Sharon D.

From: Helbling, Sharon D.

Sent: Thursday, January 27, 2000 2:47 PM

To: 'ndna'

Subject: Attached Notice

Please have the attached Notice of Opportunity for Hearing published as a legal publication in the next issue of the next issue of the ten North Dakota daily newspapers.

In addition, please run the notice as a "News Item Only" article.

Please send the bill to the Public Service Commission along with a tear sheet for billing purposes.

If you have any questions, call me at 328-4076.

Thank you.

Sharon Helbling



1.doc

MOTION

January 26, 2000

APPROVED:

DATE: 1-26-00
KMF

**New Edge Network, Inc.
Local/Interexchange PC&N
Application**

Case No. PU-2217-00-6

I move the Commission issue a issue a Notice of Opportunity for Hearing in New Edge Network, Inc.'s Local/Interexchange Certificate of Public Convenience and Necessity application, Case No. PU-2217-00-6.

sdh

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STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

**New Edge Network, Inc.
Local Exchange / Interexchange PC&N
Application**

Case No. PU-2217-00-6

NOTICE OF OPPORTUNITY FOR HEARING

January 26, 2000

On October 26, 1999, New Edge Network, Inc. d/b/a New Edge Networks (New Edge), a Delaware Corporation, filed an application for a certificate of public convenience and necessity to provide facilities-based local and interexchange telecommunications services throughout North Dakota. On January 6, 2000, New Edge filed additional information requested by Commission staff to complete its application.

The issues to be considered in this matter are:

1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. The technical, financial and managerial ability of the applicant to provide service.

Those interested are invited to comment on this application in writing. Persons desiring a hearing must file a written request identifying their interest in the proceeding and the reasons for requesting a hearing. Comments and requests for hearing must be received by **March 6, 2000**. If deemed appropriate, the Commission can determine the matter without a hearing.

For more information contact the Public Service Commission, State Capitol, Bismarck, North Dakota 58505, 701-328-2400; or Relay North Dakota 1-800-366-6888 TTY. If you require any auxiliary aids or services, such as readers, signers, or Braille materials please notify Jon Mielke, Executive Secretary.

PUBLIC SERVICE COMMISSION

| | | |
|---|--|---|
|  Susan E. Wefald Commissioner |  Bruce Hagen President |  Leo M. Reinbold Commissioner |
|---|--|---|

SWIDLER BERLIN SHEREFF FRIELMAN, LLP

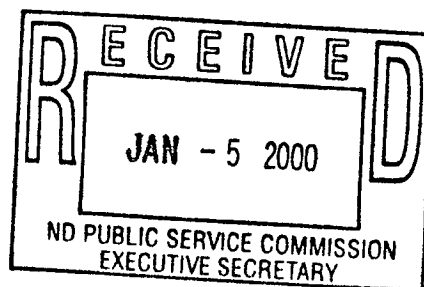
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202)424-7500
FACSIMILE

NEW YORK OFFICE
405 LEXINGTON AVENUE
NEW YORK, NY 10174

January 4, 2000

VIA OVERNIGHT DELIVERY

John Mielke
Secretary
North Dakota Public Service Commission
600 E. Boulevard Avenue
Bismark, ND 58505-0480



Re: Application of New Edge Network, Inc. d/b/a New Edge Networks for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services In North Dakota - Supplemental Information

Dear Mr. Mielke:

New Edge Network, Inc. d/b/a New Edge Networks ("New Edge"), through undersigned counsel and in consultation with Commission Staff, hereby submits an original and seven (7) copies of additional information in support of the above-referenced application. Specifically, New Edge submits a map of its proposed service area (Attachment 1) and a list of other public utilities providing similar services in New Edge's proposed service territory (Attachment 2). Please associate the enclosed information with New Edge's application.

In addition, New Edge advises the Commission of a change in its corporate structure. New Edge is forming a holding company, New Edge Holding Company ("New Edge Holding"), which, as a result of a stock exchange with New Edge's current stockholders, will hold all of the outstanding stock of New Edge. Through the proposed stock exchange, New Edge's current stockholders will exchange their stock in New Edge for a proportionate share of stock in New Edge Holding. As a result, New Edge Holding will be owned entirely by New Edge's current stockholders.

The proposed corporate restructuring will not change the ultimate ownership of New Edge or the day-to-day management of New Edge's operations. New Edge will continue to be the entity seeking certification in North Dakota, and, upon certification, will be the only New Edge corporate entity providing service in North Dakota. New Edge Holding will not be providing service in any jurisdiction.

3 PU-2217-00-6
01/05/2000
New Edge Network, Inc.
Application

Pages: 30

CC: Comm Legal PUD (3)

John Mielke
January 4, 2000
Page 2

Finally, New Edge advises the Commission that, since filing its application in North Dakota, New Edge has received authorization to provide local exchange and interexchange telecommunications services in the following additional states: Alabama, California, Florida, Illinois, Iowa, Kentucky, Missouri, Nebraska, Nevada, New York, Oregon, Rhode Island, South Dakota, Wisconsin, and Wyoming.

Please date stamp and return the enclosed extra copy of this filing in the self-addressed, postage-prepaid envelope provided. Should you have any questions concerning this matter, please do not hesitate to call Michael Donahue at (202) 424-7683. Thank you for your continued cooperation.

