

DIVIDER

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

PU-2245-00-94

**Arrival Communications, Inc.
Local Exchange**

Public Convenience & Nece

Filed 3/7/2000

Closed 6/12/2000

00

Scott, Sandi L.

From: Bauske, Shelly A.
Sent: Tuesday, October 17, 2000 1:07 PM
To: Scott, Sandi L.
Subject: Money Received.....

Case No. PU-2245-00-94
Arrival Communications, Inc. paid
\$251.50

APPROVED:
DATE: 9-20-00
KMF

MOTION

Revised
Admin
A-1

September 20, 2000

Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

PU-2245-00-94

I move the Commission bill Arrival Communications, Inc. for costs incurred to date in Case No. PU-2245-00-94, Arrival Communications, Inc., Local Exchange, Public Convenience and Necessity.



Public Service Commission
State of North Dakota

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

COMMISSIONERS

Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

September 20, 2000

Executive Secretary
Jon H. Mielke

Hal Stringer
Technologies Management Inc
PO Drawer 200
Winter Park FL 32790-0200

RE: Case No. PU-2245-00-94
Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

Enclosed is a copy of the statement approved at the September 20, 2000
Public Service Commission meeting for the expenses incurred to date in Case
No. PU-2245-00-94.

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
701-328-2401
Federal Tax ID 45-0309764

Enc.

c: Kevin Timpane
Arrival Communications Inc
88 Kearney Ste 1610
San Francisco CA 94108

Billing Statement

September 20, 2000

Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

PU-2245-00-94

Expenses Incurred to Date:

| | |
|-------------------|----------|
| Advertising Costs | \$251.50 |
|-------------------|----------|

Amount Due:

| | |
|------------------------------|----------|
| Arrival Communications, Inc. | \$251.50 |
|------------------------------|----------|

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-2245-00-94

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 **12th day of June, 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:

Hal Stringer
Technologies Management Inc
P O Drawer 200
Winter Park FL 32790-0200
Cert. No. 7099 3220 0002 8476 7572

Sharon Helbling further deposes and says that on the **12th day of June, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

Kevin Timpane
Arrival Communications Inc
88 Kearney Ste 1610
San Francisco CA 94108

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

Subscribed and sworn to before me
this 12th day of June, 2000

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

SEAL

Sharon Helbling

Sandra L. Scott

Notary Public

16 PU-2245-00-94 Pages: 1
06/12/2000
Public Service Commission
Affidavit of Service by Certified Mail

MOTION

APPROVED:
DATE: 6-8-00
KMF

June 8, 2000

**Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-2245-00-94

I move the Commission adopt the Order and issue a Certificate of public Convenience and Necessity to Arrival Communications, Inc. to provide facilities-based local exchange telecommunications services throughout North Dakota, Case No. PU-2245-00-94.

JRL/sdh

000094-7.doc

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-2245-00-94

ORDER

June 8, 2000

On February 22, 2000, Arrival Communications, Inc. (Arrival) filed an application for a certificate of public convenience and necessity to provide facilities-based competitive local exchange service throughout North Dakota. On March 7, 2000, Arrival filed additional information requested by commission staff to complete its application.

On March 15, 2000, the Commission issued a Notice of Opportunity for Hearing, which provided until April 17, 2000 for receiving comments or hearing requests. 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 the services.
2. Adequacy of the proposed services.
3. Technical, financial and managerial ability of the applicant to provide the services.

On March 20, 2000, the Public Service Commission's Director of Accounting filed a memorandum indicating that arrival has the financial ability to provide telecommunications service. On March 29, 2000, the Rural Telephone Company Group filed comments requesting that any order issued to grant the application include limitations to preserve rural safeguard rights of rural telephone companies under Section 251 of the federal Telecommunications Act of 1996.

Arrival is a Delaware corporation that was formed in May, 1999 and has been authorized to provide facilities-based telecommunications service in several states. Arrival indicates that its management and key personnel have extensive telecommunications operational experience and technical expertise. The Commission finds Arrival is fit, able, and has the technical, financial and managerial ability to provide service.

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

14 PU-2245-00-94
06/08/2000
Public Service Commission
Order

Pages: 2

CC: Comm Legal PUD (3)

elements leased or purchased from other carriers. Arrival intends to eventually provide dial tone and other local services in conjunction with its advanced service offerings. 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 Arrival Communications, Inc. for a certificate of public convenience and necessity to provide competitive facilities-based local exchange services throughout North Dakota is GRANTED.
2. Granting Arrival a certificate on a statewide basis does not affect the rights of rural telephone companies under 47 U.S.C. §251(f).
3. Arrival'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 4351

This is to certify that public convenience and necessity require, and permission is granted for Arrival Communications, 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-2245-00-94 and is conditioned upon Arrival Communications, 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 June 8, 2000.

Bismarck, North Dakota, June 8, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

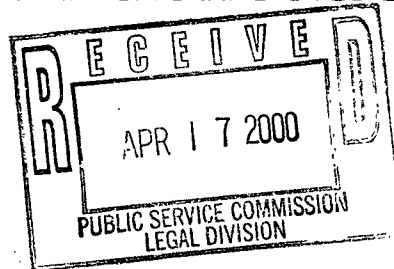
INFORMAL AGENDA

May 25, 2000

- PU-1716-00-30 Qwest Communications Corporation
Local Exchange PC&N
Application
- PU-2245-00-94 Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity
- PU-2249-00-116 Maxcess, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity
- PU-2212-00-120 Universal Access, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity
- PU-1656-00-144 Touch America, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity
- PU-401-00-204 Otter Tail Power Company
Imation Corporation Service Agreement
Approval
- PU-400-00-217 Northern States Power Company
Customer Energy Buyback Service
Tariff
- PU-401-00-228 Otter Tail Power Company
Released Energy Tariff
Approval

Affidavit of Publication

State of North Dakota)
)
County of Burleigh)



Laurie Thiel , being duly sworn, state as follows:

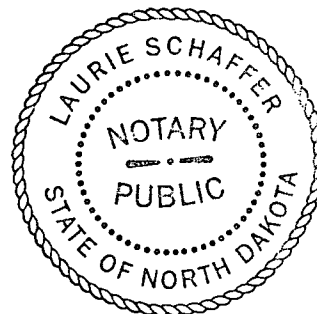
1. I am the designated agent, under the provisions and for the purposes of, Section 31-04-06, NDCC, for the newspapers listed on the attached exhibits.
2. The newspapers listed on the exhibits published the advertisement of:
Arrival Communications , 1 time(s)
as required by law or ordinance.
3. All of 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 3rd day of April , A.D. 2000.

Laurie Schaffer

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



Case Number

PU-2245-00-94

Action of Ad

Noice 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



LAW OFFICES OF

PRINGLE & HERIGSTAD, P.C.

