

DIVIDER

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

PU-2236-00-61

**NewPath Holdings, Inc.
Local Exchange/Interexchange
Public Convenience & Nece
Filed 2/10/2000**

00

Closed 5/11/2000

Scott, Sandi L.
From: Bauske, Shelly A.
Sent: Monday, July 17, 2000 3:47 PM
To: Scott, Sandi L.
Subject: Money Received.....

Case No. PU-2248-00-105 - \$64.13 from essential.com
Case No. PU-2236-00-61 - \$121.24 from Fleischman and Walsh for New Path Holdings

20 PU-2236-00-61
07/17/2000
NewPath Holdings, Inc.
\$121.24 received

Pages: 0

CC: Comm Legal PUD (3)



Public Service Commission
State of North Dakota

COMMISSIONERS

Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

June 20, 2000

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

Executive Secretary
Jon H. Mielke

Mr. Steven J. Hamrick
Attorney for NewPath Holdings, Inc.
Fleishman and Walsh LLP
1400 Sixteenth Street NW
Washington DC 20036

RE: Case No. PU-2236-00-61
NewPath Holdings, Inc.
Local Exchange/Interexchange
PC&N


Dear Mr. Hamrick:

Enclosed is a copy of the statement approved at the June 20, 2000 Public Service Commission meeting for the expenses incurred to date in Case No. PU-2236-00-61.

Under N.D.C.C. 49-21-01.7, these expenses are billed through the Valuation Fund and must be paid for by the Telecommunications Company involved.

Please make your check payable to the Public Service Commission.

Sincerely,


Gloria Geiger
Administrative Assistant

Enc.

19 PU-2236-00-61
06/20/2000
Public Service Commission
Motion and statement for costs incurred

Pages: 2

CC: Comm Legal PUD (3)

APPROVED:
DATE: 6-20-00
cam

MOTION

June 20, 2000

NewPath Holdings, Inc.
Local Exchange/Interexchange
PC&N

PU-2236-00-61

I move the Commission bill NewPath Holdings, Inc. in the total amount of \$121.24 for costs incurred in Case No. PU-2236-00-61, NewPath Holdings, Inc. Local Exchange/Interexchange, PC&N.

ND Advertising Service, Inc. \$121.24

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

NewPath Holdings, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity

Case No. PU-2236-00-61

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 **11th day of May, 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

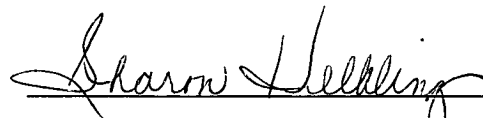
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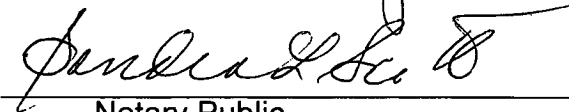
Steven J Hamrick
Fleischman and Walsh L L P
1400 16th St NW
Washington D C 20036
Cert. No. Z324 719 764

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

Subscribed and sworn to before me
this **11th day of May, 2000**.

SEAL





Notary Public

SANDRA L. SCOTT
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires JUNE 11, 2004

18 PU-2236-00-61
05/11/2000
Public Service Commission
Affidavit of Service by Certified Mail

Pages: 1

CC: Comm Legal PUD (3)

APPROVED:
DATE: 5-10-00
KMF

MOTION

May 10, 2000

**NewPath Holdings, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity**

Case No. PU-2236-00-61

I move the Commission adopt the Order and issue Certificates of Public Convenience and Necessity authorizing NewPath Holdings, Inc. to provide local exchange and interexchange telecommunications services throughout North Dakota, Case No. PU-2236-00-61.

JRL/sdh

000061-7.doc

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

NewPath Holdings, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2236-00-61

ORDER

May 10, 2000

On February 10, 2000, NewPath Holdings, Inc. (NewPath), a Delaware Corporation, filed information to complete its application filed February 4th for a certificate of public convenience and necessity to provide facilities-based competitive local exchange and interexchange telecommunications services throughout North Dakota.

On February 23, 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 31, 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 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.

On March 31, 2000, the Public Service Commission's Director of Accounting filed a memorandum indicating that NewPath has the financial ability to provide telecommunications service. NewPath is a start-up company and filed biography information with its application indicating that its management, consultants and key personnel have extensive telecommunications operational experience and technical expertise. The Commission finds NewPath is fit, able, and has the technical, financial and managerial ability to provide service.

NewPath intends to provide DSL based services on a retail and wholesale basis along with high-speed internet access and other data, voice and telecommunications services to business and residential customers. NewPath will offer data services such

16 PU-2236-00-61
05/10/2000
Public Service Commission
Order

Pages: 2

as private virtual circuits, web hosting and software servers, virtual private network services such as local and wide area network connections and PBX extensions, video teleconferencing, and local and toll voice service. The Commission finds NewPath'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).

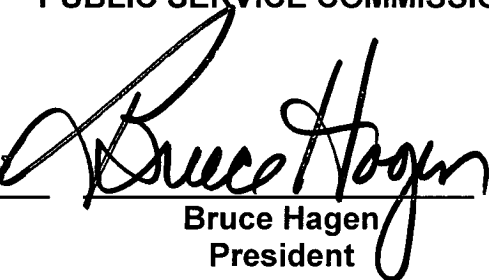
Order


The Commission Orders:

1. The application of NewPath Holdings, Inc. for certificates of public convenience and necessity to provide competitive facilities-based local exchange and interexchange services throughout North Dakota is GRANTED.
2. Granting NewPath certificates on a statewide basis does not affect the rights of rural telephone companies under 47 U.S.C. §251(f).
3. NewPath's certificates 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 4346

This is to certify that public convenience and necessity require, and permission is granted for NewPath Holdings, 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-2236-00-61 and is conditioned upon NewPath Holdings, 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 May 10, 2000.

Bismarck, North Dakota, May 10, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4347

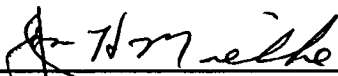
This is to certify that public convenience and necessity require, and permission is granted for NewPath Holdings, Inc., a telecommunications public utility, to provide statewide local exchange telecommunications services, with facilities, in North Dakota.

This certificate is issued in Case No. PU-2236-00-61 and is conditioned upon NewPath Holdings, 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 May 10, 2000.