Respectfully submitted,



Eric J. Branfman
Michael P. Donahue

Counsel for New Edge Network, Inc.
d/b/a New Edge Networks

Enclosures

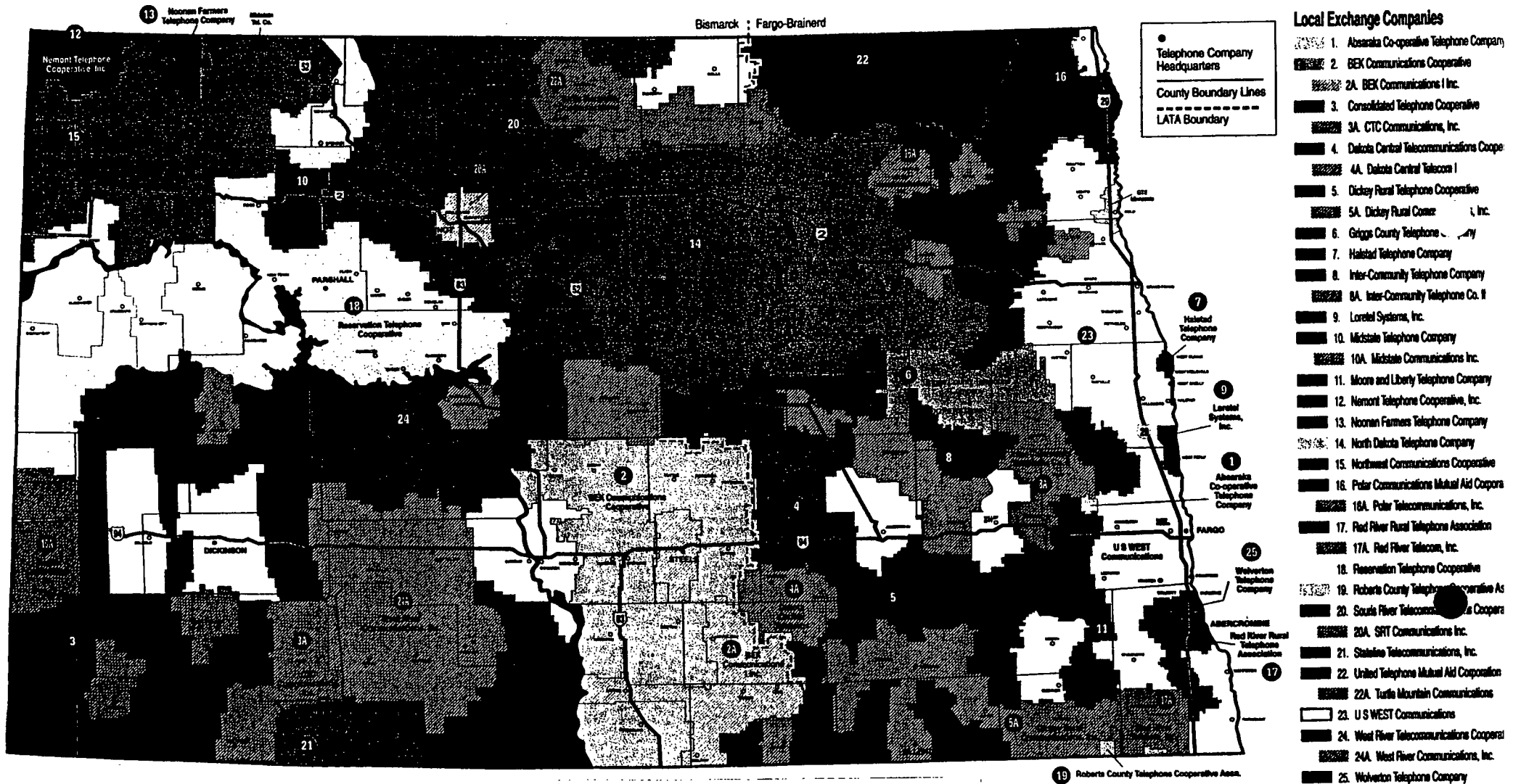
cc: Sharon Helbling

ATTACHMENT 1

**January 4, 2000 Supplement to
Application of New Edge Network, Inc.
d/b/a New Edge Networks (filed October 26, 1999)**

Map of Proposed Service Territory

NORTH DAKOTA TELEPHONE COMPANIES SERVICE AREA



NORTH DAKOTA TELEPHONE ASSOCIATION
 P.O. BOX 2614
 BISMARCK ND 58502
 PHONE: 701-223-6022 • FAX: 701-223-6023

ATTACHMENT 2

**January 4, 2000 Supplement to
Application of New Edge Network, Inc.
d/b/a New Edge Networks (filed October 26, 1999)**

**List of Other Public Utilities Providing Service
in New Edge's Proposed Service Territory**

To the best of New Edge's knowledge and information, the public utilities providing service in New Edge's proposed service territory are the public utilities registered with the North Dakota Public Service Commission and the incumbent local exchange carrier US West Communications, Inc. A list of the CLECs registered with the Commission as of December 15, 1999, is attached.

**LOCAL EXCHANGE TELECOMMUNICATIONS CARRIERS
REGISTERED WITH THE
NORTH DAKOTA PUBLIC SERVICE COMMISSION
(As of December 15, 1999)**

ILEC (ETC) - Incumbent Local Exchange Carrier
CLEC - Competitive Local Exchange Carrier
F - Facilities Based

R - Reseller
STS - Shared Tenant Service
ETC - Eligible Telecommunications Carrier

| Name of Company | Type of Service | Date Registered |
|--|-----------------|-------------------------------|
| Absaraka Co-operative Telephone Company, Inc. Absaraka, ND 701/896-3404 | ILEC | (F) (ETC) 12-17-97 |
| Accent Communications, Inc. Groton SD 605-397-2315 | ILEC | (F) 9-10-97 (ETC) 12-17-97 |
| BEK Communications Cooperative Steele, ND 701/475-2361 | ILEC | (F) (ETC) 12-17-97 |
| BEK Communications I, Inc. Steele, ND 701/4752361 | ILEC | (F) (ETC) 12-17-97 |
| Consolidated Telcom, Inc. Dickinson ND 701/225-6061 | ILEC | (F) 2-10-99 (ETC) 12-17-97 |
| Consolidated Telephone Cooperative Dickinson, ND 701/225-6061 | ILEC | (F) (ETC) 12-17-97 |
| Dakota Central Communications Cooperative Carrington, ND 701/652-3184 | ILEC | (F) (ETC) 12-17-97 |
| Dakota Central Telecom I, Inc. Carrington, ND 701/652-3184 | ILEC | (ETC) 12-17-97 |
| Dickey Rural Telephone Cooperative Ellendale ND 701/349-3687 | ILEC | (F) (ETC) 12-17-97 |
| Dickey Rural Communications, Inc. Ellendale ND 701/349-3687 | ILEC | (F) (ETC) 12-17-97 |
| GTE Service Corporation St Paul MN 651-224-3546 | ILEC | (F) |
| Griggs County Telephone Co Cooperstown, ND 701/797-3301 | ILEC | (F) (ETC) 12-17-97 |

