

DIVIDER

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

PU-2376-00-413

CCCND, Inc.

Local Exchange

Public Convenience & Nece

Filed 8/15/2000

Closed 10/27/2000

00

Scott, Sandi L.

From: Bauske, Shelly A.
Sent: Tuesday, January 16, 2001 10:34 AM
To: Geiger, Gloria A.; Scott, Sandi L.
Subject: Money Received.....

Case No. PU-2273-00-188
Advanced TelCom Group, Inc.
\$254.37

Case No. PU-2376-00-413
CCCND, Inc. (Check from Connect Communications Corporation)
\$156.46

Case No. PU-2404-00-513
Qwest
\$95.21

Case No. PU-2404-00-512
Qwest
\$95.21

Case Nos. PU-314-99-419 and PU-314-99-420
Qwest
\$921.95

Case No. PU-314-99-119
Qwest
\$3,533.24

22 **PU-2376-00-413**

Pages: 0

\$156.46 received
by Qwest Corporation
01/16/2001

CC: Comm Legal PUD (3)

APPROVED
DATE: 12-20-00
KMF

MOTION

December 20, 2000

CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-2376-00-413

I move the Commission bill CCCND, Inc. for costs incurred to date in
Case No. PU-2376-00-413, CCCND, Inc., Local Exchange, Public Convenience
& Necessity.



Public Service Commission

State of North Dakota

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

COMMISSIONERS

Bruce Hagen
President
Susan E. Wefald
Leo M. Reinbold

December 20, 2000

Executive Secretary
Jon H. Mielke

Jonathan E Canis
Erin R Swansiger
Kelley Drye & Warren LLP
1200 19th St NW Ste 500
Washington DC 20036

RE: Case No. PU-2376-00-413
CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Enclosed is a copy of the statement approved at the December 20, 2000
Public Service Commission meeting for the expenses incurred to date in Case
No. PU-2376-00-413.

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,

A handwritten signature in black ink, appearing to read "Gloria Geiger".

Gloria Geiger
Administrative Assistant
701-328-2401

Enc.

c Cindy Lee
CCCND Inc
125 W Capitol Ave Ste 250
Little Rock AR 72201

Billing Statement

December 20, 2000

CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-2376-00-413

Expenses Incurred to Date:

Advertising Costs	\$156.46
-------------------	----------

Amount Due:

CCCND, Inc.	\$156.46
-------------	----------

Send Payment To:

Public Service Commission
600 E Boulevard Ave Dept 408
Bismarck ND 58505-0480

Federal Tax ID 45-0309764

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-2376-00-413

AFFIDAVIT OF SERVICE BY CERTIFIED 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 **9th day of November, 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:

Corrected Order

The envelope was addressed as follows:

Jonathan E Canis Erin R Swansiger
Kelley Drye & Warren LLP
1200 19th St NW Ste 500
Washington D C 20036
Cert. No. 7099 3400 0014 4513 6699

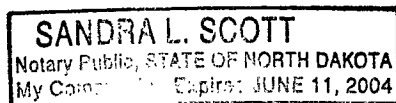
Sharon Helbling further deposes and says that on the **9th day of November, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

Cindy Lee
CCCND Inc
125 W Capitol Ave Ste 250
Little Rock AR 72201

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

Subscribed and sworn to before me
this **9th day of November, 2000**.

SEAL



Sharon Helbling

Sandra L. Scott

Notary Public

20 PU-2376-00-413

Pages: 1

Affidavit of Service

by CCCND, Inc.
11/09/2000

CC: Comm Legal PUD (3)

PU-2376-00-413

Copies To:

State Library (8 copies)

Historical Society

Associated Press

MOTION

November 8, 2000

DATE: 11-8-00
KMF

**CCCND, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-2376-00-413

I move the Commission adopt the Corrected Order granting the application of CCCND, Inc. d/b/a Connect! and issue a Certificate of Public Convenience and Necessity to provide competitive local exchange telecommunications services throughout North Dakota, Case No. PU-2376-00-413.

JRL/sdh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CCCND, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-2376-00-413

CORRECTED ORDER

November 8, 2000

On August 15, 2000, CCCND, Inc. d/b/a Connect! (CCCND) filed an application for a certificate of public convenience and necessity to provide facilities-based competitive local exchange telecommunications services throughout North Dakota.

On August 23, 2000, the Public Service Commission's Director of Accounting filed a memorandum indicating that CCCND has the financial ability to provide telecommunications service.

On August 30, 2000, the Commission issued a Notice of Opportunity for Hearing, which stated that interested persons could comment on the application or request a hearing until October 6, 2000. No comments or requests for hearing were received. The Notice indicated the following issues to be considered in this matter:

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

CCCND is a North Dakota Corporation headquartered at Little Rock, Arkansas and a wholly-owned subsidiary of Connect Holdings Corporation, a Nevada Corporation that is also the parent of Connect Communications Corporation (CCC). CCCND is a start-up company its management personnel are the same as those of CCC. CCCND reports that CCC affiliates are authorized to provide local telecommunications service in 43 states and are already providing service in several states. The Commission finds CCCND is fit, able, and has the technical, financial and managerial ability to provide service.

CCCND intends to provide a full range of facilities-based voice and data local exchange services to business and residential customers in North Dakota. The Commission finds CCCND's proposed service is adequate.

18 **PU-2376-00-413**

Pages: 2

Corrected Order

by Public Service Commission

11/08/2000

CC: Comm Legal PUD (3)

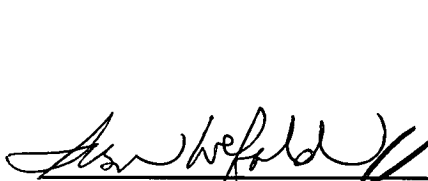
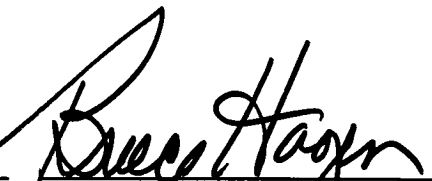

In this Case, as in other cases in which statewide authority was requested, the Commission will adhere to the precedent established in the AT&T certificate case, Case No. PU-453-96-83. In AT&T, the Commission held that its determination of the public interest with regard to the service territories of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

Order

The Commission Orders:

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

PUBLIC SERVICE COMMISSION

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

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-2376-00-413

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 **26th day of October, 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 and Certificate

The envelope was addressed as follows:

Jonathan E Canis Erin R Swansiger
Kelley Drye & Warren LLP
1200 19th St NW Ste 500
Washington D C 20036
Cert. No. 7099 3400 0014 4513 7351

Sharon Helbling further deposes and says that on the **26th day of October, 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.

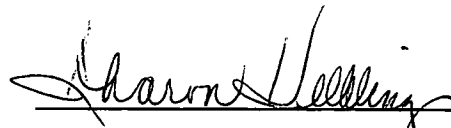

Cindy Lee
CCCND Inc
125 W Capitol Ave Ste 250
Little Rock AR 72201

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

Subscribed and sworn to before me
this **26th day of October, 2000**.

SEAL





Notary Public

17 PU-2376-00-413

Pages: 1

Affidavit of Service by Certified Mail

by Public Service Commission

10/26/2000

CC: Comm Legal PUD (3)

PU-2376-00-413

Copies To:

State Library (8 copies)

Historical Society

Associated Press

MOTION

APPROVED:

DATE: 10-25-00
KMF

October 25, 2000

**CCCND, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-2376-00-413

I move the Commission adopt the Order granting the application of CCCND, Inc. d/b/a Connect! and issue a Certificate of Public Convenience and Necessity to provide competitive local exchange telecommunications services throughout North Dakota, Case No. PU-2376-00-413.

JRL/sdh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CCCND, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-2376-00-413

ORDER

October 25, 2000

On August 15, 2000, CCCND, Inc. d/b/a Connect! (CCCND) filed an application for a certificate of public convenience and necessity to provide facilities-based competitive local exchange telecommunications services throughout North Dakota.

On August 28, 2000, the Public Service Commission's Director of Accounting filed a memorandum indicating that New Edge has the financial ability to provide telecommunications service.

On August 30, 2000, the Commission issued a Notice of Opportunity for Hearing, which stated that interested persons could comment on the application or request a hearing until October 6, 2000. No comments or requests for hearing were received. The Notice indicated the following issues to be considered in this matter:

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

CCCND is a North Dakota Corporation headquartered at Little Rock, Arkansas and a wholly-owned subsidiary of Connect Holdings Corporation, a Nevada Corporation that is also the parent of Connect Communications Corporation (CCC). CCCND is a start-up company its management personnel are the same as those of CCC. CCCND reports that CCC affiliates are authorized to provide local telecommunications service in 43 states and are already providing service in several states. The Commission finds CCCND is fit, able, and has the technical, financial and managerial ability to provide service.

CCCND intends to provide a full range of facilities-based voice and data local exchange services to business and residential customers in North Dakota. The Commission finds CCCND's proposed service is adequate.

15 **PU-2376-00-413**

Pages: 2

Order

by Public Service Commission

10/25/2000

CC: Comm Legal PUD (3)

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

Order

The Commission Orders:

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

PUBLIC SERVICE COMMISSION



Susan E. Wefald
Commissioner

"ABSENT"

Bruce Hagen
President



Leo M. Reinbold
Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4559


This is to certify that public convenience and necessity require, and permission is granted for CCCND, 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-2376-00-413 and is conditioned upon CCCND, 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 October 25, 2000.

Bismarck, North Dakota, October 25, 2000

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

INFORMAL AGENDA

October 11, 2000

PU-2376-00-413

CCCND, Inc.
Local Exchange
Public Convenience and Necessity

PU-2382-00-424

Telera Communications, Inc.
Local Exchange/Interexchange
Public Convenience and Necessity

13 **PU-2376-00-413** Pages: 0
Informal Hearing held
by Public Service Commission
10/11/2000 CC: Comm Legal PUD (3)

10 **PU-2382-00-424** Pages: 0
Informal Hearing held
by Public Service Commission
10/11/2000 CC: Comm Legal PUD (3)

Affidavit of Publication

State of North Dakota)
)
County of Burleigh)

Laurie Thiel , being duly sworn, state as follows:

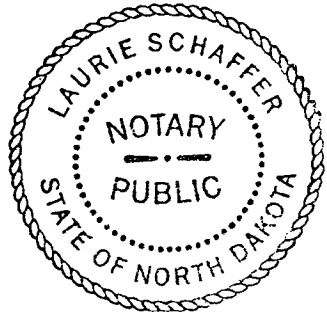
1. I am the designated agent, under the provisions and for the purposes of, Section 31-04-06, NDCC, for the newspapers listed on the attached exhibits.
2. The newspapers listed on the exhibits published the advertisement of:
CCND, Inc. / Telera , 1 time(s)
as required by law or ordinance.
3. All of the 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 21st day of September A.D. 2000.

Laurie Schaffer

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



KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

1200 19TH STREET, N.W.