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

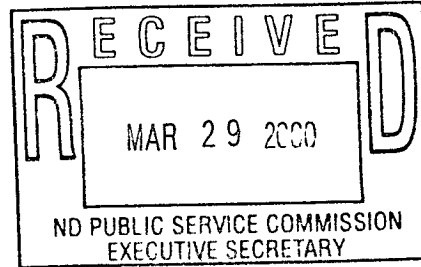
ROGER O. HERIGSTAD
MARK F. PURDY
JAN M. SEBBY
DONALD A. NEGAARD
JAMES E. NOSTDAHL
JOHN J. PETRIK
CAROL K. LARSON
DAVID J. HOGUE
REED A. SODERSTROM

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 28, 2000



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

ARRIVAL COMMUNICATIONS, INC. PC&N APPLICATION - CASE NO. PU-2245-00-94

On behalf of the "Rural Telephone Company Group," we file the enclosed comments (original plus seven copies) regarding Arrival Communication'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.

10 PU-2245-00-94

Pages: 1

03/29/2000

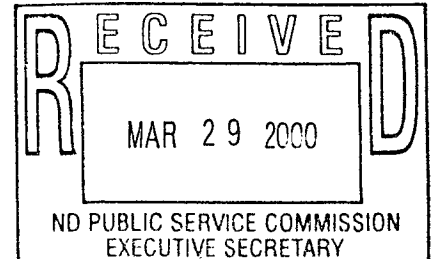
Rural Telephone Company Group by Michael A
Letter re filing

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-2245-00-94



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."

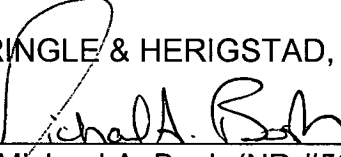
The AT&T precedent has been cited at least one time following the Sprint case, in Case No. PU-1693-97-269, where a statewide certificate was granted to Eclipse Communications Corp (a subsidiary of Western Wireless Corporation), subject to the rights of rural telephone companies under 47 U.S.C. 251(f).

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 28th 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 28th day of March, 2000, mailed to:

Hal Stringer
Technologies Management, Inc.
P.O. Drawer 200
Winter Park, FL 32790-0200

Kevin Timpane
Arrival Communications, Inc.
88 Kearney, Suite 1610
San Francisco, CA 94108


Michael A. Bosh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-2245-00-94

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 **20th 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:

Staff Financial Memo

The envelope was addressed as follows:

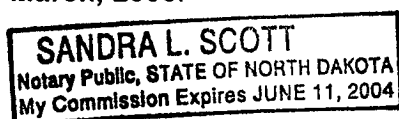
Hal Stringer
Technologies Management Inc
P O Drawer 200
Winter Park FL 32790-0200
Cert. No. P443 354 783

Sharon Helbling further deposes and says that on the **20th day of March, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

Kevin Timpane
Arrival Communications Inc
88 Kearney Ste 1610
San Francisco CA 94108

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

Subscribed and sworn to before me
this **20th day of March, 2000**.



SEAL

Sharon Helbling

Sandra L. Scott

Notary Public.

8 **PU-2245-00-94** Pages: 1
03/20/2000
Public Service Commission
Affidavit of Service by Certified Mail

CC: Comm Legal PUD (3)

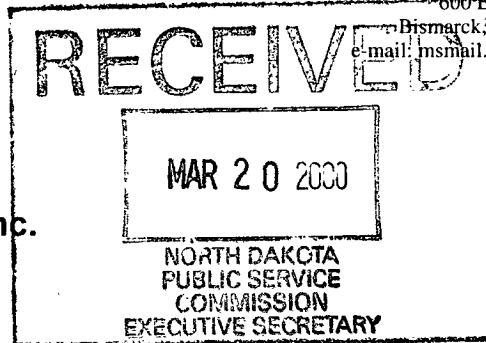


Public Service Commission
State of North Dakota

Memorandum

COMMISSIONERS
Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

To: Jon Mielke
From: Mike Diller *Mike Diller*
Date: March 20, 2000
Re: Arrival Communications, Inc.
Local Exchange PC&N
Case No. PU-2245-00-94



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 financial analysis of this case regarding the applicant's financial ability to serve North Dakota. Arrival Communications is a start-up company and therefore does not have any financial statements to present to the commission. However, the applicant notes that it has secured \$1 million in seed money to begin operations.

The Telecommunications Act of 1996 established a national policy to create a competitive environment for telephone service. Arrival is another company responding to the act.

I see no reason to deny Arrival's request for a certificate of public convenience and necessity.

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

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-2245-00-94

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 **17th 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:

Notice of Opportunity for Hearing

The envelope was addressed as follows:

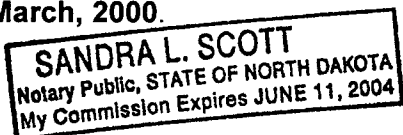
Hal Stringer
Technologies Management Inc
P O Drawer 200
Winter Park FL 32790-0200
Cert. No. P443 354 769

Sharon Helbling further deposes and says that on the **17th day of March, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

Kevin Timpane
Arrival Communications Inc
88 Kearney Ste 1610
San Francisco CA 94108

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

Subscribed and sworn to before me
this **17th day of March, 2000**.



SEAL

Sharon Helbling

Sandra L. Scott

Notary Public

6 PU-2245-00-94
03/17/2000
Public Service Commission
Affidavit of Service by Certified Mail

Pages: 1

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Arrival Communications, Inc.
Local Exchange PC&N
Application

Case No. PU-2245-00-94

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 **17th day of March, 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:

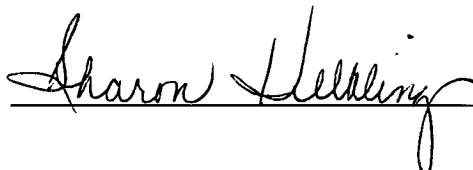
Notice of Opportunity for Hearing

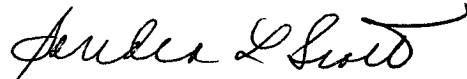
The envelopes were addressed as follows:

See Attached List

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

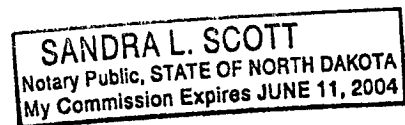
Subscribed and sworn to before me
this **17th day of March, 2000**.