| Name of Company | Type of Service | Date Registered |
|---|-----------------|-----------------------|
| Halstad Telephone Company Halstad, MN 218/456-2125 | ILEC | (F) (ETC) 12-17-97 |
| Inter-Community Telephone Company Nome ND 701/924-8815 | ILEC | (F) (ETC) 12-17-97 |
| Inter-Community Telephone Company II Nome ND 701/924-8815 | ILEC | (F) (ETC) 12-17-97 |
| Loretel Systems, Inc. Ada MN 218/784-7171 | ILEC | (F) (ETC) 12-17-97 |
| Mid-Rivers Telephone Cooperative, Inc. Circle MT 406/485-3301 | ILEC | (F) (ETC) 12-17-97 |
| Midstate Communications Incorporated Stanley ND 701/628-2522 | ILEC | (F) (ETC) 12-17-97 |
| Midstate Telephone Company Stanley, ND 701/628-2522 | ILEC | (F) (ETC) 12-17-97 |
| Moore and Liberty Telephone Company Enderlin ND 701/437-3300 | ILEC | (F) (ETC) 12-17-97 |
| Nemont Telephone Cooperative, Inc. Scobey MT 406/783-5654 | ILEC | (F) (ETC) 12-17-97 |
| Noonan Farmers Telephone Company Noonan ND 701/925-5713 | ILEC | (F) (ETC) 12-17-97 |
| North Dakota Telephone Company Devils Lake ND 701/662-1700 | ILEC | (F) (ETC) 12-17-97 |
| Northwest Communications Cooperative, a Cooperative Association Ray ND 701/568-3331 | ILEC | (F) (ETC) 12-17-97 |
| Polar Communications Mutual Aid Corporation Park River ND 701/284-7221 | ILEC | (F) (ETC) 12-17-97 |
| Polar Telecommunications, Inc. Park River ND 701/284-7221 | ILEC | (F) (ETC) 12-17-97 |
| RC Communications, Inc. New Effington SD 605-637-5212; 888-668-0877 | ILEC | (F) (ETC) 12-17-97 |

| Name of Company | Type of Service | Date Registered |
|--|------------------------|-------------------------------|
| Red River Rural Telephone Association Abercrombie, ND 701/553-8309 | ILEC | (F) (ETC) 12-17-97 |
| Red River Telecom, Inc. Abercrombie, ND 701/553-8309 | ILEC | (F) (ETC) 12-17-97 |
| Reservation Telephone Cooperative Parshall, ND 701/862-3115 | ILEC | (F) (ETC) 12-17-97 |
| Roberts County Telephone Cooperative Association of New Effington, South Dakota New Effington, SD 605/637-5211 | ILEC | (F) (ETC) 12-17-97 |
| SRT Communications, Inc. Minot ND 701/858-5231 | ILEC | (F) (ETC) 12-17-97 |
| Souris River Telecommunications Cooperative Minot ND 701/852-1151 | ILEC | (F) (ETC) 12-17-97 |
| Stateline Telecommunications, Inc. Bison SD 57620 | ILEC | (F) (ETC) 12-17-97 |
| Turtle Mountain Communications, Inc. Langdon, ND 701/256-5156 | ILEC | (F) (ETC) 12-17-97 |
| U S WEST Communications, Inc. Bismarck, ND 701/222-6952 | ILEC | (F) (ETC) 12-17-97 |
| United Telephone Mutual Aid Corporation Langdon, ND 701/256-5156 | ILEC | (F) (ETC) 12-17-97 |
| Venture Communications, Inc. Highmore SD 605-852-2224; 1-800-824-7282 | ILEC (ETC) CLEC (F) | (F) 2-17-99 (ETC) 12-17-97 |
| West River Communications, Inc Hazen ND 701/748-2211 | ILEC | (F) (ETC) 12-17-97 |
| West River Telecommunications Cooperative Hazen ND 701/748-2211 | ILEC | (F) (ETC) 12-17-97 |
| Wolverton Telephone Company Wolverton, MN 218/995-2900 | ILEC | (F) (ETC) 12-17-97 |

| Name of Company | Type of Service | Date Registered |
|--|-----------------|----------------------------|
| AT&T Communications of the Midwest, Inc. Minneapolis MN 612/376-6766, FAX 612-376-6769 | CLEC | (R) 3-20-96 (F) 9-25-96 |
| Altru Health System Grand Forks ND 701-780-5000 | CLEC | (R) 7-28-99 |
| AmeriTel Pay Phones, Inc. Lee's Summit MO 816/525-4151 800-779-2112 | CLEC | (R) 2-8-95 |
| ATLAS COMMUNICATIONS, LTD. Blue Bell PA 610-940-9040 | CLEC | (R) 4-2-97 |
| AUTOMATED INFORMATION MANAGEMENT SYSTEMS, INC. Corporate Name: NORTHWEST COMMUNICATIONS, INC. Wilsonville OR 503-570-8140 | CLEC | (R) 9-25-96 |
| Bethany Management Services, Inc. d/b/a Bethany Communication Services Fargo, ND 701/239-3000 | CLEC | (STS) 3-17-89 |
| CI2, Inc. Atlanta GA 770-425-2267; 888-657-3278 | CLEC | (R) 10-20-99 |
| Choctaw Communications, Inc. Houston TX 713-779-0692 | CLEC | (R) 9-8-99 |
| Concert Communications Sales LLC Reston VA 703-707-4000 | CLEC | (R) 5-12-99 |
| Connect!LD, Inc. Little Rock AR 501-401-7700; 877-200-5022 | CLEC | (R) 12-1-99 |
| Consolidated Communications Networks, Inc. Dickinson ND 701/225-6061 | CLEC | (R) 2-19-97 (F) 5-28-97 |
| Consolidated Telephone Cooperative Dickinson, ND 701/225-6061 | CLEC | (F) 12-31-96 |
| DSLnet Communications, LLC New Haven CT 203-772-1000 | CLEC | (R) 7-28-99 |
| EASTON TELECOM SERVICES, INC. Richfield OH 330-659-6700; 800-222-8122 | CLEC | (R) 8-6-98 |