SUITE 500

WASHINGTON, D.C. 20036

(202) 955-9600

FACSIMILE

(202) 955-9792

NEW YORK, NY

LOS ANGELES, CA

CHICAGO, IL

STAMFORD, CT

PARSIPPANY, NJ

BRUSSELS, BELGIUM

HONG KONG

AFFILIATE OFFICES

BANGKOK, THAILAND

JAKARTA, INDONESIA

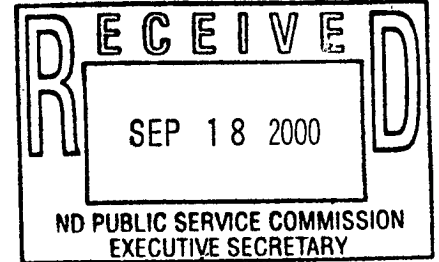
MANILA, THE PHILIPPINES

MUMBAI, INDIA

TOKYO, JAPAN

DIRECT LINE (202) 887-1226

E-MAIL: wcreeden@kelleydrye.com



September 15, 2000

Via FEDERAL EXPRESS

Mr. Jon Mielke
Executive Secretary
The North Dakota Public Service Commission
State Capitol
Bismarck, ND 58505

Re: Application of CCCND, Inc. d/b/a Connect! for Authority to Provide
Competitive Facilities-Based Local Telecommunications Service in
North Dakota
Case No. PU-2376-00-413

Dear Mr. Mielke:

Pursuant to my recent telephone conversations with Jerry Lein and Michael Diller of the North Dakota Public Service Commission ("Commission"), enclosed please find an original and seven (7) copies of *Exhibit F* to CCCND, Inc. d/b/a Connect! ("Connect!'s") above-referenced Application for Authority to Provide Competitive Facilities-Based Local Telecommunications Services in the State of North Dakota ("Application"). The enclosed *Exhibit F* replaces the *Exhibit F* originally filed with Connect!'s Application on August 15, 2000.

Please note that the original *Exhibit F* was filed *under seal* with an Application Requesting Trade Secret Protection for Confidential and Proprietary Information, but there is no similar application being submitted with the enclosed replacement *Exhibit F*. Accordingly, by this letter, Connect! withdraws its original *Exhibit F* filed *under seal*, along with the its related Application Requesting Trade Secret Protection for Confidential and Proprietary Information, and respectfully requests return of these documents to our office as counsel for Connect!.

11 PU-2376-00-413

Pages: 4

Revised Exhibit F

by CCCND, Inc.
09/18/2000

CC: Comm Legal PUD (3)

KELLEY DRYE & WARREN LLP

Mr. Jon Mielke
September 15, 2000
Page Two

Also enclosed are duplicates of this filing and a self-addressed, postage-paid envelope. Please date-stamp the duplicates and return it in the envelope provided. Please contact me at 202-887-1226 if you have any questions.

Sincerely,

A handwritten signature in black ink that reads "Wendy M. Creeden". The signature is written in a cursive style with a long horizontal flourish at the end.

Wendy M. Creeden

Enclosures

EXHIBIT F

**CONSOLIDATED FINANCIAL STATEMENT
APRIL 2000**

Connect Holdings Corporation

Balance Sheet

April 30, 2000

Assets

Current Assets	5,593,344
Fixed Assets, Net	21,320,797
Other Assets	132,998

Total Assets	<u>27,047,139</u>
---------------------	--------------------------

Liabilities & Equity

Total Current Liabilities	2,950,681
Total Other Liabilities	18,627,697
Total Equity	5,468,761

Total Liabilities & Equity	<u>27,047,139</u>
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STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-2376-00-413

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

Case No. PU-2382-00-424

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 **31st day of August, 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:

Jonathan E Canis Erin R Swansiger
Kelley Drye & Warren LLP
1200 19th St NW Ste 500
Washington D C 20036
Cert. No. 7099 3220 0002 8477 4204

Lance J M Steinhart
6455 E Johns Crossing Ste 285
Duluth GA 30097

Cert. No. 7099 3220 0002 8477 4211

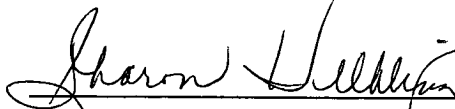
Sharon Helbling further deposes and says that on the **31st day of August, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

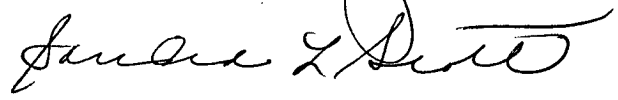
Cindy Lee
CCCND Inc
125 W Capitol Ave Ste 250
Little Rock AR 72201

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

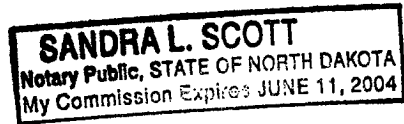
Subscribed and sworn to before me
this **31st day of August, 2000.**

SEAL





Notary Public



STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-2376-00-413

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

Case No. PU-2382-00-424

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 **31st day of August, 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:

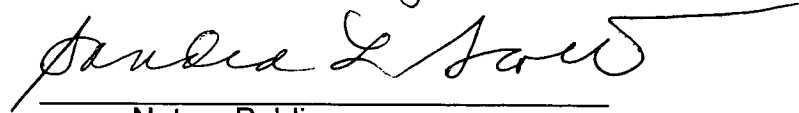
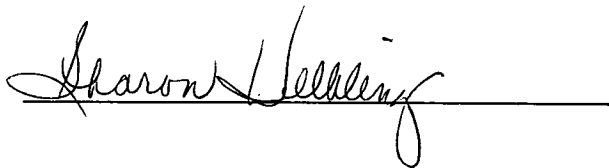
Notice of Opportunity for Hearing

The envelopes were addressed as follows:

See Attached List

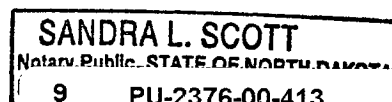
Each address shown is the respective addressee's last reasonably ascertainable post office address.

Subscribed and sworn to before me
this **31st day of August, 2000**.



Notary Public

SEAL



9

PU-2376-00-413

Pages: 14

Affidavit of Service by Ordinary Mail or
E-Mail
by Public Service Commission

08/31/2000

CC. Comm Legal PUD (3)

PU-2376-00-413

Copies To:

State Library (8 copies)

Historical Society

Associated Press

bberkenpas@mcleodusa.com
Barb Berkenpas
81 Grand St
New York NY 10013

wbrudvik@oh adlaw.com
William Brudvik
81 Grand St
New York NY 10013

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

lisestrom@dwt.com
Lise Strom
81 Grand St
New York NY 10013

harumiyamamoto@dwt.com
Harumi Yamamoto
81 Grand St
New York NY 10013

ruth.holder@teligent.com
Ruth Holder

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

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

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

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

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

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

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

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

drtc@drtel.net
Darren Moser
Dickey Rural Telephone Cooperative
PO Box 69
Ellendale ND 58436-0069

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

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

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

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

dc1ark@hq.idt.net
Diane Clark
IDT Corporation
190 Main St
Hackensack NJ 07601

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

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

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

nschmid@acginc.net
Neil Schmid
Ionex Communications North Inc
5710 LBJ Frwy Ste 215
Dallas TX 75240

skat@means.net
Steven Katka
Loretel Systems Inc
13 E 4th Ave
Ada MN 56510

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

skillebrew@deltacom.com
Sharon Killebrew
McLeodUSA

john_sullivan@cable.comcast.com
John Sullivan
McLeodUSA

wheaston@mcleodusa.com
William Heaston
McLeodUSA
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601 S Harbour Island Blvd Ste 220
Tampa FL 33602-5925

Helbling, Sharon D.

From: Helbling, Sharon D.
Sent: Thursday, August 31, 2000 9:42 AM
To: 'ndna'
Subject: Attached Notices

Please have the attached Notice of Opportunity to File Written Comments and the attached Notice of Opportunity for Hearing published as legal publications in the next issue of the ten North Dakota daily newspapers. Also run them as "News Item Only" articles.

Send the bill to the Public Service Commission, along with a tear sheet, for billing purposes.

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

Thank you.

**Sharon Helbling
Public Utilities Division
Public Service Commission**

1.doc

1.doc

8 PU-2376-00-413

Pages: 1

Notice e-mailed to NDNA requesting
publication
by Public Service Commission

08/31/2000

CC: Comm Legal PUD (3)

MOTION

APPROVED:
DATE: 8-30-00
KMF

August 30, 2000

**CCCND, Inc.
Local Exchange
Public Convenience & Necessity**

Case No. PU-2376-00-413

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

Case No. PU-2382-00-424

I move the Commission issue a Notice of Opportunity for Hearing in the application of CCCND, Inc. for a Certificate of Public Convenience and Necessity to provide local exchange telecommunications services in North Dakota, Case No. PU-2376-00-413, and the application of Telera Communications, Inc. for Certificates of Public Convenience and Necessity to provide local exchange telecommunications services in all exchanges currently served by U S WEST, and interexchange telecommunications services throughout North Dakota, Case No. PU-2382-00-424.

JRL/sdh

000413-2.doc

STATE OF NORTH DAKOTA

PUBLIC SERVICE COMMISSION

CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-2376-00-413

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

Case No. PU-2382-00-424

NOTICE OF OPPORTUNITY FOR HEARING

August 30, 2000

On August 15, 2000, CCCND, Inc. d/b/a Connect! filed an application for a certificate of public convenience and necessity to provide facilities-based local exchange telecommunications services throughout North Dakota.

On August 17, 2000, Telera Communications, Inc. filed an application for certificates of public convenience and necessity to provide facilities-based local exchange telecommunications services in all exchanges currently served by U S WEST, and interexchange telecommunications services throughout North Dakota.

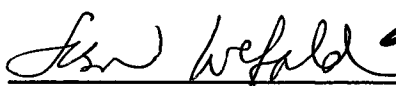
The issues to be considered in these matters are:

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 **October 6, 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



Susan E. Wefald
Commissioner



Bruce Hagen
President



Leo M. Reinbold
Commissioner

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CCCND, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-2376-00-413

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 **23rd day of August, 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 Memorandum on Financial Ability

The envelope was addressed as follows:

Jonathan E Canis Erin R Swansiger
Kelley Drye & Warren LLP
1200 19th St NW Ste 500
Washington D C 20036
Cert. No. 7099 3220 0002 8476 9071

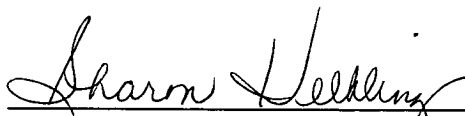
Sharon Helbling further deposes and says that on the **23rd day of August, 2000**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

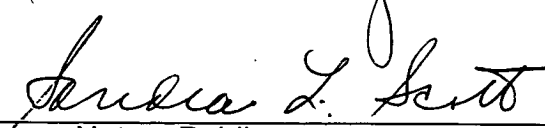
Cindy Lee
CCCND Inc
125 W Capitol Ave Ste 250
Little Rock AR 72201

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

Subscribed and sworn to before me
this **23rd day of August, 2000.**

SEAL



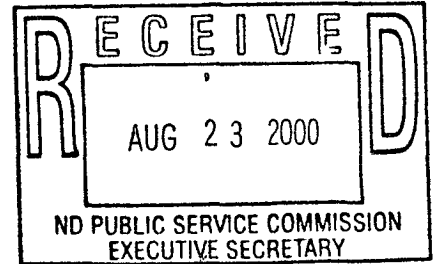


Notary Public

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

Memorandum

To: Jon Mielke
From: Mike Diller *Mike Diller*
Date: August 23, 2000
Re: **CCCND, Inc.**
Local Exchange PC&N Application
Case No. PU-2376-00-413



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

I reviewed the financial statements of Connect Holdings Corporation as filed by the Applicant. CCCND, Inc. is a wholly-owned subsidiary of Connect Holdings Corporation. Based on that review, staff concludes that CCCND, Inc. d/b/a Connect! 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.