Notary Public

SEAL



PU-2245-00-94

Copies To:

State Library (8 copies)

Historical Society

Associated Press

donlee@martin-associates.com
Don Lee
81 Grand St
New York NY 10013

Myer Shark
Knollwood Place Apts #221
3630 Phillips Pkwy
St Louis Park MN 55426

jlchapman@acomminc.com
Jerry Chapman
Acomm Inc
510 1st Ave N Ste 203
Minneapolis MN 55403-0343

jtmgr@bektel.com
Jerome Tishmack
BEK Communications Cooperative
PO Box 230
Steele ND 58482-0230

ken@staff.ctctel.com
L Dan Wilhelmson
Consolidated Communications Networks
Inc
PO Box 1077
Dickinson ND 58601-1077

ken@staff.ctctel.com
L Dan Wilhelmson
Consolidated Telephone Cooperative
PO Box 1077
Dickinson ND 58601-1077

nschmid@acginc.net
Neil Schmid
FirstTel Inc
2900 West 11th St
Sioux Falls SD 57104

cooperstown@m1gc.com
Ray Brown
Griggs County Telephone Company
Cooperstown ND 58425

Myer Shark
2277 Gene Autry Tr Unit C
Palm Springs CA 92264

nlarsen@nvc.net
Clint Hanson
Accent Communications Inc
235 E 1st Ave
Groton SD 57445

smassey@bepc.com
Sheryl Massey
Basin Electric Power Coop
1717 E Interstate Ave
Bismarck ND 58501-0564

jtmgr@bektel.com
Jerome Tishmack
BEK Communications I Inc
PO Box 230
Steele ND 58482-0230

ken@staff.ctctel.com
L Dan Wilhelmson
Consolidated Telcom Inc
PO Box 1077
Dickinson ND 58601-1077

drtc@drs-services.com
Roger L Johnson
Dickey Rural Telephone Cooperative
PO Box 69
Ellendale ND 58436-0069

meredith.gifford@gecapital.com
Meredith Gifford
GE Capital Comm Services Corp
6540 Powers Ferry Rd
Atlanta GA 30339

r1aqua@rrv.net
Ronald Laqua
Halstad Telephone Company
PO Box 55
Halstad MN 56548-0055

hold@texas.net
Dana Wilson
Home Owners Long Distance Inc
8647 Wurzbach Rd #M-1
San Antonio TX 78240-1245

kander@ictc.com
Keith Anderson
Inter-Community Telephone Co
PO Box 8
Nome ND 58062-0008

itci@means.net
Bruce Reuber
Interstate Telcom Consulting Inc
130 Birch Ave W
Hector MN 55342-0668

Michel.Murray@MCI.com
Michel Murray
MCI WorldCom Inc
707 17th St Ste 3600
Denver CO 80202

john_sullivan@cable.comcast.com
John Sullivan
McLeodUSA

amy.ibis@dtg.com
Amy Ibis
McLeodUSA
140 North Phillips Ave Ste 404
Sioux Falls SD 57104-6711

sbunn@mlgc.com
Shelie Bunn
Moore & Liberty Telephone Co
Enderlin ND 58027

dhill@ndarec.com
Dennis Hill
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601 S Harbour Island Blvd Ste 220
Tampa FL 33602-5925

Helbling, Sharon D.

From: Helbling, Sharon D.
Sent: Thursday, March 16, 2000 3:10 PM
To: 'ndna'
Subject: Attached Notices

Please have the attached Notices published as legal publications in the next issue of the ten North Dakota daily newspapers. In addition to publishing it, would 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 328-4076.

Thank you.

Sharon Helbling

29.doc

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1.doc

4 **PU-2245-00-94** Pages: 1

03/16/2000

Public Service Commission

Notice e-mailed to NDNA requesting
publication

CC: Comm Legal PUD (3)

APPROVED:
DATE: 3-15-00
KME

MOTION

March 15, 2000

**Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-2245-00-94

I move the Commission issue a Notice of Opportunity for Hearing in Arrival Communications, Inc.'s application for a certificate of public convenience and necessity to provide local exchange telecommunications service in North Dakota, Case No. PU-2245-00-94.

JRL/sdh

000094-2.doc

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Arrival Communications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-2245-00-94

NOTICE OF OPPORTUNITY FOR HEARING

March 15, 2000

On February 22, 2000, Arrival Communications, Inc. (Arrival) filed an application for a certificate of public convenience and necessity to provide facilities-based competitive local exchange service throughout North Dakota. On March 7, 2000, Arrival 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 the services.
2. Adequacy of the proposed services.
3. Technical, financial and managerial ability of the applicant to provide the services.

Those interested are invited to comment on the application in writing. Persons desiring a hearing must file a written request identifying their interest in the proceedings and the reasons for requesting a hearing. Comments and requests for hearing must be received by **April 17, 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



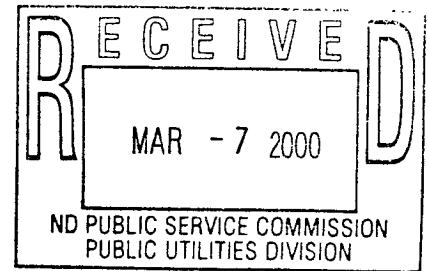
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Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Mr. John Mielke
Executive Secretary
North Dakota Public Service Commission
State Capital
Bismarck, North Dakota 58505-0480

March 6, 2000
Via Overnight



Re: Supplement to the Application of Arrival Communications, Inc. for a Certificate of Public Convenience and Necessity to Provide Facility-Based Local Telecommunications Services Within the State of North Dakota

Dear Mr. Mielke:

Enclosed for filing are eight (8) copies of a Certificate of Good Standing for Arrival Communications, Inc. issued by the North Dakota Secretary of State. An original of this document has been filed concurrent with this correspondence as a supplement to the Company's registration as a telecommunications reseller.

This filing is being made at the request of Ms. Sharon Helbling of the Commission's Staff in order to supplement the company's application in the above referenced proceeding. Arrival Communications, Inc. filed its original application on February 18, 2000.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for this purpose.

Questions regarding this filing may be directed to me at (407) 740-8575. Thank you for your assistance in this matter.

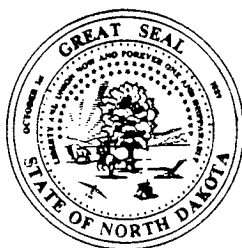
Sincerely,

Hal Stringer
Consultant to
Arrival Communications, Inc.

cc: Kevin Timpane, Arrival
file: Arrival - ND (Local)
tms: NDL0000A

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

ARRIVAL COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that ARRIVAL COMMUNICATIONS, INC., a Delaware corporation, authorized to transact business in the State of North Dakota on November 23, 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

ARRIVAL COMMUNICATIONS, INC.

Issued: February 29, 2000

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

Alvin A. Jaeger
Secretary of State



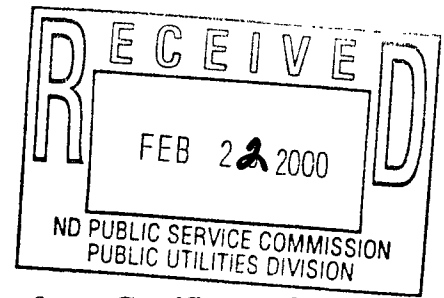
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P.O. Drawer 200
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Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

February 18, 2000
Via Overnight

Mr. John Mielke
Executive Secretary
North Dakota Public Service Commission
State Capital
Bismarck, North Dakota 58505-0480



Re: Application of Arrival Communications, Inc. for a Certificate of Public Convenience and Necessity to Provide Facility-Based Local Telecommunications Services Within the State of North Dakota

Dear Mr. Mielke:

Enclosed for filing are the original and six (6) copies of the application of Arrival Communications, Inc. for a Certificate of Public Convenience and Necessity to provide facility-based local exchange services within the State of North Dakota. As part of its application, Arrival submits a copy of its authorization to conduct business in North Dakota. A certified copy of this authorization has been requested from the North Dakota Secretary of State and will be forwarded to the Commission upon receipt.