| Name of Company | Type of Service | Date Registered |
|---|-----------------|-----------------------------|
| Eclipse Communications Corporation Issaquah WA 425-313-5200 | CLEC | (R) 8-27-97 (F) 10-22-97 |
| Excel Telecommunications, Inc. Dallas, TX 214/863-8700, 800-875-9235, FAX 214-863-8721 | CLEC | (R) 6-26-96 |
| FIRSTEL, INC. Sioux Falls SD 605-332-3232; FAX 605-332-8004 | CLEC | (R) 6-11-96 |
| Framco, Inc. Fargo ND 701-581-0254 | CLEC | (R) 5-5-98 |
| GE CAPITAL COMMUNICATION SERVICES CORPORATION Atlanta GA 770-644-7774 | CLEC | (R) 7-16-97 |
| GROUP LONG DISTANCE, INC.Ft Lauderdale FL 954-771-9696 | CLEC | (R) 9-25-97 |
| HJN Telecom, Inc. Duluth GA 770-291-2121; 800-345-2214 | CLEC | (R) 11-18-98 |
| ICG Telecom Group, Inc. Englewood CO 303-414-5000 | CLEC | (R) 8-19-98 |
| IdeaOne Telecom Group LLC Kindred ND | CLEC | (F) 1-27-99 |
| InfoTelCom, LLC Corporate Name InfoTel Communications, LLC Baxter MN 218/825-7880 | CLEC | (R) 3-19-97 (F) 2-24-98 |
| Integra Telecom of Minnesota, Inc. Baxter MN 612-447-2000; 800-820-7880 | CLEC | (R) 12-1-99 |
| JATO Operating Two Corp. Denver CO | CLEC | (F) 11-17-99 |
| LCI International Telecom Corp. McLean VA 703-610-4836; 800-860-2255 | CLEC | (R) 6-25-97 |
| LDM SYSTEMS INC. New City NY 800-547-0090 | CLEC | (R) 10-22-97 |
| Level 3 Communications, LLC Louisville CO 303-926-3000; 402-342-2052 | CLEC | (R) 4-14-99 |
| MCI Worldcom Communications, Inc. Clinton MS 800-444-3333; 601-460-8600 | CLEC | (R) 9-22-99 |

| Name of Company | Type of Service | Date Registered |
|---|-----------------|----------------------------|
| MVX.Com Communications, Inc. Novato, CA 415-893-7180 | CLEC | (R) 10-20-99 |
| MVX Communications, LLC Novato CA 415-893-7180 | CLEC | (R) 11-18-98 |
| MCImetro Access Transmission Services, LLC Vienna VA 703/918-6000 | CLEC | (R) 8-6-98 |
| McLeodUSA Telecommunications Services, Inc. Cedar Rapids IA 319/364-0000; FAX 319/298-7901 | CLEC | (R) 2-12-97 |
| Midcontinent Communications Corporate Name: Midco Communications, Inc. Sioux Falls SD 605-334-1200 | CLEC | (R) 6-17-98 (F) 8-11-99 |
| Mid-Rivers Telephone Cooperative, Inc. Circle MT 406-485-3301 | CLEC | (R) 1-27-99 (F) 4-14-99 |
| Minnesota Independent Equal Access Corporation Plymouth MN 612/542-4100 | CLEC | (F) 3-24-92 |
| Nentel, Inc. Corporate Name: Northwest Communications, Inc. Wilsonville OR 503/570-8140, FAX 503-570-8119 | CLEC | (R) 1-29-97 |
| NET-tel Corporation Washington D C 202-295-6600 | CLEC | (R) 5-26-99 |
| Nextel West Corp. Reston VA 703-394-3000 | CLEC | (R) 8-27-97 |
| PAMCOMM Sioux Falls SD 605-336-1788 | CLEC | (R) 8-13-97 |
| Polar Telcom, Inc. Park River ND 701-284-7221; FAX 701-284-7277 | CLEC | (R) 3-25-98 (ETC) |
| PREFERRED CARRIER SERVICES, INC. Irving TX 214/753-1378, FAX 214/756-6015 | CLEC | (R) 4-30-96 |
| Quintelco, Inc. Pearl River NY 914-620-1212 | CLEC | (R) 7-16-97 |
| Security Telecom Corporation Grand Prairie TX 972-606-1168 | CLEC | (R) 2-24-93 |
| Skyland Technologies, Inc. Helena MT 406-443-1940 | CLEC | (F) 5-5-98 (R) 5-20-98 |

| Name of Company | Type of Service | Date Registered |
|--|-----------------|---------------------------|
| Souris River Telecommunications Cooperative Minot ND 701/852-1151 | CLEC | (F) |
| Sprint Communications Company L. P. d/b/a US Sprint Communications Limited Partnership Kansas City MO 913/624-4222 | CLEC | (R, F) 7-21-92 |
| Sterling International Funding, Inc. Portland OR 503-244-9059 | CLEC | (R) 11-19-97 |
| T-Netix, Inc. Englewood CO 303-790-9111 | CLEC | (R) 6-25-97 |
| Talk.com Holding Corp. New Hope PA 215-862-1803 | CLEC | (R) 9-8-99 |
| TARGET TELECOM INCORPORATED Wayne NJ 201/256-1600 | CLEC | (R) 4-26-95 |
| Telco Holdings, Inc. Chantilly VA 703-633-2634; 703-802-5373 | CLEC | (R) 8-6-98 |
| U.S. Link, Inc. Pequot Lakes MN 218-568-4000 | CLEC | (F) 2-24-98 (R) 4-8-98 |
| U S WEST Interprise America, Inc. Denver CO 303/293-6326 | CLEC | (R) 3-5-97 |
| University of North Dakota Grand Forks, ND 701/777-3756 | CLEC | (STS) |
| VAL-ED Joint Venture, L.L.P. d/b/a 702 Communications Perham MN 218-346-8555 | CLEC | (F) 8-11-99 |
| Valley Communications, Inc. Nome ND 701-924-8815 | CLEC | (R) 11-18-98 |
| VoCall Communications Corp Mountainside NJ 908-301-0090 | CLEC | (R) 12-31-97 |
| Voice Telephone Company Westlake Village CA 805/449-2080, FAX 805/449-2081 | CLEC | (R) 9-11-96 |
| WorldCom Technologies, Inc. Jackson MS 601-360-8600 | CLEC | (R) 8-27-97 |
| Z-Tel Communications, Inc. Tampa FL 813-273-6261 | CLEC | (R) 4-14-99 |

Facsimile Cover Sheet

To: Eric J Branfman
Company: Swidler, Berlin
Phone: 202-424-7500
Fax: 202-424-7647

From: Sharon Helbling
Company: ND Public Service Commission
Phone: 701-328-4076
Fax: 701-328-2410

Date: December 13, 1999

**Pages including this
cover page:** 4

Comments:

Mr. Branfman:

*Reseller app will
be filed later*

On October 26th I sent you the attached letter. We still have not heard from you.

