

DIVIDER

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

PU-967-02-61

Excel Telecommunications, Inc.

Local Exchange

Public Convenience & Nece

Filed 2/13/2002

Closed 5/23/2002

02

DESCRIPTION

Scott, Sandi L.

From: Bauske, Shelly A.
Sent: Monday, August 05, 2002 12:47 PM
To: Scott, Sandi L.
Subject: FW: Money Received.....

-----Original Message-----

From: Geiger, Gloria A.
Sent: Monday, August 05, 2002 12:45 PM
To: Bauske, Shelly A.
Cc: Geiger, Gloria A.
Subject: RE: Money Received.....

Gloria Geiger
Administrative Staff Officer
North Dakota Public Service Commission
701-328-2401
fax 701-328-2133
gag@oracle.psc.state.nd.us

-----Original Message-----

From: Bauske, Shelly A.
Sent: Monday, August 05, 2002 11:28 AM
To: Geiger, Gloria A.
Subject: Money Received.....

Case No. ?
Excel Management Service (for VarTec)
\$259.58

PU-967-02-61	Excel Telecommunications
--------------	--------------------------

7700 8503 248 22061

42 PU-967-02-61

Pages: 0

\$259.58 received

by Excel Telecommunications, Inc.

08/05/2002

CC: Comm Legal Ilona Jerry

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Excel Telecommunications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-967-02-61

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **23rd day of May, 2002**, 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:

Order


The envelopes were addressed as follows:

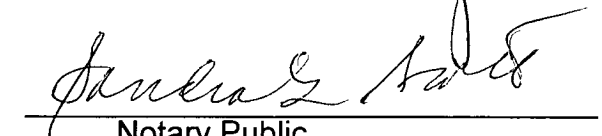
Winifred Brantl
Kelley Drye & Warren LLP
8000 Towers Crescent Dr Ste 1200
Vienna Va 22182
Cert. No. 7001 2510 0005 8654 8952

Jerry G Kirby
Excel Telecommunications Inc
8750 N Central Expressway Ste 2000
Dallas TX 75231
Cert. No. 7001 2510 0005 8654 8945

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

Subscribed and sworn to before me
this **23rd day of May, 2002**.





Notary Public

SEAL





Public Service Commission

State of North Dakota

COMMISSIONERS

Susan E. Wefald, President
Leo M. Reinbold
Anthony T. Clark

Executive Secretary
Jon H. Mielke

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

May 23, 2002

Winafred Brantl
Kelley Dye & Warren LLP
8000 Towers Crescent Dr Ste 1200
Vienna Va 22182

Dear Ms. Brantl:

On May 22, 2002, the Commission issued Certificate of Public Convenience and Necessity Nos. 4805 through 4830 to Excel Telecommunications, Inc. to provide competitive local exchange telecommunications services in all North Dakota exchanges currently served by Qwest Corporation, Case No. PU-967-02-61. The original certificates are enclosed.

Sincerely,

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

Sharon Helbling
Public Utilities Division

sdh

Enclosure

APPROVED

MOTION

DATE: 5-22-02
KMF

May 22, 2002

**Excel Telecommunications, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-967-02-61

I move the Commission adopt the Order and issue Certificates of Public Convenience and Necessity to Excel Telecommunications, Inc. to provide competitive local exchange telecommunications services in all North Dakota exchanges currently served by Qwest Corporation, Case No. PU-967-02-61.

JRL/sdh

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Excel Telecommunications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-967-02-61

ORDER

May 22, 2002

On February 13, 2002, Excel Telecommunications, Inc. of Dallas, Texas, filed an application for certificates of public convenience and necessity to provide competitive local exchange telecommunications services in all North Dakota exchanges currently served by Qwest Corporation.

On February 27, 2002, the Commission issued a Notice of Opportunity for Hearing, which provided until April 5, 2002 for receiving written comments or hearing requests. No requests for hearing were received. The notice identified the following issues to be considered:

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

N.D.C.C. section 49-03.1-04 includes two issues not indicated above. They are need for service and the effect on other public utilities providing similar service. N.D. Admin. Code section 69-09-05-11(3) provides:

"In order to implement North Dakota Century Code chapter 49-03.1 consistent with the Telecommunications Act of 1996, issues to be considered in an application for a certificate of public convenience and necessity for a facilities-based provider of telecommunications services are:

- a. Fitness and ability of the applicant to provide service.*
- b. Adequacy of the proposed service.*
- c. The technical, financial, and managerial ability of the applicant to provide service."*

On March 4, 2002, the Public Service Commission's Director of Accounting filed a memorandum indicating that Excel has the financial ability to provide telecommunications service.

On May 8, 2002 the Commission discussed the application at an informal hearing.

Excel is a privately held Texas corporation and an indirect wholly-owned subsidiary of Bell Canada Enterprises. Excel states in its application that it has interexchange reseller authority in all 50 states and is in the process of obtaining facilities-based CLEC authority nationwide. Excel has been registered as an interexchange reseller in ND since 1989 and a local exchange reseller since 1996. Exhibit D to the application contains biographical information indicating that Excel management and key personnel have extensive telecommunications operational experience and technical expertise. The Commission finds Excel is fit, able, and has the technical, financial and managerial ability to provide service.

Excel intends to provide local services using unbundled network element platforms (UNE-P) purchased from incumbent carriers. These local services include originating and terminating calls, access service, private line, data and Internet services. An illustrative draft tariff is appended to the application as Exhibit H. Excel plans to initially focus on residential customers but may later expand to offer business services as well. The Commission finds Excel's proposed service adequate.

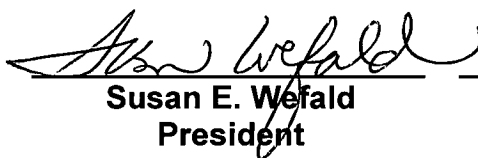
Order

The Commission Orders the application of Excel Telecommunications, Inc. for certificates of public convenience and necessity to provide facilities-based competitive local exchange telecommunications services in all North Dakota exchanges currently served by Qwest Corporation is GRANTED.

PUBLIC SERVICE COMMISSION



Anthony T. Clark
Commissioner



Susan E. Wefald
President



Leo M. Reinbold
Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4805

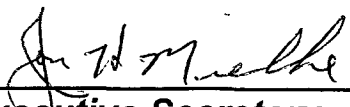
This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Belfield, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

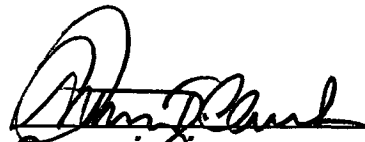
Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4806

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Bismarck, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4807

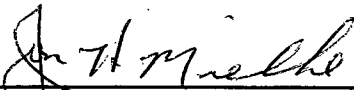
This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Casselton, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4808

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Dickinson, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4809

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Emerado, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4810

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Fargo, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4811


This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Gardner, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4812


This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Grafton, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4813

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Grand Forks, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4814

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Hatton, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4815

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Hillsboro, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4816

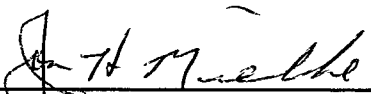
This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Jamestown, North Dakota local exchange area.

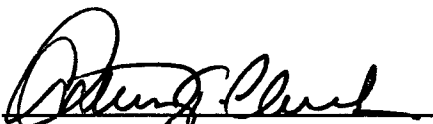
This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4817

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Kindred, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4818

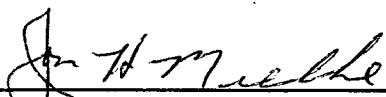
This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Larimore, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4819

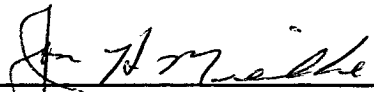
This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Leonard, North Dakota local exchange area.


This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4820

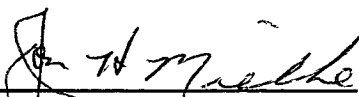
This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Mandan, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

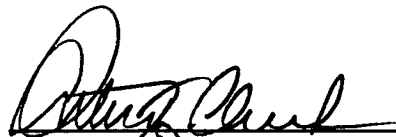
Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4821


This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Manvel, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4822

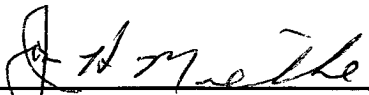
This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Mayville, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4823

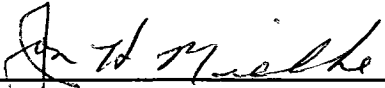
This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Minto, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4824

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Northwood, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4825

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Reynolds, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4826

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Thompson, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4827

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Valley City, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4828

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Wahpeton, North Dakota local exchange area.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4829

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the suburban territory near Fairview, Montana, part of the Fairview local exchange area, but located in North Dakota and served from the Fairview, Montana local central office.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 4830

This is to certify that public convenience and necessity require, and permission is granted for Excel Telecommunications, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the rural territory near Sidney, Montana, part of the Sidney local exchange area, but located in North Dakota and served from the Sidney, Montana local central office.

This certificate is issued in Case No. PU-967-02-61 and is conditioned upon Excel Telecommunications, Inc. securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, May 22, 2002.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

APPROVED

DATE: 5-8-02
KMF

MOTION

May 8, 2002

Excel Telecommunications, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-967-02-61

I move the Commission bill Excel Telecommunications, Inc. for costs incurred to date in Case No. PU-967-02-61, Excel Telecommunications, Inc., Local Exchange, Public Convenience & Necessity.



Public Service Commission
State of North Dakota

COMMISSIONERS

Susan E. Wefald, President
Leo M. Reinbold
Anthony T. Clark

Executive Secretary
Jon H. Mielke

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

May 8, 2002

Winafred Brantl
Kelley Drye & Warren LLP
8000 Towers Crescent Dr Ste 1200
Vienna VA 22182

RE: Case No. PU-967-02-61
Excel Telecommunications, Inc.
Local Exchange
Public Convenience & Necessity

Enclosed is a copy of the statement approved at the May 8, 2002 Public Service Commission meeting for the expenses incurred to date in Case No. PU-967-02-61.

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

Please make your check payable to the *Public Service Commission*.

Sincerely,

Gloria Geiger
Admin Staff Officer
701-328-2401

Enc.

c: Jerry G Kirby
Excel Telecommunications Inc
8750 N Central Expressway Ste 2000
Dallas TX 75231

Billing Statement

May 8, 2002

Excel Telecommunications, Inc.
Local Exchange
Public Convenience & Necessity

Case No. PU-967-02-61

Bill To:

Excel Telecommunications, Inc.\$259.58

Expenses Incurred to Date:

Advertising Costs \$259.58

Send Payment and a Copy of this Statement To:

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

Federal Tax ID 45-0309764

INFORMAL AGENDA

May 8, 2002

PU-967-02-61	Excel Telecommunications, Inc. Local Exchange Public Convenience and Necessity
PU-380-95-377	United Power Association 230-kV Line Relocation-Benson County Application
PU-2280-00-200	Otter Tail Power Company/Northern States Power Company 230 Kv Transmission Line/Pierce, Rolette Counties Application

84 **PU-380-95-377** Pages: 0
Informal Hearing held
by Public Service Commission
05/08/2002 CC: Comm Legal PUD (3)

113 **PU-2280-00-200** Pages: 0
Informal Hearing held
by Public Service Commission
05/08/2002 CC: Comm Legal Ilona Pat .

✓**10** **PU-967-02-61** Pages: 0
Informal Hearing held
by Public Service Commission
05/08/2002 CC: Comm Legal Ilona Jerry .



May 7, 2002

VIA OVERNIGHT DELIVERY

Mr. Jon Mielke
Executive Secretary
North Dakota Public Service Commission
600 East Boulevard
Bismarck, ND 58505



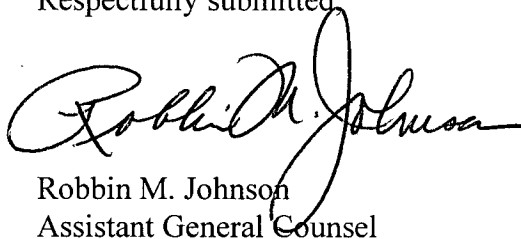
Re: Case No. PU-967-02-61

Dear Mr. Mielke:

Transmitted herewith on behalf of Excel Telecommunications, Inc. (Excel) are an original and seven (7) copies of an affidavit to be filed in the above referenced case.

Acknowledgment and date of receipt of this filing are respectfully requested. Please date and file stamp the attached copy of this correspondence and return it in the self-addressed postage prepaid envelope provided. If you have any questions or concerns, please contact me directly at (214) 863-8038 or Dana Hoyle at (214) 424-6679. Thank you for your assistance in this matter.

Respectfully submitted


Robbin M. Johnson
Assistant General Counsel

Enclosures

9 **PU-967-02-61**

Pages: 5

Affidavit

by Excel Telecommunications, Inc.

05/07/2002

CC: Comm Legal Ilona Jerry

Excel Communicatio
Office of the General C.

8750 N. Central Expressway • Suite 2000 • Dallas, TX 75231-6436 • 214.863.8213 • Fax 214.863.8215

www.excel.com

**BEFORE THE
PUBLIC SERVICE COMMISSION
of
NORTH DAKOTA**

Application of)	
)	
EXCEL TELECOMMUNICATIONS, INC.)	
)	Case No. PU-967-02-61
for a Certificate of Public Convenience and)	
Necessity to Provide Competitive)	
Facilities-Based Local Exchange)	
Telecommunications Services)	
in the State of North Dakota)	

AFFIDAVIT

State of Texas : **ss.**

County of Dallas :

I, Joel Ballew, Affiant, of lawful age, being first duly sworn depose and say as follows:

My name is Joel Ballew and I am Director of Regulatory Affairs for Excel Telecommunications, Inc. (Excel). I am authorized and competent to make this statement on behalf of Excel. To the best of my knowledge, all of the following statements and representations are true and correct.

1. Description of Proposed Services

Excel seeks authority to provide local exchange services to residential and business customers throughout the State of North Dakota on a facilities based and resale basis. Excel seeks authority to provide all forms of switched and dedicated telecommunications services, including but not limited to the following local services: “Plain Old Telephone Service”—originating and terminating local calls; Access Service—originating and terminating traffic between a customer premise and an IXC POP; Private Line; Data transmission service; and Internet services.

Initially, Excel will focus on providing local services to residential customers. This focus is unique. Residential customers typically have little choice in their local service provider. Nationwide, many entrants to the local marketplace have chosen to concentrate their efforts strictly on large and medium sized businesses. Excel has had success in taking a different path.

Excel has brought high quality long distance services, at competitively low prices, to the residential consumer--- both in urban and in outlying areas ----to low volume users as well as high. Unlike other applicants, Excel plans to direct its local service offerings to a solidly residential base of customers.

2. Description of Proposed Facilities

The Company proposes to offer local exchange services utilizing combinations of unbundled network elements ("UNEs"), specifically the unbundled network elements platform ("UNE-P") purchased from the incumbent local exchange provider. Excel intends to offer local exchange services to customers throughout those areas within the State of North Dakota approved by the Commission for competitive provision of local exchange services.

3. Description of Managerial and Technical Fitness

The Excel management team includes individuals with substantial experience in the successful development and operation of telecommunications businesses. Moreover, the Company is managed by persons with substantial technical expertise in operating telecommunications networks. This wealth of experience will enable Excel to provide its local exchange customers with the telecommunications services as described in this request.

4. Current Telecommunications Authority

As of the date of this Affidavit, Excel is authorized by virtue of certification, registration, or (where appropriate) on an unregulated basis to provide local exchange and/or interexchange telecommunications services in the jurisdictions listed on the chart, attached hereto as Attachment A. Applicant began providing interexchange services in North Dakota shortly after being granted authority to conduct business in the state on December 20, 1989 (Certificate No. 33) and has been providing interexchange telecommunications services subject to the jurisdiction of the Federal Communications Commission also since 1989.

5. Description of Financial Fitness

Excel is qualified financially to provide telecommunications services in the State of North Dakota. Excel has access to adequate capital needed for its entry into the North Dakota local telecommunications market. Initial costs should be minimal, as the Applicant does not intend to immediately construct facilities within the state. It is my understanding that in a memo dated March 4, 2002, Mike Diller, Staff of the North Dakota Public Service Commission, stated that "the applicant has sufficient equity to provide service in North Dakota."

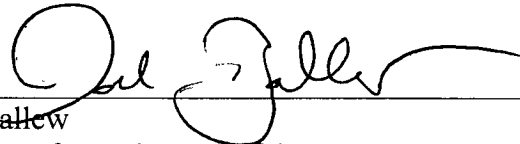
6. Public Interest Consideration

Approval of its Application in Case No. PU-967-02-61 and Excel's proposed tariff will serve the public interest and result in direct benefits to local service customers in North Dakota. First, Excel's provision of the services described above will expand the availability of high quality affordable telecommunications services to North Dakota consumers. Excel's entry into the facilities-based local exchange services market will focus upon the still underserved

residential market in North Dakota. While the majority of new local exchange entrants continue to focus upon the business sector, Excel will concentrate instead upon the market group for whose benefit telecommunications competition was originally intended: residential users.

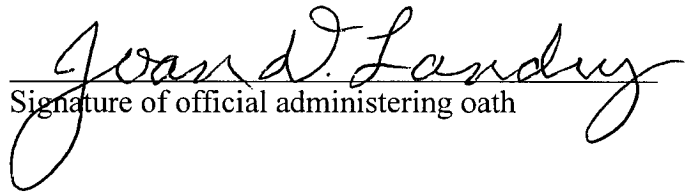
7. Statements Of Compliance

Excel agrees to abide by all applicable statutes, orders, rules and regulations entered and adopted by the Commission for competitive local carriers in North Dakota. Excel will allow its local exchange customers to obtain interLATA and intraLATA long distance service from other toll carriers as well as local operator services and directory assistance services from other providers on a non-discriminatory basis. Where Excel offers a service in a particular exchange, that service will be offered on a non-discriminatory basis to all customers in that exchange.



Joel Ballew
Director of Regulatory Affairs
Excel Telecommunications, Inc.

Sworn and subscribed before me this 7th day of May, 2002.



Signature of official administering oath

My commission expires 7-25-03



ATTACHMENT A
CURRENT TELECOMMUNICATIONS AUTHORITY

Excel Telecommunications, Inc.