As information, Arrival has also filed under separate cover on this same date, an Application for Registration as a Telecommunications Local and Long Distance Reseller within North Dakota.

Please acknowledge receipt of this application by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for this purpose.

Questions regarding this filing may be directed to me at (407) 740-8575. Thank you for your assistance in this matter

Sincerely,

Hal Stringer
Consultant to
Arrival Communications, Inc.

cc: Kevin Timpane, Arrival
file: Arrival - ND (Local)
tms: NDL0000

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA**

In the Matter of the Application of)
Arrival Communications, Inc. for a)
Certificate of Public Convenience and)
Necessity to Provide Local)
Telecommunications Services)

APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

Application is hereby made to Public Service Commission of the State of North Dakota (the "Commission") by Arrival Communications, Inc. ("Applicant" or "Arrival") for a Certificate of Public Convenience and Necessity to provide telecommunications service in the State of North Dakota, pursuant to NDCC Sections 49-03.01 et seq. and 69-02-04 of the Commission's Rules of Practice and Procedure. Arrival proposes to offer facility-based local telecommunications services throughout the state in conjunction with other local and long distance services offered on a resale basis. Applicant has filed previously, an Application for Certificate of Registration as a local and long distance reseller pursuant to NDCC Sections 49-03.01 et seq. and 69-09-05-04 of the Commission's Rules for Resale of Telecommunications Services. In support of its Application for facility-based authority, Arrival submits the following information:

1. The name and address of the Applicant is as follows:

Arrival Communications, Inc.
88 Kearney, Suite 1610
San Francisco, CA 94108
Telephone: (415) 955-9023
Facsimile: (415) 955-5716

2. Arrival Communications, Inc. is a corporation organized under the laws of the State of Delaware as of May 18, 1999. Applicant has registered as a foreign corporation with the State of North Dakota and is qualified to transact business within the state. Copies of Applicant's Articles of Incorporation, as amended and North Dakota Secretary of State Authority are provided as Exhibit I to this Application.

Arrival Communications, Inc. is currently a party in a pending merger and acquisition which is underway as part of Arrival's Series A capital funding efforts (See Exhibit III). Applicant will become a wholly owned subsidiary of Arrival Holdings, Inc. as a result of this transaction which is anticipated to be completed by March 2000. Applicant will notify the Commission upon completion of the transaction and provide any supplemental information, if required, to updated the corporate information contained in this application. No subsidiaries or affiliates of Arrival Communications, Inc. operate in North Dakota.

3. All correspondence, notices, inquiries and other communications regarding this Application should be addressed to:

Hal Stringer
Consultant to Arrival Communications, Inc.
Technologies Management, Inc.
210 Park Avenue, North
Winter Park, FL 32789
Telephone: (407) 740-8575
Facsimile: (407) 740-0613

with copies provided to:

Kevin Timpane, Vice President
Arrival Communications, Inc.
88 Kearney, Suite 1610
San Francisco, CA 94108
Telephone: (415) 305-3545
Facsimile: (415) 955-5716

Ongoing correspondence regarding regulatory matters affecting the Applicant should be addressed to Mr. Timpane, Vice President of Arrival Communications, Inc. at the above address.

- resale only*
4. Applicant requests authority to offer local and interexchange services to business and residential customers throughout the State of North Dakota. Arrival intends to provide service using its own facilities, which may include without limitation, Digital Subscriber Line Access Multiplexers (DSLAMs) or other switching equipment used in conjunction with unbundled local loops and other network elements obtained from incumbent local exchange carriers ("ILECs"). However, Applicant has also requested resale authority in a separate registration to allow Arrival to offer service through the resale of bundled ILEC and long distance carrier services, where required due to economic considerations or to meet customer needs not anticipated by the Company's own facility-based services.

Applicant plans, initially, to focus on the provision of digital subscriber line ("DSL") and other advanced data services to business customers. Applicant's initial intent is to concentrate on the provision of highspeed data capability for Internet access and other broadband commercial applications if it can efficiently and economically provide such services on a stand-alone basis. Depending on market requirements, local network characteristics, availability of adequate financial resources and appropriate staffing, Applicant may also provide local dialtone, switched access, and other local and long distance services to commercial customers in conjunction with its advanced service offerings.

Residential service will be provided where requested, to employees of commercial customers for work-at-home applications. Residential service may also be provided to individuals subscribing to services offered by Internet Service Providers (ISPs) who utilize Arrival's data services as an alternative form of access to their internet and email applications. In the future, Arrival may develop applications or services which it will market directly to the residential consumer.

Applicant will provide Customers of any local dialtone services with access to 911 and E911 emergency services where available, and will cooperate with existing telecommunications companies, and other affected agencies and organizations, to arrange for the necessary interconnections to enable efficient completion of these calls.

5. Arrival proposes to provide service, subject to economic and market conditions throughout the state. A map showing Arrival's proposed service area is attached as Exhibit II. Also included in Exhibit II is a list of other local exchange carriers operating within the state.
6. Upon granting of a Certificate of Public Convenience and Necessity and approval of appropriate interconnection/resale agreements, Applicant will file a tariff with the Commission containing descriptions and rates for its facility-based services.
7. Applicant has obtained initial funding for its entry into the telecommunications market place and is actively seeking additional venture capital from private investors to quickly establish its viability in the marketplace as a high quality service provider. As a new start up company, Applicant does not yet have detailed financial statements. In lieu of such statements, Arrival submits a summary of its financial position and plans as Exhibit II to this application. Applicant will provide supplemental information, if needed, upon request.
8. Applicant is technically and managerially qualified to provide the proposed competitive services. Arrival intends to provide service as both a facility-based and resale carrier and has assembled a management team with the necessary expertise. The Applicant's specific information on the Technical and Managerial competencies of Arrival's key management personnel are shown in Exhibit VI.
9. Arrival Communications, Inc. is not currently authorized to provide service in any state. Applicant has recently begun the certification and/or registration process with applications filed and pending in Oregon, Texas, Utah and Wyoming. Applicant will be filing additional applications for authorization to provide service in other western states, including all states within the SBC and US West operating regions. Arrival has never been denied authority in any state.

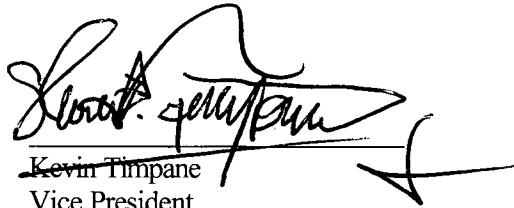
10. The Commission has the authority to grant this Application pursuant to Sections 49-03.01 et seq. of NDCC and 69-02-02-04 of the Commission's Rules of Practice and Procedure.

