

DIVIDER

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

PU-2301-00-264

DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Nece

Filed 5/22/2000

Closed 8/3/2000

00

Scott, Sandi L.

From: Bauske, Shelly A.
Sent: Tuesday, August 29, 2000 2:45 PM
To: Scott, Sandi L.
Subject: Money Received.....

Case No. PU-2301-00-264 - \$149.80 from Covad Communications dba DIECA Communications

Case No. PU-2173-99-520 - \$1486.73 from Maslon Edelman Borman & Brand for Citizens Telecommunications

Company of North Dakota

Case No. PU-2041-00-190 - \$98.50 from Connect Communications Corporation

Case No. PU-2257-00-138 - \$151.69 from Swidler Berlin Shereff Friedman, LLP for Concentric Carrier Services

Inc.

Case No. PU-2281-00-219 - \$106.07 from Metromedia Fiber Network Services, Inc.

Case No. PU-2260-00-233 - \$106.06 from Integra Telecom

Case No. PU-1564-98-428 - \$74.17 from Pringle & Herigstad for RTCG



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

August 16, 2000

Executive Secretary
Jon H. Mielke

Bela A Gary
DIECA Communications, Inc.
c/o Covad Communications Company
2330 Central Expressway
Santa Clara CA 95050

RE: Case No. PU-2301-00-264
DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Enclosed is a copy of the statement approved at the August 16, 2000 Public Service Commission meeting for the expenses incurred to date in Case No. PU-2301-00-264.

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.

19 PU-2301-00-264

Pages: 2

Motion and Statement for costs incurred

by Public Service Commission

08/16/2000

CC: Comm Legal PUD (3)

MOTION

August 16, 2000

DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

PU-2301-00-264

I move the Commission bill DIECA Communications, Inc. in the total amount of \$149.80 for costs incurred in Case No. PU-2301-00-264, DIECA Communications, Inc., Local Exchange/Interexchange, Public Convenience & Necessity.

Advertising Services

\$149.80

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2301-00-264

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL AND ORDINARY 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 August, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Order

The envelope was addressed as follows:

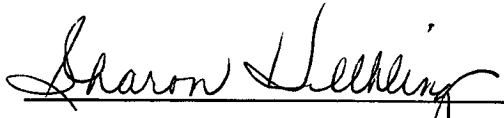
Bela A Gary
Covad Communications
2330 Central Expressway
Santa Clara CA 95050
Cert. No. 7099 3220 0002 8476 1976


Sharon Helbling further deposes and says that on the **3rd day of August, 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.

Blake Alexander
Covad Communications
2330 Central Expressway
Santa Clara CA 95050

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

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





Notary Public

SEAL

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

18 PU-2301-00-264

Pages: 2

08/03/2000

Public Service Commission

Affidavit of Service by Certified & Ordinary Mail

CC: Comm Legal PUD (3)

PU-2301-00-264

Copies To:

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Historical Society

Associated Press



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

Executive Secretary
Jon H. Mielke

August 3, 2000

Bela A Gary
Covad Communications
2330 Central Expressway
Santa Clara CA 95050

Dear Ms. Gary:

On August 2, 2000, the Commission issued Certificate of Public Convenience and Necessity Nos. 4510 and 4511 to DIECA Communications, Inc. to provide statewide interexchange and statewide local exchange telecommunications services, with facilities, in North Dakota, Case No. PU-2301-00-264. The certificates are enclosed.

The Commission maintains a mailing list of telecommunications companies to which we mail notices relating to telecommunications issues. These notices are also published on the web site for your review ([HTTP://PC6.PSC.STATE.ND.US](http://PC6.PSC.STATE.ND.US) or [HTTP://WWW.STATE.ND.US](http://WWW.STATE.ND.US) (under "North Dakota State Government)).

In an effort to cut down on printing and mailing costs, I will **not** add this company to that list unless you request that I do so. You can contact me at 701-328-4076, FAX 701-328-2410, E-Mail mmail.sdh@oracle.psc.state.nd.us, or write.

Sincerely,

Sharon Helbling
Public Utilities Division

sdh

Enclosure

17 PU-2301-00-264
08/03/2000
Public Service Commission
Letter re approval

Pages: 1

CC: Comm Legal PUD (3)

APPROVED:

DATE: 8-2-00
KMF

MOTION

August 2, 2000

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

Case No. PU-2301-00-264

I move the Commission adopt the Order and issue Certificates of Public Convenience and Necessity in the application of DIECA Communications, Inc. for Certificates of Public Convenience and Necessity to provide facilities-based local and interexchange telecommunications services in North Dakota, Case No. PU-2301-00-264.

JRL/sdh

000245-7.doc

STATE OF NORTH DAKOTA

PUBLIC SERVICE COMMISSION

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

Case No. PU-2301-00-264

ORDER

August 2, 2000

On May 22, 2000, DIECA Communications, Inc. d/b/a Cobad Communications Company (DIECA) filed an application for certificates of public convenience and necessity to provide facilities-based local and interexchange service throughout North Dakota.

On June 8, 2000, the Commission issued a Notice of Opportunity for Hearing, which provided until July 11th for receiving comments or hearing requests. No requests for hearing were received. The notice identified the following issues to be considered:

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 June 19, 2000 the Rural Telephone Company Group filed comments requesting that any order approving the application include language preserving the "rural safeguard" rights of rural telephone companies under 47 U.S.C. 251(f). 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).

On July 5, 2000, the Public Service Commission's Director of Accounting filed a memorandum indicating that DIECA has the financial ability to provide telecommunications service.

DIECA is a Virginia Corporation and a wholly-owned subsidiary of Covad Communications Group, Inc. DIECA is in the process of obtaining nationwide authority

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08/02/2000
Public Service Commission
Order

Pages: 2

CC: Comm Legal PUD (3)

and is now operating in approximately 35 states. DIECA indicates that its management and key personnel have extensive telecommunications operational experience and technical expertise. The Commission finds DIECA is fit, able, and has the technical, financial and managerial ability to provide service.

DIECA seeks authority to provide services that include, but are not limited to, Digital Subscriber Line (DSL) services to commercial customers and to connect employees of commercial customers for work-at home applications or end users subscribing to services offered by ISP customers. DIECA intends to provide these services using a combination of purchased and leased assets. The Commission finds that DIECA's proposed service is adequate.

Order

The Commission Orders:

1. The application of DIECA Communications, Inc. for certificates of public convenience and necessity to provide competitive facilities-based local and interexchange telecommunications services throughout North Dakota is GRANTED.
2. Granting DIECA certificates on a statewide basis does not affect the rights of rural telephone companies under 47 U.S.C. §251(f).
3. DIECA's certificates of public convenience and necessity shall be conditioned on securing such approval from local governing entities 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 4510

This is to certify that public convenience and necessity require, and permission is granted for DIECA Communications, Inc., a telecommunications public utility, to provide statewide interexchange telecommunications services, with facilities, in North Dakota.

This certificate is issued in Case No. PU-2301-00-264 and is conditioned upon DIECA Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated August 2, 2000.

Bismarck, North Dakota, August 2, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4511

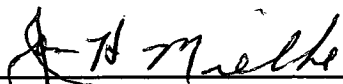
This is to certify that public convenience and necessity require, and permission is granted for DIECA Communications, Inc., a telecommunications public utility, to provide statewide local exchange telecommunications services, with facilities, in North Dakota.

This certificate is issued in Case No. PU-2301-00-264 and is conditioned upon DIECA Communications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated August 2, 2000.