Current Authority

(as of May 6, 2002)

Federal

Section 214 authority: File No. ITC-93-145

Interexchange

All fifty states

Local Exchange Authority

Alabama	Nevada (Basic)
Arkansas	New Mexico
Colorado	New York
Connecticut (Resale Only)	North Carolina (CLP)
Delaware	North Dakota (Resale Only)
Florida (ALEC)	Ohio
Hawaii	Oklahoma
Illinois (Resale Only)	Oregon
Indiana (Resale Only)	Rhode Island
Iowa	South Carolina
Kansas	South Dakota
Kentucky	Tennessee
Louisiana	Texas
Maryland (Resale Only)	Utah (Resale Only)
Massachusetts	Vermont
Michigan	Virginia
Minnesota (Resale Only)	Washington
Mississippi	West Virginia (Resale Only)
Missouri	Wisconsin
Montana	Wyoming
Nebraska (Resale Only)	

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Excel Telecommunications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-967-02-61

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **5th day of March, 2002**, she deposited in the United States Mail, Bismarck, North Dakota, **two** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Staff Financial Memo

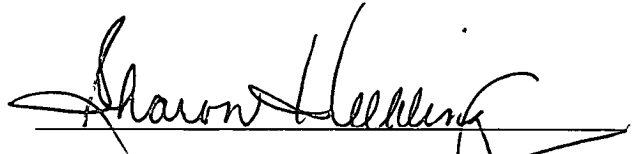

The envelopes were addressed as follows:

Winafred Brantl
Kelley Drye & Warren LLP
8000 Towers Crescent Dr Ste 1200
Vienna Va 22182
Cert. No. 7099 3220 0002 8482 8037

Jerry G Kirby
Excel Telecommunications Inc
8750 N Central Expressway Ste 2000
Dallas TX 75231
Cert. No. 7099 3220 0002 8482 8044

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

Subscribed and sworn to before me
this **5th day of March, 2002**.

Notary Public

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

SEAL

7

PU-967-02-61

Pages: 1

Affidavit of Service

by Public Service Commission

03/05/2002

CC: Comm Legal Ilona Jerry



Public Service Commission
State of North Dakota

COMMISSIONERS

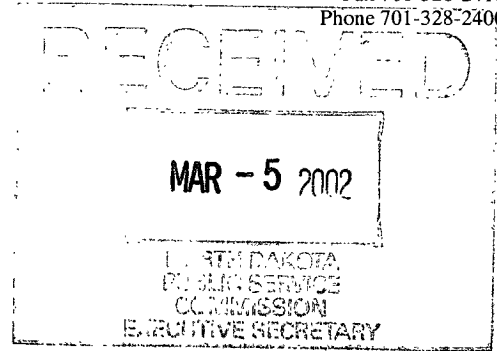
Susan E. Wefald, President
Leo M. Reinbold
Anthony T. Clark

Executive Secretary
Jon H. Mielke

Memo

To: Jon Mielke
From: Mike Diller *Mike Diller*
Date: March 4, 2002
Re: Excel Telecommunications, Inc.
Local Exchange PC&N
Case No. PU-967-02-61

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



The following is written to provide the commission with a very limited review of this case regarding the financial ability of the applicant to provide service in North Dakota.

As part of its application, Excel submitted financial information for the period ending November 30, 2001. According to that information, the applicant has sufficient equity to provide service in North Dakota.

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

I see no reason to deny the applicant's request.

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

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Excel Telecommunications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-967-02-61

AFFIDAVIT OF SERVICE BY CERTIFIED MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **28th day of February, 2002**, she deposited in the United States Mail, Bismarck, North Dakota, **two** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Notice of Opportunity for Hearing

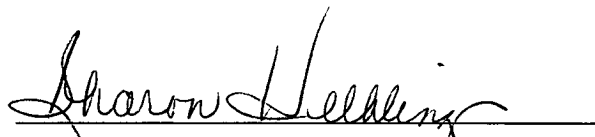
The envelopes were addressed as follows:

Winafred Brantl
Kelley Drye & Warren LLP
8000 Towers Crescent Dr Ste 1200
Vienna Va 22182
Cert. No. 7099 3220 0002 8483 1617

Jerry G Kirby
Excel Telecommunications Inc
8750 N Central Expressway Ste 2000
Dallas TX 75231
Cert. No. 7099 3220 0002 8483 1624

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

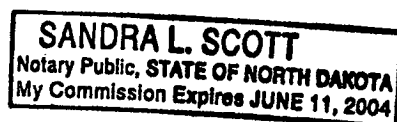
Subscribed and sworn to before me
this **28th day of February, 2002**.





Notary Public

SEAL



STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Excel Telecommunications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-967-02-61

AFFIDAVIT OF SERVICE BY ORDINARY MAIL OR E-MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **28th day of February, 2002**, she deposited in the United States Mail, Bismarck, North Dakota, envelopes by first class mail, fully prepaid, securely sealed, and e-mailed, each containing a photocopy of:

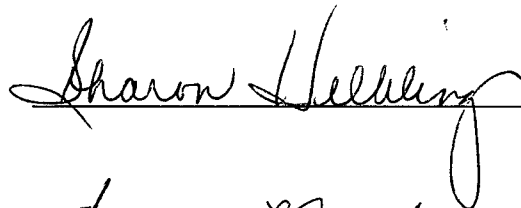
Notice of Opportunity for Hearing

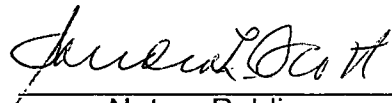
The envelopes were addressed as follows:

See Attached List

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

Subscribed and sworn to before me
this **28th day of February, 2002**.





Notary Public

SEAL



wbrudvik@ohnstadlaw.com
William Brudvik

ruth.holder@ligent.com
Ruth Holder

donlee@martin-associates.com
Don Lee

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

Advanced Telcom Inc
110 Stony Point Rd Ste 200
Santa Rosa CA 95401

jbrowne@lga.att.com
Janet Browne
AT&T
1875 Lawrence St 14th Fl
Denver CO 80202

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

C12 Inc
200 Galleria Pkwy Ste 1200
Atlanta GA 30339

laurie.sims@connect.com
Laurie Sims
CCCND Inc
124 W Capitol Ave Ste 250
Little Rock AR 72201

Citizens Telecomm Co of Minnesota
3 High Ridge Park
Stamford CT 06905

Citizens Telecomm Co of ND
3 High Ridge Pk
Stamford CT 06905

ltade@czn.com
Lance Tade
Citizens Telecomm of ND

Daniel L Barth
Comm South Companies Inc
2909 N Buckner Blvd Ste 800
Dallas TX 75228

Computer Integrated Communications Inc
8502 Bells Mill Rd
Potomac MD 20854-4071

mannawiz@pacbell.net
Larry Manna
Compuwiz
1012 Industrial Blvd
South Lake Tahoe CA 96150

paul@consolidatedtelcom.com
Paul Schuetzler
Consolidated Telcom
PO Box 1077
Dickinson ND 58601-1077

Contact Communications
937 W Main St
Riverton WY 82501

Dave Dircks
DCN LLC
P O Box 180
Devils Lake ND 58301-0180

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

jkirby@excel.com
Jerry Kirby
eMeritus Communications Inc
8750 N Central Expswy Ste 2000
Dallas TX 75231

Essex Communications Inc
543 Main St
New Rochelle NY 10801-7214

eVulkan Inc
1 River Ct Apt 1408
Jersey City NJ 07310-2006

Consolidated Telcom
PO Box 1077
Dickinson ND 58601-1077

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

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

Dickey Rural Services Inc
P O Box 69
Ellendale ND 58436

DIECA Communications Inc
2330 Central Expswy
Santa Clara CA 95050

Essential.com Inc
1 Burlington Woods
Burlington MA 01803-4503

Evercom Systems Inc
P O Box 167707
Irving TX 75016-7707

jkirby@excel.com
Jerry Kirby
Excel Telecommunications Inc
8750 N Central Expswy Ste 2000
Dallas TX 75231

Dave Waters
Fairpoint Communications Solutions
17 Columbia Cir
Albany NY 12203-5156

glenn.richards@shawpittman.com
Glenn Richards
Glenn Richards
ShawPittman
2300 N St NW

Global Telelink Services Inc
1455 Old Alabama Rd Ste 100
Roswell GA 30076-2134

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

HTC Services Inc
P O Box 55
Halstad MN 56548

carl.billek@corp.idt.net
Carl Billek
IDT America, Corp.
520 Broad St 7th Fl
Newark NJ 07102

karen.johnson@integratelecom.com
Karen Johnson
Integra Telecom of North Dakota Inc
19545 Von Neumann Dr Ste 200
Beaverton OR 97006-6902

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

meredith.gifford@gecapital.com
Meredith Gifford
GE Business Productivity Solutions Inc
6540 Powers Ferry Rd
Atlanta GA 30339

Global Tel*Link Corporation
2609 Cameron St
Mobile AL 36607

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

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

Julia Waysdorf
ICG Telecom Group Inc
161 Inverness Dr W
Englewood CO 80112

jamie@ignus.com
Jamie Kubik
Ignus Inc
P O Box 9202
Fargo ND 58106-9202

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

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

Intrado Communications Inc
6285 Lookout Rd
Boulder CO 80301

IPVoice Communications Inc
P O Box 20370
Mesa AZ 85277-0370

anewell@jato.net
Andrew R Newell
JATO Operating Two Corp
600 17th St Ste 18005
Denver CO 80202-5441

Local Telcom Holdings LLC
485 Madison Ave 15th Fl
New York NY 10022-5803

marcus.milam@attws-sf.com
Marcus Milam
Marcus Y Milam

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

john_sullivan@cable.comcast.com
John Sullivan
McLeodUSA

Amy Ibis
McLeodUSA
5100 S McLeod Ln
Sioux Falls SD 57108-2207

Neil Schmil
Ionex Communications North Inc
15305 Dallas Pkwy Ste 1500
Addison TX 75001-6768

James Valley Coop Telephone Co
P O Box 69
Ellendale ND 58436-0069

KMC Telecom V Inc
1545 Rt 206
Bedminster NJ 07921

Steven Katka
Loretel Systems Inc
13 E 4th Ave
Ada MN 56510

susan.a.travis@wcom.com
Susan Travis
MCI Worldcom
201 Spear St 9th Fl
San Francisco CA 94105

McKenzie Consolidated Telecom LLC
P O Box 1140
Watford City ND 58854-1140

wheaston@mcleodusa.com
William Heaston
McLeodUSA
P O Box 3177
Cedar Rapids IA 52406-3547

knations@mmfn.com
Karen Nations
Metromedia Fiber Network Services Inc
360 Hamilton Ave
White Plains NY 10601

gerrya@midrivers.com
Gerry Anderson
Mid-Rivers Telephone Coop Inc
PO Box 280
Circle MT 59215-0280

hfuglest@ndarec.com
Harlan Fugelsten
ND Assn Rural Electric Coops
PO Box 727
Mandan ND 58554-0727

pschaner@ndarec.com
Patti Schaner
ND Assn Rural Electric Coops
PO Box 727
Mandan ND 58554-0727

New Edge Network Inc
3000 Columbia House Blvd Ste 106
Vancouver WA 98661

rer@norlight.com
Robert E Rogers
NorLight Inc
275 N Corporate Dr
Brookfield WI 53045

pat@ndta.net
Patricia Gisinger
North Dakota Telephone Assoc
PO Box 2614
Bismarck ND 58502-2614

ddunning@polarcomm.com
David Dunning
Polar Commun Mut Aid Corp
PO Box 270
Park River ND 58270-0270

ddunning@polarcomm.com
David Dunning
Polar Telecommunications Inc
PO Box T
Park River ND 58270

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

dhill@ndarec.com
Dennis Hill
ND Assn Rural Electric Coops
PO Box 727
Mandan ND 58554-0727

info@newaccess.cc
Steven C Clay
New Access Communications LLC
120 S 6th St Ste 950
Minneapolis MN 55402-1838

lclemens@nft.net
Larry Clemens
Noonan Farmers Tele Co
Noonan ND 58765

Dave Dircks
North Dakota Long Distance Inc
P O Box 180
Devils Lake ND 58301-0180

klund@nccray.com
Kenneth Lund
Northwest Communications Corp
PO Box 38
Ray ND 58849-0038

ddunning@polarcomm.com
David Dunning
Polar Telcom Inc
PO Box 270
Park River ND 58270-0270

Jeff Walker
Preferred Carrier Services Inc
14681 Midway Rd Ste 105
Dallas TX 75001

Premiere Network Services Inc
1510 N Hampton Rd Ste 120
DeSoto TX 75115

Scott Lee
Protel Advantage Inc
300 E Main St #300
Anoka MN 55303-2481

kblicke@qwest.com
Kent Blickensderfer
Qwest Corporation
PO Box 5508
Bismarck ND 58502-5508

smacint@qwest.com
Scott Macintosh
Qwest Corporation
PO Box 5508
Bismarck ND 58502-5508

saberry@qwest.com
Sharon Berry
Qwest Corporation
409 1st Ave N
Fargo ND 58102-4802

pam@tnics.com
Pamela Harrington
RC Communications Inc
PO Box 197
New Effington SD 57255-0197

ardondoran@rrt.net
Ardon Doran
Red River Telecom Inc
PO Box 136
Abercrombie ND 58001-0136

jdttbb@ndak.net
Jan Boschee
Reservation Telephone Cooperative
Parshall ND 58770

mpbosh@minotlak.net
Mike Bosh
Pringle and Herigstad P C
PO Box 1000
Minot ND 58702-1000

sschwan@qwest.com
Suzy Schwandt
Qwest Corporation

mkambeiqwest.com
Mel Kambeitz
Qwest Corporation
220 N 5th St
Bismarck ND 58501

maneill@qwest.com
Mary Ann Neill
Qwest Corporation,
1801 California St Rm 4700
Denver CO 80202

areyes@telfile.com
Ayanery Reyes
QX Telecom LLC
230 5th Ave Ste 800
New York NY 10001

ardondoran@rrt.net
Ardon Doran
Red River Rural Tele Assoc
PO Box 136
Abercrombie ND 58001

royce@restel.net
Royce Aslakson
Reservation Telephone Cooperative
Parshall ND 58770

mbrestel@ndak.net
Marcia Burckhard
Reservation Telephone Cooperative
Parshall ND 58770

pam@tnics.com
Pamela Harrington
Roberts Cty Tele Coop Assoc
New Effington SD 57255

ServiSense.com Inc
180 Wells Ave Ste 450
Newton MA 02459-3302

bobhill@skylandnd.com
Bob Hill
Skyland Technologies Inc
P O Box 939
Williston ND 58802-0939

SRT Communications Inc
P O Box 789
Minot ND 58702

suelh@srttel.com
Sue Hamilton
SRT Communications Inc
P O Box 789
Minot ND 58702-0789

stevedl@srttel.com
Steve Lysne
SRT Communications Inc
P O Box 789
Minot ND 58702-0789

christm@srttel.com
Chris Morsefield
SRT Communications Inc
P O Box 789
Minot ND 58702-0789

janehp@srttel.com
Jane Petersen
SRT Communications Inc
P O Box 789
Minot ND 58702-0789

johnar@srttel.com
John Reiser
SRT Communications Inc
P O Box 789
Minot ND 58702-0789

kimrw@srttel.com
Kim Weydahl
SRT Communications Inc
P O Box 789
Minot ND 58702-0789

mdickers@state.nd.us
Marcy Dickerson
State Tax Department
State Capitol
Bismarck ND 58505

stthomas@talk.com
Sharon Thomas
Talk America Inc
12001 Science Dr Ste 130
Orlando FL 32826

Telera Communications Inc
910 E Hamilton Ave Ste 200
Campbell CA 95008

Touch America Inc
40 E Bdwy
Butte MT 59701

maryg@uslink.net
Mary Goodman
U S Link Inc
P O Box 317
Pequot Lakes MN 56472-0327

lahall@usgs.gov
Lenora Hall
U S Geological Survey

kjvannin@usgs.gov
K Vannin
U S Geological Survey

U S West Interprise America Inc
7800 E Orchard Rd Ste 480
Englewood CO 80111

United Communications HUB Inc
225 S Lake Ave Ste 705
Pasadena CA 91106

kander@ictc.com
Keith Anderson
Valley Communications Inc
P O Box 8
Nome ND 58062

VarTec Telecom Inc
1600 Viceroy Dr
Dallas TX 75235

Verzon Select Services Inc
600 Hidden Ridge
Irving TX 75038

bonniek@westriv.com
Bonnie Krause
West River Telecomm Coop
PO Box 467
Hazen ND 58545-0467

mickg@westriv.com
Mick Grosz
West River Telecommunications Coop
PO Box 467
Hazen ND 58545-0467

paulihland@means.net
Paul Ihland
Wolverton Telephone Company
Wolverton MN 56594

Jennifer Sikes
1-800 Reconex
2500 Industrial Ave
Hubbard OR 97032

Ann Faught
Absaraka Co-op Tele Co
Absaraka ND 58002

ACN Communications Services Inc
32991 Hamilton Ct
Farmington Hills MI 48334

Arch Paging
11437 Valley View Rd
Eden Prairie MN 55344

Leeann Brunnette
AT&T
P O Box 71142
Clive IA 50325-0142

Jack Medaris
Atlas Communications LTD
484 Norristown Rd Ste 123
Blue Bell PA 19422

John Broten
Bell Atlantic Communications Inc
1320 N Court House Rd 9th Fl
Arlington VA 22201

Jennifer Whitley
Business Discount Plan Inc
1 World Trade Ctr Ste 800
Long Beach CA 90831-0800

Scott Geston
Cable One of Fargo
P O Box 10624
Fargo ND 58106-0624

Choctaw Communications Inc
1600 Viceroy
Dallas TX 75235

Robert Fallan
Coast International
14303 W 95th St
Lenexa KS 66215-5210

Comcast Telecommunications
1500 Market St
Philadelphia PA 19102

Molli Harper
Commnet Cellular Inc
8350 E Crescent Pkwy Ste 400
Englewood CO 80111

Murray Barr
Competitive Strategies Group Inc
70 East Lake St 7th Fl
Chicago IL 80112

Elaine McHale
Concert Communications Sales LLC
295 N Maple Ave Rm 3160A2
Basking Ridge NJ 07920

D D D Calling Inc
5120 Woodway Ste 7007
Houston TX 77056

Keith Larson
Dakota Central Tele Coop
PO Box 299
Carrington ND 58421-0299

Keith Larson
Dakota Central Telecom I
PO Box 299
Carrington ND 58421-0299

Dickey Rural Communications Inc
PO Box 69
Ellendale ND 58436-0069

DSLnet Communications LLC
545 Long Wharf Dr
New Haven CT 06511

Easton Telecom Services Inc
3046 Brecksville Rd #A
Richfield OH 44286-9399

Ronald Rodemerk
Frontier Comm International
180 S Clinton Ave
Rochester NY 14646-0500

Group Long Distance Inc
400 E Atlantic Blvd
Pampano Beach FL 33060-6200

IdeaOne Telecom Group LLC
3239 39th St SW
Fargo ND 58104

Intrado Communications Inc
6285 Lookout Rd
Boulder CO 80301

Kenneth Meister
Ionex Communications North Inc
5710 LBJ Frwy Ste 215
Dallas TX 75240