11. Authorizing Arrival Communications, Inc. to provide facility-based telecommunications services within North Dakota will accelerate the deployment of advanced data services within the state and increase the level of competition in the telecommunications industry within North Dakota. Additionally, granting of this Application will increase the diversity and availability of existing and future telecommunications services for North Dakota consumers. Granting of this Application will serve the public interest by providing to North Dakota citizens the benefits resulting from competition, such as customer choice of providers, more efficient and diverse telecommunications infrastructure, higher service quality, new and innovative services, and competitive prices.

WHEREFORE, Arrival Communications, Inc. respectfully requests that a Certificate of Public Convenience and Necessity be issued following the appropriate notice. Applicant further requests that the Certificate be issued without hearing, if appropriate, according to the laws and regulations of the State of North Dakota.

Date this 17 of February, 2000

By:

A handwritten signature in black ink, appearing to read "Kevin Timpane", written over a horizontal line. The signature is stylized and cursive.

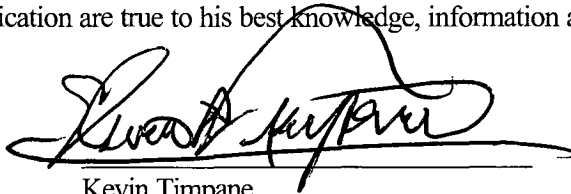
Kevin Timpane
Vice President
Arrival Communications, Inc.

VERIFICATION

STATE OF CALIFORNIA

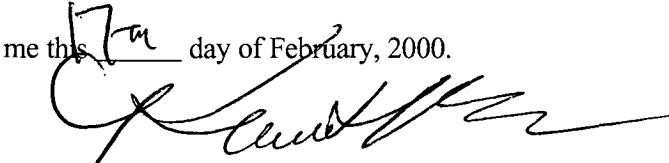
COUNTY OF SAN FRANCISCO

Kevin Timpane, being first duly sworn, deposes and says: That he is the Vice President for Arrival Communications, Inc. the Applicant in the foregoing Application; that he has read the foregoing Application, knows the contents thereof and is authorized to verify the accuracy of same; and that the statements contained in the Application are true to his best knowledge, information and belief.



Kevin Timpane
Vice President
Arrival Communications, Inc.

Subscribed and sworn to before me this 7th day of February, 2000.



Notary Public

My commission expires: _____

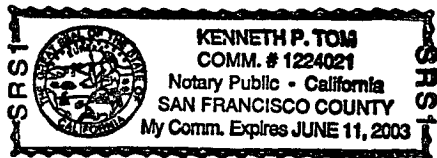


EXHIBIT I

ARRIVAL COMMUNICATIONS, INC.

ARTICLES OF INCORPORATION
AND NORTH DAKOTA SECRETARY OF STATE AUTHORITY

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY

OF

ARRIVAL COMMUNICATIONS, INC.

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

ARRIVAL COMMUNICATIONS, 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

ARRIVAL COMMUNICATIONS, INC.
to transact business in this State under the name of

ARRIVAL COMMUNICATIONS, INC.

Issued: November 23, 1999

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

Alvin A. Jaeger
Secretary of State



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

RECEIVED
NOV 23 1999

FOR OFFICE USE ONLY

| | |
|-------|----------------|
| ID# | 15276200 |
| WO# | 741447 |
| Filed | 11-23-99 By NS |

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

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.

B. 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

Arrival Communications, Inc.

B. Federal ID #

94-3342990

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 for use 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) c/o Warren T. Heffelfinger, 1230 42nd Avenue, San Francisco, CA 94122

5.A. STATE or country where incorporated

Delaware

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

May 18, 1999

C. Duration of corporation

- Perpetual
 Other (Specify)

D. Telephone #

800 269-2949

E. Toll-free telephone #

(800) 269-2949

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

Corporation Service Company

B. Federal ID/social security # of registered agent

51-000-9810

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) 316 North Fifth Street, Suite P.O. Box 1695, Bismarck, ND 58502

7. Nature of business or activities the corporation intends to conduct in the State of North Dakota Provide internet access via digital subscriber line (DSL) technology To engage in any act or activity for which corporations may be organized.

| 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"/> | | | | | | |
| 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.

Warren T. Heffelfinger Assistant Secretary

November 17, 1999

Original signature

Date

(800) 269-2949

10. Name of person to contact about this application

Warren Heffelfinger

Daytime telephone #

OFFICERS/DIRECTORS RIDER

ND-Application for Certificate of Authority

Arrival Communications, Inc.

List of Officers

Name: David R. Riordan **Title:** President, COO and Secretary
Bus. Addr.: 1230 42nd Avenue, San Francisco, CA 94122

Name: Warren T. Heffelfinger **Title:** CEO and Treasurer
Bus. Addr.: 1230 42nd Avenue, San Francisco, CA 94122

List of Directors

Name: Warren T. Heffelfinger **Term:** Nov 01, 2000
Bus. Addr.: 1230 42nd Avenue, San Francisco, CA 94122

Name: David R. Riordan **Term:** Nov 01, 2000
Bus. Addr.: 1230 42nd Avenue, San Francisco, CA 94122

Name: Brandon Nixon **Term:** Nov 01, 2000
Bus. Addr.: 1230 42nd Avenue, San Francisco, CA 94122



**REGISTERED AGENT
CONSENT TO SERVE**
SECRETARY OF STATE
SFN 7974 (3-95)

REC-11

NOV 23 1999

SEC. 6

FOR OFFICE USE ONLY

| | |
|-------------|----------------|
| ID # | 15276200 |
| WO # | 741447 |
| Approved By | |
| Filed | 11-23-99 By NS |

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation, Limited Liability Company, or Limited Liability Partnership for Which the Registered Agent is to Serve

Arrival Communications, Inc.

3.A. Name of the Registered Agent

Corporation Service Company

B. Registered Agent is (Check One)

- An Individual North Dakota Resident
 A Corporation
 A Limited Liability Company
 A Limited Liability Partnership

C. Social Security/Federal ID # of Registered Agent

51-000-9810

4. The designated registered agent hereby consents to act in that capacity for the above named corporation, limited liability company, or limited liability partnership until removed or resignation is submitted in accordance with North Dakota statutes.

Corporation Service Company

By:

Karen Wehner

Signature of Registered Agent

Karen Wehner, Assistant Vice President

11-22-99
Date

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VERITAS PARTNERS, INC.", CHANGING ITS NAME FROM "VERITAS PARTNERS, INC." TO "ARRIVAL COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF NOVEMBER, A.D. 1999, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



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

Edward J. Freel, Secretary of State

3044221 8100

991483891

AUTHENTICATION: 0079538

DATE: 11-12-99

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

VERITAS PARTNERS, INC.