Last week we received an Interconnection Agreement between New Edge Network, Inc. and U S WEST. We now have the corporate papers mentioned in my letter. But we still do not have a completed CLEC application.

I am also enclosing a reseller application form. Please complete this form for the resale part of the application. That part of the application can be processed as soon as we receive the completed form.

However, we cannot process the facilities-based part of the application until we receive the required map showing the areas where you want to provide services. In October I sent you an example of a CLEC application; you may want to review it.

If you do not intend to pursue this action, please let me know by December 30th so I can either return your application or destroy it. Thank you for your cooperation.

Sharon



Public Service Commission
State of North Dakota

600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
e-mail: msmail.sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

COMMISSIONERS

Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

Executive Secretary
Jon H. Mielke

October 26, 1999

Eric J Branfman
Swidler Berlin Shereff Friedman LLP
3000 K St NW Ste 300
Washington D C 20007-5116

Dear Mr. Branfman:

We received the application for New Edge Network, Inc. for a Certificate of Public Convenience and Necessity to provide facilities-based and resold local exchange services in North Dakota.

The application is not complete. In order to complete the application, we need an original Certificate of Good Standing, and a copy of the Application for Certificate of Authority. You can obtain those documents from the Secretary of State's office at 701-328-2900.

I have enclosed a copy of a CLEC application which you can use as a guide. The map can be obtained from the North Dakota Telephone Association at 701-223-6022, and a current list of LECs is on the website.

The reseller part of the application will be processed separately. The CLEC portion requires Notice of Opportunity for Hearing and will take two to three months to process, whereas the reseller portion is more routine.

If you have any questions, please call me at 701-328-4076.

Sincerely,

A handwritten signature in cursive script that reads "Sharon Helbling".

Sharon Helbling
Public Utilities Division

Sdh

Enclosures

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

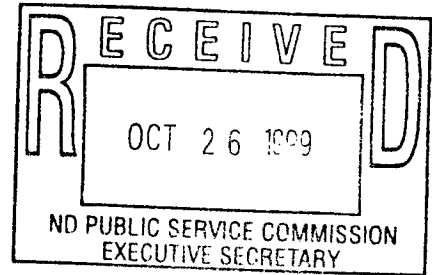
WASHINGTON OFFICE
3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647

NEW YORK OFFICE
919 THIRD AVENUE
NEW YORK, NY 10022-9998
TELEPHONE (212) 758-9500
FACSIMILE (212) 758-9526

October 25, 1999

VIA OVERNIGHT DELIVERY

John Mielke, Secretary
North Dakota Public Service Commission
600 E. Boulevard Ave.
Bismarck, North Dakota 58505-0480



Re: Application of New Edge Network, Inc. d/b/a New Edge Networks for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications in North Dakota

Dear Mr. Mielke:

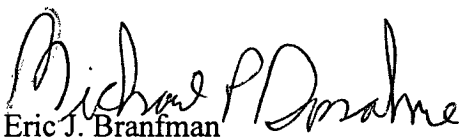
On behalf of New Edge Network, Inc. d/b/a New Edge Networks, enclosed for filing please find an original and seven (7) copies of its above-referenced Application for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services in North Dakota.

Also enclosed is New Edge's Application to Protect Information, which requests confidential treatment of the information provided in Exhibit 3 of New Edge's Application for a Certificate of Public Convenience and Necessity. Exhibit 3 contains proprietary and commercially sensitive information regarding New Edge's proposed business operations. Accordingly, this information has been included in a sealed envelope marked "TRADE SECRET -- PRIVATE." New Edge respectfully requests that the information not be divulged to the public.

John Mielke, Secretary
October 25, 1999
Page Two

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed postage-paid envelope provided herein. If you have any questions concerning this filing, please do not hesitate to contact me.

Respectfully submitted,


Eric J. Branfman
Michael P. Donahue

Counsel for New Edge Network, Inc.
d/b/a New Edge Networks

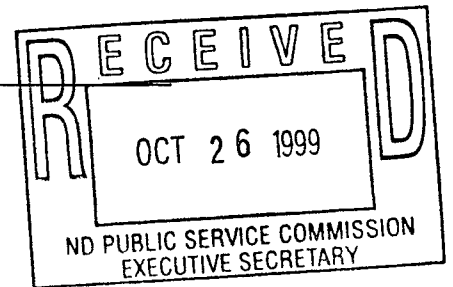
Enclosures

cc: Stacey Waddell

**PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA**

In the Matter of the Application of)
)
New Edge Network, Inc.)
d/b/a New Edge Networks)
)
For a Certificate of Public Convenience)
and Necessity to Provide Facilities-Based)
and Resold Local Exchange)
and Interexchange)
Telecommunications Services)
in North Dakota)

Docket No.:



APPLICATION

New Edge Network, Inc. d/b/a New Edge Networks ("New Edge" or "Applicant"), by its undersigned counsel, hereby submits pursuant to Chapter 49-03.1 of the North Dakota Century Code and the Commission's Rules of Practice and Procedure its Application for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Service throughout North Dakota.

In support of its Application, New Edge provides the following information:

1. New Edge is a corporation organized and under the laws of Delaware on June 1st 1999 under the name of Access 21 Corporation. Access 21 Corporation subsequently changed its name to New Edge Network, Inc. and will conduct business in the State of North Dakota under the name of New Edge Networks. A copy of New Edge's Certificate of Authority to Transact Business in the State of North Dakota, and a current, original copy of Applicant's Certificate of Good Standing are attached hereto as Exhibit 1.

2. New Edge maintains its principal place of business at:

New Edge Network, Inc. d/b/a New Edge Networks
3000 Columbia House Boulevard, Ste. 106
Vancouver, Washington 98661
Tel: (360) 693-9009
Fax: (360) 693-9997

3. Communications pertaining to this Application should be directed to:

Eric J. Branfman, Esq.
Michael P. Donahue, Esq.
Swidler Berlin Shereff Friedman, LLP
3000 K Street, N.W., Ste. 300
Washington, D.C. 20007
Tel: (202) 424-7696
Fax: (202) 424-7645

4. The rate structure for providing telecommunications services is intended to be competitive with the rates charged by the incumbent provider(s).

5. Applicant possesses the managerial qualifications to render and operate its proposed telecommunications services. Descriptions of Applicant's key personnel, which demonstrate the extensive telecommunications operational experience and technical expertise of New Edge and its management team, are attached hereto as Exhibit 2.