Bismarck, North Dakota, August 2, 2000

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

INFORMAL AGENDA

July 19, 2000

PU-2294-00-245	Daktel Communications, LLC Local Exchange Public Convenience and Necessity
PU-2201-00-264	DIECA Communications, Inc. Local Exchange/Interexchange Public Convenience and Necessity

12 PU-2294-00-245 Pages: 1
07/19/2000
Public Service Commission
Informal Hearing held

CC: Comm Legal PUD (3)

12 PU-2301-00-264 Pages: 1
07/19/2000
Public Service Commission
Informal Hearing held

CC: Comm Legal PUD (3)

Affidavit of Publication

State of North Dakota)
)
County of Burleigh)

Laurie Thiel , being duly sworn, state as follows:

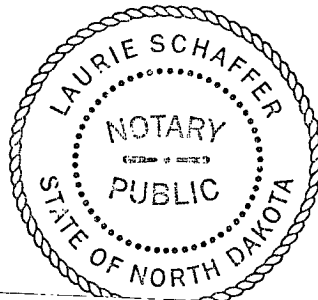
1. I am the designated agent, under the provisions and for the purposes of, Section 31-04-06, NDCC, for the newspapers listed on the attached exhibits.
2. The newspapers listed on the exhibits published the advertisement of:
Dakota/DIECA , 1 time(s)
as required by law or ordinance.
3. All of the listed 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 30th day of June A.D. 2000.

Laurie Schaffer

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



11 PU-2294-00-245 Pages: 11
07/19/2000
North Dakota Advertising Service, Inc.
Affidavit of Publication
CC: Comm Legal PUD (3)

11 PU-2301-00-264 Pages: 11
07/19/2000
North Dakota Advertising Service, Inc.
Affidavit of Publication
CC: Comm Legal PUD (3)

Notice of Opportunity For Hearing
June 8, 2000
Case # PA-2201-00-264

Bismarck	6-14
Devils Lake	6-14
Dickinson	6-14
Fargo	6-19
Grand Forks	6-14
Jamestown	6-14
Minot	6-14
Valley City	6-14
Wahpeton	6-14
Williston	6-14

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2301-00-264

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 **5th day of July, 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 Memo on Financial Ability

The envelope was addressed as follows:

Michael A Bosh
Pringle & Herigstad
P O Box 1000
Minot ND 58702-1000
Cert. No. 7099 3220 0002 8476 8166

Sharon Helbling further deposes and says that on the **5th day of July, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **three** envelopes by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

Steven E Noack
Gunhus Law Firm
P O Box 2783
Fargo ND 58108

Bela A Gary
Covad Communications
2330 Central Expressway
Santa Clara CA 95050

10 PU-2301-00-264

Pages: 2

07/05/2000

Public Service Commission

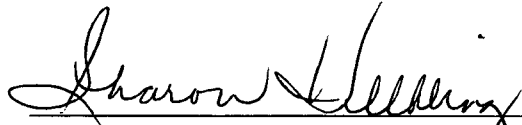
Affidavit of Service by Certified Mail

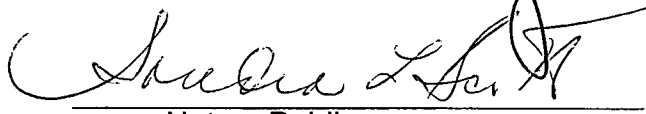
CC: Comm Legal PUD (3)

Blake Alexander
Covad Communications
2330 Central Expressway
Santa Clara CA 95050

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

Subscribed and sworn to before me
this **5th day of July, 2000**.





Notary Public

SEAL

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



Public Service Commission
State of North Dakota

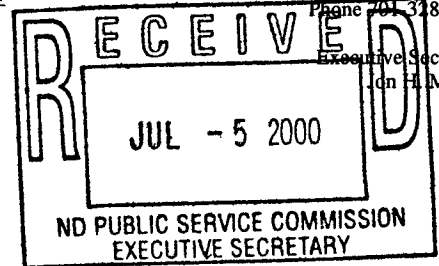
600 E Boulevard Ave. Dept. 408
Bismarck, North Dakota 58505-0480
e-mail: sab@oracle.psc.state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400
Executive Secretary
Jon H. Mielke

COMMISSIONERS

Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

Memorandum

To: Jon Mielke
From: Mike Diller *Mike Diller*
Date: July 5, 2000
Re: DIECA Communications, Inc.
Local Exchange / Interexchange PC&N Application
Case No. PU-2301-00-264



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

The applicant, doing business as Covad Communications Company, is a wholly-owned subsidiary of Covad Communications Group, Inc. Because the financial wherewithal of the applicant is backed by its ultimate parent company, staff reviewed the financial statements provided by the applicant for Covad Communications Group, Inc. for the year ended 1999.

Based on its review, staff concludes that DIECA Communications, Inc. has access to 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. The applicant is one of many companies responding to the act.

Staff sees no reason to deny this application.

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



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

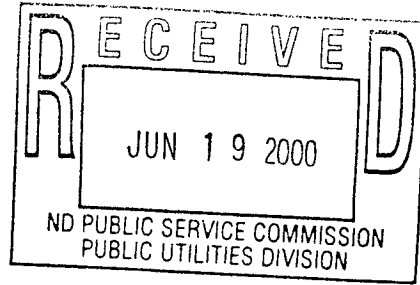
ROGER O. HERIGSTAD
MARK F. PURDY
JAN M. SEBBY
DONALD A. NEGAARD
JAMES E. NOSTDAHL
JOHN J. PETRIK
CAROL K. LARSON
DAVID J. HOGUE
REED A. SODERSTROM

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

OF COUNSEL
HERBERT L. MESCHKE

RETIRED
THOMAS A. WENTZ

June 16, 2000



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

DAKTEL COMMUNICATIONS, LLC - CASE NO. PU-2294-00-245
DIECA COMMUNICATIONS, INC. - CASE NO. PU-2201-00-264
PC&N APPLICATIONS

On behalf of the "Rural Telephone Company Group," we file the enclosed Comments (original plus seven copies) regarding Daktel Communications, LLC and DIECA Communications, Inc.'s applications 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-2294-00-245** Pages: 1
06/19/2000
Rural Telephone Company Group by Michael Bc
Cover letter re comments

CC: Comm Legal PUD (3)

8 **PU-2301-00-264** Pages: 1
06/19/2000
Rural Telephone Company Group by Michael Bc
Cover letter re comments

CC: Comm Legal PUD (3)

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Daktel Communications, LLC
Local Exchange
Public Convenience and Necessity

Case No. PU-2294-00-245

DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2201-00-264

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

7 **PU-2294-00-245** Pages: 3
06/19/2000
Rural Telephone Company Group
Comments

CC: Comm Legal PUD (3)

1 **7** **PU-2301-00-264** Pages: 3
06/19/2000
Rural Telephone Company Group
Comments

CC: Comm Legal PUD (3)

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 16th day of June, 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 16th day of June, 2000, mailed to:

Steven E. Noack
Gunhus Law Firm
P.O. Box 2783
Fargo, ND 58108

Bela A. Gary
Covad Communications
2330 Central Expressway
Santa Clara, CA 95050


Michael A. Bosh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Daktel Communications, LLC
Local Exchange
Public Convenience & Necessity

Case No. PU-2294-00-245

DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2301-00-264

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 **9th day of June, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **two** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Notice of Opportunity for Hearing

The envelope was addressed as follows:

Steven E Noack
Gunhus Law Firm
P O Box 2783
Fargo ND 58108

Cert. No. 7099 3220 0002 8476 7589

Bela A Gary
Covad Communications
2330 Central Expressway
Santa Clara CA 95050

Cert. No. 7099 3220 0002 8476 7640

Sharon Helbling further deposes and says that on the **9th day of June, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **three** envelopes by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

Robert A Hill
Daktel Communications LLC
P O Box 299
Carrington ND 58421-0299


Keith Larson
Daktel Communications LLC
P O Box 299
Carrington ND 58421-0299


Blake Alexander
Covad Communications
2330 Central Expressway
Santa Clara CA 95050

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

Subscribed and sworn to before me
this **9th day of June, 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

Daktel Communications, LLC
Local Exchange
Public Convenience & Necessity

Case No. PU-2294-00-245

DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2301-00-264

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 **9th day of June, 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 **9th day of June, 2000**.