Bismarck, North Dakota, May 10, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

INFORMAL AGENDA

April 12, 2000

- PU-2230-00-50 Pathnet, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity
- PU-2233-00-58 Adelphia Business Solutions, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity
- PU-2236-00-61 NewPath Holdings, Inc.
Local Exchange/Interexchange
- PU-399-00-134 Montana-Dakota Utilities Co.
Sabin Metal West Corp Service Agreement
Approval

14 PU-2230-00-50 Pages: 0
04/12/2000
Public Service Commission
Informal Hearing held

CC: Comm Legal PUD (3)

12 PU-2233-00-58 Pages: 0
04/12/2000
Public Service Commission
Informal Hearing held

CC: Comm Legal PUD (3)

13 PU-2236-00-61 Pages: 0
04/12/2000
Public Service Commission
Informal Hearing held

CC: Comm Legal PUD (3)

2 PU-399-00-134 Pages: 0
04/12/2000
Public Service Commission
Informal Hearing held

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

NewPath Holdings, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2236-00-61

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 **3rd day of April, 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:

Staff Financial Memo

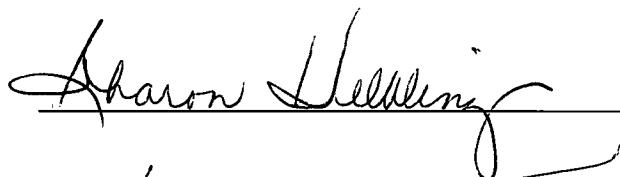
The envelope was addressed as follows:

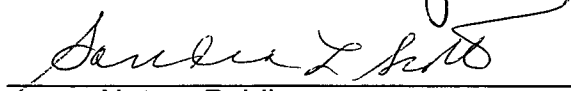
Steven J Hamrick
Fleischman and Walsh L L P
1400 16th St NW
Washington D C 20036
Cert. No. Z324 719 656

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

Subscribed and sworn to before me
this **3rd day of April, 2000**.

SEAL





Notary Public
SANDRA L. SCOTT
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires JUNE 11, 2004



Public Service Commission
State of North Dakota

Memorandum

COMMISSIONERS

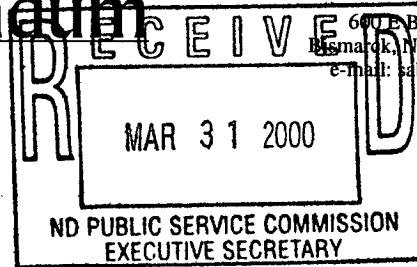
Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

To: Jon Mielke

From: Mike Diller *Mike Diller*

Date: March 31, 2000

Re: **NewPath Holdings, Inc.**
Local Exchange / Interexchange PC&N Application
Case No. PU-2236-00-61



600 E. Boulevard Ave. Dept. 408
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e-mail: 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.

Staff reviewed the financial statements provided by the applicant and concludes that NewPath Holdings 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. NewPath Holdings is one of many companies responding to the act.

Staff sees no reason to deny NewPath Holdings' application.

In accordance with the Commission's wishes, staff will serve this document on the applicant.

10 **PU-2236-00-61**

Pages: 0

03/30/2000

Public Service Commission

Docket made in error

CC: Comm Legal PUD (3)



LAW OFFICES OF

PRINGLE & HERIGSTAD, P.C.

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

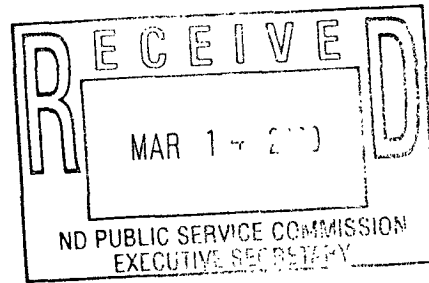
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FAX (701) 857-1361
E-mail: pringle@ndak.net

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OF COUNSEL
HERBERT L. MESCHKE

RETIRED
THOMAS A. WENTZ

March 13, 2000

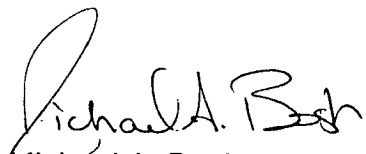


Jon Mielke, Executive Secretary
Public Service Commission
600 E. Boulevard Ave.
Bismarck, ND 58505-0480

PATHNET, INC., ADELPHIA BUSINESS SOLUTIONS, INC. & NEWPATH HOLDINGS, INC. PC&N APPLICATIONS - CASES NO. PU-2230-00-50, PU-2233-00-58, AND PU-2236-00-61

On behalf of the "Rural Telephone Company Group," we file the enclosed comments (original plus seven copies) regarding Pathnet-Adelphia-NewPath'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.

8 **PU-2236-00-61** Pages: 1
03/14/2000
Rural Telephone Company Group by Michael Bc
Cover letter re comments

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Pathnet, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2230-00-50

Adelphia Business Solutions, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2233-00-58

NewPath Holdings, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2236-00-61

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, NDATEC. This issue concerns rural telephone companies and what effect the grant of a certificate would have on them. NDATEC 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 NDATEC 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 NDATEC 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.

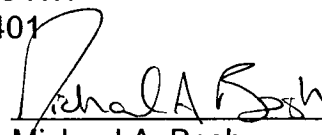
PRINGLE & HERIGSTAD, P.C.

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:

Gerald J. Waldron
Attorney at Law
1201 Pennsylvania Avenue NW
Washington, DC 20004-2401


Michael A. Bosh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

NewPath Holdings, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2236-00-61

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 **24th day of February, 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

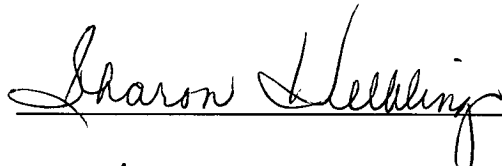
The envelope was addressed as follows:


Steven J Hamrick
Fleischman and Walsh L L P
1400 16th St NW
Washington D C 20036
Cert. No. P443 354 743

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

Subscribed and sworn to before me
this **24th day of February, 2000**.