It is hereby certified that:

1. The name of the corporation is:

Veritas Partners, Inc.

2. The Certificate of Incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article the following new Article:

"ARTICLE I

The name of the corporation is Arrival Communications, Inc.
(the 'Corporation')."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on November 12, 1999.



Warren T. Heffelfinger
Chief Executive Officer

10052705_1.DOC

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 "VERITAS PARTNERS, 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 NINETEENTH DAY OF MAY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VERITAS PARTNERS, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF MAY, A.D. 1999.

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



3044221 8300

001100603

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9752496

05-19-99

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VERITAS PARTNERS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 1999, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3044221 8100

AUTHENTICATION: 9751284

DATE: 05 18 99

CERTIFICATE OF INCORPORATION

OF

VERITAS PARTNERS, INC.

ARTICLE I

The name of the corporation is Veritas Partners, Inc. (the "Corporation").

ARTICLE II

The name of its registered agent in the State of Delaware is National Registered Agents, Inc., located in the City of Dover, County of Kent. The address of its registered office in the State of Delaware is:

National Registered Agents, Inc.
9 East Loockerman Street
Dover, DE 19901

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

A. The Corporation is authorized to issue two classes of stock to be designated respectively Preferred Stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of capital stock which the Corporation shall have authority to issue is one million five hundred thousand (1,500,000). The total number of shares of Preferred Stock the Corporation shall have authority to issue is five hundred thousand (500,000). The total number of shares of Common Stock the Corporation shall have authority to issue is one million (1,000,000). The Preferred Stock shall have a par value of \$.001 per share, and the Common Stock shall have a par value of \$.001 per share.

B. The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such

shares (a "Preferred Stock Designation") and as may be permitted by the Delaware General Corporation Law. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

The Board of Directors is authorized to adopt, amend or repeal the By-laws of the Corporation. Election of directors need not be by ballot.

ARTICLE VI

The name and mailing address of the incorporator are:

John M. Dick, Esq.
c/o Pillsbury Madison & Sutro LLP
235 Montgomery Street
San Francisco, CA 94104

ARTICLE VII

The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE VIII

A. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

B. If the Delaware General Corporation Law hereafter is amended to further eliminate or limit the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

May. 18. 1999 12:35PM

NATIONAL CORPORATE RESEARCH, LTD.

No. 1276 P. 4/4

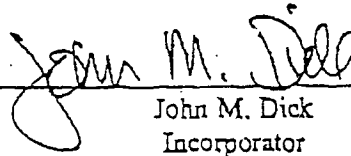
ARTICLE IX

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The names and mailing addresses of the people who are to serve as the two directors of the Corporation until the first annual meeting of stockholders of the Corporation, or until each person's successor is elected and qualified, are:

Warren T. Heffelfinger
1230 42nd Avenue
San Francisco, CA 94122

David R. Riordan
1230 42nd Avenue
San Francisco, CA 94122

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is his act and deed on this 18th day of May, 1999.



John M. Dick
Incorporator

EXHIBIT II

ARRIVAL COMMUNICATIONS, INC.

SERVICE AREA MAP

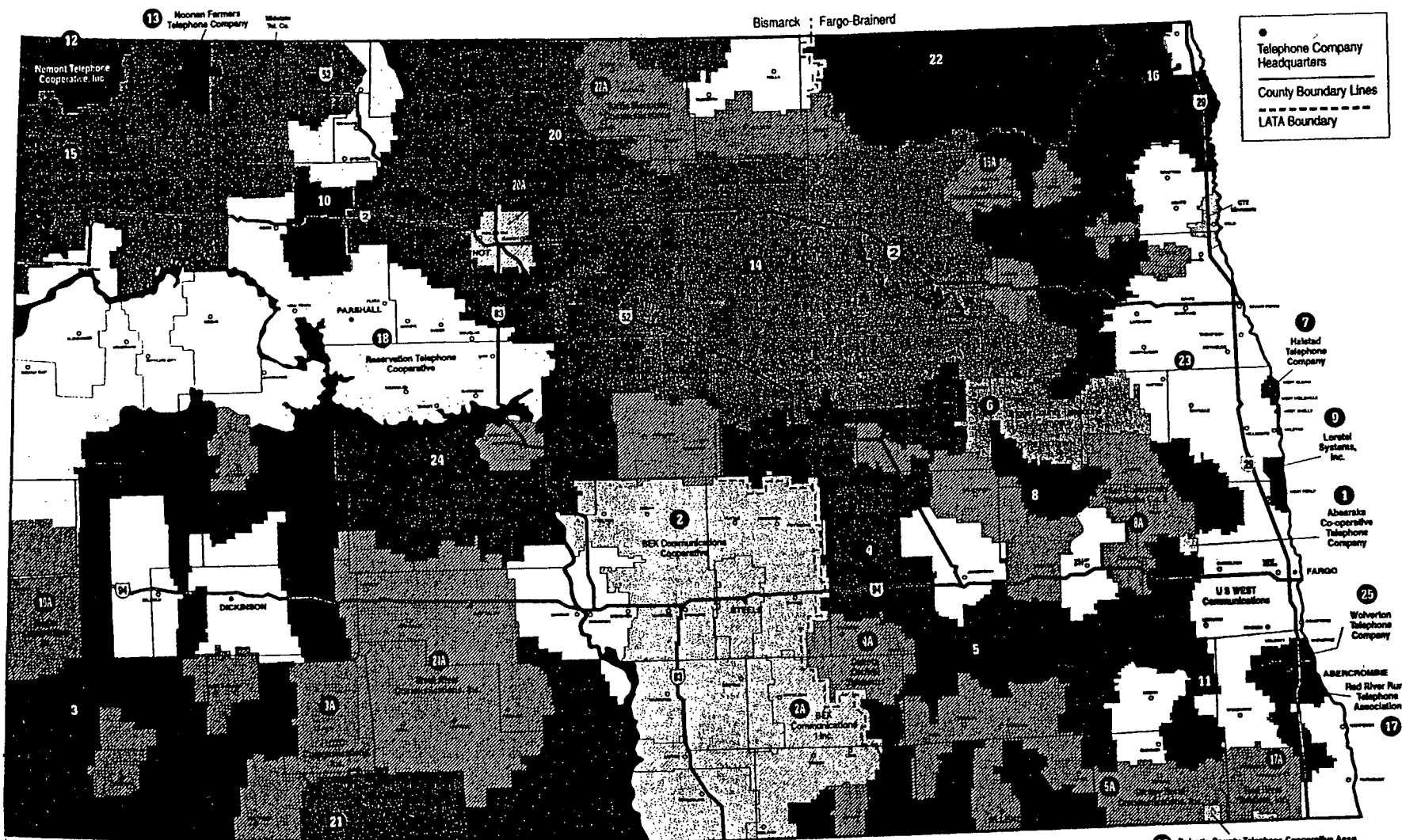
Arrival Communications, Inc. seeks state-wide authority to offer its services.