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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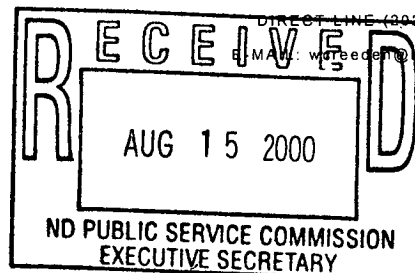
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MANILA, THE PHILIPPINES

MUMBAI, INDIA

DIRECT LINE (202) 887-1226

E-MAIL: warred@kelleydrye.com



August 14, 2000

Via FEDERAL EXPRESS

Mr. Jon Mielke
Executive Secretary
The North Dakota Public Service Commission
State Capitol
Bismarck, ND 58505

Re: Application of CCCND, Inc. d/b/a Connect! for Authority to Provide Competitive Facilities-Based Local Telecommunications Service in North Dakota; and
Application of CCCND, Inc. d/b/a Connect! for a Certificate of Registration as a Local Service Reseller in North Dakota

Dear Mr. Mielke:

Enclosed for filing with the North Dakota Public Service Commission ("Commission"), please find an original and seven (7) copies of an the Application of CCCND, Inc. d/b/a Connect! ("Connect!") for Authority to Provide Competitive Facilities-Based Local Telecommunications Services in the State of North Dakota ("Application"), together with an Application Requesting Trade Secret Protection for Confidential and Proprietary Information. Also enclosed is an Application for a Certificate of Registration as a Local Service Reseller.

Connect! initially filed an application to provide competitive facilities-based *and* resold local exchange telecommunications services in North Dakota on October 29, 1999. At that time, Connect also filed an Application for a Certificate of Registration as a Long Distance Reseller, for which it was issued Certificate No. 663 on December 1, 1999.

Subsequently, Ms. Helbling of the Commission's staff informed us that the Commission required the submission of a Certificate of Registration as a *Local Service Reseller, separate and apart* from the Application to provide *facilities-based local exchange telecommunications*.

3 PU-2376-00-413

Pages: 51

DC01/SWANE/95216.3

Local Exchange PC&N Application

by CCCND, Inc.

08/15/2000

CC: Comm Legal PUD (3)

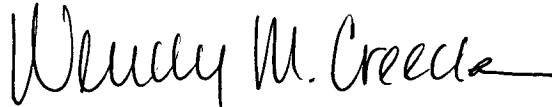
KELLEY DRYE & WARREN LLP

Mr. Jon Mielke
August 14, 2000
Page Two

services. As a result, the application previously submitted was required by the Commission to be *redacted* so as to exclude any request for resold local exchange authority. In accordance with the Commission's request, the above-referenced Application requests facilities-based local exchange authority *only*, while the Application for a Certificate of Registration as a Local Service Reseller seeks resold local exchange authority *only*.

Also enclosed are duplicates of these filings and a self-addressed, postage-paid envelope. Please date-stamp the duplicates and return them in the envelope provided. Please contact me at 202-887-1226 if you have any questions.

Sincerely,

A handwritten signature in black ink that reads "Wendy M. Creeden". The signature is written in a cursive style with a horizontal line at the end.

Wendy M. Creeden

Enclosures

**Before the
STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

Application of)
)
CCCND, Inc., d/b/a Connect!)
) **Docket No.** _____
for Authority to Provide)
Competitive Facilities-Based)
Local Exchange)
Telecommunications Services)
in the State of North Dakota)

**APPLICATION OF
CCCND, INC., d/b/a CONNECT!**

CCCND, Inc., d/b/a Connect! (“Connect!,” “Applicant” or “Company”), by its attorneys, and pursuant to N.D. CENT. CODE §§ 49-03.1-03 and 49-03.1-04, respectfully requests that the North Dakota Public Service Commission (“Commission”) grant to it a Certificate of Public Convenience and Necessity to provide facilities-based competitive local exchange telecommunications services in the State of North Dakota. In support of its Application, Connect! provides the following information:

I. IDENTIFICATION OF THE APPLICANT

1. The Applicant’s legal name is CCCND, Inc., d/b/a Connect! Applicant is a corporation organized under the laws of the State of North Dakota. A copy of Applicant’s Articles of Incorporation is appended hereto as *Exhibit A*. An original Certificate of Good Standing is appended hereto as *Exhibit B*.

2. Connect! is a wholly-owned subsidiary of Connect Holdings Corporation (“Connect Holdings”), a Nevada corporation. Connect Holdings is also the parent company of Connect Communications Corporation (“CCC”), an Arkansas corporation. Connect! will rely on its affiliate company, CCC, for all technical and managerial support, and will rely on the entire “Connect! family” of corporations for financial support. The “Connect! family” of companies includes Connect Holdings, as well as all of the subsidiary companies of Connect Holdings, including CCC, Connect!LD, Inc., and each state local exchange carrier affiliate. A Chart depicting the Company’s internal corporate structure is appended hereto as *Exhibit C*. The Applicant may be reached at its affiliate’s principal place of business, which is located at:

124 West Capitol Avenue
Suite 250
Little Rock, AR 72201
Telephone: (501) 401-7700
Facsimile: (501) 401-7799

3. The Applicant’s principal corporate officers and management personnel, located at the same address, are listed below:

Ted L. Snider, Jr.	Chief Executive Officer and Chairman
Glenn Custar	Chief Operating Officer
Bill Jester	Vice President and Director of Operations
Richard Spavins	Director of Network Engineering
Ed Moore	Director of Regulatory Affairs
Shannon Ligon	Human Resources Director
Cal Arnold	Vice President and Director of Sales and Marketing
Phillip Kennedy	Network Operations Manager
Dave Granere	Western Regional Manager
Stephen D. Crow	Southwest, Southeast, and Midwest Regional Manager
Jim Hall	Northeast Regional Manger

II. DESIGNATED CONTACTS

4. The designated contacts for this application are:

Jonathan E. Canis
Erin R. Swansiger
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036
(202) 955-9600
(202) 955-9792 facsimile

5. Copies of all correspondence, notices, inquiries and orders also should be sent to the following person, who is Applicant's initial contact person for all regulatory issues:

Cindy Lee, Manager of Legal and Regulatory Affairs
CCCND, Inc., d/b/a Connect!
124 West Capitol Avenue
Suite 250
Little Rock, AR 72201
Telephone: (501) 401-7760
Facsimile: (501) 401-7799

III. QUALIFICATIONS OF THE APPLICANT

A. MANAGERIAL AND TECHNICAL QUALIFICATIONS

6. The Applicant is well-qualified, managerially, technically and financially to provide the competitive local exchange services for which authority is requested in this Application. Because the Applicant is a start-up company, it will rely upon the corporate management personnel of its affiliate company, CCC, for technical and managerial expertise. The Company's management team includes individuals with substantial experience in successfully developing, growing and operating telecommunications businesses. This is evident by the fact that, between them, five of CCC's corporate officers and managers have more than

one hundred (100) years of experience in the telecommunications industry. Specific details of CCC's management and technical experience are appended hereto as *Exhibit D*, which also contains the biographies of the key management and operational personnel responsible for Connect!'s telecommunications services in North Dakota.

7. CCC was formed to provide all forms of telecommunications services, including resold and facilities-based local and interexchange services. CCC's affiliates are authorized to provide resold and facilities-based local exchange services, by virtue of certification, registration or tariff requirements, or on a deregulated basis, in the following forty-three (43) states: Alabama, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, Wisconsin and Wyoming. Through its affiliates, CCC is operational in Arkansas, Rhode Island and Utah. In addition, CCC's interexchange carrier affiliate, Connect!LD, is authorized to provide switched-based resold interexchange services in the following forty (40) states: Alabama, Arkansas, California, Colorado, Connecticut, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, North Dakota, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Washington, West Virginia, Wisconsin, and Wyoming.

8. Neither the Applicant nor any of its affiliates has been denied authority to provide telecommunications service in any jurisdiction, nor is any such action pending. None of the

Applicant's affiliates has been subject to sanctions or fines in any jurisdiction in which they are currently operating.

9. Connect! will use Lucent TNT/ASG data switches and Mitel GX5000 voice switches and related equipment for its North Dakota operations. A diagram depicting Connect!'s network in North Dakota is appended to this Application as *Exhibit E*.

B. FINANCIAL QUALIFICATIONS

10. Connect! has access to the financing and capital necessary to conduct the telecommunications operations as specified in this Application. As a recently-formed affiliate of CCC and new entrant to the North Dakota telecommunications industry, the Applicant does not yet have its own financial statements or financial history. As a result, Connect! will rely on the financial resources of the entire "Connect! family" of companies, as set forth in *Exhibit C*, to provide the initial capital investment and funding for its North Dakota operations.

11. As a new company, Connect! currently is in the process of making network investments, as well as securing vendors for the equipment and construction of its network in North Dakota. Nevertheless, as is evident from the Company's unaudited April, 2000 consolidated financial statements of Connect! and its affiliate companies (*see* Balance Sheet and Income Statement), which are being filed with this Application *under seal* as *Exhibit F*, Connect! has the necessary financial resources to provide the facilities-based local exchange services described in this Application, and to finance its North Dakota operations, in order to maintain the provision of these services.

12. Due to the fact that the information provided in *Exhibit F* is confidential and commercially sensitive, the Applicant has submitted its consolidated financial statements under *separate seal*. Pursuant to the Commission's rules for requests for the confidential treatment of information, the Applicant has submitted, concurrent with the filing of this Application, a *Motion*

for Leave to File Under Seal and/or a Protective Order (“Motion”) seeking proprietary treatment of this information. In further accordance with the Commission’s rules, the Applicant has placed one (1) set of the original, confidential financial statements in a *sealed* envelope labeled “Trade Secret – Private,” and has appended this material to its Motion *only*. Accordingly, the Applicant respectfully requests that the information contained therein not be divulged to the public.

IV. DESCRIPTION OF AUTHORITY REQUESTED

13. By this Application, Connect! seeks the authority to provide a full range of facilities-based local exchange telecommunications services to business and residential customers throughout the State of North Dakota. Such services will include: (1) originating and terminating local exchange access services to single-line and multi-line customers (including basic residential and business lines, direct inward/outward PBX trunk service and Centrex services and ISDN); (2) “Plain Old Telephone Service” (“POTS”) -- dial-tone/voice service to end user customers; (3) high-speed data transmission services, including Digital Subscriber Line (DSL) and Asynchronous transfer Mode (“ATM”), as well as dial-up data transmission services, (4) Internet access; (5) Multi Point-to-Point Protocol (“PPP”); and switched and special access/dedicated service offerings to other common carriers.

14. A price list setting forth the Company’s specific service offerings and rates for its North Dakota customers will be filed with this Commission upon approval of this Application.