Notary Public

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

SEAL

PU-2301-00-264

Copies To:

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Helbling, Sharon D.

From: Helbling, Sharon D.
Sent: Thursday, June 08, 2000 11:29 AM
To: 'ndna'
Subject: Attached Notice

Please have the attached Notice of Opportunity for Hearing published as a legal publication in the next issue of the ten North Dakota daily newspapers. Please run it as a "News Item Only" article as well.

Send the bill directly 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
Public Utilities Division**

1.doc

4 **PU-2301-00-264**

Pages: 1

06/08/2000

Public Service Commission

Notice E-Mailed to NDNA requesting
publication

CC: Comm Legal PUD (3)

APPROVED:

MOTION

DATE: 6-8-00
KMF

June 8, 2000

**Daktel Communications, LLC
Local Exchange
Public Convenience & Necessity**

Case No. PU-2294-00-245

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

Case No. PU-2201-00-264

I move the Commission issue a Notice of Opportunity for Hearing in the above applications of Daktel Communications, LLC and DIECA Communications, Inc. for Certificates of Public Convenience and Necessity to provide telecommunications services in North Dakota, Case Nos. PU-2294-00-245 and PU-2301-00-264.

JRL/sdh

000264-2.doc

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Daktel Communications, LLC
Local Exchange
Public Convenience & Necessity

Case No. PU-2294-00-245

DIECA Communications, Inc.
Local Exchange/Interexchange
Public Convenience & Necessity

Case No. PU-2201-00-264

NOTICE OF OPPORTUNITY FOR HEARING

June 8, 2000

On May 19, 2000, Daktel Communications, LLC filed an application for a certificate of public convenience and necessity to provide facilities-based local exchange telecommunications services throughout North Dakota.

On May 22, 2000, DIECA Communications, Inc. d/b/a Covad Communications Company filed an application for certificates of public convenience and necessity to provide facilities-based local exchange and interexchange telecommunications services throughout North Dakota.

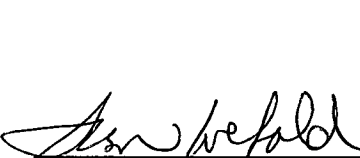

The issues to be considered in these matters are:

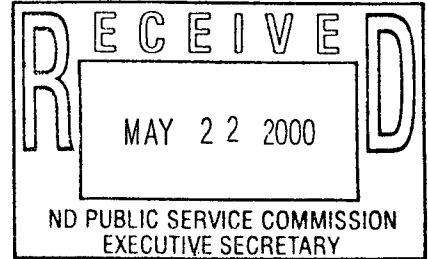
1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. The technical, financial and managerial ability of the applicant to provide service.

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 **July 11, 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



May 17, 2000

Mr. John Mielke
North Dakota Public Service Commission
State Capital
Bismarck, ND 58505

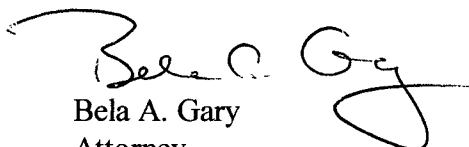
RE: Application of DIECA Communications, Inc. for a Certificate of Convenience and Necessity and Authority to Provide Switched and Resold Local Exchange and Exchange Access Service Within North Dakota

Dear Mr. Mielke:

DIECA Communications, Inc. (d/b/a Covad Communications Company) hereby submits the enclosed Application, seeking authority to operate as a provider of local exchange service and exchange access service within the State of North Dakota. An original and six (6) copies are provided.

Should there be any questions or additional information required, please do not hesitate to contact me at (408) 844-7564. Thank you.

Respectfully Submitted,


Bela A. Gary
Attorney

Enclosures

1 **PU-2301-00-264**

Pages: 47

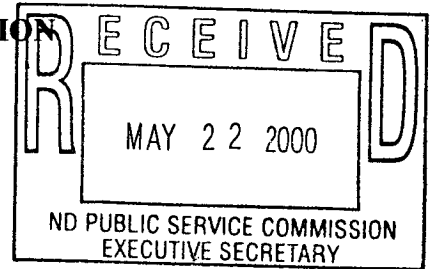
05/22/2000

DIECA Communications, Inc.

Application for Local Exchange/Interexchange
PC&N

CC: Comm Legal PUD (3)

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



Application of)
)
DIECA Communications, Inc.)
)
For a Certificate of Public Convenience and)
Necessity to Provide Telecommunications)
Services Including Basic Local Exchange Service)

Docket No. _____

APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY

I. INTRODUCTION

Application is hereby made to the Public Service Commission of the State of North Dakota (the "Commission") by DIECA Communications, Inc. ("DIECA"), doing business as Covad Communications Company, to provide telecommunications services 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. DIECA proposes to offer, among other things, dedicated private line services, and the provision of a full range of local exchange services within the State of North Dakota.

In support of this Application, DIECA provides the following information:

DESCRIPTION OF THE APPLICANT

1. Name, Address and Telephone Number of Applicant:

DIECA Communications, Inc.

c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050
408 (408) 844-7500

1. Correspondence concerning this Application should be directed to:

Bela A. Gary
DIECA Communications, Inc.
c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050
(408) 844-7564

or

Blake Alexander
DIECA Communications, Inc.
c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050
(408) 987-1114

2. Questions concerning the ongoing operations of DIECA following certification should be directed to:

Bela A. Gary
DIECA Communications, Inc.
c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050
(408) 844-7564

or

Blake Alexander
DIECA Communications, Inc.
c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050
(408) 987-1114

3. The names, addresses, and telephone numbers of the officers of DIECA are as follows:

Robert W. Knowling
President
c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050
(408) 844-7500

Dhruv Khanna
Vice-President and Secretary
c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050
(408) 844-7500

Timothy P. Laehy
Treasurer
c/o Covad Communications Company
2330 Central Expressway
Santa Clara, CA 95050
(408) 844-7500

4. DIECA is a corporation incorporated under the laws of the State of Virginia. A copy of DIECA's Articles of Incorporation is attached hereto at Exhibit 1. In addition, a copy of DIECA's Authorization to Transact Business in North Dakota is attached at Exhibit 2 and DIECA's Certificate of Good Standing is attached at Exhibit 3.

5. DIECA is a wholly-owned subsidiary of Covad Communications Group, Inc. ("Covad"). Covad's address is:

Covad Communications Group, Inc.
2330 Central Expressway
Santa Clara, CA 95050

6. The company's contact for regulatory matters is:

W. Clay Deanhardt
Covad Communications Company

2330 Central Expressway
Santa Clara, CA 95050
(408) 844-7500

7. DIECA understands the importance of effective customer service for local service consumers. DIECA has made arrangements for its customers to call the company at its toll-free customer service number. In addition, customers may contact the company in writing at the headquarters address, as well as via email. The toll-free number will be printed on the customer's monthly billing statements.

8. Operations in Other States. DIECA and/or its affiliates are authorized to provide local exchange and interexchange telecommunications services in Arizona, California, Colorado, Connecticut, the District of Columbia, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Maryland, North Dakota, Michigan, Minnesota, Missouri, Montana, New Hampshire, New Jersey, New York, North Carolina, Oregon, Pennsylvania, Rhode Island, Texas, Virginia, Washington, West Virginia, and Wisconsin. DIECA has applications pending in all other remaining states, except Maine, which DIECA intends to file next month. DIECA has not been denied authority to provide telecommunications service in any jurisdiction, nor is any negative action pending against the Company.