SEAL





Notary Public

SANDRA L. SCOTT
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires **JUNE 11, 2004**

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

NewPath Holdings, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity

Case No. PU-2236-00-61

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 **24th day of February, 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

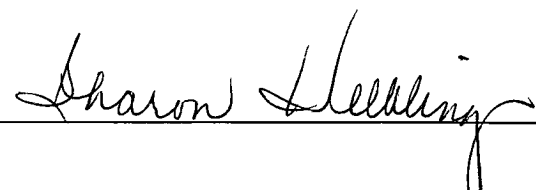
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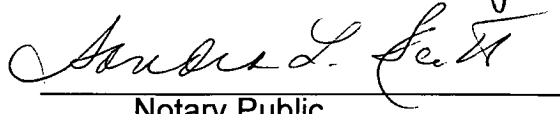
See Attached List

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

Subscribed and sworn to before me
this **24th day of February, 2000**.

SEAL





Notary Public
SANDRA L. SCOTT
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires JUNE 11, 2004

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Chicago IL 80112

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Richfield OH 44286

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Irving TX 75039

HJN Telecom Inc
3235 Satellite Blvd Bldg 400 Ste 300
Duluth GA 30096

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Z-Tel Communications Inc
601 S Harbour Island Blvd Ste 220
Tampa FL 33602-5925

PU-2236-00-61

Copies To:

State Library (8 copies)

Historical Society

Associated Press

Helbling, Sharon D.

From: Helbling, Sharon D.
Sent: Thursday, February 24, 2000 8:22 AM
To: 'ndna'
Subject: Attached Notice of Opportunity for Hearing

Please have the attached Notice of Opportunity for Hearing published as a legal publication in the next issue of the ten North Dakota daily newspapers. In addition, could you also run it 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, please call me at 701-328-4076.

Thank you.

Sharon Helbling

1.doc

4 **PU-2236-00-61** Pages: 1

02/24/2000

Public Service Commission

Notice E-Mailed to NDNA requesting
publication

1

CC: Comm Legal PUD (3)

MOTION

APPROVED:

DATE: 2-23-00
KME

February 23, 2000

**NewPath Holdings, Inc.
Local Exchange / Interexchange
Public Convenience & Necessity**

Case No. PU-2236-00-61

I move the Commission issue a Notice of Opportunity for Hearing in the application of NewPath Holdings, Inc. for a Certificate of Public Convenience and Necessity to provide local exchange and interexchange telecommunications services throughout North Dakota, Case No. PU-2236-00-61.

JRL/sdh

000061-2.doc

STATE OF NORTH DAKOTA

PUBLIC SERVICE COMMISSION

**Pathnet, Inc.
Local Exchange / Interexchange
Public Convenience & Necessity**

Case No. PU-2230-00-50

**Adelphia Business Solutions, Inc.
Local Exchange / Interexchange
Public Convenience & Necessity**

Case No. PU-2233-00-58

**NewPath Holdings, Inc.
Local Exchange / Interexchange
Public Convenience & Necessity**

Case No. PU-2236-00-61

NOTICE OF OPPORTUNITY FOR HEARING

February 23, 2000

On February 4, 2000, Pathnet, Inc., 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 February 8, 2000, Adelphia Business Solutions Operations, Inc., 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 February 10, 2000, New Path Holdings, Inc., 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.

The issues to be considered in these matters 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 these applications 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

hearings must be received by **March 31, 2000**. If deemed appropriate, the Commission can determine these matters without hearings.

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

		
<hr/>	<hr/>	<hr/>
Susan E. Wefald Commissioner	Bruce Hagen President	Leo M. Reinbold Commissioner

FLEISCHMAN AND WALSH, L. L. P.

ATTORNEYS AT LAW

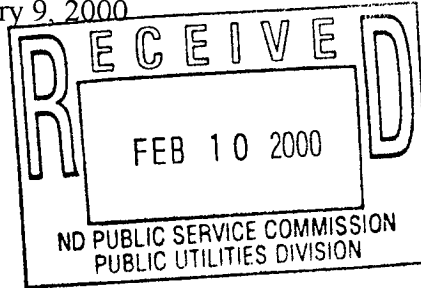
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1400 SIXTEENTH STREET, N. W.
WASHINGTON, D. C. 20036
TEL (202) 939-7900 FAX (202) 745-0916
INTERNET fw@fw-law.com

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R. BRUCE BECKNER
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LOUIS H. DUPART*
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JILL KLEPPE McCLELLAND
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BRIAN C. MALADY
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SETH M. WARNER
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CARA E. SHEPPARD
STEVEN J. HAMRICK
KEVIN C. BRENNAN
FILOMENA D'ELIA
ARDEN T. PHILLIPS***
PATRICK L. GILMORE***
RICHARD L. DAVIS

February 9, 2000



* VA BAR ONLY
** MA BAR ONLY
*** MD BAR ONLY

VIA OVERNIGHT MAIL

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

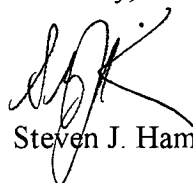
Re: Application of NewPath Holdings, Inc. for a Certificate of Public Convenience and Necessity; Supplemental Information

Dear Mr. Mielke:

NewPath Holdings, Inc. ("New Path"), by its attorneys, herewith files supplemental information to its Application for a Certificate of Public Convenience and Necessity, filed with the North Dakota Public Service Commission ("Commission") on February 4, 2000. The supplemental information, requested by the Commission on February 4, 2000, consists of seven copies of NewPath's application for a Certificate of Authority to Operate as a Foreign Corporation in North Dakota. The Commission should associate this supplemental information with NewPath's above-identified application. Please date-stamp the copy marked "Date Stamp and Return," and return it to our office by overnight mail, using the enclosed envelope and billing slip.

If you have any questions concerning NewPath's application, or if you require additional information, kindly contact me at (202) 939-7972.

Sincerely,


Steven J. Hamrick

Enclosure

1 PU-2236-00-61

Pages: 29

02/10/2000

NewPath Holdings, inc.

Application for Local Exchange/Interexchange
PC&N

CC Comm Legal PUD (3)



**CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION
SECRETARY OF STATE
SFN 13100 (8-97)**

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

FOR OFFICE USE ONLY

ID #	15047500
WO #	730583
Filed	9-21-99 By <i>[Signature]</i>

RECEIVED
SEP 20 1999
SEC. OF STATE

1.A. The application **MUST** be accompanied by **ALL** of the following:

- Filing fee of \$125 if a Foreign Business or Professional Corporation
- Filing fee of \$40 if a Foreign Nonprofit Corporation
- Signed Consent of Registered Agent and fee of \$10
- Current, **ORIGINAL CERTIFICATE OF GOOD STANDING OR CERTIFICATE OF EXISTENCE** verifying corporate existence certified by the incorporating officer of the state or country of incorporation.