6. New Edge is authorized to provide resold and facilities-based local exchange and interexchange telecommunications services in Colorado, Kansas, Montana, Texas and Washington and interexchange service in California, Indiana and Iowa. New Edge is in the process of obtaining authority to provide such services in the remaining jurisdictions of the United States. New Edge has not been denied authority in any jurisdiction.

7. Applicant is financially qualified to provide telecommunications services in the State of North Dakota. New Edge has access to the financing and capital necessary to conduct its

telecommunications operations as described in this Application. New Edge is a start-up company and does not yet have audited financial statements or a documented financial operating history. Accordingly, attached hereto as Exhibit 3 are copies of New Edge's balance sheet and projected income statement which demonstrate that New Edge has access to the financing necessary to operate as a telecommunications service provider in the State of North Dakota. This information is confidential and commercially sensitive. Accordingly, pursuant to N.D. Admin. Code 69-02-09-01, New Edge has included the information in a sealed envelope marked "TRADE SECRET -- PRIVATE," attached only to the original of this Application. Applicant respectfully requests that the information not be divulged to the public.

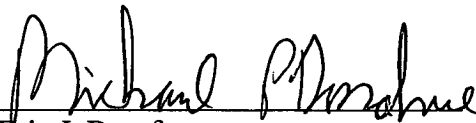
8. New Edge seeks authority to offer resold and facilities-based local exchange and interexchange services to subscribers throughout the State of North Dakota. Therefore, New Edge seeks statewide authorization. However, New Edge will not offer local exchange services in the service areas of small and rural incumbent carriers exempt from interconnection obligations as set forth in 47 U.S.C. § 251(c). Initially, New Edge intends to provide data transmission services only. New Edge will deploy xDSL technology to provide high-speed, high quality data connections. New Edge proposes to provide service through its own electronic equipment collocated at ILEC central offices, through the use of unbundled network elements leased or purchased from other certificated carriers, and/or through the resale of the services of other carriers. New Edge may later construct its own switching and transmission facilities as market conditions warrant. New Edge plans to install an Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. New Edge initially plans to target its marketing efforts to business customers with a need for affordable, high bandwidth, high performance, high speed Internet and Intranet data connections.

9. The telecommunications industry is growing and changing at an impressive pace. The entry of New Edge into the telecommunications market will enhance competition in the provision of telecommunications services, and data services in particular, within the State of North Dakota. Moreover, grant of New Edge's Application will bring significant benefits to telecommunications users in State of North Dakota. Applicant has demonstrated that it possesses sufficient managerial, technical, and financial resources and abilities to provide the requested local exchange and interexchange telecommunications services.

10. Applicant will comply with all applicable North Dakota laws and regulations and all applicable orders of the Commission.

WHEREFORE, New Edge Network, Inc. d/b/a New Edge Networks respectfully requests that the North Dakota Public Service Commission grant it a Certificate of Public Convenience and Necessity to provide facilities-based and resold local exchange and interexchange telecommunications services in North Dakota.

Respectfully submitted,



Eric J. Branfman
Michael P. Donahue

Counsel for New Edge Network, Inc.
d/b/a New Edge Networks

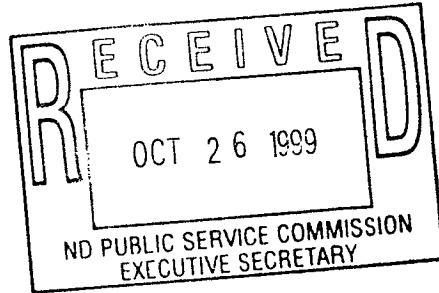
Dated: October 25, 1999

EXHIBITS

| | |
|--------------|--|
| Exhibit 1 | Certificate of Authority to Transact Business in North Dakota and Certificate of Good Standing |
| Exhibit 2 | Technical and Managerial Qualifications |
| Exhibit 3 | Financial Qualifications [TRADE SECRET -- PRIVATE] |
| Verification | |

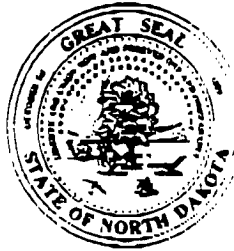
Exhibit 1

**Certificate of Authority to Transact Business in North Dakota
and Certificate of Good Standing**



State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY

OF

NEW EDGE NETWORK, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that an application of

NEW EDGE NETWORK, INC.
for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the North Dakota Century Code, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Authority to

NEW EDGE NETWORK, INC.
to transact business in this State under the name of

NEW EDGE NETWORKS

Issued: September 10, 1999

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF TRADE NAME REGISTRATION OF

NEW EDGE NETWORKS

The undersigned, as Secretary of State of North Dakota, hereby certifies that an Application for Registration of a Trade Name, duly signed pursuant to the provisions of the North Dakota Trade Names statutes, has been received in this office and is found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues the Certificate of Trade Name Registration of NEW EDGE NETWORKS which is owned by NEW EDGE NETWORK, INC. with an address of STE 106 3000 COLUMBIA HOUSE BLVD, VANCOUVER, WA 98661-2969.

The Trade Name Registration shall remain in force until September 10, 2004.

DATED: September 10, 1999

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW EDGE NETWORK, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3049857 8300

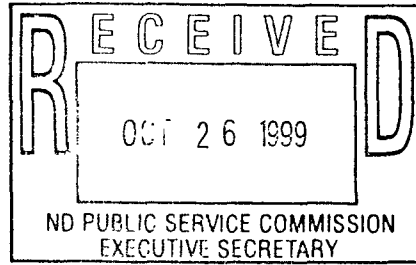
991444917

AUTHENTICATION: 0037318

DATE: 10-21-99

Exhibit 2

Biographies of Key Personnel



New Edge Network, Inc. d/b/a New Edge Networks

Management Qualifications

Dan Moffat - President/CEO

Years of Telecommunications Experience - 22 years

Former Chief Marketing Office/SVP Sales, Marketing and Service for GST Telecom. President of GST Whole Earth Networks responsible for Internet and data services. Founder and Principal of the telecom strategy consulting firm Access Value Services later sold to Cathey, Hutton and Associates. Director of Marketing for Pacific Telecom. VP Marketing/Sales for US Intelco Networks (Illuminet). Regional Sales Manager for IBM/ROLM. Director of Operations for US West - Netch.