QUALIFICATIONS

1. Applicant's Financial Qualifications. DIECA is financially qualified to provide telecommunications services in North Dakota. In particular, DIECA has access to the financing and capital necessary to conduct its telecommunications operations as specified in the Application. In support of DIECA's Application, attached hereto at

Exhibit 4 is a copy of DIECA's most recent financial statements. This exhibit is offered to demonstrate Applicant's financial ability to provide the proposed services.

2. Technical and Managerial Qualifications. DIECA's management team is well qualified to execute its business plan, to provide its proposed telecommunications services and to operate and maintain DIECA's facilities over which such services will be deployed.

DIECA is technically qualified to operate and manage its telecommunications operations in the State of North Dakota. Descriptions of the extensive telecommunications and managerial experience of DIECA's key personnel are attached hereto at Exhibit 5.

PROPOSED SERVICE

1. DIECA's Proposed Service Offerings. DIECA seeks authority to provide all forms of telecommunications services.

DIECA seeks authority to offer local and exchange services to customers in areas throughout North Dakota. Exchange services will include, but will not be limited to the following: high speed "always on" connectivity using xDSL technology to connect (1) corporate customer employees to their corporate LAN/WANs from their residences and (2) customer internet service provider (ISP) end users from their residences and business premises to ISP facilities.

Initially, DIECA plans to offer services through a combination of purchased and leased assets. DIECA does not own, control, operate, or manage any conduits, ducts,

poles, wires, cables, instruments, and appliances in connection with or to facilitate communication by telephone in the State of North Dakota.

DIECA intends to provide services to subscribers throughout the State of North Dakota, in areas currently served by the incumbent local exchange carrier. To the extent that areas of North Dakota are served by carriers that qualify as small or rural local exchange carriers under the Federal Act, DIECA does not intend to provide service in those areas at this time. A map showing DIECA's proposed service area is attached at Exhibit 6.

2. Tariff. Upon granting of a Certificate of Public Convenience and Necessity and approval of appropriate interconnection agreements, DIECA will file a tariff with the Commission containing descriptions and rates for its facility-based services.

PUBLIC INTEREST CONSIDERATIONS

1. Grant of this Application will further the public interest by expanding the availability of competitive telecommunications services in the State of North Dakota. In particular, the public will benefit directly through the use of the competitive local services to be offered by DIECA. The public will also benefit indirectly because the competitive presence of DIECA in North Dakota will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve the quality of their services. In addition, offering of these services is in the public interest because the services will provide North Dakota customers with access to

new technologies and service choices, and should permit customers to achieve increased efficiencies and cost savings. Therefore, DIECA's entry into the telecommunications market will materially enhance the telecommunications infrastructure in the State of North Dakota and will facilitate economic development.

2. Applicant makes the following representations to the Commission:
 - a. Applicant possesses the technical, financial, and managerial resources sufficient to provide the services requested;
 - b. Applicant's local services will comply with all service standards required by the Commission;
 - c. The provision of local services by Applicant will not adversely impact the availability of affordable local exchange services;
 - d. Applicant, to the extent it is required to do so by law, will participate in the support of the universally available telephone service at affordable rates;
 - e. The provision of local services by Applicant will not adversely impact the public interest; and
 - f. Applicant agrees to abide by all applicable statutes and all applicable Orders, rules, and regulations entered and adopted the Commission.

CONCLUSION

The telecommunications industry is growing and changing at an impressive pace. The entry of DIECA into the exchange and interexchange markets will enhance competition in the provision of telecommunications services within the State of North Dakota, and will bring significant benefits to the telecommunications users in the State. DIECA's expertise in the telecommunications market will permit it to offer the most economic and efficient services, thereby providing customers with a better combination of price, quality, and customer service than other carriers. For the reasons stated herein, DIECA respectfully requests that the Commission find that approval of DIECA's Application is in the public interest and grant DIECA a Certificate of Public Convenience and Necessity to provide all forms of intrastate resold and facilities-based, switched and dedicated local and telephone exchange, exchange access, and interexchange telecommunications services throughout North Dakota.

WHEREFORE, DIECA 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 laws and regulations of the State of North Dakota.

Respectfully submitted this 17th day of May, 2000.

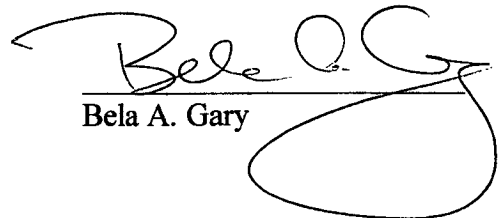

Bela A. Gary

EXHIBIT 1

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond,

September 26, 1997

This is to Certify that the certificate of incorporation of

DIECA Communications, Inc.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

September 26, 1997



State Corporation Commission

William J. Bridg

Clerk of the Commission

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

September 26, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

DIECA COMMUNICATIONS, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective September 26, 1997.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20436
97-09-26-0146

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

November 7, 1997

The State Corporation Commission has found the accompanying articles submitted on behalf of

DIECA COMMUNICATIONS, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective November 7, 1997 at 09:22 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20317
97-10-28-0040

**ARTICLES OF INCORPORATION
OF
DIECA COMMUNICATIONS, INC.**

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state as follows:

I

The name of this corporation is DIECA Communications, Inc.

II

The number of shares the corporation is authorized to issue is 1,000 shares of Common Stock.

III

The corporation's initial registered office address which is the business address of the initial registered agent is:

5511 Staples Mill Road
Richmond, VA 23228

The initial registered office is physically located in the County of Henrico.

IV

The name of the corporation's initial registered agent is:

Edward R. Parker.

The initial registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.



Charles J. McMinn
Incorporator

Dated: September 23 1997



Dhruv Khanna
Incorporator

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DIECA COMMUNICATIONS, INC.

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state as follows:

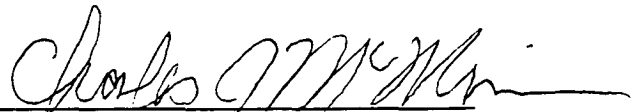
I

The name of this corporation is DIECA Communications, Inc. ("The Corporation").

II

Article V is hereby amended and adopted as follows: The Corporation is organized as a Public Service Company under the laws of the Commonwealth of Virginia. The purpose of the Corporation is to engage in the business of telecommunications services and all activities related thereto.

The above amendment is adopted as of October 24, 1997 and shareholder action is not required.



Charles J. McMinn
Incorporator



Dhruv Khanna
Incorporator

EXHIBIT 2

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF TRADE NAME REGISTRATION OF

COVAD COMMUNICATIONS COMPANY

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

Accordingly the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues the Certificate of Trade Name Registration of COVAD COMMUNICATIONS COMPANY which is owned by DIECA COMMUNICATIONS, INC. with an address of 2330 CENTRAL EXPRESSWAY, SANTA CLARA, CA 95050-2516.

The Trade Name Registration shall remain in force until April 22, 2004.

DATED: April 22, 1999

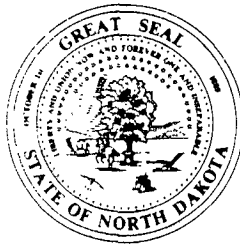
A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

EXHIBIT 3

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

DIECA COMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that DIECA COMMUNICATIONS, INC., a Virginia corporation, authorized to transact business in the State of North Dakota on April 22, 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

DIECA COMMUNICATIONS, INC.

Issued: May 5, 2000

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

Alvin A. Jaeger
Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY

OF

DIECA COMMUNICATIONS, INC.

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

DIECA 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

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

DIECA COMMUNICATIONS, INC.

Issued: April 22, 1999

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

Alvin A. Jaeger
Secretary of State



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

RECEIVED
APR 22 1999
APR 19 1999
SEC. OF STATE
SEC. OF STATE

FOR OFFICE USE ONLY

ID#	14556600
WO#	694949
Filed	4-22-99
By	CO

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

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

- Filing fee of \$126 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

DIECA Communications Inc.