The following **MAY** be required:

- Certification of professional license from the North Dakota licensing board for the profession
- Signed consent to use of name and fee of \$10
- Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-19.1-135 or 10-33-125.

2. Type of corporation applying for Certificate of Authority: (check one)

- Foreign Business Foreign Professional Foreign Nonprofit

3.A. Name of corporation EXACTLY as it appears on Certificate of Good Standing from state of origin

B. Federal ID #

NewPath Holdings, Inc.

42-1492345

C. If the corporation chooses to use a name other than its corporate name, that name is a trade name and must be registered with the North Dakota Secretary of State. (SEE INSTRUCTION 3.C.) If applicable, provide the trade name below and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota.

D. If the corporation has been notified by the North Dakota Secretary of State that its corporate name is the same as, or deceptively similar to a name already registered, this application for Certificate of Authority must be accompanied by one of the following: (check one)

- Consent to use of name from the conflicting name holder(s)
 An application for registration of a trade name for use in transacting business in North Dakota. The trade name adopted is:

Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota

4. Complete mailing address of principal executive office which may not only be a post office box (Street/RR, and PO Box if applicable, city, state, zip + 4) 11260 Aurora Avenue, Bldg. 12, Des Moines, IA 50322-7905

5.A. STATE or country where incorporated

B. EXACT date incorporated (Month, day, AND year)

C. Duration of corporation

D. Telephone #

Delaware

08/05/1999

- Perpetual
 Other (Specify)

(515) 276-3069

E. Toll-free telephone #

6.A. Name of required registered agent in **NORTH DAKOTA** (SEE INSTRUCTION 6.A.)
C T CORPORATION SYSTEM

B. Federal ID/social security # of registered agent
51-0006522

C. Address of registered agent in **NORTH DAKOTA** which may not only be a post office box number (Street/RR, and PO Box if applicable, city, state, zip +4) c/o C T CORPORATION SYSTEM, 314 East Thayer Ave., Bismark, ND 58501

7. Nature of business or activities the corporation intends to conduct in the State of North Dakota

Telecommunication Services

8. OFFICERS AND DIRECTORS OF THE CORPORATION

OFFICE	Check box if officer also serves as director	NAME	COMPLETE MAILING ADDRESS				
			Street/RR	PO Box	City	State	Zip + 4
PRESIDENT	<input type="checkbox"/>	See attached Exhibit A.					
VICE PRESIDENT	<input type="checkbox"/>						
SECRETARY	<input type="checkbox"/>						
TREASURER	<input type="checkbox"/>						
DIRECTOR							
DIRECTOR							

9. The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements made to be true.

[Signature]
Original signature

Jay R. Eliason

/ 09/ 9/1999
Date

10. Name of person to contact about this application

Carol L. Mitchell, Legal Assistant

Daytime telephone #

(515) 288-2500



**REGISTERED AGENT
CONSENT TO SERVE**
SECRETARY OF STATE
SFN 7974 (9-97)

RECEIVED
SEP 20 1999
SEC. OF STATE

FOR OFFICE USE ONLY

ID #	15047500
File #	
WO #	730583
Filed	9-21-99
By	JH

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

1. FILING FEE: \$10.00

TYPE OR PRINT LEGIBLY

2. Name of the organization for which the registered agent is to serve (corporation, limited liability company, limited liability partnership or real estate investment trust)

NewPath Holdings, Inc.

3.A. Name of the registered agent

CT CORPORATION SYSTEM

B. Registered Agent is (Check One)

- An individual North Dakota resident
- A corporation
- A limited liability company
- A limited liability partnership

C. Federal ID # or social security # of registered agent

51-0006522

4. The undersigned, as registered agent, or as authorized to sign on behalf of the registered agent, consents to act in the capacity of registered agent until removed or until a resignation is submitted to the Secretary of State in accordance with North Dakota laws.

CT CORPORATION SYSTEM

James M. Halpin

19-17-99

Original signature of registered agent

Date

James M. Halpin
Assistant Secretary

NEWPATH HOLDINGS, INC.
(Delaware Corporation)

NAME	OFFICER TITLE	ADDRESS
Jay R. Eliason	President/Director	11260 Aurora Avenue, Bldg. 12 Des Moines, IA 50322
Shawn Hanson	Vice President	11260 Aurora Avenue, Bldg. 12 Des Moines, IA 50322
Mick Herke	Secretary	11260 Aurora Avenue, Bldg. 12 Des Moines, IA 50322
Dennis Bixenman	Treasurer/Director	814 Pierce Street P.O. Box 9400 Sioux City, IA 51102
William Laverack	Director	177 Broad Street, 15th Floor Stanford, CT 06901
James R. Matthews	Director	177 Broad Street, 15th Floor Stanford, CT 06901



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 3 pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.

A handwritten signature in cursive script, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
SECRETARY OF STATE

DATED: 2-7-00

BY: KM

FLEISCHMAN AND WALSH, L. L. P.

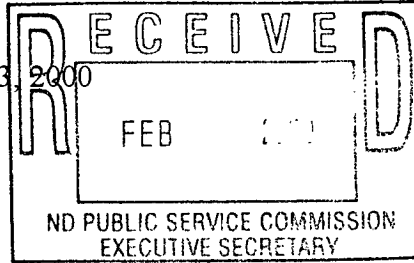
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JEFFRY L. HARDIN
STEPHEN A. BOUCHARD
R. BRUCE BECKNER
CHRISTOPHER G. WOOD
SETH A. DAVIDSON
JAMES F. MORIARTY
MATTHEW D. EMMER
HOWARD A. TOPEL
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CARA E. SHEPPARD
STEVEN J. HAMRICK
KEVIN C. BRENNAN
FILOMENA D'ELIA
ARDEN T. PHILLIPS***
PATRICK L. GILMORE***
RICHARD L. DAVIS

February 3, 2000



* VA BAR ONLY
** MA BAR ONLY
*** MD BAR ONLY

via Overnight Mail

Jon Mielke, Executive Secretary
Public Service Commission
State of North Dakota
600 East Boulevard Avenue
Department 408
Bismarck, ND 58505-0480

Re: Application for Certificate of Convenience and Necessity of NewPath Holdings, Inc.