BS Finance - Cal State Chico, MBA - Santa Clara University, MS Telecom - Golden Gate University.

Natalie Diggins - VP Operations

Years of Telecommunications Experience - 10 years

Formerly VP Operations for GST Whole Earth Networks the Internet and Data Wide Area Networking group for GST Telecom a super-regional Competitive Local Exchange Carrier (CLEC). Responsible for systems administration, provisioning, billing, network monitoring and customer service.

General Manager for Call America - Internet Services. Former President of the Central Coast Software and Technology Association. Founding member of Women in Telecommunications.

Cal State Long Beach - Architectural Engineering

John Dornstetter - VP Sales/Marketing

Years of Telecommunications Experience - 10 years

Former VP Sales and Regional Manager for GST Telecom responsible for government sales, alternate channel marketing and major accounts. VP Sales TACAN Corporation a fiber optical component manufacturer. Semi-conductor industry background. B.S. Naval Science/Naval Aviator - US Naval Academy. MBA Pepperdine University.

Steve Hensley - Chief Technical Officer/VP Operations

Years of Telecommunications Experience - 21 years

Former VP Engineering GST Telecom with overall responsibility for fiber, local exchange and data services. Prior to this, VP of Data Engineering - GST Telecom responsible for Internet, Asynchronous Transfer Mode (ATM) and Frame Relay engineering.

Manager Data Engineering Pacific Telecom responsible for Frame Relay and other data services. Regional Manager for Alaska for Motorola Corp.

BS EE Washington State.

Stacey Waddell - VP Carrier Relations/Program Management

Years of Telecommunications Experience - 10 years

Most recently Senior Director for Network Deployment - WinStar Telecommunications a national CLEC. Responsible for central office deployment including construction, installation and interconnection arrangements. Director Business Markets for Electric Lightwave Inc. a super regional CLEC. Responsible for management of wholesale and retail telecom products. American Pioneer Telephone - Financial and IS Manager.

BS Finance, University of Central Florida.

John Howard Clowes - Secretary

Howard Clowes is a partner in the corporate and securities practice group of the law firm of Gray Cary Ware Freidenrich LLP, where he specializes in finance, mergers and acquisitions, joint ventures and international corporate transactions. Participated in several mergers and acquisitions, including the \$8.3 billion agreement by 3Com Corporation to acquire U.S. Robotics Corporation, the \$2.5 billion joint venture between Mosel Vitelic, Inc. and Siemens, the \$250 million acquisition by 3Com Corporation of OnStream Networks as well as numerous other acquisitions, corporate partnering and M&A transactions for clients including Trident Microsystems, Inc., NetManage, Inc., Mosel Vitelic, Inc., Maxtor Corporation, ENACT Health Management Systems, Ontogen Corporation, and Chips & Technologies.

J.D. - University of California, Berkeley, Boalt Hall, B.A. - University of California at Santa Barbara .

R. Randal Ownbey – VP Marketing

Years of Telecommunications Experience - 22 years

Former President MacroCom Corporation. President Teknon Corporation, Communications Infrastructure provider. VP Sales & Marketing Alascom. Executive VP/ COO TRT Communications. VP Marketing/Sales for Siemens Private Switching, Tel Plus Division. VP Sales & Marketing American Business Communications, Regional Sales Manager for IBM/ROLM. Officer/Pilot USAF.

BS Biology – University of Idaho, MS Telecom studies- City University

Susan McAdams – VP Government and Industry Affairs

Years of Telecommunications Experience – 23 Years

Former VP External Affairs for Electric Lightwave, Inc., a super-regional CLEC, responsible for state and federal regulatory, legislative, carrier relations and media/PR. Senior Telecommunications Policy Specialist with the Washington (State) Utilities and Transportation Commission. Partner, McAdams & Siembab, a telecommunications consulting firm. Director – Telecommunications Project, National League of Cities. Telecommunications Policy Analyst, National Telecommunications & Information Administration (NTIA), U.S. Dept. of Commerce. Research Associate, North Carolina Task Force on Public Telecommunications. Various assignments, KSTW – TV News, Seattle/Tacoma, WA.

BS Psychology
University of Washington

PhD Candidacy (ABD)
Human Information Processing
University of Washington

VERIFICATION

VERIFICATION

I, Stacey Waddell, hereby declare under penalty of perjury, that I am the Vice President of New Edge Network, Inc. d/b/a New Edge Networks, the Applicant in this proceeding; that I have read the foregoing Application and exhibits; that I have knowledge of the facts set forth therein; and that the facts stated therein are true and correct to the best of my knowledge, information and belief.

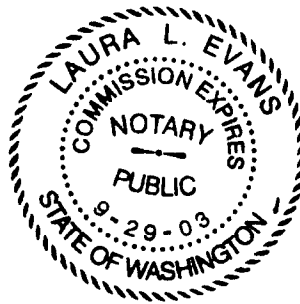
Stacey Waddell
Stacey Waddell.

Signed this 13th day of October 1999

Sworn and subscribed to me on this 13th day of October 1999.

Laura L. Evans
Signature of Notary

Seal:

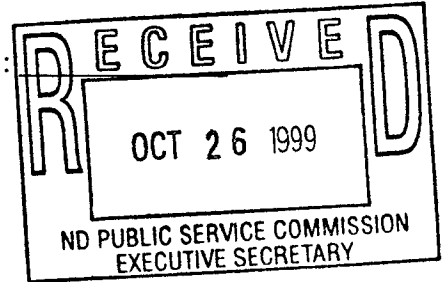


My commission expires: 9/29/03.

**PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA**

In the Matter of the Application of)
)
New Edge Network, Inc.)
d/b/a New Edge Networks)
)
For a Certificate of Public Convenience)
and Necessity to Provide Facilities-Based)
And Resold Local Exchange)
and Interexchange Telecommunications)
Services in North Dakota)

Docket No.:



APPLICATION TO PROTECT INFORMATION

Pursuant to N.D. Admin. Code 69-02-09-01, New Edge Network, Inc. d/b/a New Edge Networks ("New Edge" or "Applicant"), by its undersigned counsel, hereby submits this Application to Protect Information. Pursuant to N.D. Admin. Code 69-02-09-02, this application is addressed to and filed with the executive secretary of the Commission. The trade secret material has been separately bound and placed in a sealed envelope labeled: TRADE SECRET -- PRIVATE. An original and seven copies of the public portion of the application must be filed. Only one copy of the trade secret material must be filed.