B. Federal ID #

77-0470016

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)

2330 Central Expressway, Santa Clara, CA 95050

A. STATE or country where incorporated

Virginia

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

9/26/97

C. Duration of corporation

- Perpetual
 Other (Specify)

D. Telephone #

(408) 844-7500

E. Toll-free telephone #

1-888-462-6823

6.A. Name of required registered agent in **NORTH DAKOTA** (SEE INSTRUCTION 6.A.)
National Registered Agents, Inc.

B. Federal ID/social security # of registered agent
13-3837683

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)

220 North Fourth Street, Bismarck, ND 58501

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

Telecommunications services and related lawful businesses.

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 checked="" type="checkbox"/>	<u>Robert E. Knowling, Jr.</u>	<u>2330 Central Expressway</u>	<u>Santa Clara</u>	<u>CA</u>	<u>95050</u>	
VICE PRESIDENT	<input checked="" type="checkbox"/>	<u>Dhruv Khanna</u>	<u>2330 Central Expressway</u>	<u>Santa Clara</u>	<u>CA</u>	<u>95050</u>	
SECRETARY	<input checked="" type="checkbox"/>	<u>Dhruv Khanna</u>	<u>2330 Central Expressway</u>	<u>Santa Clara</u>	<u>CA</u>	<u>95050</u>	
TREASURER	<input checked="" type="checkbox"/>	<u>Timothy P. Leahy</u>	<u>2330 Central Expressway</u>	<u>Santa Clara</u>	<u>CA</u>	<u>95050</u>	
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] / 3/15/99
Original signature Date

Name of person to contact about this application

Blake Alexander

Daytime telephone #

(408) 844-7561



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

RECEIVED RECEIVED
APR 22 1999 APR 19 1999
SEC. OF STATE SEC. OF STATE

FOR OFFICE USE ONLY

ID #	14556600
File #	
WO #	694949
Filed	4-22-99
By	CO

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)

DIECA Communications, Inc.

3.A. Name of the registered agent

National Registered Agents, Inc.

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


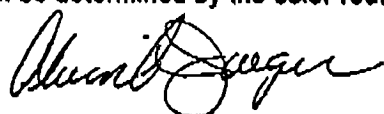
13-3837683

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.

Andrea Stark for
National Registered Agents, Inc. 4/12/99

Original signature of registered agent

Date

	STATE OF NORTH DAKOTA Office of Secretary of State
	I hereby certify that this is a true and correct copy, consisting of <u>2</u> pages, as taken from the original on file in this office. Originality of this certification can be determined by the color red.
DATED: <u>4-22-99</u>	
BY: <u>CDhuiser</u>	Alvin A. Jaeger SECRETARY OF STATE



TRADE NAME
REGISTRATION
SECRETARY OF STATE
SFN 13401 (9-93)

RECEIVED
APR 22 1999
SEC. OF STATE

FOR OFFICE USE ONLY	
ID #	14556900
WO #	694949
Approved By	
Filed	4-22-99 By CO
Expiration Date	4-22-2004

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. FILING FEE \$25.00
Five Year Duration

For reference, see North Dakota Century Code, Chapter 47-25.

2. Trade Name
Covad Communications Company

3. The nature of the business transacted (in detail)
Telecommunications services and related lawful businesses.

4. Trade Name is used and owned by (select one)
 Individual
 Husband & Wife
 Other - Define (See Instructions)
 Corporation incorporated in state of Virginia
 Limited Liability Company organized in state of _____

5. Telephone # of owner
(408) 844-7500 or 1-888-462-6823

NAME		SOCIAL SECURITY/ FEDERAL ID #		COMPLETE ADDRESS				
<u>DIECA Communications, Inc.</u>		<u>77-0470016</u>		Street/RM	PO Box	City	State	Zip Code
				<u>2330 Central Expressway, Santa Clara, CA</u>				
				<u>95050</u>				

7. I (we), a (the) owner(s), say that I (we) have read the foregoing registration, know the contents thereof, and believe the statements made thereon to be true.

[Signature] / 3/15/99
Signature Date

[Signature] /
Signature Date

EXHIBIT 4

COVAD COMMUNICATIONS GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(Amounts in 000's, except share and per share amounts)

	December 31,	
	1998	1999
ASSETS		
Current assets:		
Cash and cash equivalents.....	\$ 64,4	\$ 216,038
Accounts receivable, net of allowances for uncollectibles of \$220 and \$2,857 at December 31, 1998 and 1999..	1,933	15,393
Short-term investments.....	—	551,319
Unbilled revenue.....	663	5,419
Inventories, net of reserves of \$0 and \$735 at December 31, 1998 and 1999.....	946	8,547
Prepaid expenses.....	1,183	6,048
Other current assets.....	514	1,219
Total current assets.....	69,689	803,983
Property and equipment:		
Networks and communication equipment.....	55,189	233,260
Computer equipment.....	4,426	24,057
Furniture and fixtures.....	1,119	4,383
Leasehold improvements.....	1,887	6,884
Land.....	—	1,120
Total property and equipment.....	62,621	269,704
Less accumulated depreciation and amortization.....	(3,476)	(32,162)
Net property and equipment.....	59,145	237,542
Other assets:		
Restricted cash.....	225	63,308
Deposits.....	337	1,131
Deferred debt issuance costs, net.....	8,112	12,369
Deferred charge, net.....	—	20,529
Other long term assets.....	1,911	8,744
Total other assets.....	10,585	106,081
Total assets.....	\$ 139,41	\$ 1,147,606
LIABILITIES AND STOCKHOLDERS' EQUITY (NET CAPITAL DEFICIENCY)		
Current liabilities:		
Accounts payable.....	\$14,975	\$41,126
Unearned revenue.....	551	5,238
Accrued network costs.....	1,866	8,798
Other accrued liabilities.....	3,854	27,104
Current portion of capital lease obligations.....	263	268
Total current liabilities.....	21,509	82,534
Long-term debt, net of discount.....	142,300	374,737
Long-term capital lease obligations.....	316	44
Total liabilities.....	164,125	457,315
Commitments and contingencies (see notes 4 and 8)		
Stockholders' equity (net capital deficiency):		
Preferred stock (\$0.001 par value):		
Authorized shares—30,000,000 at December 1998, and 1999		
Issued and outstanding shares—18,246,162 at December 31, 1998 and 0 at December 31, 1999.....	18	—
Common Stock (\$0.001 par value):		
Authorized shares—65,000,000 at December 31, 1998 and 190,000,000 at December 31, 1999 Issued and outstanding shares—17,660,996 at December 31, 1998 and 88,220,877 at December 31, 1999.....		
Common Stock—Class B (\$0.001 par value) Authorized shares—0 at December 31, 1998 and 10,000,000 at December 31, 1999 Issued and outstanding shares—0 at December 31, 1998 and 6,379,177 at December 31, 1999.....	12	82
Additional paid-in capital.....	30,685	851,589
Deferred compensation.....	(4,688)	(6,513)
Accumulated other comprehensive income, net of tax effect.....	—	91,257
Accumulated (deficit).....	(50,733)	(246,130)
Total stockholders' equity (net capital deficiency).....	(24,706)	690,291
Total liabilities and stockholders' equity (net capital deficiency).....	\$139,419	\$1,147,606

COVAD COMMUNICATIONS GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in 000's, except share and per share amounts)