Dear Mr. Mielke:

NewPath Holdings, Inc. ("NewPath"), pursuant to Section 49-03.1-03 of the North Dakota Century Code, and by its attorneys, herewith files the original and six copies of its Petition for Certificate of Public Convenience and Necessity. Kindly date-stamp the copy marked "Date Stamp and Return," and return it to our office by overnight mail, using the enclosed slip and envelope, which displays our firm's billing account number.

If you have any questions concerning this Petition, or if the Commission requires further information, kindly contact NewPath's undersigned attorneys.

Cordially,

Lawrence R. Freedman
Steven J. Hamrick

202-939-7972

Enc.

**Before the
PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA
Bismarck, ND 58505-0480**

In the Matter of)
)
Petition of)
NewPath Holdings, Inc.)
for Certificate of Public Convenience and)
Necessity)

PETITION OF NEWPATH HOLDINGS, INC.

1. NewPath Holdings, Inc. (“NewPath”), pursuant to Section 49-03.1-03 of the North Dakota Century Code (“Code”) governing public utilities and the Public Service Commission of the State of North Dakota (the “Commission”), and by its attorneys, hereby files this Petition with the Commission for a Certificate of Public Convenience and Necessity (the “Certificate”).
2. The name and address of the petitioner is NewPath Holdings, Inc., 11260 Aurora Avenue, Des Moines, IA 50322. NewPath’s officers are as follows: Jay Eliason, President and Chief Executive Officer; Dennis Bixenman, Acting Chief Financial Officer; Shawn Hanson, Executive Vice President-Operations; Mick Herke, Executive Vice President-Regulatory and Contracts. NewPath’s directors are Mr. James Matthews, Mr. Jay Eliason and Mr. Todd Henrich.
3. NewPath attaches hereto as *Exhibit A* its financial statement, an original copy of its Certificate of Good Standing in North Dakota and a copy of its Certificate of Authority to transact business in North Dakota.
4. NewPath intends to provide digital subscriber line (“DSL”) based services on a retail and wholesale basis, along with high-speed Internet access and other data, voice and telecommunications services, to business and residential customers. Specifically, NewPath will offer data services such as private virtual circuits, web hosting and web software servers; virtual private network services such as local area network connections, wide-area network connections and private branch exchange extensions; video conferencing; and local and toll voice service.
5. NewPath attaches hereto as *Exhibit B* a map of its proposed service area, which is the entire State of North Dakota.
6. NewPath attaches hereto as *Exhibit C* a list of all other public utilities providing similar service in the State of North Dakota.

7. NewPath will attach as hereto as *Exhibit D* a certified copy of its Articles of Incorporation when it obtains such documents.

8. NewPath possesses the financial, managerial and technical fitness and ability to adequately provide the aforementioned services. NewPath attaches as *Exhibit E* a summary of the qualifications of its key employees and consultants that demonstrates NewPath's managerial and technical capacity to provide the services described in this application. North Dakota's businesses and residents need NewPath's services to enjoy the benefits of increased telecommunications competition, namely, a greater choice of service offerings at more competitive rates. Other public utilities providing similar service in North Dakota will likely increase their efforts to develop innovative services offered at competitive rates as a result of NewPath's entry into North Dakota's telecommunications market.

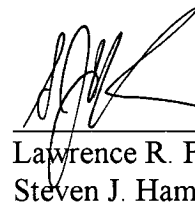
9. Pursuant to Section 49-21-04 of the Code, NewPath will file a tariff setting forth the rates, terms and conditions of its service offerings before it commences provision of those services.

10. NewPath is prepared to provide any other information required by the Commission. If the Commission has any questions concerning this Petition, or if it requires further information, kindly contact NewPath's undersigned attorneys.

Respectfully submitted,

NEWPATH HOLDINGS, INC.

By:



Lawrence R. Freedman
Steven J. Hamrick

Fleischman and Walsh, L.L.P.
1400 Sixteenth Street, NW, Sixth Floor
Washington, DC 20036
(202) 939-7100

Its Attorneys

February 3, 2000

EXHIBIT A

FINANCIAL STATEMENT,

ORIGINAL COPY OF CERTIFICATE OF GOOD STANDING

AND

CERTIFICATE OF AUTHORITY

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

NEWPATH HOLDINGS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NEWPATH HOLDINGS, INC., a Delaware corporation, authorized to transact business in the State of North Dakota on September 21, 1999, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing foreign corporations.

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

NEWPATH HOLDINGS, INC.

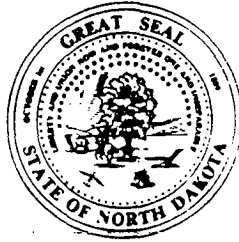
Issued: January 28, 2000

A handwritten signature in cursive script, appearing to read "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY

OF

NEWPATH HOLDINGS, INC.

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

NEWPATH HOLDINGS, 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

NEWPATH HOLDINGS, INC.

to transact business in this State under the name of

NEWPATH HOLDINGS, INC.