Larry Barnes
IXC/SSC-Regulatory Affairs
1122 S Capital of TX Hwy
Austin TX 78746-6426

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

LCI International Telecom Corp
4650 Lakehurst Ct
Dublin OH 43017

Derrick Johnson
Lockheed Martin Global Telecomm
6560 Rock Spring Dr
Bethesda MD 20817

Lawrence Friedman
Fleischman & Walsh
1400 16th ST NW
Washington DC 20036

Lucille Nilson
Griggs County Telephone Company
Cooperstown ND 58425

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

Ken Hanks
International Telcom Ltd
417 2nd Ave W
Seattle WA 98119

Sue Weiske
Ionex Communications North Inc
15305 Dallas Pkwy Ste 1500
Addison TX 75001-6768

Nanette Edwards
ITC DELTACOM INC
4092 Memorial Pkwy SW
Huntsville AL 35802-1382

Katherine E Ford
U S WEST
1801 California St Ste 5100
Denver CO 80202
Thomas K Crowe
Law Offices of Thomas K Crowe PC
2300 M St NW Ste 800
Washington DC 20037

Level 3 Communications LLC
3555 Farnam St
Omaha NE 68131

Jan Lowe
Long Dist Consolidated Billing Co
145 S Livernois Rd #199
Rochester MI 48307-1837

Jim Marchant
Maxcess Inc
P O Box 951419
Lake Mary FL 32795-1419

Marilyn Fos
MCI WorldCom Inc
707 17th St Ste 3600
Denver CO 80202

MCImetro Access Transmission Services
707 17th ST Ste 3600
Denver CO 80202

Midcontinent Communications
410 South Phillips Ave
Sioux Falls SD 57104

Mid-Rivers Telephone Coop Inc
P O Box 280
Circle MT 59215

Gordon Wilhelmi
Midstate Communications Inc
PO Box 400
Stanley ND 58784-0400

Mark Wilhelmi
Midstate Telephone Co
PO Box 400
Stanley ND 58784-0400

Minnesota Independent Equal Access
Corp
10300 6th Avenue N
Plymouth MN 55441

Mike Strand
MITS
PO Box 5237
Helena MT 59604-5237

MVX Communications LLC
100 Rowland Way Ste 145
Novato CA 94945

Dave Crothers
NDATC
Box 1144
Mandan ND 58554-1144

Richard Thronson
Nemont Telephone Cooperative Inc
Scobey MT 59263

Sharon Meinhart
NetLogix Telecom Inc
501 Bath St
Santa Barbara CA 93101

Nextel West Corp
2001 Edmund Halley Dr
Reston VA 20191-3436

Dave Dircks
North Dakota Telephone Company
PO Box 180
Devils Lake ND 58301-0180

Holly Sasscer
Operator Communications Inc
3530 Forest Ln Ste 200
Dallas TX 75234-7910

Primus Telecommunications Inc
1700 Old Meadow Rd 3rd Fl
McLean VA 22102

QuantumShift Communications Inc
101 Rowland Way Ste 300
Novato CA 94945

Quintelco Inc
1 Blue Hill Plaza
Pearl River NY 10965

Heather Troxell
Qwest Communications Corporation
4250 Fairfax Dr
Arlington VA 22203

Charles Steese
Qwest Corporation
1801 California St Ste 5100
Denver CO 80202

Gene Sloan
Reservation Telephone Cooperative
Parshall ND 58770

Skyland Technologies Inc
P O Box 5237
Helena MT 59604-5237

Andrew Jones
Sprint
8140 Ward Pkwy Flr 5E
Kansas City MO 64114

Randy Burckhard
SRT Communications Inc
P O Box 789
Minot ND 58702-0789

Jack Medaris
Telco Partners Inc
484 Norristown Rd Ste 123
Blue Bell PA 19422

Tele-Tech Inc
2900 W 11th St
Sioux Falls SD 57104-3660

Kenneth Carlson
Turtle Mountain Communications
PO Box 729
Langdon ND 58249-0729

Sam Billingsley
United States Advanced Network Inc
3080 Northwoods Cir
Norcross GA 30071-1562

Christina Tygielski
Universal Access Inc
Sears Tower 233 S Wacker Dr Ste 600
Chicago IL 60606-6307

Dean Polkov
RCC Network Inc
PO Box 2000
Alexandria MN 56308-2000

Sandra Adams
NewPath Holdings Inc
4364 114th St
Des Moines IA 50322
Lisa Dabkowski
SNET America Inc
6 Devine St 1st Fl
North Haven CT 06743

SRT Communications Inc
P O Box 789
Minot ND 58702-0789

Harris Saele
T P C Inc
PO Box 180
Devils Lake ND 58301-0180

Al Bosch
Tele-Beep Company
PO Box 7072
Bismarck ND 58502-7072

T-Netix Inc
P O Box 701028
Dallas TX 75370-1028

Giuseppe Vitale
UKI Communications Inc
500 N Rainbow Blvd Ste 300
Las Vegas NV 89107

Kenneth Carlson
United Telephone Mut Aid Corp
Langdon ND 58249

Dennis Houston
Universal Network Services of ND
1572 North Batavia St Ste 1A
Orange CA 92867

Val-Ed Joint Venture LLP
150 2nd St SW
Perham MN 56573

West River Coop Telephone Co
P O Box 39
Bison SD 57620-0039

Doris Cooper
West River Long Distance Co
PO Box 467
Hazen ND 58545-0467

Western CLEC Corporation
3650 131st Ave SE #400
Bellevue WA 98006

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

Randy Houde
Venture Communications Inc
PO Box 157
Highmore SD 57345-0157

Darrell Henderson
West River Cooperative Telephone
Company
PO Box 39
Bison SD 57620-0039
Mick Grosz
West River Telecomm Coop
PO Box 467
Hazen ND 58545-0467

Carolyn Fodor
Winstar
100 Galleria #111
Southfield MI 48034

Helbling, Sharon D.

From: Helbling, Sharon D.
Sent: Thursday, February 28, 2002 8:27 AM
To: ndna (E-mail)
Subject: Attached Notice of Opportunity for Hearing

**Colleen
North Dakota Newspaper Association**

Good Morning Colleen,

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

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

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

Thank you.

**Sharon Helbling
Public Utilities Division**



1.doc

APPROVED

MOTION

DATE: 2-27-02
KMF

February 27, 2002

**Excel Telecommunications, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-967-02-61

I move the Commission issue a Notice of Opportunity for Hearing in the application of Excel Telecommunications, Inc. for a Certificate of Public Convenience and Necessity to provide competitive local exchange telecommunications services in all North Dakota exchanges currently served by Qwest Corporation, Case No. PU-967-02-61.

JRL/sdh

3

PU-967-02-61

Pages: 1

Motion

by Public Service Commission

02/27/2002

CC: Comm Legal Illona Jerry

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

Excel Telecommunications, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-967-02-61

NOTICE OF OPPORTUNITY FOR HEARING
February 27, 2002

On February 13, 2002, Excel Telecommunications, Inc. of Dallas, Texas, filed an application for a certificate of public convenience and necessity to provide competitive local exchange telecommunications services in all North Dakota exchanges currently served by Qwest Corporation.

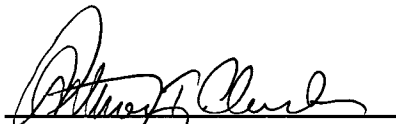
The issues to be considered in this matter are:

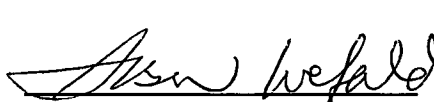
1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. Technical, financial and managerial ability of the applicant to provide service.

Those interested are invited to comment on the application in writing. Persons desiring a hearing must file a written request identifying their interest in the proceeding and the reasons for requesting a hearing. Comments and requests for hearings must be received by **April 5, 2002**. If deemed appropriate, the Commission can determine the matter without a hearing.

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

PUBLIC SERVICE COMMISSION


Anthony T. Clark
Commissioner


Susan E. Wefald
President


Leo M. Reinbold
Commissioner

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

TYSONS CORNER

8000 TOWERS CRESCENT DRIVE

SUITE 1200

VIENNA, VIRGINIA 22182

(703) 918-2300

FACSIMILE

(703) 918-2450

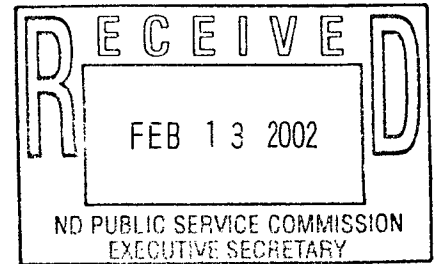
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February 12, 2002



Mr. Jon Mielke
Executive Secretary
North Dakota Public Service Commission
600 East Boulevard
Bismarck, ND 58505

Re: Application of Excel Telecommunications, Inc. for a Certificate of Public Convenience and Necessity to Provide Competitive Facilities-Based Local Exchange Telecommunications Services in the State of North Dakota

Dear Mr. Mielke,

Enclosed, on behalf of Excel Telecommunications, Inc., please find an original, a duplicate and seven copies of the above-captioned filing. Please date-stamp the duplicate copy of this submission and return in the pre-addressed envelope provided. If there are any questions regarding this filing, please contact me at (703) 918-2315. Thank you in advance for your assistance with this matter.

Cordially,

A handwritten signature in cursive script that reads "Winafred Brantl".

Winafred Brantl

enclosures

1 **PU-967-02-61**

Pages: 136

Local Exchange PC&N application
by Excel Telecommunications, Inc.

02/13/2002

CC: Comm Legal ||lona Jerry

**BEFORE THE
PUBLIC SERVICE COMMISSION
of
NORTH DAKOTA**

Application of)	
)	
EXCEL TELECOMMUNICATIONS, INC.)	
)	Docket No. _____
for a Certificate of Public Convenience and)	
Necessity to Provide Competitive)	
Facilities-Based Local Exchange)	
Telecommunications Services)	
in the State of North Dakota)	

APPLICATION

Excel Telecommunications, Inc. ("Excel," "Applicant" or "Company"), by its attorneys and pursuant to ND CENT. CODE §§49-03.1-03 - 49-03.1-04, respectfully requests that the Commission grant it a Certificate of Public Convenience and Necessity to provide facilities-based local exchange services in the State of North Dakota. In addition, the Company respectfully requests, pursuant to ND CENT. CODE §49-03.1-05, that if no request for hearing on this application is received within the specified time, the Commission exercise its discretionary authority to grant the requested certificate without such a hearing. Excel was granted authority to provide interexchange services in North Dakota on December 20, 1989 (Certificate No. 33) and resold local exchange services on June 26, 1996 (Certificate No. 334). The Company now proposes to offer facilities-based local exchange services to consumers in the State of North Dakota utilizing combinations of unbundled network elements ("UNEs"), specifically the unbundled network elements platform ("UNE-P") purchased from the incumbent local exchange provider.¹

¹ At some future date, should the telecommunications market and related business considerations dictate, the Company may expand into facilities-based services via strategic deployment of its own equipment; however, at present, Excel intends to concentrate upon provision of service through UNE combinations.

Initially, Excel will focus on providing local services to residential customers. This focus is unique. This Commission is well aware that residential customers typically have scant choice in their local service provider. Nationwide, many entrants to the local marketplace have chosen to concentrate their efforts strictly on large and medium sized businesses.

Excel has had success in taking a different path. Excel has brought high quality long distance services, at competitively low prices, to the residential consumer--- both in urban and in outlying areas -- --to low volume users as well as high. Unlike other applicants, Excel plans to direct its local service offerings to a solidly residential base of customers.

The challenge ahead is to bring comparable choice in service providers to residential customers. Excel respectfully submits that approval of its Application, authorizing the Company to commence provision of a full range of competitive facilities-based local services to residential consumers will be a measurable step towards achieving that important goal and therefore is in the public interest.

In support of its Application, Excel provides the following information:

I. THE APPLICANT

A. Corporate Information

1. Excel is a privately-held corporation formed on December 6, 1988 under the laws of Texas.²

Excel's principal address is:

Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231
Telephone: (214) 863-8700
Facsimile: (214) 863-8721
Toll Free: (800) 875-9235

² Through a series of intervening companies, Excel is an indirect wholly-owned subsidiary of Bell Canada Enterprises ("BCE"). BCE, at the time of this filing, has negotiated to transfer control of the North American Excel companies to Var Tec, Inc. ("VarTec"), pursuant to the obtaining of all federal and state regulatory approvals. Notification of this transaction was filed with the Commission on November 27, 2001.

A copy of Excel's Articles of Incorporation is appended as *Exhibit A*.

2. Excel is authorized to transact business in North Dakota as a foreign corporation. A copy of the Company's Certificate of Authority to Transact Business as well as a current Certificate of Good Standing from the North Dakota Secretary of State is appended as *Exhibit B*. The name and address of Excel's registered agent in North Dakota for service of process is:

CT Corporation System
314 East Thayer Avenue
Bismarck, ND 58501

3. Excel was organized to provide state-of-the-art telecommunications services to customers in the State of North Dakota and throughout the United States. A chart illustrating Excel's corporate structure is appended as *Exhibit C*.

4. Those persons specifically in charge of Excel's North Dakota operations are still to be determined; however, in the interim, all questions regarding the Applicant's operations may be addressed to:

Joel Ballew
Director, Regulatory Affairs
EXCEL TELECOMMUNICATIONS, INC.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231
Telephone: (214) 863-8700
Facsimile: (214) 863-8721
Toll Free: (800) 783-2909

B. Officers and Directors

5. The following is a list of Excel's officers:

Christina A. Gold	Chairman, President and CEO
Huntley W. Bakich	Senior Vice President, eBusiness
Mike Roudi	Senior Vice President — North American Product Marketing
William G. Smit	Senior Vice President, Network
Laura Collins	Senior Vice President of US Sales and North American Representative Services
James R. McFelea	Senior Vice President, Customer Service
James G. Timmer	Executive Vice President and Chief Financial Officer
Christopher P. Kelly	General Counsel
Michael T. Boychuk,	Executive Vice President and Chief Financial Officer [BCE]
David G. Masse	Assistant Corporate Secretary [BCE]

The following is a list of Excel's Directors:

Christina A. Gold
William G. Smit
James G. Timmer

Biographical materials discussing the backgrounds and experience of these officers and directors are appended as *Exhibit D*. All of the above-listed individuals may be reached at the following address:

8750 North Central Expressway, Suite 2000
Dallas, Texas 75231
Telephone (214) 863-8700

II. DESIGNATED CONTACTS

6. The designated contact for this application is:

Winafred R. Brantl
KELLEY DRYE & WARREN, LLP
8000 Towers Crescent Drive, Suite 1200
Vienna, VA 22182
Telephone: (703) 918-2315
Facsimile: (703) 918-2450
Email: wbrantl@kelleydrye.com

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

Jerry G. Kirby, Tariff Manager - Regulatory Affairs
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231
Telephone: (214) 863-8720
Facsimile: (214) 863-8918
E-mail Address: jkirby@excel.com or RegulatoryAffairs@excel.com
Department Toll-Free Number: (800) 783-2909

with the exception of consumer issues or customer complaints which should be addressed to:

Joel Ballew, Director, Regulatory Affairs
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231
Telephone: (214) 863-8700
Facsimile: (214) 863-8721
E-mail Address: jballew@excel.com or RegulatoryAffairs@excel.com
Department Toll-Free Number: (800) 783-2909

III. DESCRIPTION OF BUSINESS HISTORY

8. Excel intends to operate as a provider of UNE combination-based local exchange telecommunications services in the State of North Dakota and throughout the United States. The Company is committed to provision of a full range of competitive local services to residential consumers.³ Excel's objective is to provide its customers with a complete solution for their communications needs.

9. As of the date of this Application, Excel is authorized by virtue of certification, registration, or (where appropriate) on an unregulated basis to provide local exchange and/or interexchange telecommunications services in the jurisdictions listed on the chart attached as *Exhibit E*.

10. In addition to this request for expansion of its authority to operate in North Dakota, Excel is currently seeking authority via pending applications to provide resold and facilities-based local exchange services in the jurisdictions listed on the chart attached as *Exhibit F*.

IV. DESCRIPTION OF AUTHORITY REQUESTED

11. By this Application, Excel seeks authority from the Commission to provide a full range of facilities-based local telecommunications and data services. Excel intends to operate as a competitive local exchange service provider primarily using the UNE platform. Specifically, Excel seeks authority to provide, in this manner, all forms of switched and dedicated telecommunications services, including but not limited to the following local services:

³ After a time, should economic conditions permit, the Applicant may begin to offer services to business customers as well; however, the Company's primary customer base will be residential consumers.

- ***“Plain Old Telephone Service”*** -- originating and terminating local calls;
- ***Access Service*** -- originating and terminating traffic between a customer premise and an IXC POP;
- ***Private Line;***
- ***Data transmission service;*** and
- ***Internet services.***

12. With respect to the scope of its initial operations, the Company proposes to operate in those areas of North Dakota approved by this Commission for provision of competitive local exchange services. The Company respectfully requests permission to concur in the service area maps of U S West, already on file with the Commission. Excel is currently initiating the requisite actions to opt into an existing interconnection agreement with U S West. The Company will submit its agreements, pursuant to the Commission's procedures, once they become available.

V. DESCRIPTION AND FITNESS OF THE COMPANY

13. As demonstrated herein, Excel is well-qualified managerially, technically and financially to provide the competitive local exchange telecommunications services for which authority is requested in this Application.

14. The Commission has previously reviewed Excel's managerial and technical expertise and found the Company well-qualified to provide telecommunications services in the State of North Dakota. The Excel management team includes individuals with substantial experience in the successful development and operation of telecommunications businesses. Moreover, the Company is managed by persons with substantial technical expertise in designing, constructing and operating telecommunications networks. This wealth of experience will enable Excel to provide its local exchange customers with advanced, state-of-the-art technology for its

telecommunications services as described in this request. Further details regarding the business and operational experience of Excel's officers and management personnel are provided in *Exhibit D*.

15. As specifically demonstrated in the financial statements of Excel Communications, Inc., the parent company of Excel, appended as *Exhibit G*, Excel has access to sufficient capital to fund the development and maintenance of its telecommunications operations in North Dakota, and to meet any lease and ownership obligations associated with its provision of local exchange telecommunications services in North Dakota.

16. Excel is a privately-held company and, thus, does not issue annual reports or submit any financial filings with the Securities and Exchange Commission.

VI. PROPOSED TARIFF

17. All of the proposed local exchange services offered by Excel in North Dakota will be provided pursuant to the terms and conditions set forth in Excel's local exchange services tariff. An illustrative draft of this tariff is appended as *Exhibit H*.