AND

CARRIERS OFFERING SIMILAR SERVICES

To the best of Applicant's knowledge and information, the list of other public utilities providing similar service in the State of North Dakota coincides with the list of competitive local exchange carriers which are registered with the North Dakota Public Service Commission, plus incumbent local exchange carriers serving the state (e.g., US West Communications, Inc.) A list of CLECs, registered with the Commission as of January 26, 2000 is provided in this exhibit.

NORTH DAKOTA TELEPHONE COMPANIES SERVICE AREA



Local Exchange Companies

1. Absaroka Co-operative Telephone Company
2. BEK Communications Cooperative
- 2A. BEK Communications I Inc.
3. Consolidated Telephone Cooperative
- 3A. CTC Communications, Inc.
4. Dakota Central Telecommunications Coope
- 4A. Dakota Central Telecom I
5. Dickey Rural Telephone Cooperative
- 5A. Dickey Rural Communications, Inc.
6. Griggs County Telepho ry
7. Halstad Telephone Company
8. Inter-Community Telephone Company
- 8A. Inter-Community Telephone Co. II
9. Loretel Systems, Inc.
10. Midstate Telephone Company
- 10A. Midstate Communications Inc.
11. Moore and Liberty Telephone Company
12. Nemont Telephone Cooperative, Inc.
13. Noonan Farmers Telephone Company
14. North Dakota Telephone Company
15. Northwest Communications Cooperative
16. Polar Communications Mutual Aid Corpor
- 16A. Polar Telecommunications, Inc.
17. Red River Rural Telephone Association
- 17A. Red River Telecom, Inc.
18. Reservation Telephone Cooperative
19. Roberts County Telephone Cooperative /
20. Souris River Telecor nes Coope
- 20A. SRT Communica... Inc.
21. Stakelma Telecommunications, Inc.
22. United Telephone Mutual Aid Corpora
- 22A. Turtle Mountain Communications
23. U S WEST Communications
24. West River Telecommunications Cooper
- 24A. West River Communications, Inc.
25. Wolverton Telephone Company

NORTH DAKOTA TELEPHONE ASSOCIATION

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

OCTOBER 1981

**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 |
| MCI metro 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 |
| 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 III

ARRIVAL COMMUNICATIONS, INC.

FINANCIAL INFORMATION

ARRIVAL COMMUNICATIONS, INC.
SUMMARY OF FINANCIAL POSITION

Arrival Communications, Inc. expects to begin operations in North Dakota upon receipt of its Certificate of Public Convenience and Necessity. Arrival has already begun negotiation of an Interconnection Agreement with US West Communications in parallel with its certification activities. Arrival projects approximately \$100,000 per central office as its capital expenditures for building out its advanced data services network. To obtain this capital, Arrival will follow traditional steps of any start-up telecommunications company.

Current Funding

Arrival Communications, Inc. has already obtained \$1,000,000 in "seed money" to start its operation. This initial funding was obtained in November 1999, with approximately \$500,000 in cash on hand.

Capital Funding - Series A

Arrival anticipates completion of its Series A round financing, projected to bring in operating capital of \$6 Million dollars by the end of March 2000. This financing will include the acquisition of an existing local and long distance carrier operating within the state of California as well as a change in Arrival's corporate structure. Upon completion of Series A funding, Arrival Communications, Inc. will become a wholly owned subsidiary of Arrival Holdings, Inc. The Series A financing and revenue from the acquired California company will contribute to Arrival's entry into the North Dakota market as well as other states. Both of these financial resources will support all of Arrival's plans, well past the initial launch of service within North Dakota.

Capital Funding - Series B

Arrival will initiate a Series B round of investment capital financing in the summer of 2000 to assist in financing the further rollout of its network operations and marketing efforts in North Dakota and other states. Series B financing is currently estimated to raise between \$40-\$60 Million Dollars and to be completed in the August 2000 time frame. This financing, along with revenue from then ongoing operations will provide Arrival with the support necessary to continue its deployment, rollout and operations in North Dakota and other states well into 2001.

ARRIVAL COMMUNICATIONS, INC.
SUMMARY OF FINANCIAL POSITION
(continued)

Long Term Financing

Arrival will weigh additional options for increasing levels of financing in the 18-24 month timeframe, including additional equity rounds, debt offerings, and initial public offerings (IPO). The timing and amounts generated will depend upon the network requirements for additional expansion, and the market success and revenue generated from operations. The order of magnitude would likely be similar to other certificated carriers in similar circumstances (e.g., CLECs and Data CLECs, Integrated Communications Providers, DSL Carriers).

EXHIBIT IV

ARRIVAL COMMUNICATIONS, INC.

TECHNICAL AND MANAGERIAL QUALIFICATIONS

**ARRIVAL COMMUNICATIONS, INC.
KEY MANAGEMENT EMPLOYEES**

Arrival Communications, Inc. is a newly-formed, start-up company founded by its principal management team, Warren Heffelfinger and David R. Riordan. Messrs. Heffelfinger and Riordan both have significant experience in business planning and operations at the managerial level and are well equipped to guide Applicant to success in its proposed operations.

Mr. Warren Heffelfinger, Director/Chief Executive Officer

Prior to founding Applicant, Mr. Heffelfinger provided strategic planning and financial consulting services to Pac-West Telecomm, Inc., which operates as a competitive carrier in California and Nevada. During his three-year engagement with Pac-West, Mr. Heffelfinger was responsible for negotiating and managing the company's recapitalization, which allowed the company to expand its operations significantly in new and existing markets. In addition, Mr. Heffelfinger played an instrumental part in the negotiation of Pac-West's interconnection agreements and in the development of its strategic and budgetary plans. Previously, Mr. Heffelfinger worked for a number of years with Pacific Equity Management in the analysis and evaluation of finances and operations of firms targeted for potential equity investment. Mr. Heffelfinger holds a BA degree from Yale University and a Master of Management in Manufacturing degree from Northwestern University.

Mr. David R. Riordan, Director/Chief Operating Officer

Mr. Riordan, too, worked for Pac-West Telecomm before joining Mr. Heffelfinger to start up their new telecommunications venture. Mr. Riordan was engaged in both a consultative and general management role, focusing on cross-departmental operational improvements and OSS design. In addition, Mr. Riordan co-led the company's strategic planning process and development of its current strategic business plan. Prior to working for Pac-West, Mr. Riordan was employed by Mercer Management Consulting, where he specialized in strategy development, operations, and economic analysis for a range of industries. Among other things, he recently managed the development of enhanced customer service capabilities for a wireless carrier in the UK and guided the implementation of a large-scale change program to improve field marketing activities and effectiveness for a major, multi-branch retail firm. Mr. Riordan holds a BS degree from Yale in Electrical Engineering and an MBA from Harvard.