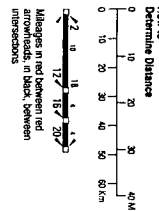
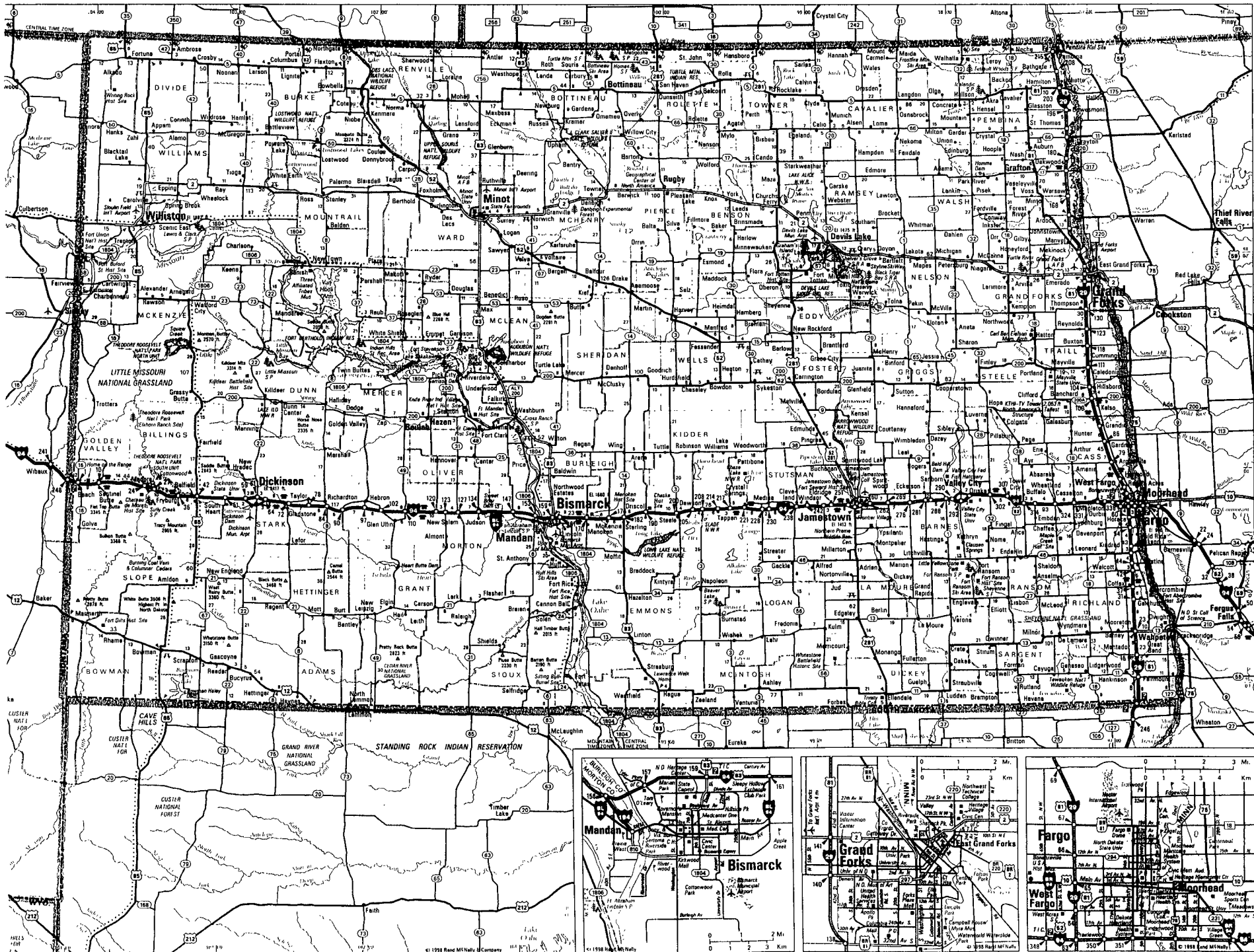
Issued: September 21, 1999

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

Alvin A. Jaeger
Secretary of State

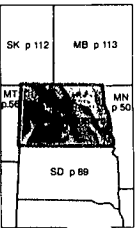
EXHIBIT B

MAP OF THE STATE OF NORTH DAKOTA



Mileage Between Principal Cities

From	To	Miles
Fargo	Bismarck	191 98
Minot	Bismarck	163 275 180
Grand Forks	Bismarck	286 98
West Fargo	Bismarck	286 191
Dickinson	Bismarck	263 148 76
Grand Forks	Fargo	78 382 267
West Fargo	Fargo	266 183 11
Minot	Fargo	417 131 229
Grand Forks	Minot	229 111 267
West Fargo	Minot	249 121 89
Grand Forks	West Fargo	131 183 362
Minot	West Fargo	147 260 78
Minot	Grand Forks	338 210
Minot	West Fargo	126 210
Minot	West Fargo	126 338



North Dakota
 Nickname: Peace Garden State
 Highest Point: White Sulphur, 3,066 ft., G-3
 Population: 841,384 (1971)
 Largest City: Bismarck
 Capital City: Bismarck
 Index Page: 75

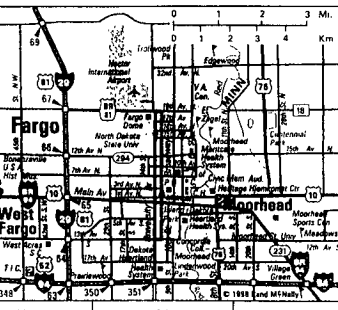
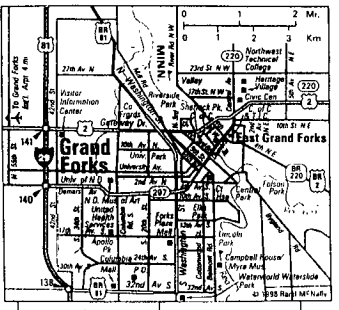
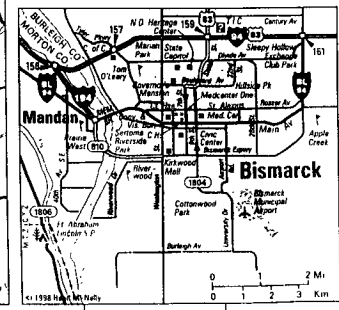


EXHIBIT C

**LIST OF ALL OTHER PUBLIC UTILITIES PROVIDING SIMILAR SERVICES IN
THE STATE OF NORTH DAKOTA**

**LOCAL EXCHANGE TELECOMMUNICATIONS CARRIERS
REGISTERED WITH THE
NORTH DAKOTA PUBLIC SERVICE COMMISSION
(As of January 26, 2000)**

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) 5-28-97/1-26-00
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	(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 (F) 1-26-00
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 Telecom, 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
Universal Access, Inc. Chicago IL 312-660-5000	CLEC	(R) 1-12-00
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 & 1-26-00
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

Name of Company	Type of Service	Date Registered
Z-Tel Communications, Inc. Tampa FL 813-273-6261	CLEC	(R) 4-14-99

EXHIBIT D

CERTIFIED COPY OF ARTICLES OF INCORPORATION

EXHIBIT E

SUMMARY OF NEWPATH'S KEY EMPLOYEES AND CONSULTANTS

Jay Eliason, Chief Executive Officer

As Chairman and CEO, Mr. Eliason will focus his leadership capabilities on establishing a strong operational team and upon appropriate operation and expansion of NewPath Communications, Inc.

Mr. Eliason is a Certified Public Accountant, formerly employed by Arthur Anderson in Des Moines, Iowa. Since leaving Arthur Anderson, Mr. Eliason has been involved in the organization and operation of several cable television and telephone companies. The companies under his management serve over 7,000 telephone access lines and 50,000 cable television subscribers. In addition, Galaxy American, a 35,000 subscriber cable television company managed by Galaxy Telecom, is 60% owned by companies managed by Mr. Eliason.