15. Through its affiliate, Connect!LD, Inc., a Nevada corporation, the Company also plans to offer full range of resold interexchange services, using its own switches. Such services include: “1+” and “0+” capabilities, access to “10-1X-XXXX” services, switched inbound calling, switched outbound calling, dedicated inbound calling, dedicated outbound calling, toll directory assistance, and calling card services. On December 1, 1999, Connect!LD was issued a

Certificate of Registration (“Registration”) to offer switched-based resold interexchange telecommunications services in North Dakota. A copy of this Registration is appended hereto as *Exhibit G*.

V. PROPOSED SERVICE AREA & UTILITIES PROVIDING SIMILAR SERVICE

16. The Applicant seeks the authority to provide the services specified herein throughout the state of North Dakota in all areas approved for service by competitive local exchange carriers. Pursuant to N.D. CENT. CODE § 49-03.1-03, the Applicant has appended to this Application as *Exhibit H* a map of its service territory in the State of North Dakota, as provided by the North Dakota Telephone Association. Also in accordance with the requirements of N.D. CENT. CODE § 49-03.1-03, the Applicant submits, as *Exhibit I*, a list of other public utilities providing similar service in the State of North Dakota.

VI. REQUESTED REGULATORY TREATMENT

17. The Applicant hereby agrees to abide by all applicable statutes, orders, rules, and regulations entered and adopted by the Commission. Additionally, as a competitive provider of telecommunications services in North Dakota, the Applicant respectfully requests that it be subject to the same streamlined regulatory treatment applicable to other competitive carriers.

VII. PUBLIC INTEREST

18. A decision by the Commission to grant the Applicant the authority to provide the competitive facilities-based local exchange telecommunications services described herein to business and residential customers in the State of North Dakota is in the public interest. As demonstrated by this Application, Connect! has the managerial, technical and financial qualifications to operate as a local exchange service provider in North Dakota. Moreover, the

increased competition that Connect! will bring to the State of North Dakota has the potential to reduce prices for competitive telecommunications services, create new jobs, and increase financial investments in telecommunications entities. The local exchange services that Connect! intends to offer to consumers in North Dakota also will serve to augment the choice of telecommunications service providers in North Dakota, stimulate improved quality of service and overall responsiveness to telecommunications consumers, and increase consumer access to advanced telecommunications technology in North Dakota. As a result, Connect!'s Application is in the public interest and accordingly, should be granted by the Commission.

WHEREFORE, CCCND, Inc., d/b/a Connect! respectfully requests that the Commission grant it a Certificate of Public Convenience and Necessity to provide competitive facilities-based local exchange telecommunications services in the State of North Dakota.

Respectfully submitted,

CCCND, INC. D/B/A CONNECT!

By: 

Jonathan E. Canis
Erin R. Swansiger
Wendy M. Creeden
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W., Suite 500
Washington, D.C. 20036

Its Attorneys

Dated: August 14, 2000

VERIFICATION

[Commonwealth/State] of Arkansas :

: ss.

County of Pulaski :

Cal Arnold, Affiant, being duly [sworn/affirmed] according to law, deposes and says:

That he is the **Vice President and Director of Sales and Marketing** (Office of Affiant) of Connect Communications Corporation;

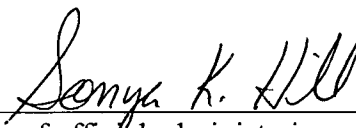
That he is authorized to and does make this affidavit for said corporation;

That the facts above set forth are true and correct to the best of his knowledge, information, and belief and that he expects said corporation to be able to prove the same at any hearing hereof.



Cal Arnold
Vice President and Director of Sales and Marketing
Connect Communications Corp.

Sworn and subscribed before me this 30th day of June, 2000.



Signature of official administering oath

My commission expires 4/5/05

////////////////////////////////////
Sonya K. Hill
Notary Public, State of Arkansas
Pulaski County
My Commission Expires 04/05/05
////////////////////////////////////

**Before the
STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

Application of)
)
CCCND, Inc., d/b/a Connect!)
) **Docket No.** _____
for Authority to Provide)
Competitive Facilities-Based)
Local Exchange)
Telecommunications Services)
in the State of North Dakota)

AFFIDAVIT OF CAL ARNOLD

INTRODUCTION

My name is Cal Arnold. My business address is: 124 West Capitol Avenue, Suite 250 Little Rock, Arkansas 72201. I am employed by Connect Communications Corp. (“CCC”), as its Vice President and Director of Sales and Marketing. In those capacities, I am responsible for overseeing all sales and marketing aspects of CCC and her affiliated companies: Connect Holdings Corporation, a Nevada holding corporation (of which CCC is a wholly-owned subsidiary); Connect Facilities Corp., a Nevada company responsible for equipment purchases for all of the company’s affiliates; Connect!LD, a Nevada corporation that provides interexchange telecommunications services nationwide; Connect International, Inc., a Nevada corporation established for the provision of international telecommunications services; CCCAL, Inc., d/b/a connect.com, an Alabama local exchange carrier company; CCCAR, Inc., d/b/a/ Total Connect!, an Arkansas local exchange carrier company; CCCAZ, Inc., d/b/a Connect!, an Arizona local exchange carrier company; CCCCA, Inc., d/b/a Connect!, a California local exchange carrier company; CCCCO, Inc., d/b/a Total Connect!, a Colorado local exchange

carrier company; CCCCT, Inc., d/b/a Connect!, a Connecticut local exchange carrier company; CCCDC, Inc., a District of Columbia local exchange carrier company; CCCDE, Inc., d/b/a Connect!, a Delaware local exchange carrier company; CCCFL, Inc., d/b/a Connect!, a Florida local exchange carrier company; CCCGA, Inc., d/b/a Connect!, a Georgia local exchange carrier company; CCCIA, Inc., d/b/a Connect!, an Iowa local exchange carrier company; CCCID, Inc., d/b/a Connect!, an Idaho local exchange carrier company; CCCIL, Inc., d/b/a Total Connect!, an Illinois local exchange carrier company; CCCIN, Inc., d/b/a Connect!, an Indiana local exchange carrier company; CCCKY, Inc., d/b/a Connect!, a Kentucky local exchange carrier company; CCCKS, Inc., d/b/a Connect!, a Kansas local exchange carrier company; CCCLA, Inc., d/b/a Connect!, a Louisiana local exchange carrier company; CCCME, Inc., d/b/a Connect!, a Maine local exchange carrier company; CCCMD, Inc., d/b/a Connect!, a Maryland local exchange carrier company; CCCMA, Inc., a Massachusetts local exchange carrier company; CCCMI, d/b/a Connect!, a Michigan local exchange carrier company; CCCMN, Inc, d/b/a Connect!, a Minnesota local exchange carrier company; CCCMS, Inc., d/b/a Connect!, a Mississippi local exchange carrier company; CCCMO, Inc., d/b/a Connect!, a Missouri local exchange carrier company; CCCMT, Inc., d/b/a Total Connect!, a Montana local exchange carrier company; CCCND, Inc., d/b/a Connect!, a North Dakota local exchange carrier company; Connect!, Inc., d/b/a Connect!, a Nebraska local exchange carrier company; CCCNH, Inc., d/b/a Total Connect!, a New Hampshire local exchange carrier company; CCCNM, Inc., d/b/a Connect!, a New Mexico local exchange carrier company; CCCNV, Inc., d/b/a Connect!, a Nevada local exchange carrier company; CCCNJ, Inc., d/b/a Connect!, a New Jersey local exchange carrier company; CCCNY, Inc., d/b/a Connect!, a New York local exchange carrier company; CCCNC, Inc., d/b/a Connect!, a North Carolina local exchange carrier company; CCCOH, Inc., d/b/a Connect!, an

Ohio local exchange carrier company; CCCOK, Inc., d/b/a Connect!, an Oklahoma local exchange carrier company; CCCOR, Inc., d/b/a Connect!, an Oregon local exchange carrier company; CCCPA, Inc., d/b/a Total Connect!, a Pennsylvania local exchange carrier company; CCCRI, Inc., d/b/a Total Connect!, a Rhode Island local exchange carrier company; CCCSC, Inc., d/b/a Total Connect!, a South Carolina local exchange carrier company; CCCSD, Inc., a South Dakota local exchange carrier company; CCCTN, Inc., d/b/a Connect!, a Tennessee local exchange carrier company; CCCTX, Inc., d/b/a Connect!, a Texas local exchange carrier company; CCCUT, Inc., d/b/a Connect!., a Utah local exchange carrier company; CCCVT, Inc., d/b/a Total Connect!, a Vermont local exchange carrier company; Connect CCCVA, Inc., d/b/a Connect!, a Virginia local exchange carrier company; CCCWA, Inc., d/b/a Connect!, a Washington state local exchange carrier company; Connect CCCWV, Inc., d/b/a Total Connect!, a West Virginia local exchange carrier company; CCCWI, Inc., d/b/a Connect!, a Wisconsin local exchange carrier company; and CCCWY, Inc., a Wyoming local exchange carrier company. Collectively, these companies currently employ one hundred twenty-six (126) individuals.

I earned a Bachelor of Arts in Radio and Television, along with a Masters of Arts in Mass Communications, both from Baylor University. I have twenty-six years of experience in the business sector, with an emphasis on Business Development and Marketing/Sales. I spent twenty-six years managing commercial radio stations, including fifteen years as an owner.

DESCRIPTION AND QUALIFICATION OF CCC

The purpose of my Affidavit is to demonstrate the fitness of the Applicant, CCCND, Inc., d/b/a Connect! ("Connect!"), an affiliate company of CCC, to operate as a competitive facilities-based local exchange carrier ("CLEC") in the State of North Dakota. As described in the Application to which this Affidavit is appended, CCCND proposes to offer a full range of facilities-based local exchange telecommunications services to business and residential customers throughout the State of North Dakota, including: (1) originating and terminating local exchange access services to single-line and multi-line customers (including basic residential and business lines, direct inward/outward PBX trunk service and Centrex services and ISDN); (2) "Plain Old Telephone Service" ("POTS") -- dial-tone/voice service to end user customers; (3) high-speed data transmission services, including Digital Subscriber Line (DSL) and Asynchronous transfer Mode ("ATM"), as well as dial-up data transmission services, (4) Internet access; (5) Multi PPP; and switched and special access/dedicated service offerings to other common carriers.

Initially, Connect! will provide service to business customers in North Dakota through the use of facilities and equipment that will be deployed by CCCND. Ultimately, Connect! intends to provide services to residential customers.

Connect entered into an interconnection agreement with US WEST. This agreement was approved by the Commission on April 29, 1999.

CCC's affiliates are authorized to provide resold and facilities-based local exchange services, by virtue of certification, registration or tariff requirements, or on a deregulated basis, in the following states: Alabama, Arkansas, California, Colorado, Connecticut, Delaware, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky,

Louisiana, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Texas, Tennessee, Utah, Vermont, Washington, West Virginia, Wisconsin and Wyoming. Through its affiliates, CCC is operational in Arkansas, Rhode Island, and Utah. In addition, CCC's interexchange carrier affiliate, Connect!LD, is authorized to provide switched-based resold interexchange services in the following thirty-nine (39) states: Alabama, California, Colorado, Connecticut, District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, North Dakota, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, South Dakota, Tennessee, Texas, Utah, Washington, West Virginia, Wisconsin, and Wyoming.