In support of this Application, New Edge Network submits the following information:

1. A general description of the nature of the information sought to be protected. New Edge seeks to protect the financial statements of. filed as Exhibit 3 of its Application For a Certificate of Public Convenience and Necessity in this proceeding.

2. An explanation of why the information derives independent economic value, actual or potential, from not being generally known to other persons. Because the telecommunications industry is highly competitive, New Edge believes that disclosure of this

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10/26/1999
New Edge Network, Inc
Application to Protect Information

Pages: 3

information would place it at a significant competitive disadvantage, impede full and fair competition, and undermine its business plans in North Dakota. Unrestricted availability of the details of this information would provide competitors with information regarding New Edge's financial strategies that would otherwise be unavailable. Such availability would disclose New Edge's future business plans to competitors and ultimately result in a competitive disadvantage to New Edge.

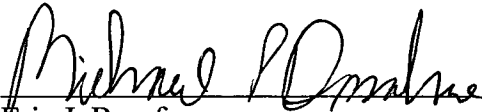
3. An explanation of why the information is not readily ascertainable by proper means by other persons. New Edge is a privately-held corporation and therefore is not required to make its financial statements available to the public.

4. A general description of the persons or entities that would obtain economic value from disclosure or use of the information. New Edge's existing and potential competitors, within North Dakota and nationwide, could utilize New Edge's financial information to their advantage.

5. A description of the efforts used to maintain the secrecy of the information. New Edge Network does not publicly disclose its financial information, and it has sought confidential treatment of its financial statements in other jurisdictions where it is seeking authority to provide telecommunications services.

WHEREFORE, New Edge requests that the financial statements attached as Exhibit 3 to its Application For a Certificate of Public Convenience and Necessity in this proceeding be designated as protected, confidential trade secret information and treated accordingly.

Respectfully submitted,

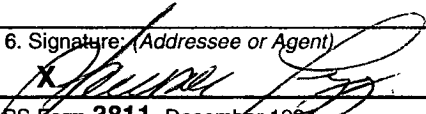
By: 
Eric J. Branfman
Michael P. Donahue

Counsel for New Edge Network, Inc.
d/b/a New Edge Networks

Dated: October 25, 1999

* See docket # 8
Applicant released
info to the public and
made part of record -
2/2/00 AS

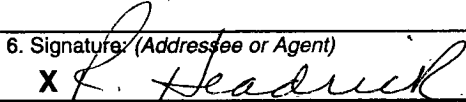
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| Is your RETURN ADDRESS completed on the reverse side? | SENDER: ■ Complete items 1 and/or 2 for additional services. ■ Complete items 3, 4a, and 4b. ■ Print your name and address on the reverse of this form so that we can return this card to you. ■ Attach this form to the front of the mailpiece, or on the back if space does not permit. ■ Write "Return Receipt Requested" on the mailpiece below the article number. ■ The Return Receipt will show to whom the article was delivered and the date delivered. | | I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery Consult postmaster for fee. |
| | 3. Article Addressed to: Michael Donahue Swidler Berlin Kerf Friedman 3000 K St NW Ste 300 Washington DC 20007-5116 | 4a. Article Number 443 354 764 | 4b. Service Type <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD |
| | 5. Received By: (Print Name) | 7. Date of Delivery 4/11/00 | 8. Addressee's Address (Only if requested and fee is paid) |
| | 6. Signature (Addressee or Agent)  | | |

PS Form 3811, December 1994 102595-98-B-0229 Domestic Return Receipt

Thank you for using Return Receipt Service.

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| | 3. Article Addressed to: Michael A Bosh Memphis + Memphis PO Box 1000 Menard TN 38912-1000 | 4a. Article Number 443 354 781 | 4b. Service Type <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD |
| | 5. Received By: (Print Name) | 7. Date of Delivery 31 MAR 2000 | 8. Addressee's Address (Only if requested and fee is paid) |
| | 6. Signature (Addressee or Agent) X  | | |

PS Form 3811, December 1994 102595-98-B-0229 Domestic Return Receipt

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| Is your RETURN ADDRESS completed on the reverse side? | SENDER: ■ Complete items 1 and/or 2 for additional services. ■ Complete items 3, 4a, and 4b. ■ Print your name and address on the reverse of this form so that we can return this card to you. ■ Attach this form to the front of the mailpiece, or on the back if space does not permit. ■ Write "Return Receipt Requested" on the mailpiece below the article number. ■ The Return Receipt will show to whom the article was delivered and the date delivered. | | I also wish to receive the following services (for an extra fee): 1. <input type="checkbox"/> Addressee's Address 2. <input type="checkbox"/> Restricted Delivery Consult postmaster for fee. | |
| | 3. Article Addressed to: Michael Donahue Swidler Berlin Sheroff Friedman LLP 3000 K St NW Ste 300 Washington DC 20007 | 4a. Article Number P 443 353 994 | 4b. Service Type <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD | 7. Date of Delivery 02/02/00 |
| | 5. Received By: (Print Name) | 8. Addressee's Address (Only if requested and fee is paid) | | |
| 6. Signature: (Addressee or Agent) X S. S. [Signature] | | | | |
| PS Form 3811, December 1994 | | 102595-98-B-0229 | Domestic Return Receipt | |

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| | 3. Article Addressed to: Michael A Bush Pringle & Herzigal P.O. Box 1000 Mount MD 58702-1000 | 4a. Article Number P 443 354 774 | 4b. Service Type <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD | 7. Date of Delivery 16 MAR 2000 |
| | 5. Received By: (Print Name) | 8. Addressee's Address (Only if requested and fee is paid) | | |
| 6. Signature: (Addressee or Agent) X R. Leadnick | | | | |
| PS Form 3811, December 1994 | | 102595-98-B-0229 | Domestic Return Receipt | |

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| | 3. Article Addressed to: Michael Donahue Swidler Berlin Sheroff Friedman 3000 K St NW Ste 300 Washington DC 20007-5116 | 4a. Article Number P 443 354 773 | 4b. Service Type <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Certified <input type="checkbox"/> Express Mail <input type="checkbox"/> Insured <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> COD | 7. Date of Delivery 3/9/00 |
| | 5. Received By: (Print Name) | 8. Addressee's Address (Only if requested and fee is paid) | | |
| 6. Signature: (Addressee or Agent) X [Signature] | | | | |
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