VII. BILLING INFORMATION AND CUSTOMER SERVICE

18. Excel will bill all of its end-user customers directly. Excel does not intend to utilize a billing agent, a "billing clearinghouse" or other outside entity to issue bills to its customers. All invoices sent to end-user customers will bear the company's name and provide a toll-free number for customer inquiries and complaints.

19. Excel's customer service representatives will be able to assist customers with billing questions between the hours of 8:00 AM to 5:00 PM, Monday through Friday at (888) 227-7631. When a call is received, a service representative will retrieve customer account information and be prepared to address specific billing inquiries including questions about the customer's overall monthly bill, specific rates and charges, and the mechanics of the company's special discount

programs. Service representatives are also available to assist customers with other questions about the company and its product offerings.

20. Excel strives to work with customers to resolve any complaints in a satisfactory manner. When a billing adjustment is needed, the service representative will process the adjustment at the time of inquiry. Each representative has the authority to adjust a customer's bill up to a specified dollar amount. Any adjustments which exceed this amount are approved by a department supervisor. When an adjustment is made, the customer will see the credit within sixty (60) days of issuance. Alternatively, customers will be able to communicate billing questions or concerns to Excel customer service representatives in writing.

21. Written inquiries from regulatory agencies and others are handled by the Regulatory Affairs Department. When a written complaint is received, it is promptly reviewed and researched. In some instances, a Regulatory Analyst may contact the customer to obtain more information about a particular grievance. A letter addressing the problem and documenting the resolution is then forwarded to the agency, customer or complainant as appropriate.

22. Excel provides its service representatives with one-on-one, hands-on training. In addition, Department meetings and periodic service bulletins keep service representatives apprised of changes in rates, billing policies and operating procedures. Future systems enhancements and modifications of current procedures are aimed at ensuring that Excel's customers receive the help they need in the most expeditious and efficient manner possible.

23. For service and maintenance issues, customers will be able to contact Excel's customer services 24 hours a day, seven (7) days a week, by calling toll-free at (888) 227-7631.

VIII. STATEMENTS OF COMPLIANCE

24. The Applicant agrees to abide by all applicable statutes, orders, rules and regulations entered and adopted by the Commission for competitive local carriers in North Dakota. The Applicant will allow its local exchange customers to obtain interLATA and intraLATA long distance service from other toll carriers as well as local operator services and directory assistance services from other providers on a non-discriminatory basis. Where the Applicant offers a service in a particular exchange, the Applicant will offer that service on a non-discriminatory basis to all customers in that exchange. Excel will provide its local customers with a local calling area that is at least as large in scope as the calling scope of the incumbent local exchange carrier in the relevant area.

25. As a competitive provider of telecommunications services in North Dakota, Applicant respectfully requests that it be subject to the same streamlined regulatory treatment applicable to other similarly-situated competitive carriers.

IX. PUBLIC INTEREST CONSIDERATIONS

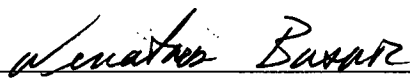
26. Approval of this Application and Excel's proposed tariff will serve the public interest and result in direct benefits to local service customers in North Dakota. First, Excel's provision of the services described above will expand the availability of high quality affordable telecommunications services to North Dakota consumers. Moreover, the Company's proposed operations will increase the demand for and usage of the existing state-of-the-art networks of its underlying carriers as well its own facilities, thereby promoting continued development of advanced telecommunications infrastructure to serve the needs of North Dakota residential

consumers. Finally, as discussed above, Excel's entry into the facilities-based local exchange services market will focus upon the still underserved residential market in North Dakota. While the majority of new local exchange entrants continue to focus upon the business sector, Excel will concentrate instead upon the market group for whose benefit telecommunications competition was originally intended: residential users.

WHEREFORE, Excel respectfully petitions this Commission for a Certificate of Public Convenience and Necessity to provide competitive facilities-based local exchange telecommunications services in the State of North Dakota.

Respectfully submitted,

EXCEL TELECOMMUNICATIONS, INC.

By: 
Winifred Brantl
KELLEY DRYE & WARREN LLP
8000 Towers Crescent Drive
Suite 1200
Vienna, VA 22182
(703) 918-2315

February 12, 2002

VERIFICATION

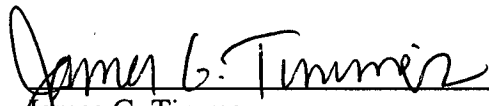
State of Texas :
: **ss.**
County of Dallas :

James G. Timmer, Affiant, being duly [sworn/affirmed] according to law, deposes and says that:

He is the Executive Vice President, Chief Financial Officer of Excel Telecommunications, Inc.;


That he is authorized to and does make this affidavit for Excel Telecommunications, Inc.;

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.



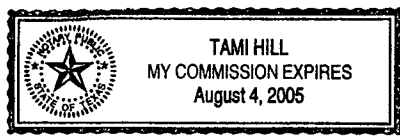
James G. Timmer
Executive Vice President, Chief Financial Officer
Excel Telecommunications, Inc.

Sworn and subscribed before me this 29th day of January, 2002



Signature of official administering oath

My commission expires 8/4/05





The State of Texas
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF

EXCEL TELECOMMUNICATIONS, INC.
CHARTER NO. 1096708-0


The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: December 28, 1995

Effective: December 28, 1995





Antonio O. Garza, Jr.
Secretary of State

pac

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
EXCEL TELECOMMUNICATIONS, INC.
(the "Corporation")

FILED
In the Office of the
Secretary of State of Texas

DEC 28 1995

Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is Excel Telecommunications, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on December 28, 1995, so as to amend the capitalization of the Corporation set forth in Article Four. Article Four of the Articles of Incorporation is hereby amended to read in its entirety as follows:

A. The aggregate number of shares that the Corporation shall have authority to issue is One Million Two Hundred Thousand (1,200,000) shares. Such shares shall be issued in two (2) classes of stock to be designated "Common Stock" and "Preferred Stock." The number of shares of Common Stock authorized is Two Hundred Thousand (200,000) shares having no par value per share. The number of shares of Preferred Stock authorized is One Million (1,000,000) shares having no par value per share.

B. The Preferred Stock may be issued from time to time in one (1) or more series. The Board of Directors is hereby authorized, by filing a statement pursuant to Article 2.13 of the Texas Business Corporation Act, to fix or alter from time to time the designations, preferences, limitations and relative rights of the shares of each such series, including, without limitation, the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and the liquidation preferences of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series and the designation thereof, or any of them (a "Preferred Stock Designation"); and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE THREE

The number of shares of the Corporation outstanding at the time of such adoption was 99,000, and the number of shares entitled to vote thereon was 99,000.

ARTICLE FOUR

The number of shares voted for such amendment was 74,180; the number of shares voted against such amendment was 0. The holders of at least a majority of the shares of Common Stock outstanding and entitled to vote on the amendments set forth above have signed a consent in writing pursuant to Article 9.10 adopting such amendments as set forth below and any written notice required by Article 9.10 has been given to all shareholders who did not consent in writing.

ARTICLE FIVE

The amendment does not involve any exchange, reclassification or cancellation of issued shares of the Corporation.

ARTICLE SIX

The amendment does not effect a change in the amount of stated capital of the Corporation.

Dated: December 28, 1995

EXCEL TELECOMMUNICATIONS, INC.
A Texas Corporation

By: Kenny A. Troutt
Name: Kenny A. Troutt
Title: President

STATEMENT OF CANCELLATION OF TREASURY SHARES

In the Office of the
Secretary of State of Texas

DEC 28 1995

Pursuant to the provisions of Article 4.11 of the Texas Business Corporations Act, the undersigned corporation submits the following statement of cancellation by resolution of its Board of Directors of shares of the corporation reacquired by it:

1. The name of the corporation is Excel Telecommunications, Inc. (the "Corporation").
2. A resolution was duly adopted by the Board of Directors of the Corporation on December 28, 1995, authorizing the cancellation of One Thousand (1,000) treasury shares, itemized as follows:

Class	Series	Number of Shares
Common Stock	n/a	1,000

3. The amount of stated capital represented by the shares to be cancelled is Twelve Thousand Nine Hundred Fifty Dollars (\$12,950).
4. The aggregate number of issued shares, itemized by classes and series and par value, if any, after giving effect to such cancellation is itemized as follows:

Class	Series	Par Value	Number of Shares
Common	n/a	no par	99,000

5. The amount of the stated capital of the corporation after giving effect to such cancellation is Two Hundred Fifty Seven Thousand Four Hundred Seventy Three Dollars (\$257,473).

Dated: December 28 1995

EXCEL TELECOMMUNICATIONS, INC.
A Texas Corporation

By: Kenny A. Troutt
Name: Kenny A. Troutt
Title: President



The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

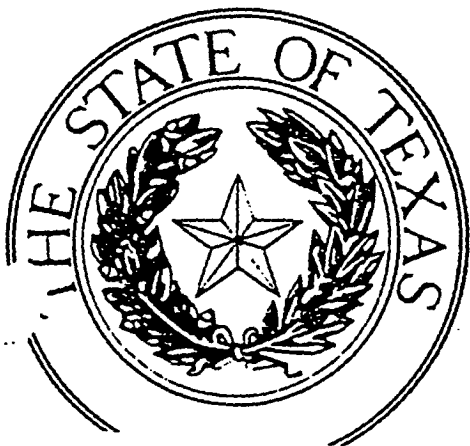
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

EXCEL MERGER SUBSIDIARY, INC. (a Delaware no permit)
with
EXCEL TELECOMMUNICATIONS, INC.

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Dated December 28, 1995.

Effective January 1, 1996 12:01 AM



Antonio O. Garza, Jr.
Secretary of State

FILED
 In the Office of the
 Secretary of State of Texas
 DEC 28 1995

~~Corporations Section Act (the~~

ARTICLES OF MERGER

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act (the "TBCA"), Excel Telecommunications, Inc., a Texas corporation ("Surviving Corporation"), and Excel Merger Subsidiary, Inc., a Delaware corporation (the "Merged Corporation"), submit the following Articles of Merger for the purpose of effecting a merger (the "Merger") in accordance with the provisions of Article 5.01 of the TBCA:

1. An Agreement and Plan of Merger (the "Plan of Merger"), adopted in accordance with the provisions of Article 5.03 of the TBCA, pursuant to which the Merged Corporation will be merged with and into the Surviving Corporation, was duly authorized by all action required by the TBCA and the articles or certificate of incorporation of such corporations, a copy of which is attached to these Articles of Merger and made a part hereof.

2. The names of the undersigned corporations and the laws of the State under which such corporations were formed are:

<u>Name of Corporation</u>	<u>State</u>
Excel Telecommunications, Inc.	Texas
Excel Merger Subsidiary, Inc.	Delaware

3. As to the Surviving Corporation and the Merged Corporation, the number of shares outstanding are as follows:

- (a) Surviving Corporation: 99,000 shares of common stock, no par value per share.
- (b) Merged Corporation: 1,000 shares of common stock, par value \$.001 per share.

4. As to the Surviving Corporation and the Merged Corporation, the numbers of shares voted for and against such Plan of Merger by the shareholders and stockholders, as applicable, of such corporations are, respectively, as follows:

- (a) Surviving Corporation:
 - (i) TOTAL VOTED FOR: 74,180 shares
 - (ii) TOTAL VOTED AGAINST: 0 shares
- (b) Merged Corporation:
 - (i) TOTAL VOTED FOR: 1,000 shares
 - (ii) TOTAL VOTED AGAINST: 0 shares

(c) The holders of at least two-thirds of the shares of Common Stock of the Surviving Corporation have signed a consent in writing pursuant to Article 9.10 adopting the Plan of Merger and any written notice required by Article 9.10 has been given to all shareholders of the Surviving Corporation who did not consent in writing.

5. The Plan of Merger and the performance of its terms were duly authorized by all action required by the laws under which each foreign corporation or other entity that is a party to the Plan of Merger was incorporated or organized and by its constituent documents.

6. The effective date and time of the Merger shall be January 1, 1996, at 12:01 a.m., Central Standard Time.

Executed December 28, 1995.

EXCEL TELECOMMUNICATIONS, INC.
a Texas corporation

By: Kenny A. Troutt
Name: Kenny A. Troutt
Title: President

EXCEL MERGER SUBSIDIARY, INC.
a Delaware corporation

By: Kenny A. Troutt
Name: Kenny A. Troutt
Title: President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), to be effective as of the Effective Time (as defined in Section 1.2), is executed by Excel Merger Subsidiary, Inc., a Delaware corporation ("Merged Corporation"), Excel Telecommunications, Inc., a Texas corporation ("Surviving Corporation"), and Excel Telecommunications Holdings, Inc., a Delaware corporation ("Parent Corporation").

RECITALS:

The respective Boards of Directors of Merged Corporation, Surviving Corporation and Parent Corporation have adopted resolutions in accordance with the Texas Business Corporation Act ("TBCA") and the Delaware General Corporation Law ("DGCL"), as applicable, approving this Plan of Merger, recommending its approval by the respective shareholders or stockholders of each entity and directing that this Plan of Merger be submitted to the respective shareholders or stockholders of each entity for approval.

NOW, THEREFORE, in consideration of the promises and the mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

ARTICLE I

The Mergers

1.1 The Merger. At the Effective Time and in accordance with the TBCA and the DGCL, the Merged Corporation shall be merged with and into the Surviving Corporation, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation, as the surviving corporation of such merger (the "Merger"), shall continue to exist by virtue of and shall be governed by the laws of the State of Texas.

1.2 Effective Time of Merger. Articles of Merger setting forth the information required by, and otherwise in compliance with, the TBCA shall be filed with the Secretary of State of the State of Texas and a Certificate of Merger setting forth the information required by, and otherwise in compliance with, the DGCL shall be filed with the Secretary of State of the State of Delaware and the merger of the Merged Corporation with and into the Surviving Corporation shall become effective at 12:01 a.m. Central Time January 1, 1996 (the time of such effectiveness is herein called the "Effective Time").

1.3 Effect of Merger. The Merger shall have the effects set forth in Article 5.06 of the TBCA, Section 259 of the DGCL and of the other relevant provisions of the TBCA and the DGCL.

1.4 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as in effect at the Effective Time shall be the Articles of Incorporation of Surviving

Corporation. No changes are to be effected to the Articles of Incorporation of the Surviving Corporation as a result of the Merger.

1.5 Bylaws. The Bylaws of the Surviving Corporation as in effect at the Effective Time shall be the Bylaws of the Surviving Corporation. No changes are to be effected to the Bylaws of the Surviving Corporation as a result of the Merger.

1.6 Officers. The officers of the Surviving Corporation who are serving as such at the Effective Time shall be the officers of the Surviving Corporation from and after the Effective Time, each such individual to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal in accordance with law, the Surviving Corporation's Articles of Incorporation and its Bylaws.

1.7 Directors. The directors of the Surviving Corporation who are serving as such immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time, each such individual to serve until his or her successor has been duly elected or appointed and qualified or until his or her earlier death, resignation or removal.

1.8 Further Assurances. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of the Merged Corporation acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, the Merged Corporation and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

1.9 Amendment. Notwithstanding shareholder or stockholder approval of this Plan of Merger, this Plan of Merger may be amended, modified or supplemented by resolution of the boards of directors of the Merged Corporation and the Surviving Corporation, at any time on or before filing of Articles of Merger or a Certificate of Merger embodying the Plan of Merger with the Secretary of State of the State of Texas or the Secretary of State of Delaware, if permitted by the TBCA and the DGCL.

1.10 Successor to Rights and Liabilities. At the Effective Time, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall succeed without other transfer to all the rights and property of the Merged Corporation and shall be subject to all the

debts and liabilities of the Merged Corporation in the same manner as if the Surviving Corporation had itself incurred them.

ARTICLE II

Conversion of Shares in the Merger and Other Matters

2.1 Conversion.

(a) Except as otherwise provided in Section 2.1(b) and except for shares with respect to which the holder thereof ("Dissenter") ultimately receives payment pursuant to Articles 5.11 through 5.13 of the TBCA ("Dissenters' Securities"), each share of issued and outstanding shares of the no par value per share common stock of the Surviving Corporation ("Excel Common Stock") immediately prior to the Effective Time shall be converted into 1,000 shares ("Merger Consideration") of the Parent Corporation's \$.001 par value per share Common Stock (the "Parent Common Stock") and in connection therewith such shares of the Excel Common Stock shall be cancelled and restored to the status of authorized but unissued shares.

(b) Upon the conversion of the Excel Common Stock provided for in Section 2.1(a), each share of capital stock of the Merged Corporation outstanding immediately prior to the Effective Time shall be converted into one share of Excel Common Stock.

(c) The Parent Common Stock held by the Surviving Corporation immediately prior to the Effective Time shall be cancelled and retired and thereafter such shares of the Parent Common Stock shall be restored to the status of authorized but unissued shares.

2.2 Dissenters. If after the Effective Time a Dissenter loses the right to receive payment pursuant to Articles 5.11 through 5.13 of the TBCA, the Dissenter's Securities held by such Dissenter shall be treated as if they had been converted as of the Effective Time into the Merger Consideration.

2.3 Surrender and Payment.

(a) Each holder of the Excel Common Stock that shall have been converted into the Merger Consideration, upon surrender to the Parent Corporation of a certificate or certificates formerly representing such shares of Excel Common Stock, will be entitled to receive the stock certificates of the Parent Corporation representing the Merger Consideration issuable in respect of such shares of Excel Common Stock. Until so surrendered, each such certificate shall, after the Effective Time, represent for all purposes, the appropriate Merger Consideration. In no event will a holder of shares of Excel Common Stock be entitled to interest on the Merger Consideration issuable in respect of such Parent Corporation.

(b) After the Effective Time, there shall be no further registration of transfers of shares of Excel Common Stock held prior to the Effective Time except as may be permitted by Articles 5.11 through 5.13 of the TBCA. If, after the Effective Time, certificates formerly representing Excel Common Stock are presented to the Surviving Corporation, they shall be canceled and exchanged for the consideration provided for, and in accordance with the procedures set forth, in this Article II.

2.4 Options. At the Effective Time, the Parent Corporation shall hereby assume the Surviving Corporation's rights and obligations under the 1995 Stock Option Plan of Surviving Corporation and under each option agreement issued pursuant thereto of which options for 5,041,575 shares of Excel Common Stock have been granted (the "Options"). Pursuant to this assumption and without further action on the part of the Parent Corporation or the Surviving Corporation, Parent Corporation hereby agrees that, after the Effective Time, upon exercise of such Options, the holders thereof will be entitled to receive 1,000 shares of Parent Corporation Common Stock for each share of Excel Common Stock with an exercise price equal to 1/1000th of the exercise price originally set forth in the option agreements for each share of Excel Common Stock, subject to further adjustments as set forth in such agreements for subsequent events.