Connect! does not yet have an office in North Dakota; however, it does maintain a registered agent, CT Corporation System, whose office is located at: 314 East Thayer Avenue, Bismark, North Dakota, 58501. Once it has received authorization from the Commission to provide the services requested in its Application, Connect! will establish a point of presence ("POP") in North Dakota and will employ individuals in the State of North Dakota who are familiar with the company's network to provide maintenance and repair services for customers of the Company's services. Connect! will market and sell its telecommunications services to residential and business customers in North Dakota via its own internal sales force, which is located in the Company's headquarters in Arkansas.

CCC will maintain a customer service department for purposes of addressing all of Connect!'s customer inquiries, needs and complaints, including issues relating to billing, service

quality, and maintenance. The Company's toll-free number for customer service, which is available 24 hours/day, 7 days/week, is (877) 200-5022. The Company's toll-free number for repairs/maintenance service, which is available 24 hours/day, 7 days/week, is (877) 689-1777.

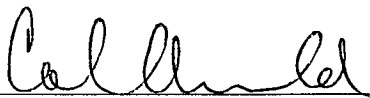
As explained in the Application, Connect! will utilize the technical and managerial support of its affiliate company, CCC, and the financial support of the entire Connect! family of corporations to install, manage, operate and provide the local exchange telecommunications services to be provided in North Dakota.

PUBLIC CONVENIENCE AND NECESSITY

Connect! clearly meets all of the factors that the Commission is required to consider under N.D. CENT. CODE §§ 49-03.1-03 and 49-03.1-04 in granting an applicant for a certificate of public convenience and necessity. Through its affiliate company, CCC, and the entire Connect! family of corporations, Connect! has the fitness and ability to provide the facilities-based local exchange services requested in its Application, as well as the technical, financial and managerial ability to do so. The proposed services comport with the public interest because the increased competition that Connect! will bring to the State of North Dakota has, among other things, the potential to reduce prices for competitive telecommunications services, create new jobs, increase financial investments in telecommunications entities, and stimulate the overall economy in North Dakota. Accordingly, Connect!'s Application is in the public interest and should be granted by this Commission.

CONCLUSION

The Application of Connect! for a certificate of public convenience and necessity to provide facilities-based local exchange telecommunications services in North Dakota, and my Affidavit in support thereof, demonstrate that Connect! possesses all of the requisite qualifications to compete as a local exchange carrier in North Dakota. As demonstrated herein, Commission approval of this Application is in the public interest, and accordingly, should be granted.



Cal Arnold
Vice President and Director of Sales and Marketing
Connect Communications Corp.

Dated: June 30, 2000

EXHIBIT A

ARTICLES OF INCORPORATION

654551



ARTICLES OF INCORPORATION - NORTH DAKOTA BUSINESS
OR FARMING CORPORATION
NORTH DAKOTA SECRETARY OF STATE
SFN 16812 (6-89)

FOR OFFICE USE ONLY

Validation #

SEE PAGE 4 FOR FILING AND MAILING INSTRUCTIONS

RECEIVED

OCT 05 1998

SEC. OF STATE

FILE NO. 13976900

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation organized under North Dakota Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

Article 1. The name of said Corporation shall be: CCCND, INC.

Article 2. The period of its duration is perpetual, OR perpetual

Article 3. The purpose for which the Corporation is organized are general business purposes, OR:

Telecommunications access and related services

Article 4.

A. Aggregate number of shares the corporation has authority to issue 100		
B. Par value per share authorized by corporation No par		
C. If shares are divided into classes, they are identified as follows:		
CLASS	NO. OF SHARES	PAR VALUE PER SHARE
Common	100	No par value

Article 5.

A. Name of Registered Agent CT CORPORATION SYSTEM			
B. Social Security or Federal ID # of Registered Agent 51-0006522			
C. Address of Registered Office 314 EAST TRAYER AVENUE	City BISMARCK	State N. D.	Zip Code 58501
D. Address of Executive Office (if different than "C")	City	State	Zip Code
E. The articles of incorporation are accompanied by a signed consent of the registered agent with a filing fee of \$10.			

Article 6. Other provisions by which this corporation shall be governed: (if none, insert "none")

None

Article 7. A. The name, social security number, and address of each incorporator:

NAME	SOCIAL SECURITY NUMBER	ADDRESS	CITY	STATE	ZIP
M. S. Green	332-46-9969	120 S. Central	Clayton	MO	63105

B. SIGNATURES

I (We), the above named incorporator(s), have read the foregoing Articles of Incorporation, know the contents thereof, and believe the statements made therein to be true.

Dated September 16, 1998.

M. S. Green

 M. S. Green

8. FEES:

Filing.....	\$30.00
Consent of Registered Agent.....	\$10.00
Minimum License Fee.....	\$50.00
Additional License Fees.....	
(Equal to \$10.00 for every additional \$10,000 in excess of \$50,000)	
SEE INSTRUCTIONS ON PAGE 4.	

OFFICE USE ONLY

Certificate No.
Date Filed <i>10-16-98</i>
Fee Paid
Filed By <i>CO</i>



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

FOR OFFICE USE ONLY

ID # 13976900
 WO # 654551
 Approved By
 Filed 10-6-98 By CO

RECEIVED
 OCT 05 1998
 SEC. OF STATE

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

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

COOND, INC.

3.A. Name of the Registered Agent

C T CORPORATION SYSTEM

B. Registered Agent is (Check One)

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

C. Social Security/Federal ID # of Registered Agent

51-0006522

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

C T CORPORATION SYSTEM

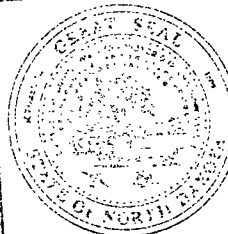
By M.S. Green

Signature of Registered Agent

M. S. Green, Asst. Secy.

9/16/98

Date



STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 4 pages, as taken from the file and on file in this office. Authenticity of this certification can be determined by the color red.

Alvin A. Jaeger

Alvin A. Jaeger
SECRETARY OF STATE

DATED: 3-4-99
L. Vandame

EXHIBIT B

ORIGINAL CERTIFICATE OF GOOD STANDING

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

CCCND, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that CCCND, INC., a North Dakota BUSINESS CORPORATION, was incorporated in this office on October 6, 1998 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 a North Dakota BUSINESS CORPORATION.

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

CCCND, INC.

Issued: June 27, 2000

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

Alvin A. Jaeger
Secretary of State

EXHIBIT C

CORPORATE STRUCTURE CHART

Connect Holdings Corp.

Connect Facilities Corp.

Connect Communications Corp.

CCCXXX, Inc.

Connect!LD, Inc.

Connect International, Inc.

CCCRI, Inc.
d/b/a
Total Connect!

CCCPA, Inc.
d/b/a
Total Connect!

CCCCO, Inc.
d/b/a
Total Connect!

CCCUT, Inc.
d/b/a
Connect!

CCCID, Inc.
d/b/a
Connect!

CCCMT, Inc.
d/b/a
Total Connect!

CCCGA, Inc.
d/b/a
Connect!

CCCFL, Inc.
d/b/a
Connect!

CCCIL, Inc.
d/b/a
Total Connect!

CCCMN, Inc.
d/b/a
Connect!

CCCMO, Inc.
d/b/a
Connect!

CCCMA, Inc.
d/b/a
Pending

CCCWA, Inc.
d/b/a
Connect!

CCCOR, Inc.
d/b/a
Connect!

CCCNV, Inc.
d/b/a
Connect!

CCCNM, Inc.
d/b/a
Pending

CCCCA, Inc.
d/b/a
Connect!

CCCLA, Inc.
d/b/a
Connect!

CCCDC, Inc.
d/b/a
Connect!

CCCMD, Inc.
d/b/a
Connect!

CCCCT, Inc.
d/b/a
Connect!

CCCMS, Inc.
d/b/a
Connect!

Connect CCCVA, Inc.
d/b/a
Connect!

Connect CCCWV, Inc.
d/b/a
Total Connect!

CCCM, Inc.
d/b/a
Connect!

CCCSC, Inc.
d/b/a
Total Connect!

CCCN, Inc.
d/b/a
Connect!

CCCI, Inc.
d/b/a
Connect!

CCCME, Inc.
d/b/a
Connect!

CCCNH, Inc.
d/b/a
Total Connect!

CCCNJ, Inc.
d/b/a
Connect!

CCCDE, Inc.
d/b/a
Connect!

CCCVT, Inc.
d/b/a
Total Connect!

CCCIA, Inc.
d/b/a
Connect!

CCCN, Inc.
d/b/a
Connect!

CCCND, Inc.
d/b/a
Connect!

CCCTX, Inc.
d/b/a
Connect!

CCCKS, Inc.
d/b/a
Connect!

CCCN, Inc.
d/b/a
Total Connect!

CCCAL, Inc.
d/b/a
Connect!

CCCOK, Inc.
d/b/a
Connect!

Connect CCCAZ, Inc.
d/b/a
Connect!

CCCS, Inc.
d/b/a
Pending

CCCW, Inc.
d/b/a
Pending

CCCTN, Inc.
d/b/a
Connect!

CCCKY, Inc.
d/b/a
Connect!

CCCAR, Inc.
d/b/a
Total Connect!

CCCOH, Inc.
d/b/a
Connect!

CCCO, Inc.
d/b/a
Connect!

CCCWI, Inc.
d/b/a
Connect!

EXHIBIT D

MANAGEMENT PROFILES OF CONNECT COMMUNICATIONS CORPORATION

CONNECT COMMUNICATIONS CORPORATION MANAGEMENT PROFILES

TED L. SNIDER, Jr. – CHIEF EXECUTIVE OFFICER, SOLE STOCKHOLDER AND CHAIRMAN

Mr. Snider has fifteen years of management experience, mostly in telecommunications. While building a company (sold in 1997) that operated radio stations, he also developed Snider Communications Corporation from a start-up to a company which serves over 10,000 customers with state-of-the-art technology and the largest paging system in Arkansas.

He received a Bachelor of Science degree in Systems Engineering from the U.S. Naval Academy as well as a Master of Business Administration degree from UCLA.

GLENN CUSTAR– CHIEF OPERATING OFFICER

Mr. Custar has over twenty-seven years of financial and operations experience with more than fifteen years in senior management for telecommunication companies including MFS Intelenet, MCI and US Sprint Midwest. He most recently was SVP/CFO of ServiceNet, an Andersen Consulting enterprise.

Glenn earned his Bachelor of Science degree in Accounting from East Central Oklahoma State College, a Master of Science degree in Accounting from the University of Kansas, and a Master of Business Administration from Rockhurst College.

BILL JESTER – DIRECTOR OF OPERATIONS

Mr. Jester has twenty years experience in the business sector, with an emphasis on Business Development and Marketing/Sales. He spent eleven years as president for two companies and has nine years experience in management. He also served 42 years in the U.S. Army and retired as a Major General.

He holds a Bachelor of Science in Business Administration, along with a MBA in management and finance from the University of Arkansas.