	Year Ended December 31,		
	1997	1998	1999
Revenues.....	\$ 26	\$ 5,326	\$ 66,488
Operating expenses:			
Network and product costs.....	54	4,562	55,347
Sales, marketing, general and administrative.....	2,374	31,043	140,372
Amortization of deferred compensation.....	295	3,997	4,768
Depreciation and amortization.....	70	3,406	37,602
Total operating expenses.....	<u>2,793</u>	<u>43,008</u>	<u>238,089</u>
Loss from operations.....	(2,767)	(37,682)	(171,601)
Interest income (expense):			
Interest income.....	167	4,778	20,676
Interest expense.....	(12)	(15,217)	(44,472)
Net interest income (expense).....	<u>155</u>	<u>(10,439)</u>	<u>(23,796)</u>
Net loss.....	(2,612)	(48,121)	(195,397)
Preferred dividends.....	—	—	(1,146)
Net loss available to Common Stock holders.....	<u>\$ (2,612)</u>	<u>\$ (48,121)</u>	<u>\$ (196,543)</u>
Net loss per share—basic and diluted.....	<u>\$ (0.53)</u>	<u>\$ (5.62)</u>	<u>\$ (2.74)</u>
Weighted average shares used in computing net loss per share.....	<u>4,907,319</u>	<u>8,562,802</u>	<u>71,765,208</u>

COVAD COMMUNICATIONS GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in 000's)

	Year Ended December 31,		
	1997	1998	1999
Operating activities:			
Net loss.....	\$(2,612)	\$(48,121)	\$(195,397)
.....			
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization.....	70	3,406	37,602
Loss on disposition of equipment.....	—	—	358
Amortization of deferred compensation.....	295	3,997	4,768
Accreted interest and amortization of debt discount and deferred debt issuance costs	—	16,009	20,269
Net changes in operating assets and liabilities:			
Accounts receivable	(25)	(1,908)	(13,460)
Unbilled revenue.....	(4)	(659)	(4,756)
Inventories.....	(43)	(903)	(7,601)
Prepaid expenses and other current assets.....	(369)	(1,328)	(5,570)
Accounts payable.....	651	14,324	26,151
Unearned revenue.....	7	544	4,687
Other current liabilities.....	135	5,585	30,182
Net cash used in operating activities	(1,895)	(9,054)	(102,767)
 Investing activities:			
Purchase of restricted investment	(210)	(15)	(73,435)
Redemption of restricted investments	—	—	13,214
Purchase of investments.....	—	—	(460,062)
.....			
Deposits	(31)	(306)	(794)
Long-term assets.....	—	(1,428)	(6,833)
Purchase of property and equipment.....	(2,253)	(59,503)	(208,186)
Net cash used in investing activities	(2,494)	(61,252)	(736,096)
 Financing activities:			
Net proceeds from issuance of long-term debt and warrants	—	129,328	205,049
Principal payments under capital lease obligations.....	(48)	(238)	(267)
Proceeds from Common Stock issuance, net of repurchase.....	108	571	725,746
Proceeds from preferred stock issuance	8,707	1,200	60,000
Offering costs related to Common Stock offering	—	(483)	(77)
Net cash provided by financing activities	8,767	130,378	990,451
Net increase in cash and cash equivalents	4,378	60,072	151,588
Cash and cash equivalents at beginning of year.....	—	4,378	64,450
Cash and cash equivalents at end of year.....	4,378	\$64,450	\$216,038
 Supplemental disclosures of cash flow information:			
Cash paid during the year for interest.....	\$9	\$99	\$ 13,257
 Supplemental schedule on non-cash investing and financing activities:			
Equipment purchased through capital lease.....	\$831	\$34	\$ —
Warrants issued for equity commitment.....	\$ —	\$2,928	\$ —
.....	—————	—————	—————

EXHIBIT 5

Core Management Team

Robert E. Knowling, Jr. President and Chief Executive Officer

Robert E. Knowling Jr. is Covad's President and Chief Executive Officer. He is responsible for all aspects of Covad's national roll-out as well as the day-to-day operations of the business.

Mr. Knowling comes to Covad from U S WEST where he was the Executive Vice President of Operations and Technologies. His 30,000-member team was responsible for planning, delivering and maintaining high-quality telecommunications services for more than 25 million customers in 14 states. Knowling joined U S WEST in March 1996 as Vice President of Network Operations.

Knowling began his career in 1977 at Indiana Bell and progressed rapidly through a variety of assignments in operations, engineering and marketing. When Indiana Bell became a part of Ameritech, Knowling assumed positions of increasing responsibility in marketing, product development, large business marketing and network operations. He was assigned to Ameritech's re-engineering breakthrough development team in 1992. As the lead architect of the Ameritech transformation, Knowling reported directly to the chairman. He was named vice president of Network Operations for Ameritech in 1994.

Knowling has received many business and community service awards during his career. These include the Personal Achievement in Business Award from the Center for Leadership Development, the Dr. Martin Luther King Jr. Drum Major Instinct Award in the Business from the Frontiers International Association, and the Outstanding Service Award for the YMCA of the USA. He was named a Denver "Father of the Year" by the Juvenile Diabetes Foundation.

A *Newsweek* article about customer service referred to him as U S WEST's "Mr. Fix-it." Articles in *Training, Inc.* and *Fast Company* magazines featured him and his role as an aggressive and successful change agent. *Fast Company* profiled his change-management process in a full-length story written by Dr. Noel Tichy, a distinguished professor at the University of Michigan Graduate School of Business.

In addition, Knowling was featured in a new book, also by Tichy, "The Leadership Engine — How Successful Companies Build Leaders at Every Level." He is profiled as one of the nation's business' role model leaders.

Knowling serves on the boards of directors for several business and civic organizations, including the Corporate Board of Directors of Shell Oil, Exploration and Production Company. Knowling has been a YMCA volunteer for more than 15 years and served as chair of the National Services group for the YMCA in 1993. He maintains an active nationwide corporate and public speaking schedule.

Knowling received a bachelor or arts degree from Wabash College and a master of business administration from Northwestern University's Kellogg Graduate School of Business. He and his wife have three daughters and one son.

Dhruv Khanna
Executive Vice President and General Counsel

Dhruv Khanna has been a practicing attorney for more than 10 years, specializing in telecommunications law, regulation and public policy as well as business transactions involving the Regional Bell Operation Companies (RBOCs) and other telecommunications companies. He has represented such clients as Cable & Wireless, Intel Corporation, McCaw Cellular Communications, Southern Pacific Telecom, and Teleport Communications Group at more than 10 different state regulatory commissions, the Federal Communications Commission and the OFTEL. Mr. Khanna's communications law practice has included landline and wireless service issues and has involved local and long distance service providers. His practice has included efforts to open telecommunications markets to competition, obtain certificates and interconnection arrangements for local exchange competitors.

In addition to telecommunications matters, Mr. Khanna's practice has included both civil litigation and commercial transactions. His litigation experience has included prosecuting fraud, breach of contract, and tort cases for individuals, small and large businesses, and prosecuting, and defending against, appeals at the California Supreme Court and other courts. His transactional experience has included drafting and negotiating agreements with such companies as AT&T, Bell Atlantic, BellSouth, Compaq, Ericsson, IBM, NEC, NYNEX, Pacific Bell, and U S WEST. In addition, his transactional experience includes start-up company practice and commercial transactions that run the gamut from purchase and sales, co-marketing and technology licensing agreements.

Mr. Khanna was involved in efforts on behalf of Intel Corporation to shape various provisions of the Federal Telecommunications Act of 1996. He has been at the forefront of computer industry and consumer group efforts against ISDN rate increases proposed by various RBOCs. Mr. Khanna has been Senior Communications Attorney at Intel Corp., and has also been the counsel for Intel's faxmodem, videoconferencing and Internet-related product lines. He has been the counsel for Intel's Corporate Business Development group, focusing on business arrangements involving the RBOCs and business opportunities created by the Telecommunications Act of 1996.

Mr. Khanna graduated from Dartmouth College in 1983, obtaining a Bachelor of Arts degree, with a double major in Economics and Government. He graduated from Stanford Law School with a JD in 1986. Mr. Khanna was previously an associate at Morrison & Foerster.