All of the companies managed by Mr. Eliason have been developed from an idea to an operating company by a management team organized by Mr. Eliason. Since 1991 the management team has been involved in every aspect of over 80 transactions, including the sale of telephone exchanges and cable television systems to over 60 independent telephone companies in the Midwest. The management team continues to operate the following independent telephone companies:

- Telnet Communications, L.C.- Telnet is a 7,500 subscriber cable telephone company owned by the management team and 19 independent telephone companies;
- Illinet Communications of Central Illinois, L.L.C.- Illinet is a 9,500 subscriber cable television operation owned by the management team and 11 Illinois independent telephone companies;
- Alpine Communications, L.C.- Alpine owns 7,000 telephone access lines and 1,000 cable subscribers in Northeast Iowa. Alpine was formed in 1995, with \$4.8 million of equity from the management team and 11 independent telephone companies, to purchase telephone exchanges from US West in Iowa; and
- TelePartners, L.L.C.- TelePartners is a 21,000 subscriber cable television company clustered in the area between Omaha, Nebraska and Sioux City, Iowa. TelePartners was formed in 1998 to accumulate these subscribers from four different selling groups.

Mr. Eliason will be responsible for overall leadership and for hiring key management representatives with appropriate industry experience.

Dennis Bixenman, Acting Chief Financial Officer

Dennis Bixenman is currently using his services to assist NewPath with growth by merger and acquisition.

Mr. Bixenman is a Senior Consultant with 27 years of telecommunications experience with Williams & Company Consulting, Inc., and is also a Certified Public Accountant. Some of the key projects Mr. Bixenman has been involved with include the following:

- Served as CFO for a high-growth company employing in excess of 1,400 people. Raised \$13.3 million in additional capital, negotiated financing package in excess of \$25.0 million and deployed financial accounting and management information systems;
- Developed strategic plans, arranged financing, and raised capital for the start up of several companies. Capital requirements ranged from \$7.0 million to \$32.0 million;
- Primary assistance to several companies in mergers and acquisitions including negotiation of terms, arrangement of financing, and ownership transition assistance;
- Formed a Personal Communications (PCS) partnership to participate in FCC spectrum auctions, and to deploy wireless systems;
- Primary business advisor to emerging companies to assist in their evolution from entrepreneurial growth phase to a mature, financially stable, professionally managed business; and
- Prepared financial feasibility studies of all types to determine the potential economic results of differing strategies for new products, services, markets, acquisitions, etc.

Mick Herke, Executive Vice President, Regulatory and Contracts

Mr. Herke will serve NewPath as Executive Vice President of Regulatory and Contracts.

Mr. Herke has more than 17 years experience in telecommunications, primarily with independent telephone companies in Iowa. Mr. Herke currently serves as Executive Vice President and General Manager of Alpine Management Company. Alpine Management Company manages the operations of Alpine Communications, a LEC that serves approximately 7,000 customers in Northeast and West Central Iowa. Mr. Herke was the lead involved in transitioning ownership of access lines from US West to Alpine from 1996 to 1997.

Mr. Herke's experience within the telecommunications industry includes the follows:

- Initiated the operational start-up of Alpine Communications, L.C.;
- Assisted other independent telephone companies with their acquisition of

- US West properties;
- Facilitated the transition of US West properties to Alpine and other independent telephone companies in Iowa during 1997 ;
- Developed network plans to upgrade digital switches and deploy a fiber optic network to effectively serve Alpine's customers;
- Developed and administered yearly budgets;
- Former operations manager for a MMDS wireless cable TV company that covered the Minneapolis/St. Paul metropolitan area;
- Developed and implemented a start-up MMDS wireless cable TV system that covered 900 square miles in northern Iowa and southern Minnesota; and
- Developed plans to construct, transmit, and receive towers for the wireless cable TV systems, which included filing for, and receiving proper FAA clearances and adhering to local zoning ordinances.

Mr. Herke currently serves on the Board of Directors of the Rural Independent Telephone Association. Through this organization he remains in contact with the 150 members of the Association and maintains a close working relationship with these members.

Shawn Hanson, Executive Vice President, Operations

Mr. Hanson will serve NewPath as Executive Vice President of Operations. His leadership focus on core operations will provide the basis for ensuring a well managed and appropriate rollout of the network and service processes that will ensure customer satisfaction in new markets. His knowledge of the industry and market conditions combined with his successful experience in managing large-scale service organizations will create a platform for sustainable growth and operational efficiency.

Mr. Hanson most recently served as the leading executive for Crystal Communications, Inc. in Iowa. In that role, he was responsible for all phases of CLEC business development in a start-up environment. Prior to joining Crystal, Mr. Hanson served as Regional Vice-President of Designed Services for U S WEST. In this role, he was accountable for all phases of installation and maintenance for Designed Services, which included Private Line Transport, Switched Access, and Interconnection Products. His organization was responsible for the field installation process associated with U S WEST's initial rollout of Megabit DSL service for high speed Internet access. As Vice President of Designed Services, Mr. Hanson managed an organization of over 800 employees across 11 geographic states, including 3 large Design Services Operations Centers in Des Moines, Minneapolis, and Salt Lake City. In 1997 and 1998, Mr. Hanson received special recognition from U S WEST for operational and service improvement initiatives which resulted in a 20% improvement in on-time installation and a 25% improvement in cycle time for clearing trouble reports.

During his 19-year career with U S WEST, Mr. Hanson also served as Vice President of Network Operations for Iowa and Nebraska. In this role, he was accountable for all phases of construction, rehabilitation, preventative maintenance and demand activities associated with management of U S WEST's network infrastructure in Iowa and Nebraska. This position included an organization of 1100 employees with an annual expense budget of \$80 million and annual capital budgets ranging between \$80 and \$140 million. As Vice President of Network Operations Mr. Hanson was successful in improving out-of-service cases of trouble cleared in less than 24 hours by 50%.

Additional milestones reached under Mr. Hanson's leadership include:

- Deployment of U S WEST Design Service MegaCenters;
- U S WEST participation and advocacy in Federal Price Cap Regulation;
- Development and approval of prices for Switched and Special Access Charges in the first post-divestiture Access Tariff with the FCC.