RICHARD SPAVINS – DIRECTOR OF NETWORK ENGINEERING

Mr. Spavins has worked in the telecommunications field for the last 34 years. He has extensive experience in installation of office and plant PBX systems, cable networks, and installation of Powertel switches. Mr. Spavins was employed at APCo for fifteen years, American Mobilphone for thirteen years, Metrex Communications Group for three years, and Powertel for two years. He is in charge of installation as well as maintenance of the Harris switches nation-wide.

He was granted a bachelor's degree in Electrical Engineering from Auburn University March 1971. He is a registered Professional Engineer in the States of Alabama and Louisiana with a General Radiotelephone License With Radar Endorsement. He has certification for Rolm CBX and GTD 1000 & 120 PBX.

ED MOORE – DIRECTOR OF REGULATORY AFFAIRS

Mr. Moore has spent twenty-eight years in the telecommunications industry, fourteen each with Southwestern Bell and AT&T. He worked primarily in the area of network design, planning and administration for Southwestern Bell, and in regulatory and legislative management for AT&T.

He received a bachelor's degree in mathematics and physics from the University of Central Arkansas.

SHANNON LIGON – HUMAN RESOURCES DIRECTOR

Ms. Ligon has eight years experience in Human Resources. She served as the Vice President of Human Resources for a 500 person manufacturing company and spent over three years with Anderson Consulting as a Manager in the Change Management Group in a variety of industries, including telecom.

She received a Bachelor of Arts degree in Political Science and Business Administration from Vanderbilt University and has her Professional of Human Resource certification from SHRM.

CAL ARNOLD – DIRECTOR OF SALES AND MARKETING

Mr. Arnold spent 26 years managing commercial radio stations including fifteen years as an owner. Most recently he served as General Manager of a ten radio station cluster plus a state radio network for Citadel Communications. His overall experience has been in planning, problem solving, operations and sales.

He received a Bachelor of Arts in Radio and Television, and a Master of Arts in Mass Communications, both from Baylor University.

PHILLIP KENNEDY – NETWORK OPERATIONS MANAGER

Mr. Kennedy has spent eighteen years in the telecommunications industry. He has experience managing Network Operations, Switching Center Operations, and LAN management. He has been a Supervisor of operating facilities that

processed data for invoicing of all calls switched, collected, rated, and billed. Mr. Kennedy worked for Universal Network Services, Inc. for nine years, Metromedia/LDS Long Distance for six years, Infra-Pak, Inc., for three years, and was a Telecommunications Technician for the Army National Guard Reserves for seven years.

He has received Certification of Database, Maintenance, and MSP40 form DSC and Certification on MVP Operations and Maintenance from Glenayre.

DAVE GRANERE – WESTERN REGIONAL MANAGER

Mr. Granere has spent eighteen years in the telecommunications industry. He has managed all aspects of daily operations that include: field services, switch management, provisioning, dispatch circuit design, network design, and traffic management. He has worked closely with the Regulatory Agencies located in the Western Regions of the United States. Mr. Granere has also worked within the Supervisory Sphere; hiring and staffing, training and resource development, administrative action and personnel budgets. He has extensive knowledge of switching technologies and network systems, design and ordering of voice and data network services, installation and implementation of systems and network components from start to finish, and establishment of “customer care” call centers. He worked closely with major long distance companies, negotiating service agreements, terms and conditions, and developed a thorough understanding of the local and federal (FCC) tariffs that govern the extent and methods to which services can be applied.

Mr. Granere received a Bachelor of Science in History from the University of Utah.

STEPHEN D. CROW – SOUTHEAST, SOUTHWEST, AND MIDWEST REGIONAL MANAGER

Mr. Crow has spent the last 20 years in the telecommunications industry. Beginning with the CATV industry in 1979 and most recently with MobileComm, Inc.; the United States second largest paging provider. During his tenure he has been responsible for all facets of technical operations from field service to plant design engineer with Kern Valley Cable T.V. to Regional Technical Director S/E with MobileComm.

Mr. Crow served an active duty tour with the United States Army, Signal Corps from 1981 through 1985 and then completed an additional four enlistment's with United States Army Ready Reserve.

Industry Certifications include:

“Strategic Microwave Radio Repair”

CY-104, Crypto. Service and Repair.

Hughes AML Microwave School.

Centigram Service and Repair.

Onan Emergency Power Transfer Equipment, R&M.

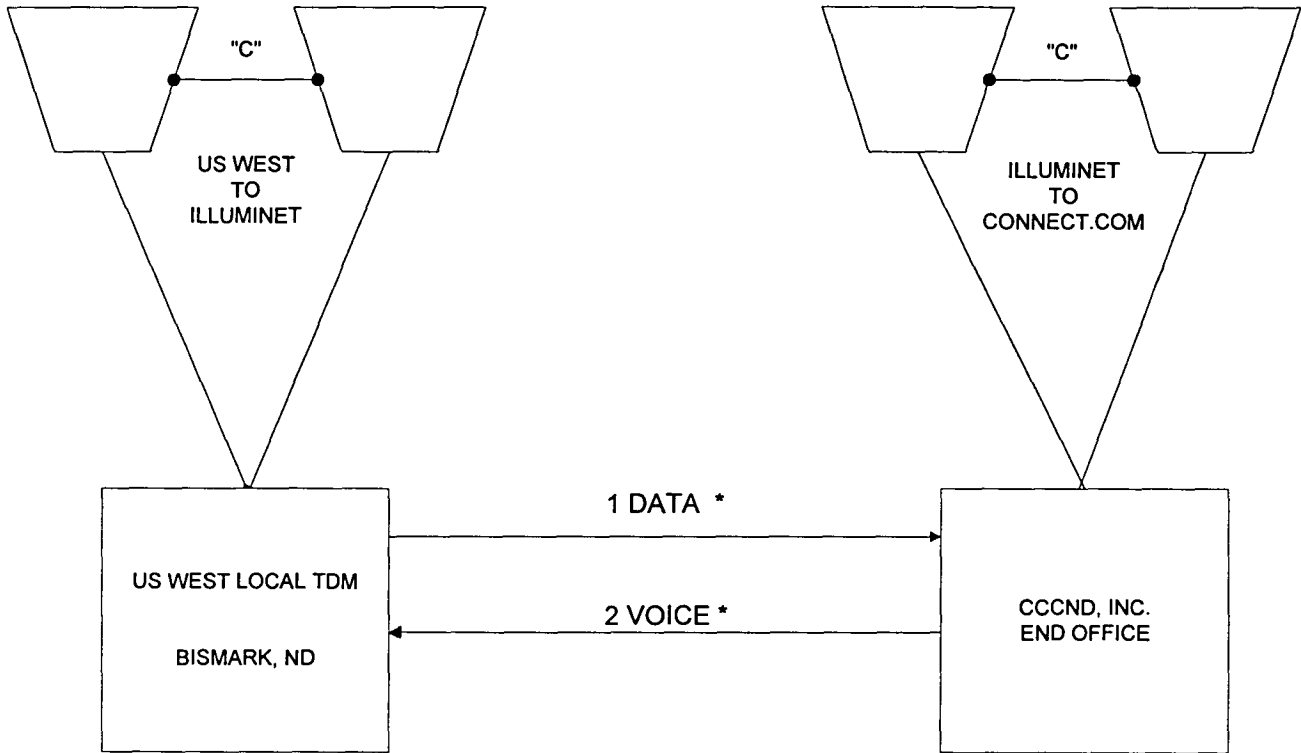
JIM HALL – NORTHEAST REGIONAL MANAGER

Mr. Hall has a total of 19 years in the telecommunications industry. His career began with a tour of duty as an RF Communications Technician. This included a year with the White House Communications agency. The last 10 years he has worked for MobileComm Inc., a major paging service provider. During this time with MobileComm, Mr. Hall was responsible for the design, upgrading, and management of the day-to-day maintenance of the RF and wired infrastructure in South Carolina.

EXHIBIT E

NETWORK DIAGRAM

NETWORK DESIGN PROFILE CCCND, INC. BISMARK, ND



* Could be 2-way trunk groups

1. Incoming from US WEST
2. IntraLata & Local to US WEST

EXHIBIT F

**CONSOLIDATED FINANCIAL STATEMENTS
APRIL 2000**

[CONFIDENTIAL AND PROPRIETARY –FILED UNDER SEAL]

EXHIBIT F

BALANCE SHEET

[CONFIDENTIAL AND PROPRIETARY –FILED UNDER SEAL]

EXHIBIT F

INCOME STATEMENT

[CONFIDENTIAL AND PROPRIETARY –FILED UNDER SEAL]

EXHIBIT G

**COPY OF CONNECT!LD
CERTIFICATE OF REGISTRATION**

PUBLIC SERVICE COMMISSION

STATE OF NORTH DAKOTA

Certificate of Registration

Certificate Number 663

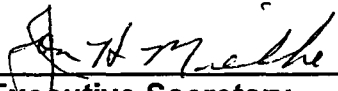
This is to certify that Connect!LD, Inc. is registered to resell interexchange telecommunications services in North Dakota.

This certificate is issued in Case No. PU-2194-99-588, and is subject to the conditions and limitations noted in North Dakota Administrative Code, Section 69-09-05-04.

Bismarck, North Dakota, December 1, 1999.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary





Commissioner

EXHIBIT H

MAP OF SERVICE TERRITORY

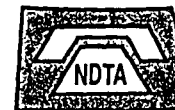
Telephone Companies Service Area

Local Exchange Companies

1. Absaraka Co-operative Telephone Company(701) 896-3404
2. BEK Communications Cooperative.....(701) 475-2361
 - 2A. BEK Communications I Inc.
-  3. Consolidated Telephone Cooperative(701) 225-6061
 -  3A. CTC Communications, Inc.
-  4. Dakota Central Telecommunications Cooperative(701) 652-3184
 -  4A. Dakota Central Telecom I
-  5. Dickey Rural Telephone Cooperative(701) 349-3687
 -  5A. Dickey Rural Communications, Inc.
-  6. Griggs County Telephone Company(701) 797-3301
-  7. Halstad Telephone Company(218) 456-2125
-  8. Inter-Community Telephone Company(701) 924-8815
 -  8A. Inter-Community Telephone Co. II
-  9. Loretel Systems, Inc.....(218) 784-7171
-  10. Midstate Telephone Company.....(701) 628-2522
 -  10A. Midstate Communications Inc.
-  11. Moore and Liberty Telephone Company(701) 437-3300
-  12. Nemont Telephone Cooperative, Inc.....(406) 783-5654
-  13. Noonan Farmers Telephone Company(701) 925-5717
14. North Dakota Telephone Company(701) 662-1700
-  15. Northwest Communications Cooperative.....(701) 568-3331
-  16. Polar Communications Mutual Aid Corporation(701) 284-7221
 -  16A. Polar Telecommunications, Inc.
-  17. Red River Rural Telephone Association.....(701) 553-8309
 -  17A. Red River Telecom, Inc.
18. Reservation Telephone Cooperative(701) 862-3115
19. Roberts County Telephone Cooperative Assn.....(605) 637-5211
-  20. Souris River Telecommunications Cooperative.....(701) 858-1200
 -  20A. SRT Communications Inc.
-  21. Stateline Telecommunications, Inc.....(605) 244-5236
-  22. United Telephone Mutual Aid Corporation.....(701) 256-5156
 -  22A. Turtle Mountain Communications
-  23. U S WEST Communications(701) 241-3491
-  24. West River Telecommunications Cooperative(701) 748-2211
 -  24A. West River Communications, Inc.
-  25. Wolverton Telephone Company(218) 995-2900

NORTH
DAKOTA

PHONE
FACTS &
SERVICE
AREA
GUIDE



NORTH DAKOTA
TELEPHONE
ASSOCIATION

1996
(1st printing)
1998
(revised)

Providing Innovative Leadership

North Dakotans are experiencing a technological revolution in the telecommunications industry. Just as railroads and highways radically transformed our society in past decades, advances in telecommunications technology have changed the way we live and work.