Partial list of Mr. Khanna's conference appearances and publications:

1. University of Oregon School of Law, Innovation and the Information Environment Conference, "Structural Regulation of the Telecommunications Industry: National and International Consequences of a Global Network." Eugene, Oregon, November 3, 1995.
2. ALTS Conference. "The CLEC Industry's Opportunities to Serve the Unmet Demand for High-Bandwidth Services." San Francisco, May 2, 1996.
3. Telecommunications Reports Conference, "The Economic, Technical and Regulatory Aspects of Interconnection." Washington D.C., June 18, 1996.

4. One ISPCON. "Telco Regulation: Boon or Bust for ISPs." San Francisco, August 9, 1996.
5. Next-Generation Telephony, Telecommunications Reports Conference. "The Internet and Telecom Regulatory and Policy Issues," Washington, D.C., October 24, 1996
6. Oregon Law Review, Spring 1996, Vol. 75, No. 1. "The Public's Need for More Affordable Bandwidth: The Case for Immediate Regulatory Action." Dhruv Khanna and Bruce M. Aitken.

Chuck Haas
Executive Vice President, Sales

Chuck Haas was at Intel Corporation for over fourteen years. He has been a Manager with Intel's Corporate Business Development, focusing on opportunities in the broadband computer communications area. He has been responsible for creating new business initiatives and establishing externally focused business relationships in the field of residential broadband connections to the PC; from the formation of strategic alliances with major corporations to equity participation in early stage companies. He has played a principal role in the development of the company's Residential Broadband strategy for telephone and satellite companies (xDSL/Fiber-to-the-Curb and satellite modems). He has been involved in market and technical trials with cable modems, and the full range of computer communications hardware and infrastructure from POTS modems, to ISDN and beyond.

On behalf of Intel, Mr. Haas negotiated the conduct of a market trial for cable modems with BellSouth, and has otherwise had significant experience in negotiating agreements with communication service providers including cable system operators such as Continental Cablevision, Cox and Comcast. He has also had significant experience in negotiating a variety of commercial agreements with small and large vendors of telecommunications equipment vendors such as Lucent Technologies and Hybrid Networks. Mr. Haas was involved in design wins for Intel's semiconductor products into virtually all state-of-the-art communications equipment, including: wireless switches, 5ESS central office switches, 4ESS toll office switches, digital cross-connects, PBXs and SONET lightwave transmission equipment.

Mr. Haas joined Intel in 1982 as a Technical Sales Engineer, moving two years later to the position of Field Applications Engineer. In 1986 he became Sales Engineer for the AT&T account. Mr. Haas was named District Sales Manager for the AT&T account in 1990.

In 1993 he was appointed Manager of Intel's NCCI (New Computer and Communication Industry) programs reporting to Intel Senior Vice President of Corporate Strategy, prior to assuming his current position in 1995.

Mr. Haas graduated from Virginia Tech with a Bachelor of Science degree in Computer Science in 1982.

Partial list of Mr. Haas' conference appearances:

1. National Communications Forum. "Intranet: The Company Network of Choice" Chicago, October 16, 1996
2. SuperComm '96. Executive Panel. June 25, 1996
3. SuperComm '96. "Unraveling Residential Broadband". June 26, 1996.
4. SuperComm '96. "The Connected PC: User Platforms for Megabit Copper Access Networks". June 26, 1996

5. Paul Kagen Conference. 1995

Technical Management

Thomas J. Regan Director of Collocation

Thomas J. Regan is the Director of Collocation Operations of Covad Communications Company and DIECA. Prior to joining Covad, Mr. Regan was employed at Pacific Bell for 27 years. At Pacific Bell, his most recent position was Expanded Interconnection Service Product Manager, reporting to the Executive Director. In this capacity, Mr. Regan managed a 300% increase in interconnection service requests in 1996. He was responsible for the statewide management of Pacific Bell's offering and implementation of physical collocation by Competitive Local Exchange Carriers (CLECs) of their own CLEC equipment in Pacific Bell's Central Offices.

Mr. Regan directed Pacific Bell's collocation teams involving personnel from Pacific Bell's Operations, Engineering, Real Estate and Security departments. He prepared Pacific Bell's complete market financial package for the FCC's and CPUC's regulatory approvals on each request for new Central Offices and new interconnection products, as well as related tariffs. In addition, Mr. Regan managed Pacific Bell's collocation and billing and account crediting process for collocating CLECs.

Prior to commencing his role as product manager for collocation and expanded interconnection at Pacific Bell, Mr. Regan was a senior engineer for Pacific Bell responsible for a variety of large-scale network engineering projects. He participated in the deployment of new switch-based products and developed new processes to facilitate the introduction of new products throughout the Bay Area.

His significant projects include leading the implementation of 15 major Advance Digital Technology projects; coordinating the engineering and provisioning of customer requests for large Centrex, Centrex-IS, PRI ISDN, Voice Mail, SDS 56 and other tariffed products; and coordinating Pacific Bell's engineering and operations activities to deploy major new network products, serving as the Network Technology Department's point of contact for field trials and first office applications of new switch technology.

In addition, Mr. Regan previously served as Pacific Bell's Service Manager for Bank of America's account in San Francisco between 1986 and 1990. He was responsible for ensuring Bank of America's satisfaction with all voice and data services which included 63 data networks, three data centers, two alarm centers, a merchant services center, a business service center and a money transfer center. He completed several key voice and data projects for Bank of America, including the six phase ATM, alarm consolidation, point-of-sale transfer, circuit inventory, identification and rehome for north and south locations, fiber surveillance, and ADN on the California Data Network, and reduced error rates on the Bank of America voice network and converted it from analog to digital statewide, and improved its point of sale network capabilities and efficiency.

Prior to 1986, Mr. Regan's positions at Pacific Bell included the following: Customer Service Supervisor; Division Staff Training Facilitator; Distribution Services, Installation and Prewire Supervisor; and Distribution Services Cutover Supervisor.