ARTICLE III

Miscellaneous

3.1 Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all of which collectively shall constitute one and the same instrument. Each such multiple counterpart of this Plan of Merger may be transmitted via facsimile or other similar electronic means and executed by one or more of the undersigned, and a facsimile of the signature of one or more of the undersigned shall be deemed an original signature for all purposes and have the same force and effect as a manually-signed original.

3.2 Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Texas, except to the extent that the DGCL applies by its terms.

3.3 Section Headings. The section headings contained in this Plan of Merger are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan of Merger.

3.4 Termination. This Plan of Merger may be terminated at any time before the Effective Time by appropriate resolution of the Board of Directors of the Surviving Corporation for any reason which it deems appropriate.

3.5 Amendment. To the extent permitted by law, this Plan of Merger may be amended or supplemented (a) at any time before the Effective Time, by action taken by the Boards of Directors of Surviving Corporation, Merged Corporation and Parent Corporation and (b) at any time after the Effective Time, by action taken by the Board of Directors of Parent Corporation.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger on the date or dates indicated below, to be effective as of the date first set forth above.

EXCEL TELECOMMUNICATIONS, INC.

By: Kenny A. Troutt
Its: President

EXCEL MERGER SUBSIDIARY, INC.

By: Kenny A. Troutt
Its: President

EXCEL TELECOMMUNICATIONS HOLDINGS, INC.

By: Kenny A. Troutt
Its: President



The State of Texas

Secretary of State

DEC. 6, 1988

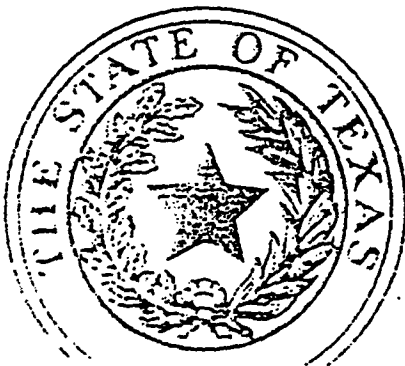
DAVID L. SHERWOOD
600 NORTH DALLAS BANK TOWER 12900 PRESTON RD
DALLAS , TX 75230

RE:
EXCEL TELECOMMUNICATIONS, INC.
CHARTER NUMBER 01096708-00

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in cursive script that reads "Cecil M. Rains".

Secretary of State

ARTICLES OF INCORPORATION
OF
EXCEL TELECOMMUNICATIONS, INC.

FILED
In the Office of the
Secretary of State of Texas

DEC 06 1988

Clark I-B
Corporations Section

Article I

The name of the corporation is EXCEL TELECOMMUNICATIONS, INC.

Article II

The period of its duration is perpetual.

Article III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act.

Article IV

The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares of no par value.

Article V

The corporation will not commence business until it has received for the issuance of shares consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done, or property actually received.

Article VI

The street address of its initial registered office is 12202 Pleasant Valley Drive, Dallas, Texas 75243, and the name of its initial registered agent at such address is Kenny A. Troutt.

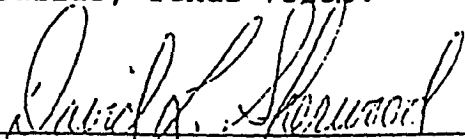
Article VII

Kenny A. Troutt shall constitute the initial sole director of the Board of Directors, and he shall serve as director until the first annual meeting of the shareholders, or until his successor shall be elected and qualify. The address of said director is:

Kenny A. Troutt 12202 Pleasant Valley Drive
Dallas, Texas 75243

Article VIII

The name and address of the incorporator is David L. Sherwood, Post Office Box 670035, Dallas, Texas 75230.

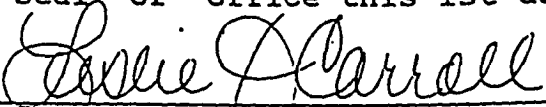


DAVID L. SHERWOOD

STATE OF TEXAS)
 :ss.
COUNTY OF DALLAS)

BEFORE ME, the undersigned Notary Public, on this day personally appeared DAVID L. SHERWOOD, known to me to be the person whose name is subscribed to the foregoing document, and being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN under my hand and seal of office this 1st day of December, 1988.



NOTARY PUBLIC, State of Texas

My commission expires:
3/22/92

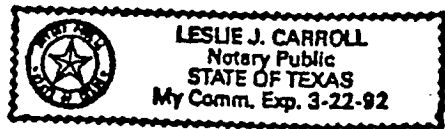


EXHIBIT A
ARTICLES OF INCORPORATION

EXHIBIT B

CERTIFICATE OF AUTHORITY

& CURRENT CERTIFICATE OF GOOD STANDING

EXHIBIT B

CERTIFICATE OF AUTHORITY

& CURRENT CERTIFICATE OF GOOD STANDING



**CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION**
SECRETARY OF STATE
SFN 13100 (9-94)

RECEIVED

OCT 16 1995

SEC. OF STATE

FOR OFFICE USE ONLY

ID#	9461000
WO#	429332
Approved By
Filed	11-2-95 By SR

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1. The application is accompanied by

- Certificate of authority fee for Foreign Business & Professional \$125
- Certificate of authority fee for Foreign Nonprofit \$40
- *Current, ORIGINAL certificate of good standing duly authenticated by the incorporating officer of the state or country of incorporation.
- *Signed consent of registered agent and fee of \$10
- Certification of professional license
- Signed consent to use of name and fee of \$10
- Trade Name application and fee of \$25

For reference, see North Dakota Century Code, Chapter 10-22 or 10-27.

2. Identify type of corporation applying for certificate of authority:

- Foreign Business Foreign Professional Foreign Nonprofit

3.A. Name of corporation exactly as it appears on certificate of good standing from state of origin

EXCEL TELECOMMUNICATIONS, INC.

B. Federal ID #

75-226424

C. Corporate name to be used in North Dakota. For reference, see North Dakota Century Code, Section 10-22-03 or 10-31-05 (SEE INSTRUCTION)

D. Corporate name is the same as, or deceptively similar to a name registered with the North Dakota Secretary of State and the application for certificate of authority is being submitted with:

- Consent to use of name
 - A resolution of the board of directors adopting a trade name for use in transacting business in North Dakota, and an application therefor
- The trade name adopted is:

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

4. Complete Mailing Address of Principal Place of Business (Street/RR, PO Box, City, State, Zip)

9101 LBJ FREEWAY, STE. 800, DALLAS, Texas 75243

5.A. Business Address (or Registered Agent's Address) in State or Country WHERE INCORPORATED

9101 LBJ FREEWAY, STE. 800, DALLAS, Texas 75243

B. Telephone #

1-214-705-5500

C. STATE or Country Where Incorporated

Texas

D. Date Incorporated (Month, Day Year)

12/ 6/88

E. Duration of Corporation

- Perpetual
- Other (Specify)

F. Toll-Free Telephone #

6.A. Name of Registered Agent in North Dakota

CT CORPORATION SYSTEM

B. Federal ID/Social Security # of Registered Agent

51-0006522

C. Address of Registered Agent in NORTH DAKOTA (Street/RR, PO Box, City, State, Zip)

314 EAST THAYER AVENUE, BISMARCK, NORTH DAKOTA 58501

7. Purpose or purposes the corporation proposes to pursue in the transaction of business in the State of North Dakota

TO PROVIDE COMMUNICATIONS SERVICES OR THE MARKETING OF ANY OTHER PRODUCTS OR SERVICES

8. OFFICERS AND DIRECTORS OF THE CORPORATION

OFFICE	Check Box If Officer Also Serves As Director	NAME	SOCIAL SECURITY #	COMPLETE MAILING ADDRESS			
				Street/RR	PO Box	City	State Zip Co
PRESIDENT	<input type="checkbox"/>	See attached list of officers					
VICE PRESIDENT	<input type="checkbox"/>						
SECRETARY	<input type="checkbox"/>						
TREASURER	<input type="checkbox"/>						
DIRECTOR		KENNY A. TROUTT		9101 LBJ FREEWAY, STE. 800,		DALLAS	Texas 75243
DIRECTOR							

9. The undersigned, an officer of the corporation, has read the foregoing application, knows the content thereof, and believes the statements made thereon to be true.

Kenny A Troutt
Signature

10/12/95
Date

Appendix to North Dakota
Application for Certificate of Authority

**Officers of
EXCEL TELECOMMUNICATIONS, INC.**

1. KENNY A. TROUTT, PRES., CEO, SEC. & TREAS.
9101 LBJ FREEWAY, STE. 800
DALLAS, Texas 75243
Social Security No.:

2. STEPHEN SMITH, VICE PRES.-MARKETING
9101 LBJ FREEWAY, STE. 800
DALLAS, Texas 75243
Social Security No.:

3. JACK MCLAINE, CHIEF FINANCIAL OFFICER
9101 LBJ FREEWAY, STE. 800
DALLAS, Texas 75243
Social Security No.:



**REGISTERED AGENT
CONSENT TO SERVE
SECRETARY OF STATE
SFN 7974 (2-95)**

FOR OFFICIAL USE ONLY

RECEIVED

OCT 16 1995

ID #	046100
WO #	429232
Approved By	
Filed	11-21-95 By <i>JK</i>

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

Sec. of State

1. FILING FEE: \$10.00

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

3. A. Name of the Registered Agent
CT CORPORATION SYSTEM

- B. Registered Agent is (Check One)
- An Individual North Dakota Resident
 - A Corporation
 - A Limited Liability Company
 - A Limited Liability Partnership

C. 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.

BY *David E. Reich*
Signature of Registered Agent
David E. Reich
Special Assistant Secretary

10-12-95
Date

State of North Dakota



CERTIFICATE OF AUTHORITY

OF

EXCEL TELECOMMUNICATIONS, INC.

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

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

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

EXCEL TELECOMMUNICATIONS, INC.
to transact business in this State under the name
of

EXCEL TELECOMMUNICATIONS, INC.

Dated: November 21, 1995

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

Alvin A. Jaeger
Secretary of State

State of North Dakota



C E R T I F I C A T E O F A U T H O R I T Y
O F

EXCEL TELECOMMUNICATIONS, INC.

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

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

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

EXCEL TELECOMMUNICATIONS, INC.
to transact business in this State under the name
of

EXCEL TELECOMMUNICATIONS, INC.

Dated: March 30, 1992

A handwritten signature in cursive script that reads "Jim Kusler".

Jim Kusler
Secretary of State



APPLICATION FOR CERTIFICATE OF AUTHORITY
SECRETARY OF STATE
 SFN 13100 (6-91)

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

Pursuant to Chapter 10-22 of the North Dakota Century Code, the undersigned officer of the corporation submits the following information for a certificate of authority:

FOR OFFICIAL USE ONLY	
ID Number	668100
WKO Number	184294
Date Filed	3-30-92
Clerk	KF

1A. Name of Corporation
 Excel Telecommunications, Inc.

B. Corporate Name to be Used in North Dakota Pursuant to Section 10-22-03 or 10-31-05 of the North Dakota Century Code (SEE INSTRUCTION)
 Excel Telecommunications, Inc.

C. Corporate Name is the same as, or deceptively similar to a name registered with the North Dakota Secretary of State and the application for certificate of authority is being submitted with:
 Consent to use of name
 A resolution of the board of directors adopting a trade name for use in transacting business in North Dakota, and an application therefor. The trade name adopted is:
 N/A

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

2A. Complete Mailing Address of Principal Place of Business (Street, PO Box, City, State, Zip) 9101 LBJ Frwy, Suite 800 Dallas, Texas 75243	B. Telephone Number 214-705-5500	C. Federal ID Number
3A. State or Country Where Incorporated Texas	B. Address in State or Country Where Incorporated 9101 LBJ Frwy, Suite 800 Dallas, TX 75243	C. Date Incorporated 12-6-88
		D. Duration of Corporation <input checked="" type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify)

4A. Name of Registered Agent in North Dakota
 The Prentice-Hall Corporation System, Inc.

B. Federal ID/Social Security Number of Registered Agent
 136106755

C. Address of Registered Agent in North Dakota (Street, PO Box, City, State, Zip Code)
 316 North Fifth Street, Bismarck, North Dakota 58501

5. Purpose or purposes the corporation proposes to pursue in the transaction of business in the State of North Dakota
 To be a reseller of telecommunications within the State of North Dakota

6. OFFICERS AND DIRECTORS OF THE CORPORATION							
OFFICE	Check Box if Officer Also Serves As Director	NAME	SOCIAL SECURITY NUMBER	COMPLETE MAILING ADDRESS			
				Street	City	State	Zip Code
PRESIDENT	<input checked="" type="checkbox"/>	Kenny A. Troutt		9101 LBJ Frwy, Suite 800 Dallas, TX			75243
VICE PRESIDENT	<input type="checkbox"/>						
SECRETARY	<input type="checkbox"/>						
TREASURER	<input type="checkbox"/>						
DIRECTOR							
DIRECTOR							

- The application is accompanied by
- Certificate of authority fee of \$115
 - Signed consent of registered agent and fee of \$10
 - Current, original certificate of good standing duly authenticated by the incorporating officer of the state or county of incorporation.
 - Certification of professional license
 - Signed consent to use of name and fee of \$10
 - Trade Name application and fee of \$25

8. The undersigned, an officer of the corporation, has read the foregoing application, knows the contents thereof, and believes the statements made thereon to be true.

K. A. Troutt

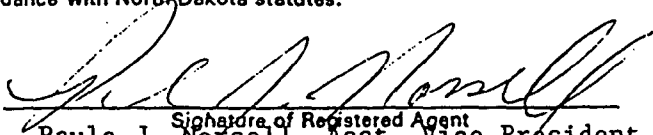


**STATEMENT OF CONSENT TO SERVE
AS REGISTERED AGENT**
SECRETARY OF STATE
SFN 7974 (6-91)

FOR OFFICIAL USE ONLY	
ID Number	6,668,100
WKO Number	184294
Date Filed	3-20-92
Clerk	HF

1. FILING FEE: \$10.00

SEE REVERSE SIDE FOR FILING AND MAILING INSTRUCTIONS

2. Name of the Corporation for Which the Registered Agent is to Serve Excel Telecommunications, Inc.	
3. Name of the Registered Agent The Prentice-Hall Corporation System, Inc.	
A. Registered Agent is (Check One) <input type="checkbox"/> An Individual North Dakota Resident <input checked="" type="checkbox"/> A Corporation	Social Security/Federal ID Number of Registered Agent 136106755
4. The designated registered agent hereby consents to act in that capacity for the above named corporation until removed or resignation is submitted in accordance with North Dakota statutes.	
 <small>Signature of Registered Agent</small> Paula J. Norsell, Asst. Vice President	<u>3/27/92</u> <small>Date</small>

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING

OF

EXCEL TELECOMMUNICATIONS, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that EXCEL TELECOMMUNICATIONS, INC., a Texas corporation, authorized to transact business in the State of North Dakota on November 21, 1995, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing foreign corporations.

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

EXCEL TELECOMMUNICATIONS, INC.

Issued: December 26, 2001

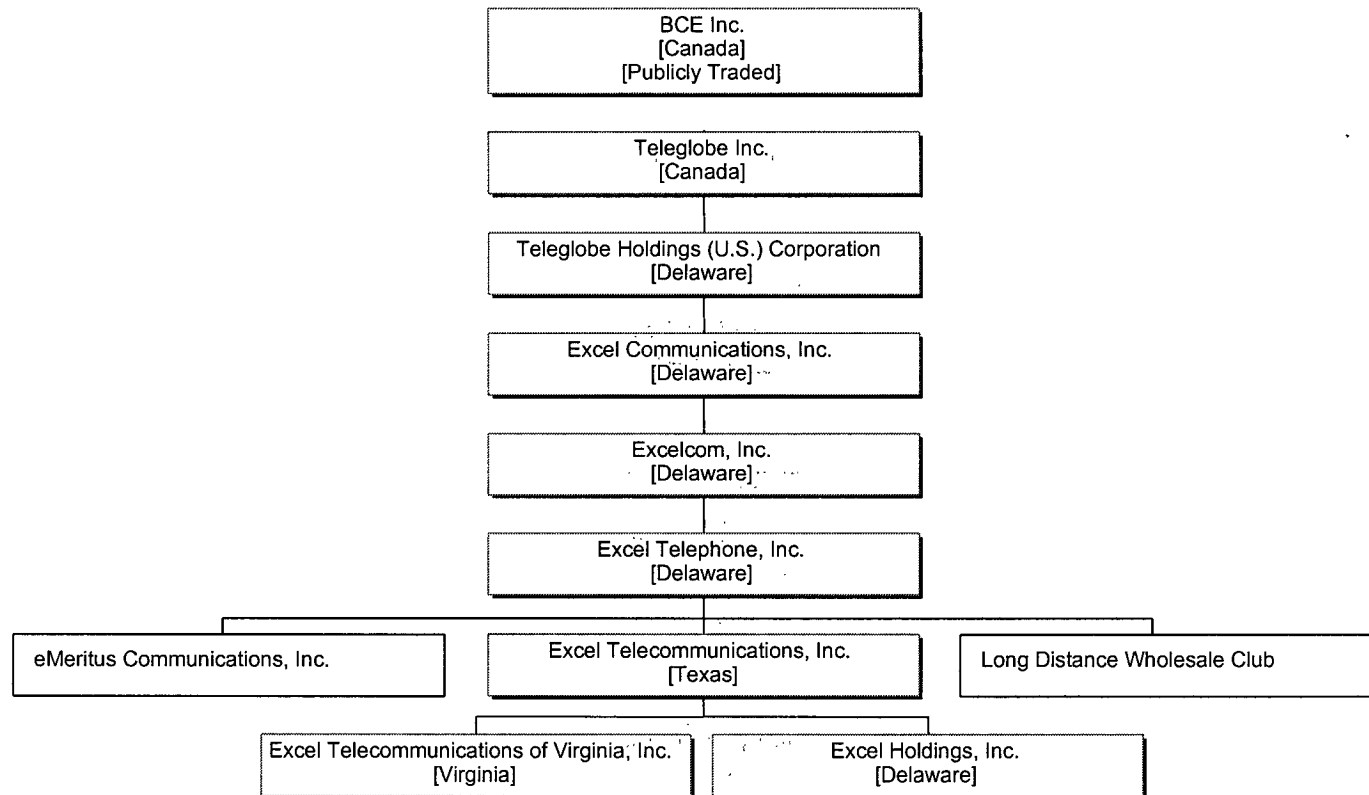
A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

EXHIBIT C

CORPORATE STRUCTURE

CORPORATE STRUCTURE OF
EXCEL TELECOMMUNICATIONS, INC. (APPLICANT)
AS OF NOVEMBER 30, 2001



Excel Communications, Inc. and its subsidiaries may be contacted at:

8750 North Central Expressway, Suite 2000
Dallas, TX 75231

EXHIBIT D

STATEMENT OF MANAGERIAL AND TECHNICAL QUALIFICATIONS

BIOGRAPHICAL INFORMATION

Christina A. Gold, Chairman, President, Chief Executive Officer and Director - Christina Gold is Chairman, President and CEO of Excel Communications, Inc. — one of the nation's premier direct selling companies offering telecommunications and e-commerce products and services through a nationwide network of Independent Sales Representatives. Previously, Ms. Gold was President and Founder of The Beaconsfield Group, an advisory firm specializing in global direct selling and marketing/distribution strategies. Prior to the establishment of her company, she had a distinguished career at Avon Products, Inc., for 28 years.