New advances in the telecommunications infrastructure have helped North Dakotans meet important economic and social challenges. Businesses operate more efficiently and better serve customers, while competing in a global economy. Rural communities receive critical services such as education and health care through interactive educational TV and telemedicine programs. Disabled citizens are gaining access to economic and social opportunities that many of us take for granted. Internet access, cellular service and cable or satellite TV link North Dakotans to the rest of the world.

Your local telephone company has always been ready to lead the way in introducing and implementing the latest technologies to meet customer needs and maintain the best possible life for all North Dakotans.

The Association

The North Dakota Telephone Association (NDTA) is a trade organization providing information and educational opportunities to the local exchange telephone industry. The Association was organized in 1906 and functioned until it was disbanded in 1973. In 1982 the NDTA was reactivated to address the operational needs of the industry.

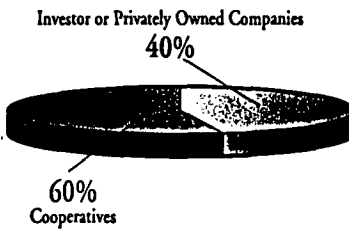
Our member companies are the local exchange companies operating under a Certificate of Convenience and Necessity issued by the North Dakota Public Service Commission to provide local telephone service.

The Association also has over 100 associate members made up of suppliers of equipment and services to the member telephone companies.

The Telephone Companies

Local exchange telephone service is provided by 36 individual companies operating 283 exchanges in North Dakota and serving approximately 355,000 access lines to homes and businesses across the state.

"Local Exchange Companies Serving North Dakota"



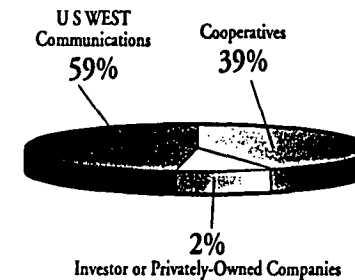
From the beautiful, rugged Badlands of western North Dakota to the Red River Valley of eastern North Dakota, from the Canadian border to the South Dakota border—almost 71,000 square miles—this is our serving territory.

Service to rural Dakota Territory began in the late 1800's. J.L. Grandin, a Dakota Territory farmer, procured a pair of telephones in 1877 and connected two of the several farms the Grandin family operated near the present town of Grandin, North Dakota. Other pairs were obtained shortly thereafter to connect other farms.

By 1950, North Dakota had about 120,000 telephones. Of that number, 91,000 served the larger cities and were owned and operated by five companies, including Northwestern Bell Telephone. Of the remaining 29,000 telephones in the state, 17,000 were owned by 114 telephone companies which operated 140 exchanges; and 11,000 telephones were operated by 700 stock companies. Many of the small telephone companies were family operations.

Since 1950, eleven rural telephone cooperatives have been incorporated in North Dakota. Some began by operating telephone lines that existed before the organization of the cooperatives. Others had constructed a few miles of new line. Dickey Rural Telephone Mutual Aid Corporation, Ellendale, ND, became the first rural telephone cooperative to be incorporated in 1950. By the spring of 1952, nine rural telephone cooperatives had been incorporated, and two more were incorporated within a year.

"Total Access Lines - 355,000"



Today, North Dakota's largest telephone company, U S West Communications, provides service to approximately 209,000 (59%) of the state's total telephone customers. Twelve member-owned cooperatives and their subsidiary companies serve approximately 137,000 (39%) customers statewide. The remaining 9,000 (2%) access lines are served by seven investor-owned companies. Of the cooperatives and investor owned companies, seven companies each serve less than 5,000 customers in their certificated North Dakota service areas.

North Dakota's telephone companies employ approximately 1,500 men and women throughout the state. They are experienced with all telecommunications equipment and have the ability and training to satisfy every telecommunications need. These workers also play a vital personal role in their communities where they support numerous civic and community activities.

Your local telephone company brings you complete, advanced technological services.

Next time you pick up your telephone and

hear that familiar dial tone, or go "On-Line" to

connect with the rest of the world, remember

the dedicated men and women who are

working to bring you the best service and

quality of life in your community.

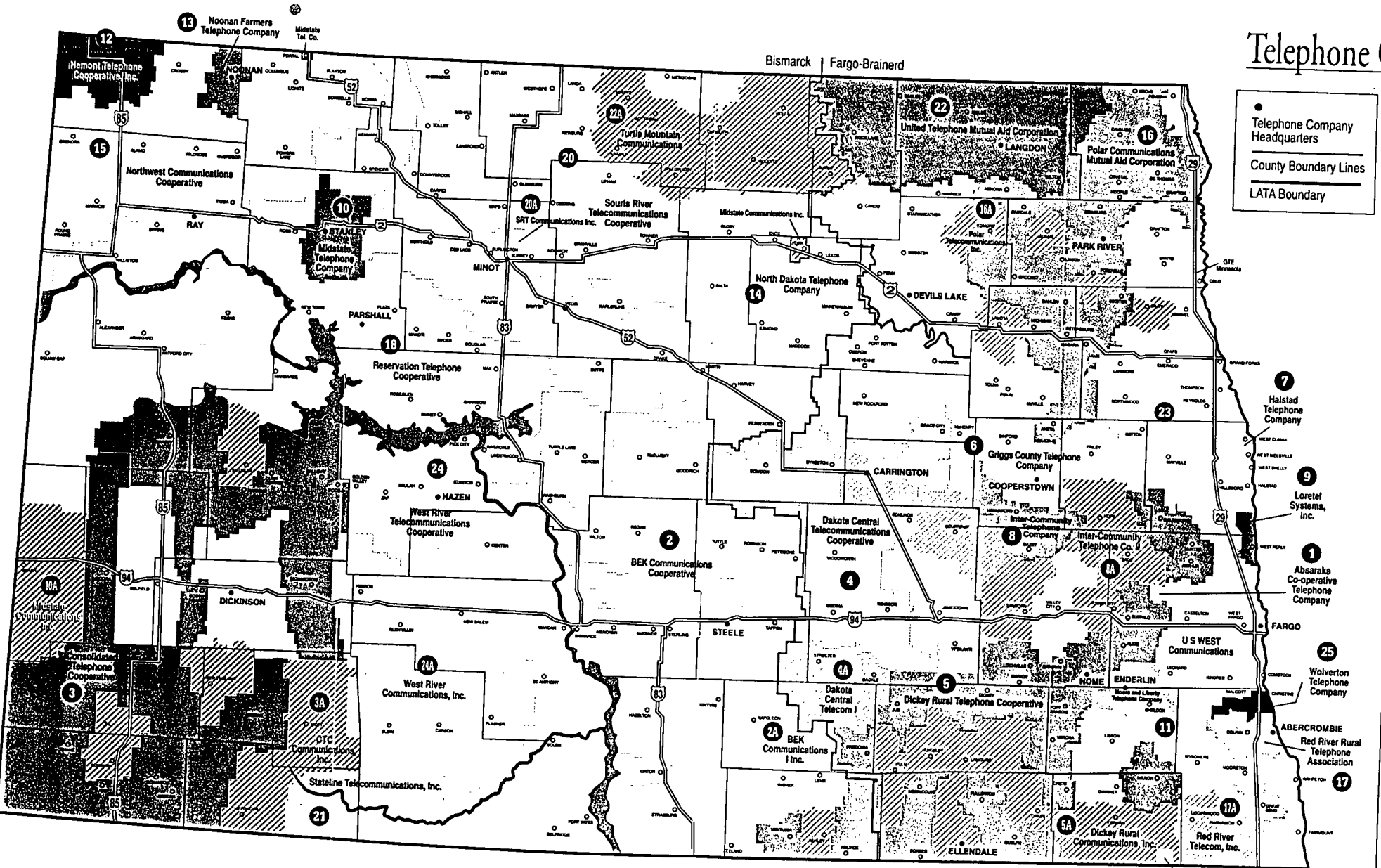


North Dakota Telephone Association
1615 Capital Way Suite 105
P.O. Box 2614
Bismarck, North Dakota 58502-2614
(701) 223-6022
Fax (701) 223-6023

Telephone Cor

Bismarck | Fargo-Brainerd

- Telephone Company Headquarters
- County Boundary Lines
- LATA Boundary



19 Roberts County Telephone Cooperative Assn.

EXHIBIT I

**LIST OF PUBLIC UTILITIES PROVIDING LOCAL EXCHANGE SERVICES
IN NORTH DAKOTA**

**LOCAL EXCHANGE TELECOMMUNICATIONS CARRIERS
REGISTERED WITH THE
NORTH DAKOTA PUBLIC SERVICE COMMISSION
(As of June 20, 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 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
1-800-RECONEX, INC. Hubbard OR 503-982-5572	CLEC	(R) 3-15-00
@link Networks, Inc. Waukesha WI	CLEC	(F) 9-22-99

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
Adelphia Business Solutions Operations, Inc. Canonsburg PA 724-743-9716	CLEC	(R) 4-12-00 (F) 5-10-00
Advanced TelCom Group, Inc. Santa Rosa CA 707-284-5000; 800-367-2844	CLEC	(R) 5-10-00
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
Arrival Communications, Inc. San Francisco CA 415-955-9023; 800-269-2949	CLEC	(F) 6-8-00
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
Comm South Companies, Inc. Dallas TX 972-690-9955; 800-936-5223	CLEC	(R) 6-20-00
Concert Communications Sales LLC Reston VA 703-707-4000	CLEC	(R) 5-12-99

Name of Company	Type of Service	Date Registered
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
DCN, LLC	CLEC	(F) 3-15-00
DSLnet Communications, LLC New Haven CT 203-772-1000	CLEC	(R) 7-28-99
Daktel Communications, LLC Carrington ND 701-652-3184	CLEC	(R) 6-8-00
EASTON TELECOM SERVICES, INC. Richfield OH 330-659-6700: 800-222-8122	CLEC	(R) 8-6-98
Essential.com, Inc. Burlington MA 781-229-9599	CLEC	(R) 4-26-00
Excel Telecommunications, Inc. Dallas, TX 214/863-8700, 800-875-9235, FAX 214-863-8721	CLEC	(R) 6-26-96
Framco, Inc. Fargo ND 701-581-0254	CLEC	(R) 5-5-98 (F) 8-6-98
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
HTC Services, Inc. Halstad MN 218-456-2125	CLEC	(F) 2-23-00
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