NEWPATH COMMUNICATIONS, INC.'S CONSULTANTS

Burnie E. Snoddy, Williams & Company Consulting, Inc.

Mr. Snoddy has over 30 years experience in the telecommunications industry with U S WEST. Assignments included outside plant construction and engineering, personnel, and over 15 years working with Iowa independent telephone companies in separations studies, access billing and contractual arrangements.

Mr. Snoddy joined Williams & Company Consulting, Inc. over three years ago and has been involved in projects assisting independent telephone companies in regulatory, financial, contractual arrangements and strategic planning. In addition to projects with traditional telephone company operations, Mr. Snoddy has been involved with applications for certification and interconnection agreements for Competitive Local Exchange Carrier (CLEC) consortiums, formed by independents in Iowa. Other projects include long distance entry studies, operational reviews of telephone operations, EAS cost studies and various interexchange facility arrangements.

Mr. Snoddy is active in industry associations, advising on issues of compensation and interconnection and other carrier relationships.

Morris Westerhold, TPC Consulting, Inc.

Before forming TPC Consulting, Mr. Westerhold had 28 years of executive leadership and broad telecommunications experience from a variety of assignments at Ameritech and, prior to divestiture, various companies in the old Bell System.

Mr. Westerhold's experience includes Corporate Strategy support to the Cellular, PCS, and Network units of Ameritech. Mr. Westerhold led the technology planning and implementation for the Ameritech PCS trial, one of the more comprehensive PCS trials from both a marketing and technology perspective. Due to Mr. Westerhold's work, Ameritech was awarded two US Patents for a lower cost PCS architecture now being standardized.

Mr. Westerhold led the largest division in the Marketing New Product Development organization at Ameritech Services. He presented and received approval on the first ISDN Business Case and was a major contributor to the Ameritech Data Strategy. He created the first Ameritech organization focused on managing technology developments in support of marketing new services.

Mr. Westerhold's accomplishments also include 800 Data Base Service, Alternate Billing Service, ISDN, Voice Messaging Access Service, and a LAN Interconnection Service. He created the first Ameritech Network Architecture Planning organization.

As part of an RBOC governance panel, Mr. Westerhold managed the Bellcore developments for Network Architecture Planning and New Services Development and led the effort to

convince other RBOCs and Bellcore of the importance of ISDN and to assist Bellcore in developing its first ISDN project plan.

At AT&T General Departments, Mr. Westerhold managed the Bell Labs, WEC0, and BOC activities associated with new developments and initial implementations for No. 1 ESS, Voice Storage System, and Local Area Data Transport.

Mr. Westerhold's Illinois Bell management assignments including TIRKS and PICS/DCPR, Central Office Operations, Central Office Engineering, Planning Engineering, and Maintenance Engineering. He managed the Divestiture Central Office asset assignment process for Illinois Bell and led a task force to establish Special Services Center.

At Bell System Center for Technical Education, Mr. Westerhold developed the first course for middle management on No. 2 ESS. And at Bell Labs, Mr. Westerhold developed the first issue of the No. 2 ESS software Audit Programs.

Bob Walker, Comsource, Inc.

Mr. Walker established Comsource, Inc. in 1994. Comsource's initial efforts focused on solving communications problems for the business community and providing technical assistance to telecommunications carriers.

In 1996, with a passage of the Communication Act, Comsource's focus changed to assisting Competitive Local Exchange Carriers (CLECs) entering the telecommunications business. Comsource assists with planning, basic design and network architecture(s), product selection, negotiating the technical aspects of interconnect agreements with Incumbent Local Exchange Carrier (ILEC), assisting with the technical implementation planning and ILEC negotiations. Comsource also provides guidance and planning on Operation Support Systems (OSS) development and deployment, traffic engineering, networking sizing and many other technical areas necessary in the establishment of a new telecommunication company.

Mr. Walker has nearly 40 years experience in the telecommunications industry with 33 years at Illinois Bell and Ameritech. Mr. Walker has held a wide range of technical staff and management positions within Illinois Bell and Ameritech in the switching, transport and OSS arenas. Prior to his departure from Ameritech, Mr. Walker was Director Transport Planning for Illinois Bell. Mr. Walker also was the Director of Transmission at Illinois Bell before assuming the planning position.

Mr. Walker's also held the position of Director of Technical Development at Ameritech Development, an unregulated new venture entity, which provided him with a special insight into the competitive, new venture field. Mr. Walker's many years in the industry and his extensive background in both line and staff positions throughout his career make him uniquely qualified to assist in the creation of new competitive telephone companies.

VERIFICATION

I, Mick Herke, hereby declare under penalty of perjury that I am the Executive Vice President - Regulatory and Contracts of NewPath Holdings, Inc., the petitioner in this proceeding; that I have read the foregoing Petition 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.

Mick Herke

Mick Herke, Executive Vice President - Regulatory and Contracts
NewPath Holdings, Inc.

Signed this 3rd day of February, 2000.

Sworn and subscribed to me on this 3rd day of February 2000.

Marci Papian

Signature of Notary

My commission expires: 5/7/01

Seal:



PU-2236-00-61

Is your RETURN ADDRESS completed on the reverse side?	SENDER: <ul style="list-style-type: none"> 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: Steven J. Hamrick Fleishman and Walsh LLP 1400 16th St NW Washington DC 20036	4a. Article Number P 443 354 743	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) Charles Pearson	7. Date of Delivery 2/28/00	8. Addressee's Address (Only if requested and fee is paid)
	6. Signature: (Addressee or Agent) X Charles Pearson		

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

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	3. Article Addressed to: Steven J. Hamrick Fleishman and Walsh LLP 1400 16th St NW Washington DC 20036	4a. Article Number 3 324 719 656	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) Charles Pearson	7. Date of Delivery 4/6/00	8. Addressee's Address (Only if requested and fee is paid)
	6. Signature: (Addressee or Agent) X Charles Pearson		

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SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	A. Received by (Please Print Clearly)	B. Date of Delivery 5/15/00
	C. Signature X Charles Pearson <input type="checkbox"/> Agent <input checked="" type="checkbox"/> Addressee	
1. Article Addressed to: Steven J. Hamrick Fleishman and Walsh LLP 1400 16th St NW Washington DC 20036	D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No	
2. Article Number (Copy from service label) 3 324 719 764	3. Service Type <input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.	
	4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	

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