While at Avon, Ms. Gold held a number of key positions in executive management, including Executive Vice President — global direct selling development; President and Chief Executive Officer of Avon Canada; and President of Avon North America, where she is credited with the company's turnaround.

In addition to her duties at Excel, Ms. Gold is a member of the Dallas Chamber of Commerce, and of the boards of directors of ITT Industries, Inc., Torstar Corporation and Meredith Corporation; a Trustee and Vice Chairman of the Conference Board, Inc., in New York; and a director of the Conference Board of Canada. She is also a member of the boards of both the Direct Selling Education Foundation and the Direct Selling Association (both in Washington) and the board of the non-profit National Executive Service Corporation; co-chairman of the Aspen Institute — DSG Group; and she serves on the President's Advisory Council of Carleton University in Ottawa, Canada.

In January 1997, she was named one of the "Top 25 Managers of the Year" by *Business Week* magazine and was honored by Birmingham Southern University with the Woman of Distinction Award. Ms. Gold is a graduate of Carleton University, Ottawa.

Huntley W. Bakich, Senior Vice President, eBusiness - Huntley W. Bakich leads the strategic implementation of Excel's domestic and International eBusiness products and services, including Internet, intranet and extranet strategy, execution and operations. The eBusiness division creates and supports the online presence and eCommerce capabilities of Excel's vast network of Independent Sales Representatives. In addition to all Internet, extranet and corporate intranet products/services, Mr. Bakich is the principle executive responsible for building and enhancing the Design Marketing functions of the overall business. These functions include Excel's corporate brand strategy and marketing positioning across all of Excel's distribution channels.

Previously, Mr. Bakich was a partner at USWeb/CKS where he was responsible for developing and operating an insurance and asset management division focusing on eCommerce business creation for the newly formed financial services practice division. Prior to USWeb/CKS, he served as Vice President, eCommerce for SunAmerica Financial where he was responsible for the online strategy and overall execution of its Internet functions for over 10,000 financial professionals.

Before SunAmerica, Mr. Bakich is credited with the original creation, implementation and managing of Strong Capital Management's direct Internet sales channel. While at Strong Funds, he delivered one of the first Internet mutual fund transaction websites and eCare centers in the industry. Strong's website has since won over 20 design, customer and industry awards.

Mr. Bakich received his bachelor's degree in government relations and computer applications from the University of Notre Dame.

Mike Roudi, Senior Vice President — North American Product Marketing - Mike Roudi is Senior Vice President — North American Product Marketing. Previously, he held the position of Vice President — US Product Marketing. Mr. Roudi is responsible for the development, management and marketing of Excel's long distance, "dial-around", wireless and paging product lines for the North American marketplace. Additionally, Mr. Roudi has responsibility for the sales and marketing business planning process for North America.

Prior to joining Excel, Mr. Roudi spent 13 years at AT&T in product management, consumer marketing and marketing operations.

Mr. Roudi was born and raised in New Jersey where he earned a bachelor's degree in marketing from Caldwell College.

William G. Smit, Senior Vice President, Network and Director - Bill Smit is Senior Vice President, Network for Excel where he is responsible for Network Operations including the Network Monitoring and Reporting Centers and the Network Trouble Resolution Center. He is also responsible for Field Operations, which includes Switch Site Operations, Network Engineering, Switch Databases and the Corporate Voice functions.

Previously, Mr. Smit managed the Field Operations organization for Telco Network Services, Inc, which was acquired by Excel in October 1997. Prior to joining Excel he held Network Operations and Engineering positions at IBM Global Network, Advantis, Sears Corporate Communications and AT&T.

Laura Collins, Senior Vice President of US Sales and North American Representative Services - Laura Collins is Senior Vice President of US Sales and North American Representative Services. Previously, she held the position of Excel Vice President — Sales.

Ms. Collins possesses more than 12 years of senior management experience, five of which have been spent in the network marketing industry. She brings experience from her previous posts as a Training Manager with J. Crew, Operations and Training Manager with Disney Direct Marketing Services and Regional Vice President Sales and Director of Customer and Consultant Services for Princess House. Ms. Collins is a native of Lynchburg, Virginia and attended Liberty University where she studied Communications.

James R. McFelea, Senior Vice President, Customer Service - James R. McFelea is Senior Vice President, Customer Service at Excel. He is responsible for customer care and order fulfillment functions at the company.

Prior to joining Excel, Mr. McFelea held a variety of positions with AT&T in local services, long distance and operations, spanning a career of 30 years.

Mr. McFelea received a B.S. in Business Administration from Indiana University.

James Timmer, Chief Financial Officer - Jim Timmer joined Excel in July 2000 as Executive Vice President and Chief Financial Officer. Previously, he was Vice President Finance and Planning for GTE. Mr. Timmer holds a BA in Accounting from LORAS College and an MBA from Drake University.

Christopher P. Kelly, General Counsel - Since joining Excel in April 1996, Chris Kelly successfully managed the Company's litigation in a wide variety of fields. He also wrote the first associate handbook and current employment application, oversaw the filing of the Company's first patent application, and handled legal issues with key third party vendors.

Mr. Kelly holds a B.S. in Physics from Manhattan College and a J.D. from the University of Virginia. He is a member of Phi Beta Kappa and has been admitted to practice law in New York and Texas. He is currently President of the Dallas-Ft. Worth ACCA (American Corporate Counsel Association), State Bar of Texas, Texas General Counsel Forum, AIPLA, and numerous other committees.

Michael T. Boychuk, Executive Vice President and Chief Financial Officer - Mr. Boychuk joined the Company as Treasurer in November 2000. Mr. Boychuk has also been Corporate Treasurer of BCE and Bell Canada since November 1999. From September 1997 to November 1999, Mr. Boychuk was President and Chief Executive Officer of BCE Capital Inc. Prior to joining BCE, Mr. Boychuk was Co-founder, Principal and Chief Operating Officer of Manitex Capital Inc.

David G. Masse, Assistant Corporate Secretary - Mr. Masse joined the Company as Assistant Corporate Secretary in November 2000. He has also been Assistant Corporate Secretary of BCE and Bell Canada since June 1997. Prior to joining BCE, Mr. Masse was a partner with the law firm of Chait Amyot. Mr. Masse earned his law degrees from McGill University and is a member of the Quebec Bar.

With such vast technical experience contributed by the members of its management team, in addition to the outstanding team of engineers and network specialists it employs, Excel has the adequate technical experience and managerial capability to develop and maintain a successful local exchange operation in this state.

EXHIBIT E

CURRENT TELECOMMUNICATIONS AUTHORITY

Excel Telecommunications, Inc.
Current Authority

(as of December 27, 2001)

Federal

Section-214 authority: File No. ITC-93-145

Interexchange

All fifty states

Local Exchange

Connecticut (Resale only)
Florida (ALEC)
Illinois (Resale only)
Indiana (Resale only)
Kansas (Resale only)
Kentucky (Resale only)
Louisiana
Maryland (Resale only)
Massachusetts
Michigan
Minnesota (Resale only)
Mississippi (Resale only)
Missouri
Montana (Resale only)
Nebraska (Resale only)
Nevada (Basic)

North Carolina (CLP)
North Dakota (Resale only)
Ohio (Resale only)
Oklahoma
Oregon (Resale only)
Rhode Island (CSR)
South Dakota (Resale only)
Tennessee (Resale only)
Texas
Utah (Resale only)
Vermont
Virginia (Resale only)
Washington (Resale only)
West Virginia (Resale only)
Wisconsin (Resale only)
Wyoming (Resale only)

Unless otherwise indicated (ie., Resale only), Excel has full local exchange authority.

EXHIBIT F

PENDING TELECOMMUNICATIONS APPLICATIONS

Excel Telecommunications, Inc.
Pending Applications

(as of December 27, 2001)

Excel has an application pending for resold local exchange authority in Arizona. This application will be amended to include a request for facilities-based authority.

Applications for resold and facilities-based authority are currently being prepared for filing in the following states:

Alabama	Idaho
Alaska	Iowa
Arkansas	Maine
California	New Hampshire
Colorado	New Jersey
Delaware	New Mexico
District of Columbia	New York
Georgia	Pennsylvania
Hawaii	South Carolina

Applications to expand existing resold local exchange authority to include facilities-based authority are currently being prepared for filing in the following states:

Connecticut	Ohio (tariff filing)
Illinois	Oregon
Indiana	Rhode Island (Class 1 CLEC upgrade)
Kansas	South Dakota
Kentucky (tariff filing)	Tennessee
Maryland	Utah
Minnesota	Virginia
Mississippi	Washington (tariff filing)
Montana	West Virginia
Nebraska	Wisconsin
North Dakota	Wyoming

EXHIBIT G

FINANCIAL STATEMENTS OF EXCEL COMMUNICATIONS, INC.
ON BEHALF OF ITS SUBSIDIARY
EXCEL TELECOMMUNICATIONS, INC.



Total Excel Balance Sheet

(\$ in thousands)

	<u>December 31, 1999</u> <i>(unaudited)</i>	<u>December 31, 2000</u> <i>(unaudited)</i>	<u>November 30, 2001</u> <i>(unaudited)</i>
ASSETS			
Current Assets:			
Cash and cash equivalents	\$ (22,271)	\$ 2,251	\$ (1,443)
Accounts receivable, net	226,767	126,325	111,663
Income taxes receivable	49,395	7,106	12,962
Inventories	1,538	4,367	2,031
Deferred income tax asset	41,680	43,497	54,498
Other current assets	13,810	11,836	7,527
Total Current Assets	<u>310,919</u>	<u>195,382</u>	<u>187,238</u>
Property and equipment, net	502,335	515,424	459,676
Goodwill, net	851,281	850,813	-
Other assets	37,075	47,404	44,901
Total Assets	<u>\$ 1,701,610</u>	<u>\$ 1,609,023</u>	<u>\$ 691,815</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities:			
Accounts payable	\$ 51,528	\$ 58,437	\$ 34,481
Commissions payable	11,030	12,997	6,098
Intercompany Payable	57,670	85,858	39,439
Intercompany interest payable	737	68,817	-
Accrued liabilities	115,910	87,470	57,660
Deferred revenue and other	5,300	375	2,767
Current portion of long-term debt	793	3,642	1,706
Total Current Liabilities	<u>\$ 242,968</u>	<u>\$ 317,596</u>	<u>\$ 142,151</u>
Intercompany long-term debt	620,000	620,000	-
Capital lease obligations	787	8,419	7,557
Deferred income taxes payable	42,226	(37,529)	(53,702)
STOCKHOLDERS' EQUITY:			
Paid-in capital	555,607	581,093	1,452,258
Unrealized gain (loss) on translation	263	427	(677)
Retained earnings	239,759	119,017	(855,772)
Total Stockholders' Equity	<u>795,629</u>	<u>700,537</u>	<u>595,809</u>
	<u>\$ 1,701,610</u>	<u>\$ 1,609,023</u>	<u>\$ 691,815</u>



Total Excel Operating Income Statement

	For the Twelve Months Ended December 31, 1999 <i>(unaudited)</i>	For the Twelve Months Ended December 31, 2000 <i>(unaudited)</i>	For the Eleven Months Ended November 30, 2001 <i>(unaudited)</i>
(\$ in thousands)			
Communication Services	\$ 1,366,600	\$ 863,395	\$ 694,622
Intercompany Services	57,592	86,936	32,249
Marketing Services	60,758	40,106	27,753
Total Revenues	1,484,950	990,437	754,624
Communication Services COS	652,772	468,546	322,898
Intercompany COS	57,592	92,436	31,756
Marketing Services COS	17,613	20,896	20,096
Total Cost of Sales	727,977	581,878	374,750
Communication Margin	713,828	394,849	371,724
Intercompany Margin	-	(5,500)	493
Marketing Margin	43,145	19,210	7,657
Total Margin	756,973	408,559	379,874
Selling	189,295	122,834	95,755
Other Marketing	43,669	13,439	7,474
Customer Support	212,586	160,469	130,914
Department G&A	184,128	166,869	123,287
EBITDA	127,295	(55,052)	22,444
Depreciation/Amortization	67,795	98,115	78,288
Operating Income	59,500	(153,167)	(55,844)

NOTE: This financial statement may not include subsequent accounting entries and adjustments which have been made, pursuant to auditing reviews, in order to more accurately reflect attribution of income and expenses among the years shown, as well as certain other post-audit adjustments which appropriately fall below the operating income line.

EXHIBIT H

ILLUSTRATIVE TARIFF

**THIS TARIFF APPLIES TO
LOCAL EXCHANGE SERVICES OFFERED BY
EXCEL TELECOMMUNICATIONS, INC.**

Issued: _____

Effective: _____

**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

CHECK SHEET

The Title Page and pages listed below of this tariff are effective as of the date shown. Revised sheets contain all changes from the original tariff that are in effect as of the date indicated.

<u>PAGE</u>	<u>REVISION</u>	<u>PAGE</u>	<u>REVISION</u>
1	ORIGINAL	31	ORIGINAL
2	ORIGINAL	32	ORIGINAL
3	ORIGINAL	33	ORIGINAL
4	ORIGINAL	34	ORIGINAL
5	ORIGINAL	35	ORIGINAL
6	ORIGINAL	36	ORIGINAL
7	ORIGINAL	37	ORIGINAL
8	ORIGINAL	38	ORIGINAL
9	ORIGINAL	39	ORIGINAL
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28	ORIGINAL	58	ORIGINAL
29	ORIGINAL	59	ORIGINAL
30	ORIGINAL	60	ORIGINAL

Issued: _____

Effective: _____

Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

CHECK SHEET (Continued)

<u>PAGE</u>	<u>REVISION</u>
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78	ORIGINAL
79	ORIGINAL
80	ORIGINAL

Issued: _____

Effective: _____

Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

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Issued: _____

Effective: _____

**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

EXPLANATION OF SYMBOLS

- (C) Indicates a Change in Regulations
- (D) Indicates a Discontinued Rate or Regulation
- (E) Indicates a Correction of an Error Made During a Revision
- (I) Indicates a Rate Increase
- (M) Indicates a Move of Text but no Change in Text, Rate or Regulation
- (N) Indicates a New Rate or Regulation
- (R) Indicates a Rate Reduction
- (T) Indicates a Change in Text but no Change in Rate or Regulation

Issued: _____

Effective: _____

Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 1 - DEFINITIONS

The definitions specified herein apply to the intrastate local exchange services and facilities furnished by Excel Telecommunications, Inc. (hereinafter also referred to as "the Company") in the State of North Dakota.

ACCESS LINE

A central office line which provides access to the telephone network for local and long distance telephone services.

AIR LINE MEASUREMENT

The shortest distance between two points.

ANCILLARY DEVICES

All terminal equipment except telephone instruments, PBX-PABX systems, key systems and data services.

ANSWERING EQUIPMENT

Equipment that will automatically answer incoming calls and make an announcement. It may also be equipped to record messages.

APPLICANT

Any person, partnership, cooperative corporation, corporation, or any combination thereof requesting affirmative service or action from the Company.

AUTHORIZED USER

A person, firm or corporation (other than the customer) who has been authorized by the Company to communicate over a private line or channel according to the terms of the tariff and (1), on whose premises a station of the private line service is located or (2), who receives from or sends to the customer over such private line or channel communications relating solely to the business of the customer.

Issued: _____

Effective: _____

**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

BUILDING

A structure under one roof, or two or more structures under separate roofs but connected by passageways, in which the wires or cables of the Company can be safely run provided the plant facility requirements are not appreciably greater than would normally be required if all structures were under one roof. In those cases where there are several structures under separate roofs but connected by passageways and the plant facility requirements for furnishing telephone service are appreciably greater than would normally be required if all the structures were under one roof, the term "Same Building" applies individually to each of the separate structures.

BUSINESS SERVICE

Telecommunications service furnished to customers where the primary or obvious use is of a business, professional or occupational nature.

CALL

An attempted communication, whether completed or not.

CALLING AREA

See Local Service Area.

CANCELLATION CHARGES

A charge applicable under certain conditions when application for service and/or facilities is canceled in whole or in part prior to the completion of the work involved or before contract period is completed.

CENTRAL OFFICE

A switching unit in a telecommunications system which provides service to the general public, having the necessary equipment and operating arrangements for the terminating and interconnecting of exchange lines and trunks or trunks only. There may be more than one central office in a building or exchange.

Issued: _____

Effective: _____

**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

COMPANY

Excel Telecommunications, Inc.

COMMISSION

North Dakota Public Service Commission.

CUSTOMER TROUBLE REPORT

Any oral or written report from a customer or user of telecommunications service received by the Company relating to a physical defect or to difficulty or dissatisfaction with the service provided by the Company's facilities.

DELINQUENT BILLS

Outstanding account balances which are not paid by the due date.

DEMARCATIION POINT

The point of interconnection between Company communications facilities and the terminal equipment, protective apparatus or wiring at a subscriber's premises. The Demarcation Point is located on the customer's side of the Company's protector or equivalent, where a protector is not used, and consists of a modular jack or equivalent.

DIRECT CONNECTION

Connection of terminal equipment to the Company's exchange facilities by means other than acoustic and/or inductive coupling.

DIRECTORY

A book which alphabetically lists each telephone customer with his/her address and telephone number.

Issued: _____

Effective: _____

**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

DIRECTORY ASSISTANCE SERVICE

A service provided to assist customers in obtaining telephone numbers which are or are not listed in the directory.

DIRECTORY ASSISTANCE CALL COMPLETION

A service provided that gives customers the option of having their local or intraLATA calls automatically completed when they request a telephone listing from the Directory Assistance (DA) operator.

DIRECTORY LISTING

The publication of the Company's directory and/or directory assistance records, of information relative to a customer's telephone number, by which telephone users are able to ascertain the call number of a desired station.

DISCONNECT NOTICE

The written notice sent to a customer following billing, notifying the customer that service will be disconnected if charges are not satisfied by the date specified on the notice.

DISCONNECTION OF SERVICE

An arrangement made at the request of the customer or initiated by the Company for violation of tariff regulations by the customer, for a permanent interruption of telephone service. A "final" bill would be rendered showing moneys owed to the Company as of the date the service was disconnected.