Name of Company	Type of Service	Date Registered
Integra Telecom of Minnesota, Inc. Baxter MN 612-447-2000; 800-820-7880	CLEC	(R) 12-1-99 (F) 1-26-00
Integra Telecom of North Dakota, Inc. Beaverton OR 503-748-2048	CLEC	(R) 5-10-00
Ionex Communications North, Inc. Dallas TX 972-392-4601; 972-392-0654	CLEC	(R) 4-26-00 (F) 4-26-00
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 (F) 9-22-99
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 (F) 4-8-98
Maxcess, Inc., Orlando FL 407-513-7700; 888-609-9399	CLEC	(R) 3-29-00 (F) 6-8-00
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

Name of Company	Type of Service	Date Registered
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
NewPath Holdings, Inc. Des Moines IA 515-276-3069	CLEC	(F) 5-10-00
New Edge Network Inc. Vancouver WA 360-693-9009	CLEC	(R) 2-9-00 (F) 3-29-00
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
Pathnet, Inc. Washington D C 202-625-7284	CLEC	(R) 2-23-00 (F) 5-10-00
Polar Telcom, Inc. Park River ND 701-284-7221; FAX 701-284-7277	CLEC	(R) 3-25-98 (ETC)
PREFERRED CARRIER SERVICES, INC. Irving TX 214/753-1378, FAX 214/756-6015	CLEC	(R) 4-30-96
Quintelco, Inc. Pearl River NY 914-620-1212	CLEC	(R) 7-16-97
Skyland Technologies, Inc. Helena MT 406-443-1940	CLEC	(F) 5-5-98 (R) 5-20-98
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
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

Name of Company	Type of Service	Date Registered
TARGET TELECOM INCORPORATED Wayne NJ 201/256-1600	CLEC	(R) 4-26-95
Telelobe Business Solutions, Inc.. Chantilly VA 703-633-2634: 703-802-5373	CLEC	(R) 2-23-00
Touch America, Inc. Butte MT 406-496-5100	CLEC	(R) 4-12-00 (F) 6-8-00
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 (F) 6-8-00
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 (R) 4-12-00
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
Western CLEC Corporation Bellevue WA 425-586-8700	CLEC	(F) 4-26-00
WorldCom Technologies, Inc. Jackson MS 601-360-8600	CLEC	(R) 8-27-97
Z-Tel Communications, Inc. Tampa FL 813-273-6261	CLEC	(R) 4-14-99

**Before the
STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

Application of)
)
CCCND, Inc. d/b/a Connect!)
) **Docket No.** _____
for Authority to Provide)
Competitive Facilities-Based)
Local Exchange)
Telecommunications Services)
in the State of North Dakota)

**APPLICATION REQUESTING TRADE SECRET PROTECTION
FOR CONFIDENTIAL AND PROPRIETARY INFORMATION**

CCCND, Inc. d/b/a Connect! (“Connect!” or “Applicant”), by its attorneys and pursuant to § 69-02-09-01 and 02 of the North Dakota Public Service Commission’s (“Commission’s”) Trade Secret Procedures, hereby files this Application Requesting Trade Secret Protection for Confidential and Proprietary Information (“Trade Secret Application”) with the Commission. Connect! submits this Trade Secret Application for purposes of seeking the confidential treatment of certain commercially-sensitive financial information of the Applicant’s consolidated family of corporations, headed by its parent company, Connect Holdings Corporation (“Connect Holdings”).

This commercially-sensitive financial information, which consists of copies of the unaudited April 2000 consolidated Balance Sheet and Income Statement (collectively “financial statements”) of the entire Connect! family of companies, is being submitted herein as *Exhibit F* to Connect!’s Application for Authority to Provide Competitive Facilities-Based Local Exchange Telecommunications Services in the State of North Dakota (“Local Exchange Application”), in

satisfaction of Connect!'s obligations under N.D. CENT. CODE § 49-03.1-04 to provide sufficient financial information to demonstrate its ability to provide the telecommunications services requested in its Local Exchange Application. As explained therein, these consolidated financial statements have been submitted because Connect! intends to rely upon the financial resources of its entire family of companies, including those of its holding company parent, Connect Holdings, to provide the initial capital investment and funding for its North Dakota operations.

In support of this Trade Secret Application, Connect! submits the following information.

1. The exact legal name, address, and telephone number of the Applicant are:

CCCND, Inc., d/b/a Connect!
124 West Capitol Avenue
Suite 250
Little Rock, AR 72201
(501) 401-7700

2. Correspondence or communications regarding this Trade Secret Application

should be addressed to:

Jonathan E. Canis
Erin R. Swansiger
Wendy M. Creeden
KELLEY DRYE & WARREN LLP
1200 19th Street, NW, Suite 500
Washington, D.C. 20036
(202) 955-9600
(202) 955-9792 (facsimile)

with a copy to:

Cindy Lee, Manager of Regulatory Affairs
CCCND, Inc. d/b/a Connect!
124 West Capitol Avenue
Suite 250
Little Rock, AR 72201
(501) 401-7760
(501) 401-7799 (facsimile)

3. Connect! submits this Trade Secret Application in conjunction with its Local Exchange Application, which has been filed concurrently with this request for confidential treatment of financial information.¹ The Company's consolidated financial statements, which represent *Exhibit F* to Connect!'s Local Exchange Application have been appended to this Trade Secret Application in lieu of filing them as an actual exhibit to the publicly filed Local Exchange Application. Accordingly, this Trade Secret Application should be treated as an inseparable part of the Local Exchange Application.

4. N.D. CENT. CODE § 49-03.1-04 requires telecommunications applicants seeking competitive local exchange authorization in the State of North Dakota to provide financial information in support of their ability to provide the services requested in their applications. In conformity with these rules, Connect! has included, as *Exhibit F* to its Local Exchange Application, a copy of its unaudited April, 2000 consolidated financial statements, consisting of a Balance Sheet and Income Statement. In accordance with § 69-02-09-02 of the Commission's trade secret rules, none of this financial information actually was filed with the public portions of Connect!'s Local Exchange Application. Instead, these financial statements have been appended to this Trade Secret Application in *sealed envelope* marked "TRADE SECRET – PRIVATE."

5. Connect! and its entire family of companies are all privately-held corporations not under any legal obligation to prepare or submit public financial statements to any entity. As such, the financial statements appended hereto are not readily ascertainable by persons external to the Company. These financial statements represent highly-confidential and strictly-

¹ Connect!'s long distance carrier affiliate, Connect!LD, Inc. ("Connect!LD"), was authorized to provide resold interexchange telecommunications services in North Dakota on December 1, 1999, Certificate No. 663.

proprietary information, the public disclosure of which could result in direct and immediate harm to the competitive position of Connect!'s local exchange and Connect!LD's interexchange operations in North Dakota.

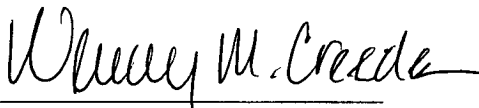
6. Connect! and its affiliate companies derive independent economic value from the fact that valuable, detailed information regarding its financial structure and current financing activities is unknown to its competitors. Consequently, the disclosure of this information could provide existing and potential competitors, including competitive local exchange carriers ("CLECs"), incumbent local exchange carriers ("ILECs"), independent local exchange carriers, and interexchange carriers ("IXCs") in North Dakota as well as in other states in which Connect!, through its affiliates, provides or intends to provide telecommunication services, with an unfair and undeserved competitive advantage over Connect! and its affiliates. Given the fact that the Company's financial statements contain confidential and commercially-sensitive information from which its competitors may derive economic value, CCC actively seeks to protect such material from public disclosure.

7. The information for which confidential treatment is sought in this Application is both private and competitively-sensitive. The direct harm that could be caused to Connect! and its affiliates as a result of any such disclosure is real and not speculative. Moreover, to date, no other jurisdiction or governmental agency has required Connect! or its affiliates to make its financial statements available to the public. For all of these reasons, the financial statements appended hereto should be protected from public disclosure.

WHEREFORE,. CCCND, Inc. d/b/a Connect! respectfully requests that the Commission grant its Application Requesting Trade Secret Protection for Confidential and Proprietary Information with regard to the Financial Statements appended hereto and designated as *Exhibit F* to its Application for Authority to Provide Competitive Facilities-Based Local Exchange Telecommunications Services in the State of North Dakota.

Respectfully submitted,

CCCND, INC. D/B/A CONNECT!

By: 

Jonathan E. Canis
Erin R. Swansiger
Wendy M. Creeden
KELLEY DRYE & WARREN LLP
1200 19th Street, NW, Suite 500
Washington, D.C. 20036

Its Attorneys

Dated: August 14, 2000

**Before the
STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

Application of)	
)	
CCCND, INC. D/B/A CONNECT!)	
)	Docket No. _____
for Authority to Provide)	
Competitive Facilities-Based)	
Local Exchange)	
Telecommunications Services)	
in the State of North Dakota)	

ORDER

AND NOW, upon consideration of CCCND, Inc. d/b/a Connect!’s (“Connect!’s”) Application Requesting Trade Secret Protection for Confidential and Proprietary Information (“Trade Secret Application”), it is hereby ordered that said Trade Secret Application is GRANTED. It is ORDERED that the consolidated financial statements of the entire Connect! family of corporations, which are appended to the Trade Secret Application and designated as *Exhibit F* to the Local Exchange Application of Connect!, and which are relied upon by Connect! in satisfaction of N.D. CENT. CODE § 49-03.1-04, shall remain under seal and protected from public inspection until otherwise ordered by the North Dakota Public Service Commission.

This Order is effective today.

Dated _____, at _____, North Dakota.

EXHIBIT F

CONSOLIDATED FINANCIAL STATEMENTS APRIL 2000

[CONFIDENTIAL AND PROPRIETARY –FILED UNDER SEAL]

EXHIBIT F

BALANCE SHEET

[CONFIDENTIAL AND PROPRIETARY –FILED UNDER SEAL]

EXHIBIT F

INCOME STATEMENT

[CONFIDENTIAL AND PROPRIETARY –FILED UNDER SEAL]

1 PU-2376-00-413

Pages: 0

Trade Secret Information

by CCCND, Inc.

08/15/2000

CC: Comm Legal PUD (3)

P4-2376-00-413

RECIPIENT: COMPLETE THIS SECTION

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.

Article Addressed to:
Jonathan Caris Erin Swanson
Kelly Dye + Warren RRP
1200 19th St NW Ste 500
Washington DC 20036

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A. Received by (Please Print Clearly) B. Date of Delivery
P. Watson 11-13-2000

C. Signature
X P. Watson Agent Addressee

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Washington DC 20036

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P. Watson 8-28-2000

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 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

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Erin Swanson
Kelly Dye + Warren
1200 19th St NW Ste 500
Washington DC 20036

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K. Schiel 10-31-2000

C. Signature
X K. Schiel Agent Addressee

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 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

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Article Addressed to:
Jonathan Caris Erin Swanson
Kelly Dye + Warren
1200 19th St NW Ste 500
Washington DC 20036

COMPLETE THIS SECTION ON DELIVERY

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K. Schiel 10-31-2000

C. Signature
X K. Schiel Agent Addressee

D. Is delivery address different from item 1? Yes No
If YES, enter delivery address below:

3. Service Type
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 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Copy from service label)
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