Messrs. Heffelfinger and Riordan have built the internal operational and administrative staff needed to conduct and manage Applicant's business. This team of key managers includes the following personnel:

Mr. Kevin Timpane, Vice President

Kevin P. Timpane is Arrival's Vice President of Policy & Carrier Relations. He has twenty years experience in regulatory affairs, carrier and industry relations, strategic planning and public policy for FirstWorld Communications, MCI, Sprint, as a private consultant and in other industry organizations. While working for the Performance Development Institute in Washington, D.C. from 1979-1983, he designed a joint project of the FCC and the U.S. Department of Commerce to assess the effects of regulatory policy changes on technology and innovation in the telecommunications industry. From 1983 to 1990, he held various management positions at Sprint in Strategic Planning, and at MCI where he represented MCI at regulatory commissions and in negotiations with Pacific Bell, GTE and Independent LECs. From 1990 to 1993, he served as Director of Western Carrier Relations for MCI, with responsibility for the business relationship with LECs throughout the Western U.S. (including negotiations for SS7 and 800-database deployment, and systems interface improvements). Most recently, Mr. Timpane had been with FirstWorld Communications, a CLEC and integrated services provider based in California (now Denver). Mr. Timpane was VP of Public Policy for FirstWorld since August of 1996, and consulted for the company since February 1995.

Mr. R. Robert Morgan, Chief Technical Director

Mr. Morgan has over seventeen years within the telecommunications industry designing, defining, developing, implementing and managing all aspects of complex telecommunications-related systems and environments including network infrastructures and operational support systems. Prior to joining Arrival, Mr. Morgan was a Senior Manager with Lucent Technologies's Software Division supporting CLEC and ILEC sales and operations. His three year tenure with Lucent was preceded by three years as a member of US WEST's Information Technologies department and ten years at AT&T Bell Laboratories. During his career Mr. Morgan has been responsible for and involved in a variety of activities including project management, capacity planning, system engineering, data modeling, and systems development as they relate to telecommunications services, equipment and support structures. Mr. Morgan's educational background includes a Bachelor of Science degree in Computer Science from North Central College and a Masters Degree in Computer Science from Kansas State University.

Mr. Thomas E. Peterson , Comptroller

Thomas Peterson is Arrival Communication's Comptroller. He has twenty years experience in financial management, strategic planning, market research, product planning, and organizational development for US WEST, Inc., US WEST NewVector Group, Inc. and in other industry organizations. From 1979 – 1986 he worked at three business consulting firms conducting marketing and operational studies, financial strategic planning for business and governmental clients. While working at US WEST NewVector Group, Inc., from 1986 – 1989, Mr. Peterson served as a key member of the team charged with planning & implementing IPO. Additionally he guided departmental functions supporting growth from \$1 million to more than \$50 million and staff from 100 to more than 1500 in less than three years. From 1989 to 1994, he was Controller of the Consumer Public Services Division of US WEST, Inc. While there he implemented a series of strategic management initiatives, successfully realigning processes, supporting growth and achieving major increases in profit margins, ROI, and market share. Additionally he established break-even point for all products and closed production of poor seller resulting in a major increase in ROA. He also installed budgetary and reporting systems to provide effective control of product line profits and operations costs. From 1994 to 1997, he served as key member US WEST, Inc.'s corporate strategic and operating planning team, spearheaded definition and implementation of long/short-term goals. He managed efforts in defining and implementing the company's first integrated product cost, revenue and expense system. Additionally he conceived and developed a strategic planning model based on a multi-dimensional profile of the entire company. Most recently, Mr. Peterson has been a business consultant independently and with ROMAC International.

Mr. Salvatore Saglimbeni - Director of Marketing

Mr. Saglimbeni joined Arrival in December of 1999. Prior to joining the company, he worked in strategic business marketing for SBC Communications, Inc. At SBC, Mr. Saglimbeni was most recently Director of Value Added Services with profit and loss responsibility for three product lines targeted to small and mid-size business customers. The revenue commitment for these products exceeded \$200M. Mr. Saglimbeni brings experience in team management, product management, pricing strategy and channel development, among other skills. From 1991 to 1995 Mr. Saglimbeni managed political campaigns and performed marketing activities for various elected officials. Mr. Saglimbeni received a B.A. in psychology with a minor in business from the University of California at Los Angeles and an MBA from the Kellogg Graduate School of Management.

411-2245-00-94

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):

- Addressee's Address
- Restricted Delivery

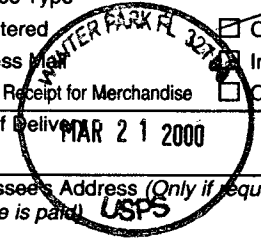
Consult postmaster for fee.

3. Article Addressed to:
*Val Stringer
 Technologies Management
 PO Drawer 200
 Winter Park FL 32790-0200*

4a. Article Number
443 354 769

4b. Service Type

Registered Certified
 Express Mail Insured
 Return Receipt for Merchandise COD

7. Date of Delivery

 MAR 21 2000

5. Received By: (Print Name)
P. ATKISSON

6. Signature: (Addressee or Agent)
X P. Atkisson

8. Addressee's Address (Only if requested and fee is paid)
 USPS

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

Thank you for using Return Receipt Service.

PR-2245-00-94

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):

- Addressee's Address
- Restricted Delivery

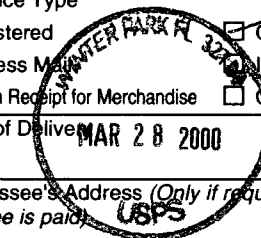
Consult postmaster for fee.

3. Article Addressed to:
*Val Stringer
 Technologies Management
 PO Drawer 200
 Winter Park FL 32790-0200*

4a. Article Number
443 354 783

4b. Service Type

Registered Certified
 Express Mail Insured
 Return Receipt for Merchandise COD

7. Date of Delivery

 MAR 28 2000

5. Received By: (Print Name)
P. ATKISSON

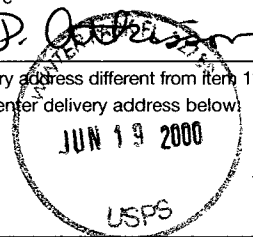
6. Signature: (Addressee or Agent)
X P. Atkisson

8. Addressee's Address (Only if requested and fee is paid)
 USPS

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

Thank you for using Return Receipt Service.

PU-2245-00-94

| 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. | <p>A. Received by (Please Print Clearly) <i>P. ATKISSON</i> B. Date of Delivery</p> <p>C. Signature <i>X P. Atkisson</i> <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes <input type="checkbox"/> No If YES, enter delivery address below:</p>  USPS |
| <p>1. Article Addressed to: <i>Val Stringer Technologies Management PO Drawer 200 Winter Park FL 32790-0200</i></p> | <p>3. Service Type</p> <p><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.</p> |
| <p>2. Article Number (Copy from service label) <i>7099 3220 0002 8476 7572</i></p> | <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p> |