ENTRANCE FACILITIES

Facilities extending from the point entrance on private property to the premises on which service is furnished.

Issued: _____

Effective: _____

**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

EXCHANGE

A unit established by the Company for the administration of telecommunications service in a specified area for which a separate local rate schedule is provided. The area usually embraces a city, town, or village and its environs. It consists of one or more central offices, together with associated plant facilities used in furnishing telecommunications services in that area.

EXCHANGE AREA

The area within which the Company furnishes complete telephone service from one specific exchange at the exchange rates applicable within that area.

EXCHANGE LINE

Any circuit connecting an exchange access line with a central office.

EXCHANGE SERVICE

Exchange service is a general term describing as a whole, the facilities for local intercommunications, together with the capability to send and receive a specified or an unlimited number of local messages at charges in accordance with the provisions of this Tariff.

- (a) Flat Rate Service: A classification of exchange service furnished a customer under tariff provisions, for which a stipulated charge is made, regardless of the amount of use.
- (b) Individual Line Service: A classification of exchange service which provides that only one exchange access line shall be served by the circuit connected.

Issued: _____

Effective: _____

**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

EXCHANGE SERVICE AREA

The area within which the Company furnishes complete local telephone service at the applicable exchange rates for that area.

EXTENDED AREA SERVICE

A type of telephone service furnished under tariff provisions whereby customers of a given exchange may complete calls to and/or may receive calls from one or more exchanges without the application of long distance message telecommunications charges.

FACILITIES

All the plant and equipment of the Company and all instrumentalities owned, licensed, used, controlled, furnished, or supplied for or by the Company, including any construction work in progress allowed by the Commission.

FAMILY

A group of two or more persons related by blood, marriage or adoption and residing together. A primary family consists of the head of a household and all (one or more) other persons in the household related to the head. A secondary family comprises two or more persons such as guests, lodgers, or resident employees and their relatives, living in a household or quasi-household (other than the negligible number or such groups among inmates or institutions) and related to each other.

FLAT-RATE SERVICE

A classification of exchange service furnished a customer under tariff provisions for which a stipulated charge is made regardless of the amount of use.

FOREIGN EXCHANGE SERVICE

Exchange Service furnished under tariff provisions by means of a circuit connecting a customer's premises with a central office of an exchange other than that which regularly serves the exchange area in which the customer is located.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

GENERAL EXCHANGE SERVICES

Services furnished by the Company connected to or associated with primary Local Exchange Service.

HARM

Electrical hazards to Company personnel, damage to Company equipment, malfunctions of Company billing equipment, and degradation of service to persons other than the user as well as the calling or called party.

HOUSEHOLD

A Household comprises all persons who occupy a dwelling unit, that is, a house, an apartment or other group of rooms or a room that constitutes separate living quarters. A Household includes the related persons (the head of the household and others in the dwelling unit who are related to the head) and also the lodgers and employees, if any, who regularly live in the house. A person living alone or a group of unrelated persons sharing the same dwelling unit as partners is counted as a Household.

ILEC

Incumbent Local Exchange Carrier.

INDIVIDUAL LINE SERVICE

A classification of exchange service furnished under tariff provisions which provides that only one exchange access line shall be served by the circuit connected.

INITIAL NONRECURRING CHARGE

A nonrecurring charge made for the furnishing of telephone services, which may apply in addition to service connection charges.

INITIAL SERVICE PERIOD

The minimum period of time for which service is provided.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 1 - DEFINITIONS - (Continued)

INSTALLATION CHARGE

A nonrecurring charge associated with optional service features and may sometimes be called an "initial" charge, and may apply in addition to Service Connection Charges.

INTERCEPT SERVICE

A service arrangement provided by the Company whereby calls placed to a disconnected or discontinued telephone number are intercepted and the calling party is informed by an operator or by a recording that the called telephone number has been disconnected, discontinued, changed to another number, or that calls are received by another telephone.

INTERFACE

- (a) The junction or point of interconnection between two systems or equipments having different characteristics which may differ with respect to voltage, frequency, speed of operation, type of signal and/or type of information coding including the connection of other than Company-provided facilities to exchange facilities provided by the Company.
- (b) The point of interconnection between Company equipment and communications facilities on the premises of the Customer. Also referred to as Demarcation Point.

INTERFACE EQUIPMENT

Equipment provided by the Company at the interface location to accomplish the direct connection of facilities provided by the Company with facilities provided by other than the Company.

INTRALATA

Long Distance Message Telecommunications Service where service point locations are within the same Local Access and Transport Area (LATA).

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

LOCAL ACCESS AND TRANSPORT AREA (LATA)

Denotes a geographic area established for the administration of telecommunications service. It encompasses designated local operating telephone company exchanges which are grouped to serve common, social, economic and miscellaneous purposes.

LOCAL CALLING AREA

See Local Service Area.

LOCAL CHANNEL

Applies to that portion of a channel which connects a station to the interexchange channel or to a channel connecting two or more exchange access lines within an exchange area.

LOCAL EXCHANGE SERVICE

Provides for telephone communication within local service area in accordance with the provisions of this Tariff, including the use of exchange facilities required to establish connection between exchange access lines.

LOCAL MESSAGE

A communication between two access lines within the local service area of the calling telephone.

LOCAL MESSAGE CHARGE

The charge that applies for a completed message that is made when the calling access line and the called access line are both within the same local calling area where a local message charge is applicable.

LOCAL SERVICE

The intercommunication (by means of facilities connected with a Company central office or offices and under the provisions of the Company) between access lines located in the same exchange or in different exchanges between which no long distance (toll) rates or charges apply.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

LOCAL SERVICE AREA (LOCAL CALLING AREA)

The area within which telephone service is furnished customers under a specific schedule of exchange rates (flat or measured) and without toll charges. A local service area may include one or more exchange areas under extended area service arrangement.

LOCAL SERVICE CHARGE

The charge for furnishing facilities to enable a customer to send or receive telecommunications within the local service area. This local service calling area may include one or more exchange areas.

MAINTENANCE SERVICE CHARGE

A charge made by the Company when a service difficulty or trouble report results from customer-provided equipment or facilities.

MESSAGE

A communication between two exchange access lines. Messages may be classified as local or toll.

MILEAGE

The measurement (airline, route, etc.,) upon which a charge for the use of part or all of a circuit furnished by the Company is based.

MINIMUM CONTRACT PERIOD

The minimum length of time for which a customer is obligated to pay for service, facilities and equipment, whether or not retained by the customer for such minimum length of time.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 1 - DEFINITIONS - (Continued)

NETWORK CONTROL SIGNALING

The transmission of signals used in the telecommunications system which perform functions such as supervision (control, status, and charging signals), address signaling (e.g., dialing), calling and called number identification and audible tone signals (call progress signals indicating reorder or busy conditions, alerting coin denominations, coin collect and coin return tones) to control the operation of switching machines in the telecommunications system.

NETWORK CONTROL SIGNALING UNIT

The terminal equipment furnished, installed and maintained by the Company for the provisions of network control signaling.

NETWORK INTERFACE

See Interface.

NON-LISTED TELEPHONE NUMBER

A telephone number associated with an exchange line which, at the request of the customer, is not listed in a telephone directory but may be obtained from the Directory Assistance Operator.

NON-PUBLISHED TELEPHONE NUMBER

A telephone number associated with an exchange access line which, at the request of the customer, is not listed in a telephone directory and is not made available to the general public by the Company.

NONRECURRING CHARGE

A one-time charge associated with certain installations, changes or transfers of services, either in lieu of or in addition to recurring monthly charges.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

ONE-PARTY SERVICE

Any exchange access line designed for the provision of exchange service to one premises.

OTHER COMMON CARRIER (OCC)

Denotes Specialized Common Carriers, Domestic and International Record Carriers and Domestic Satellite Carriers engaged in providing services authorized by the Federal Communications Commission.

OTHER COMMON CARRIER TERMINAL LOCATION

A discrete operational and equipment location of the OCC from which the OCC furnishes and administers common carrier communications services to its patrons.

PERMANENT DISCONNECT

A discontinuance of service in which the facilities used in the service are immediately made available for use of another service.

PERSON

Includes individuals, partnerships, corporations, governmental bodies, associations and any other such entity.

PREMISES

Building or buildings on contiguous property (except railroad rights-of-way, etc.) not separated by a public highway.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

PREMISES WIRING

All wire within a customer's premises, including connectors, jacks and miscellaneous materials associated with the wire's installation. Premises inside wire is located on the customer's side of the Company's premises protector. By definition, Customer Premises Inside Wire excludes riser, buried and aerial cable.

PREASSIGNED NUMBER

A telephone number preassigned before service is actually established.

PRESCRIPTION

Presubscription is the process by which end user customers may select and designate to the Telephone Company an Interexchange Carrier (IC) to access, without an access code, for interLATA/interstate or interLATA/intrastate calls. This IC is referred to as the end user's predesignated IC.

PREWIRING

Any inside wiring done at the location of a residence or business prior to the initial installation of telephone service.

PRIMARY TERMINATION

Applied to channels which extend beyond the continuous property of a customer or the confines of a single building housing the premises of more than one customer. Also, denotes the first termination of such a channel at a station or PBX on the continuous property of a customer. When more than one customer's premises is located within the same building, the first termination of such a channel at that building constitutes a "Primary Termination." For purpose of this definition, the location of a "Primary Termination" for channel services associated with "Switching System Services" is considered to be at the "Switching System Services" serving central office. When the "Switching System Services" serving central office is not in the same exchange as the main location, the "Mileage Service Area" center for the main location will be used in lieu of the "Switching System Services" serving central office.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

PUBLISHED TELEPHONE NUMBER

A number which appears in the current telephone directory, or is scheduled to appear in a forthcoming telephone directory, and which also appears in the information records for general public information.

RATE CENTER

A specified geographical location within an exchange area from which mileage measurements are determined for the application of rates between exchange areas.

REFERENCE LISTING

The listing of a generally accepted name of a firm or corporation followed by a reference to another listing.

RESIDENCE EXCHANGE ACCESS LINE

An exchange access line used to provide exchange telephone service to a residence customer.

RESIDENTIAL SERVICE

Telecommunications service furnished to customers when the actual or obvious use is for domestic purposes.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

ROTARY LINE SERVICE

A central office service arrangement whereby a called busy line in a specified line group will automatically advance until an idle line or trunk is found.

SERVICE CALL

A visit to a customer's premises in connection with a service difficulty. See also Maintenance Service Charge.

SERVICE CHARGES

A nonrecurring charge applying to the provisions of telephone service.

SUBSCRIBER

Any person, firm, partnership, corporation, municipality, cooperative organization or governmental agency furnished communication service by the Company under the provisions and regulations of this tariff and responsible for the payment of charges and compliance with the rules and regulations of the Company.

SUPPLEMENTAL CONTRACT

A contract for service, equipment or facilities in addition to that provided for under the original contract.

SUSPENSION OF SERVICE

An arrangement made at the request of the customer or initiated by the Company, for temporarily interrupting service.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

TARIFF

The schedule of the Company containing all rates, and charges stated separately by type or kind of service and the customer class, and the rules and regulations of the Company stated separately by type or kind of service and the customer class as filed with the Commission.

TELECOMMUNICATIONS SERVICES

The various services offered by the Company as specified in this tariff.

TELEPHONE NUMBER

A numerical designation assigned to a customer for convenience in operation and identification. The telephone numbers include the number prefix of a central office, which is termed "Central Office Designation".

TELEPHONE OR TELECOMMUNICATIONS NETWORK

The local telephone exchange and long distance message telecommunications facilities, or network; both inter and intrastate.

TEMPORARY DISCONNECTION

See Suspension of Service.

TEMPORARY SERVICE

The provision of service definitely known to be required for a short period of time (generally less than twelve consecutive months) such as service furnished to building contractors, service to a convention, and service for seasonal business including resorts.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 1 - DEFINITIONS - (Continued)

TERMINATION AGREEMENT

An agreement between the Company and the customer to provide or furnish certain lines or equipment representing a comparatively high investment or in lieu of a contribution to construction for temporary service whereby the customer agrees to compensate the Company in case the service is discontinued prior to the date specified in the agreement.

TERMINATION CHARGE

A charge made to liquidate a customer's obligation for termination of service prior to the expiration of the initial contract period.

TERMINATION OF SERVICE

The discontinuance of service or facilities provided by the Company, either at the request of the customer or by the Company, under its regulations concerning cancellation for cause.

PHONE DIALING SERVICE

A classification of exchange service whereby calls are originated through the use of tone dial instruments in lieu of a rotary dial instrument.

TRUNK

A telephone communication path connecting a central office and customer premises equipment, used in the establishment of end-to-end service.

UNBUNDLED NETWORK ELEMENT

Physical and functional elements of the network that can be combined into a complete set in order to provide end-to-end circuits.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 2 - RULES AND REGULATIONS

2.1 APPLICATION OF TARIFF

The rules and regulations contained in this Section apply to the services and facilities provided by the Company in the State of North Dakota. When services and facilities are provided in part by the Company and in part by other connecting companies, the regulations of the Company apply to the portion of the services or facilities furnished by the Company. Failure on the part of the customer to observe these rules and regulations after due notice of such failure, automatically gives the Company the right to discontinue service to that customer.

- a. In the event of a conflict between any rate, rule, regulation or provision contained in this tariff and any rate, rule, regulation or provision contained in the tariffs of Companies in which the Company concurs, the rate, rule, regulation or provision contained in this tariff shall prevail.
- b. Should there be any conflict between this tariff and the Rules and Regulations of the Commission, the Commission's rules shall apply unless otherwise established by the courts.

2.2 AVAILABILITY OF FACILITIES

2.2.1 General

The Company's obligation to furnish, or continue to furnish, telecommunications service is dependent upon its ability to obtain, retain, and maintain, without unreasonable expense, suitable rights-of-way and facilities, and to provide for the installation of those facilities required to furnish and maintain that service.

Local Exchange Service is provided in the Local Service Areas as specified below:

2.2.2 Local Calling Scopes and Availability

The Company concurs with the Incumbent Local Exchange Carrier(s) tariff for the provision of local exchange service in the State of North Dakota. Exchange Areas for all Customers whose premises are located in the ILEC's territory will be the same as the ILEC's service areas except where noted by service or rate element.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.2 AVAILABILITY OF FACILITIES (Continued)

2.2.3 Maps

The Company concurs with the Incumbent Local Exchange Carrier(s) local exchange maps reflecting base rate areas, exchange area, and zone area boundaries which are part of their local exchange tariff(s).

2.3 CUSTOMER SERVICE AND PROTECTION

This part of the Rules and Regulations Section of the tariff provides information to telephone consumers about: resolving disputes with the Company, applying for service, the classification of business and residential rates, deposits, billing, refusal of service, disconnection of service and cancellation of service. The Company relies on principles established by the Commission..

2.3.1 Resolution of Disputes

Any customer or applicant for service who wishes to dispute any action or determination of the Company under the Company's customer service rules shall be given an opportunity for a supervisory review by the Company.

2.3.2 Application for Service

Application for service, or requests from customers for additional service or changes in the grade or class of service, become contracts when received by the Company and are subject to the minimum contract term of one month unless specified otherwise. The Company reserves the right to require application for service to be made in writing on forms supplied by it.

Any general change in rates, rules or regulations modifies the terms of the contract to the extent of such change without further notice. However, if rates are increased, the customer may cancel his contract upon reasonable written notice and upon payment for all service and any contractual liability.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.3 Refusal of Service

The Company may refuse service to a customer or applicant whose service has been discontinued for non-payment of bills for any telecommunications service. The customer or applicant will be required to pay all bills due the Company for telecommunications service or make other arrangements satisfactory to the Company to re-establish credit before service is restored or service started.

If service is established and it is subsequently determined that the customer or applicant is indebted to the Company for service previously furnished, the Company may suspend or terminate such service until satisfactory arrangements have been made for the payment of prior indebtedness.

2.3.4 Application Of Business Or Residence Rates

2.3.4.1. Business rates apply at the following locations:

- a. in offices, stores, factories, and all other places of a strictly business nature;
- b. in boarding houses (except as noted below), offices of hotels, halls and offices of apartment buildings, quarters occupied by clubs, or lodges, public, private or parochial schools, colleges, hospitals, libraries, churches, and other similar institutions, except in churches and lodges as specified below;
- c. at residence locations when the customer has no regular business telephone, and the use of the service either by himself, members of his household or his guests, or parties calling him can be considered as more of a business than a residential nature. This fact might be indicated by some form of Customer advertising, or when such business use is not typically characteristic of residential telephone usage;
- d. at residential locations where the service is located in a shop, office or other place of business;

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.4 Application Of Business Or Residence Rates (Continued)

2.3.4.1. Business rates apply at the following locations: (Continued)

- e. in college fraternity houses where the members lodge within the house;
and/or
- f. at any location where the location and expected usage of telephone
service at that location are indicative of a business, trade or profession.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.4 Application of Business or Residence Rates - (Continued)

2.3.4.2 Residence rates apply at the following locations:

- a. in a private residence where business listings are not provided;
- b. in private apartments of hotels, rooming houses or boarding houses where service is confined to the customer's use and which are not advertised as a place of business;
- c. in the place of residence of a clergyman, physician, nurse or other medical practitioner, provided the office is located in their residence and is not a part of an office building. In any such cases, the listing may indicate the customer's profession, but only in connection with an individual name. If listings of firms or partnerships, etc., or additional listings of persons not residing in the same household are desired, business rates apply;
- d. in a private stable or garage when strictly a part of a domestic establishment;
- e. in churches where the service is not accessible for public use as in a clergyman's study; and/or
- f. in fire department dormitories or sleeping quarters where the telephone number is not published, and the telephone is not available for use by the general public.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.5 Deposits

2.3.5.1 Requirements for Permanent Residential Applicants

- a. The Company may require a residential applicant for service to establish satisfactory credit, but establishment of credit shall not relieve the customer from complying with rules for prompt payment of bills. Credit history shall be applied equally for a reasonable period of time to a spouse or former spouse who shared the service. Credit history maintained by one must be applied equally to the other without modification and without additional qualifications not required of the other.
- b. Subject to the following condition, a residential applicant may not be required to pay a deposit:
 - (i) if the residential applicant has been a customer of any telephone company within the last two years and is not delinquent in payment of any such telephone service account and during the last twelve (12) consecutive months of service did not have more than one occasion in which a bill for such service was paid after becoming delinquent and never had service disconnected for nonpayment;
- c. The Company may require an initial deposit from residential customers if:
 - (i) the customer has on more than one occasion during the last twelve (12) consecutive months of service been delinquent in paying a bill for telephone service; or
 - (ii) the customer's service was disconnected for nonpayment.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.5 Deposits - (Continued)

2.3.5.2 Requirements for Business Service Customers

If the credit of a business applicant for service has not been satisfactorily established to the Company, the applicant may be required to make a deposit.