Catherine Hemmer
Vice President, Operations

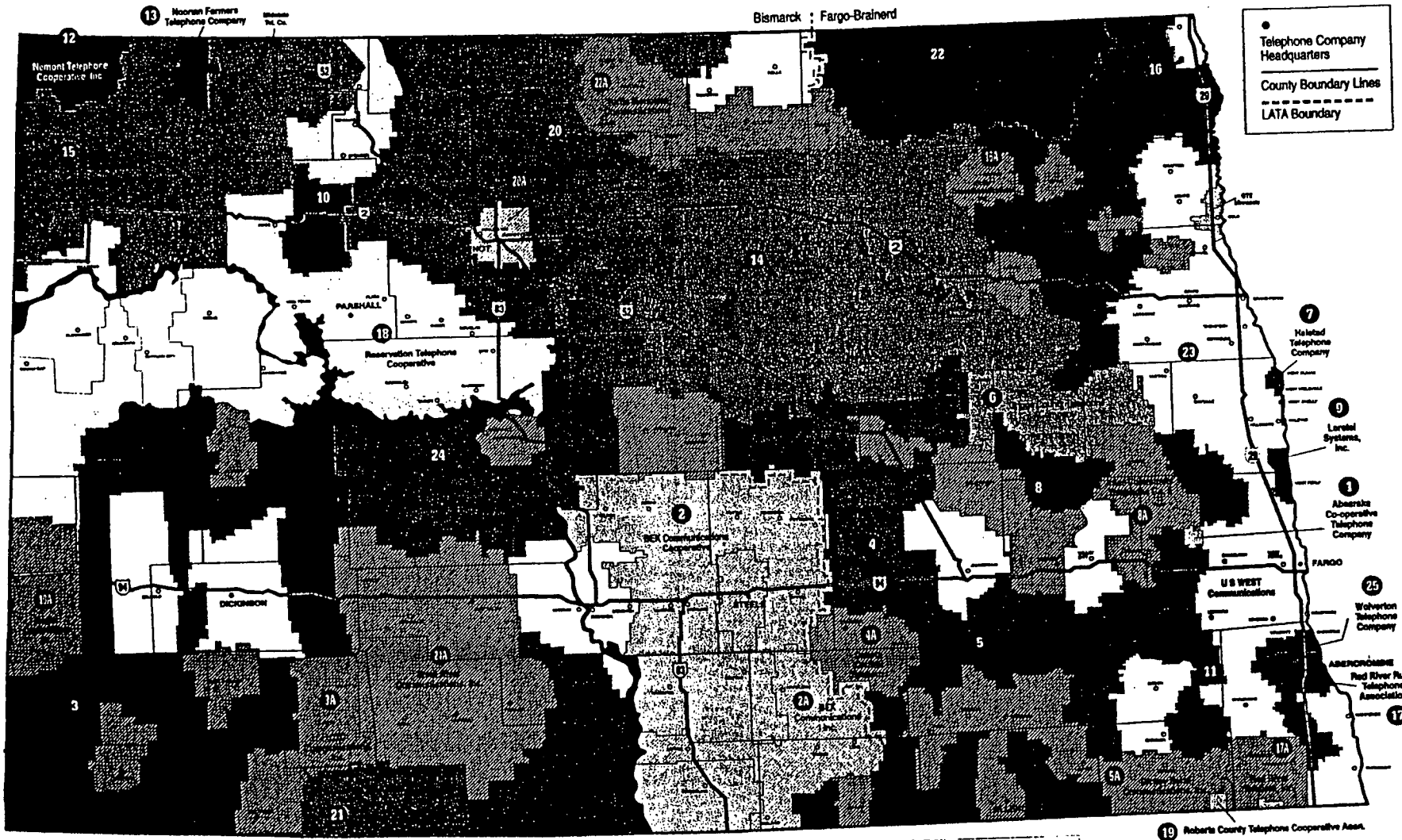
As Vice President of Operations, Catherine Hemmer is responsible for delivering consistent, high-quality services and support to Covad customers and their subscribers. Network Operations, Field Operations and Customer Care report to Ms. Hemmer. She joins the Company with an extensive background in operations, corporate planning and management information systems within the telecommunications industry. Most recently, Ms. Hemmer was Vice President of network reliability and operations for U S WEST. Prior to joining U S WEST, Ms. Hemmer was General Manager of network provisioning at Ameritech Services, Inc. and, before that, Vice President of network services for MFS Telcom, Inc. She has also held management posts with Chicago Fiber Optic Corporation and MCI Telecommunications Corporation.

Rex Cardinale
Vice President, Engineering

As Covad's Vice President of engineering, Rex Cardinale is responsible for the design of Covad's network architecture and operations support systems. Previously, Mr. Cardinale served as CEO and Vice President of engineering at GlobalCenter Inc., an Internet service provider for small businesses. He created the GlobalCenter business as a division of Global Village Communication, where he served as Vice President and General Manager. Before this, Mr. Cardinale was Vice President and General Manager of the cc:Mail division of Lotus Development Corporation and was Vice President of engineering for Ultra Network Technologies, a provider of high-speed networking systems for supercomputers. He also spent 10 years with Rolm Corporation in various engineering management roles. Mr. Cardinale has a B.S. degree in Electrical Engineering and Computer Science from the University of Santa Clara.

EXHIBIT 6

NORTH DAKOTA TELEPHONE COMPANIES SERVICE AREA



- Local Exchange Companies**
- 1. Absaraka Co-operative Telephone Company
 - 2. BEK Communications Cooperative
 - 2A. BEK Communications Inc.
 - 3. Consolidated Telephone Cooperative
 - 3A. CTC Communications, Inc.
 - 4. Dakota Central Telecommunications Cooperative
 - 4A. Dakota Central Telecom I
 - 5. Dickey Rural Telephone Cooperative
 - 5A. Dickey Rural Communications, Inc.
 - 6. Griggs County Telephor
 - 7. Halstad Telephone Company
 - 8. Inter-Community Telephone Company
 - 8A. Inter-Community Telephone Co. II
 - 9. Lorstel 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 Corporation
 - 16A. Polar Telecommunications, Inc.
 - 17. Red River Rural Telephone Association
 - 17A. Red River Telecom, Inc.
 - 18. Reservation Telephone Cooperative
 - 19. Roberts County Telephone Cooperative Association
 - 20. Souris River Telecom
 - 20A. SRT Communications, Inc.
 - 21. Staline Telecommunications, Inc.
 - 22. United Telephone Mutual Aid Corporation
 - 22A. Turtle Mountain Communications
 - 23. U.S. WEST Communications
 - 24. West River Telecommunications Cooperative
 - 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

**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

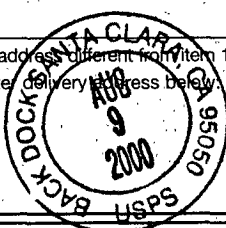
Name of Company	Type of Service	Date Registered
Eclipse Communications Corporation Issaquah WA 425-313-5200	CLEC	(F) 10-22-97
Excel Telecommunications, Inc. Dallas, TX 214/863-8700, 800-875-9235, FAX 214-863-8721	CLEC	(R) 6-26-96
FIRSTEL, INC. Sioux Falls SD 605-332-3232; FAX 605-332-8004	CLEC	(R) 6-11-96
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

PN-2301-00-264

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) B. Date of Delivery <div style="text-align: right;">9 AUG 2000</div> </p> <p>C. Signature X <input type="checkbox"/> Agent <input type="checkbox"/> Addressee </p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p style="font-size: 1.2em; font-family: cursive;">Bela Gary Cord Communications 2330 Central Expressway Santa Clara Ca 95050</p>	<div style="text-align: center;">  </div>
<p>2. Article Number (Copy from service label)</p> <p style="font-size: 1.2em; font-family: cursive;">7099 3220 0002 8476 1976</p>	<p>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.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>PS Form 3811, July 1999 Domestic Return Receipt 102595-99-M-1789</p>	

PN-2301-00-264

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<p>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>	<p>A. Received by (Please Print Clearly) B. Date of Delivery <div style="text-align: right;">6 JUL 2000</div> </p> <p>C. Signature X <input type="checkbox"/> Agent <input type="checkbox"/> Addressee </p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>Article Addressed to:</p> <p style="font-size: 1.2em; font-family: cursive;">Michael Bosh Registered PO Box 1000 Menat ID 58702-1000</p>	<p>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.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>Article Number (Copy from service label)</p> <p style="font-size: 1.2em; font-family: cursive;">7099 3220 0002 8476 8106</p>	<p>2. Article Number (Copy from service label)</p> <p style="font-size: 1.2em; font-family: cursive;">7099 3220 0002 8476 7640</p>
<p>S Form 3811, July 1999 Domestic Return Receipt 102595-99-M-1789</p>	

PN-2301-00-264

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) B. Date of Delivery <div style="text-align: right;">B. Alexander 6/13/00</div> </p> <p>C. Signature X <input type="checkbox"/> Agent <input type="checkbox"/> Addressee </p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p style="font-size: 1.2em; font-family: cursive;">Bela A Gary Cord Communications 2330 Central Expressway Santa Clara Ca 95050</p>	<p>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.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>Article Number (Copy from service label)</p> <p style="font-size: 1.2em; font-family: cursive;">7099 3220 0002 8476 8106</p>	<p>2. Article Number (Copy from service label)</p> <p style="font-size: 1.2em; font-family: cursive;">7099 3220 0002 8476 7640</p>
<p>PS Form 3811, July 1999 Domestic Return Receipt 102595-99-M-1789</p>	