2.3.5.3 Establishment and Reestablishment of Credit

An applicant who had previously been a customer of the Company and whose service had been discontinued for nonpayment of bills shall be required, before service is rendered, to pay all amounts due the Company, or execute a deferred payment agreement, if offered, to reestablish credit.

The Company may conduct a credit investigation of each customer or applicant prior to accepting a service order, or customer deposit. A customer whose service has been discontinued by the Company for non-payment of bills for any telecommunications service will be required to pay all bills due the Company for telecommunications services or make other arrangements satisfactory to the Company and to re-establish credit before service is restored or any service started.

2.3.5.4. Amount of Deposit for Permanent Residential and Business Service

- a. Initial Deposit - The initial deposit is an amount equivalent to one-sixth (1/6) of the estimated annual billings including the charges of interexchange carriers where the Company provides billing for the interexchange carrier.
- b. Additional Deposit Requirements - The Company reserves the right to request additional deposit if needed.
- c. In determining the amount of any deposit permitted in this tariff, no revenue from estimated telephone directory advertising will be used.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 - RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.5 Deposits - (Continued)

2.3.5.5 Refund of Deposit

- a. If service is not connected or after disconnection of service, the Company shall promptly and automatically refund the customer's deposit on the balance, if any, in excess of the unpaid bills for service furnished. A transfer of service from one premises to another within the service area of the Company shall not be deemed a disconnection within the meaning of these rules, and no additional deposit may be demanded unless in accordance with these rules.
- b. When the customer has paid bills for service for twelve (12) consecutive residential billings or for twenty-four (24) consecutive business billings without having service disconnected for nonpayment and without having more than two occasions on which a bill was delinquent, and when the customer is not delinquent in the payment of current bills, the Company may refund the deposit, including interest, to the customer in the form of cash or credit to a customer's bill or void the guarantee. If the customer does not meet these refund criteria, the deposit may be retained.

2.3.5.6 Deposit Not to Affect Regular Collection Practices

The fact that a deposit has been made shall in no way relieve the applicant or subscriber from complying with the Company's regulations as to advance payments and the prompt payment of bills on presentation, nor constitute a waiver or modification of the regular practices of the Company providing for the discontinuance of service for nonpayment of any sum due the Company for services rendered. The Company may discontinue service to any subscriber failing to pay current bills without regard to the fact that such subscriber has made a deposit with the Company (to secure the payment of such bills).

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.6 Billing and Payment For Service

2.3.6.1 General

The customer is responsible for payment of all charges for services furnished, including charges for service originated or accepted at the customer's access line.

2.3.6.2 Disputed Bills

In the event of a dispute between a customer and the Company over any bill for utility service, the Company shall make an appropriate investigation and report the results to the customer.

- a. The customer shall pay all charges for monthly service in advance. Payment is due on or before the due date which is not less than fifteen (15) days after issuance of the bill. The postmark, if any, on the envelope of the bill, or the issuance date on the bill, if there is no postmark on the envelope, shall constitute proof of the date of issuance. If the bill is not paid by the due date, the Company will notify the customer in writing that the account is delinquent. The Company may discontinue service not less than ten (10) days after written notice has been sent to the customer.
- b. A one-time penalty not to exceed 4.0% may be made on delinquent commercial or industrial bills; however, no such penalty shall apply to residential bills under this section. Residential customers are assessed a late payment charge as set forth in Section 2.3.10.
- c. Any applicant or one for whom an application is made, owing the Company for service furnished under a former contract, shall pay or make satisfactory arrangements for paying any bill outstanding and unpaid before any additional service will be furnished.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.6.3 Adjustments of Charges for Service Interruptions

In the event a customer's service is interrupted other than by the negligence or willful act of the customer and remains out of order for twenty-four (24) hours or longer after access to the premises is made available and after the customer reports to the Company that the service is out of order, the Company may make an appropriate adjustment to the customer's bill.

2.3.7 Discontinuance of Service

2.3.7.1 Discontinuance with notice.

Proper notice consists of a separate mailing or hand delivery at least ten (10) days prior to the stated date of disconnection. Telephone service may be disconnected after proper notice for any of the following reasons:

- a. failure to pay a delinquent account for telephone service;
- b. violations of the Company's rules pertaining to the use of service in a manner which interferes with the service of others or relating to the operation of nonstandard provided equipment, if a reasonable attempt has been made to notify the customer, and the customer has been afforded a reasonable opportunity to remedy the situation;
- c. failure to comply with the Company's deposit arrangements in accordance with Section 2.3.5., preceding; and/or
- d. a returned check from the customer.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 - RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.7 Discontinuance of Service - (Continued)

2.3.7.2 Discontinuance without notice.

Telephone service may be disconnected without notice under either of the following conditions:

- a. a known dangerous condition exists; and/or
- b. service is connected without authority by a person who has not applied for service or who has reconnected service without authority.

2.3.7.3 Collection costs.

The customer is responsible for all collection costs, including attorney's fees, incurred by the Company as a result of any breach of contract by the customer.

2.3.7.4 Disputes.

In the event of a dispute between a customer and the Company, the Company shall not disconnect service pending completion of a supervisory review of the dispute as provided in Section 2.3.1., above.

2.3.8 Cancellation of Application For Basic Service

When the customer cancels an application for service prior to the start of installation of service, or prior to the start of special construction, no charge applies.

When installation of service has been started prior to the cancellation, a cancellation charge equal to the minimum service charge shall apply.

Where special construction has been started prior to the cancellation, a charge equal to the cost incurred in the special construction, less net salvage, applies. Installation or special construction for a customer is considered to have started when the Company incurs any expense in connection with the installation which would not otherwise have been incurred.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
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SECTION 2 -RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.9 Returned Check Charge

In addition to any late payment charges specified in this tariff, the customer will be assessed a charge of \$15.00 for each check, bank draft, or electronic funds transfer submitted by the customer to the Company which a financial institution refuses to honor.

2.3.10 Late Payment Charge

If any portion of a residential Customer's payment is received by the Company after the payment due date, or if any portion of the payment is received by the Company in funds which are not immediately available upon presentment, a late payment charge shall be due to the Company, provided billing capability exists. The late payment charge shall be the portion of the payment not received by the date due, multiplied by a factor. The late payment factor shall be 1.5% per month.

Late payment charges do not apply to the disputed portion of unpaid balances, if resolved in favor of the Customer. The disputed portion of unpaid balances, if resolved in favor of the Company, may be subject to the late payment charge as of the original due date noted on the Customer's bill. Undisputed amounts of the same bill may be subject to the late payment charge if they remain unpaid by the due date noted on the Customer's bill. Collection procedures and security deposit requirements are unaffected by the application of the late payment charge.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 - RULES AND REGULATIONS - (Continued)

2.3 CUSTOMER SERVICE AND PROTECTION - (Continued)

2.3.11 Restoration of Service

If a Customer's service is restored after having been suspended and/or disconnected in accordance with this tariff but a Company service order to terminate such service has not been completed when such service is restored, the Customer may be required to pay a restoration of service charge.

When a Customer's service has been disconnected in accordance with this tariff and the service has been terminated through the completion of a Company service order, service will be re-established only upon the basis of an application for new service.

Service initiated after the discontinuance for non-payment will be subject to the standard non-recurring charges for new service as defined in Sections 3 and 4 of this tariff. Service that has been re-established may require the assignment of a new telephone number.

If any Company service has been suspended, restricted, or discontinued for nonpayment, service will be re-established upon receipt of all charges due, which includes charges for services and facilities during the period of restriction or suspension and which may include a service restoration fee. If the Customer has a history of payments returned for insufficient funds, the Company may require payment by cash, money order or certified check. If such payments are made by personal check, restoration of service will be effected upon bank clearance of the check.

If service is established and it is subsequently determined that the Customer is indebted to the Company for service previously furnished, the Company may restrict, suspend or terminate such service until satisfactory arrangements have been made for the payment of the prior indebtedness.

As Customer who has service restricted, suspended, or disconnected may be subject to all standard non-recurring charges defined in Sections 3 and 4 of this tariff during the restoration of service.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.4 USE OF SERVICE AND FACILITIES

2.4.1 Use of Service

2.4.1.1 **General** - The customer is responsible for payment of all charges incurred, regardless of whether such charges are associated with his usage, or that of any of his authorized users.

2.4.1.2 **Transmitting Messages** - The Company does not transmit messages but offers the use of its facilities for communications between its customers.

2.4.1.3 **Use of Lines of Other Companies** - When suitable arrangements can be made, lines of other telephone companies may be used in establishing connections to points not reached by the Company's lines. In establishing connections with the lines of other companies, the Company is not responsible or liable for any action of the connecting company.

2.4.1.4 **Unauthorized Attachments or Connections** - No unauthorized equipment, accessory, apparatus, circuit or device shall be attached to or connected with Company facilities. In case any such unauthorized attachment or connection is made, the Company shall have the right to remove or disconnect the same, to suspend service during the continuance of said attachment or connection or to disconnect service. The customer shall be held responsible for the cost of correcting any impairment of service caused by the use of such attachments or connections and shall be billed for each service call made to his premises because of the use of such attachments or connections.

Except as otherwise provided in this Tariff, nothing herein shall be construed to permit the use of a device to interconnect any Company-owned line or channel with any other communications line or channel of the Company or of any other person.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
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SECTION 2 -RULES AND REGULATIONS - (Continued)

2.4 USE OF SERVICE AND FACILITIES - (Continued)

2.4.2 Obligations of Customers

2.4.2.1 **Alterations** - The customer agrees to notify the Company promptly in writing whenever alterations or new construction on premises owned or leased by him will necessitate changes in the Company's facilities, and the customer agrees to pay the Company's current costs for such changes.

2.4.2.2 **Use of Commercial Power** - Unless specifically provided otherwise in this tariff, when commercial power is used for the operation of customer provided premises equipment, the customer provides the necessary power wiring, power outlets and commercial power and assumes all responsibility for the safe condition of the power wiring, power outlets and commercial power.

2.4.2.3 **Reimbursement to the Company for damages** - The customer shall reimburse the Company for damages to Company facilities utilized to provide services under this tariff caused by the negligence or willful act of the customer, or resulting from the customer's improper use of the Company facilities or equipment provided by other than the Company. Such damages will be the actual cost of the materials and the actual hours required for repair of the damage multiplied by the appropriate labor rate.

Nothing in the foregoing provision shall be interpreted to hold one customer liable for another customer's actions. The Company will, upon reimbursement for damages, cooperate with the customer in prosecuting a claim against the person causing such damage and the customer shall be subrogated to the right of recovery by the Company for the damages to the extent of such payment.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.4 USE OF SERVICE AND FACILITIES - (Continued)

2.4.3 Rights of the Company

2.4.3.1 **Work Performed on an Overtime Basis** - The charges specified in this Tariff do not contemplate work being performed by Company employees at a time when overtime wages apply due to the request of the customer. If the customer requests that overtime labor be performed, an additional charge, based on the additional costs involved, applies.

2.4.3.2 **Work Interruption** - The charges specified in this Tariff do not contemplate work once begun being interrupted by the customer. If the customer interrupts work once begun, an additional charge, based on the additional costs involved, applies.

2.4.3.3 **Ownership** - Any facilities on the customer's premises furnished by the Company shall be and remain the property of the Company, whose agents and employees have the right to enter said premises at any reasonable hour for the purpose of installing, terminating, inspecting, maintaining or repairing service.

2.4.3.4 **Impairment of Telephone Service** - When the general telephone service to the public is impaired by a customer's use of telephone service, or service directly incident thereto, the Company shall have the right to require the customer to contract with the Company for such additional facilities as may be necessary in the Company's judgment to remove the cause of said impairment, or if the customer refuses this requirement or will not remedy the situation, to discontinue service completely.

2.4.3.5 **Abandonment of Telephone Service** - The Company may discontinue service which has been abandoned.

2.4.3.6 **Abuse of Telephone Service** - After giving the customer a reasonable opportunity to remedy the situation and after giving proper notice, the Company may discontinue service which is used:

- a. in such a way that interferes with the service of other telephone users;
- b. for any purpose other than as a means of communication;

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.4 USE OF SERVICE AND FACILITIES - (Continued)

2.4.3 Rights of the Company- (Continued)

2.4.3.6 Abuse of Telephone Service- (Continued)

- c. to communicate profane or obscene language;
- d. for a call or calls, anonymous or otherwise, if made in a manner which reasonably could be expected to frighten, abuse, torment or harass another;
- e. in any fraudulent or unlawful manner;
- f. in manner which violates any of the Company's lawful regulations; or
- g. to obtain a customer's listed name, address or telephone number from Directory Assistance for any purpose other than to facilitate the making of a telephone call.

2.4.3.7 Telephone Numbers - The Company reserves the right to change the telephone number or numbers assigned to a customer or the central office designation associated with such telephone number or numbers, or both, as reasonably appropriate in the conduct of its business. The customer has no property right in any number or central office designation assigned by the Company.

2.4.4 Liability of the Company

2.4.4.1 Given the customer's exclusive control of his communications over Company-provided facilities, and of the other uses for which Company facilities may be furnished, and because errors incident to the service and the use of facilities are unavoidable, the services and facilities furnished by the Company are subject to the terms, conditions and limitations specified herein.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
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SECTION 2 -RULES AND REGULATIONS - (Continued)

2.4 USE OF SERVICE AND FACILITIES - (Continued)

2.4.4 Liability of the Company (Continued)

2.4.4.2 The Company's failure to provide or maintain facilities under this tariff shall be excused by labor difficulties, governmental orders, civil commotions, acts of God and other circumstances beyond the Company's control, subject to the interruption allowance provisions by this tariff.

2.4.4.3 The Company shall not be liable for any act or omission of any other carrier or customer providing a portion of a service, nor shall the Company for its own act or omission hold liable any other carrier or customer providing a portion of a service.

2.4.4.4 **Defacement of Premises** - No liability shall attach to the Company by reason of any defacement or damage to the customer's premises resulting from the existence of the Company's facilities on such premises, or by the installation or removal thereof, when such defacement or damage is not the result of the sole negligence of the Company or its employees.

2.4.4.5 **Interruptions of Service** - In the event a customer's service is interrupted by other than the negligence or willful act of the customer, and it remains out of order for twenty-four (24) hours or longer after access to the premises is made available and after being reported to be out of order, appropriate adjustments or refunds may be made to the customer. The amount of adjustment or refund may be determined on the basis of the known period of interruption, generally beginning from the time the service interruption is first reported. Any refund to the customer shall be the pro rata part of the month's flat rate charges for the period of days and that portion of the service facilities rendered useless or inoperative. The refund may be accomplished by a credit on a subsequent bill for telephone service. No allowance for interruption of service will be made for any period in which such service interruption is caused by malfunction or failure of customer-owned equipment.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 - RULES AND REGULATIONS - (Continued)

2.4 USE OF SERVICE AND FACILITIES - (Continued)

2.4.4 Liability of the Company - (Continued)

2.4.4.6 **Indemnification** - The Company's liability, if any, for its gross negligence or willful misconduct is not limited by this Tariff. With respect to any other claim or suit, by a customer or by any others, the customer indemnifies and holds harmless the Company against claims, losses or suits for injury to or death of any person, or damage to any property which arises from:

- a. the use, placement or presence of the Company's facilities on the customer's premises; or
- b. the use of customer-provided premises equipment, voltages or currents transmitted over the Company's facilities caused by customer-provided premises equipment.

Further, the customer indemnifies and holds harmless the Company against claims for libel, slander, or the infringement of copyright arising directly or indirectly from the material transmitted over the Company's facilities or the use thereof by the customer; against claims for infringement of patents arising from, combining with, or using in connection with, facilities furnished by the Company and apparatus, equipment, and systems provided by the customer; and against all other claims arising out of any act or omission of the customer in connection with the services or facilities provided by the Company.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.4 USE OF SERVICE AND FACILITIES - (Continued)

2.4.4 Liability of the Company - (Continued)

2.4.4.7 **Liability** - The Company's liability, if any, for its gross negligence or willful misconduct is not limited by this tariff. With respect to any other claim or suit, by a customer or any others, for damages arising out of mistakes, omissions, interruptions, delays or errors, or defects in transmission occurring during provision of telephone service, the Company's liability, if any, shall not exceed an amount equivalent to the proportionate charge to the customer for the period of service during which such mistake, omission, interruption, delay, error, or defect in transmission or service occurs and continues. This liability shall be in addition to any amounts that may otherwise be due to the customer under this tariff as an allowance for interruptions. However, any such mistakes, omissions, interruptions, delays, errors, or defects in transmission or service which are caused or contributed to by the negligence or willful act of the customer or authorized user, or joint user, or which arise from the use of customer-provided premises equipment shall not result in the imposition of any liability whatsoever upon the Company.

IN NO EVENT SHALL THE COMPANY BE LIABLE FOR SPECIAL, INDIRECT, CONSEQUENTIAL OR INCIDENTAL DAMAGES, INCLUDING BUT NOT LIMITED TO LOST PROFITS AND LOST SAVINGS, ARISING OUT OF, RESULTING FROM, OR IN ANY WAY RELATED TO, THE SERVICES AND FACILITIES FURNISHED BY THE COMPANY, EVEN IF THE COMPANY HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES.

NEITHER EXCEL NOR ITS SUBCONTRACTORS SHALL BE LIABLE FOR INDIRECT, CONSEQUENTIAL, EXEMPLARY OR PUNITIVE DAMAGES, REGARDLESS OF THE FORM OF ACTION, WHETHER IN CONTRACT, TORT OR OTHERWISE, AND EVEN IF SUCH PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. This limitation does not apply to any damages for bodily injury (including death) and, if work has not been performed in a workmanlike manner, damage to real property and tangible personal property.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.5 UNDERTAKING OF THE COMPANY

2.5.1 General

The Company undertakes to provide the services offered in this tariff on the terms and conditions and at the rates and charges specified.

Local Exchange Service consists of furnishing one-way or two-way telecommunications to or from a demarcation point on the Customer's premises and another demarcation point within a Local Service Area.

Service is provided on the basis of a minimum period of at least one month, 24-hours per day. For the purpose of computing adjustments or prorating charges in this tariff, a month is considered to have 30 days.

Service will be provided where facilities, billing capability and the resale of total local service or underlying network elements are available, or a combination thereof.

The Company's obligation to furnish service, features and/or facilities is also dependent upon its ability to provide, secure and retain, without unreasonable expense to the Company (a) suitable facilities and rights for the construction and maintenance of the necessary circuits and equipment, (b) suitable space for its plant and facilities in the building where service is or is to be provided, (c) facilities for interconnection from alternate suppliers.

In the event of a dispute, the non-prevailing party may be liable for reasonable court costs and attorney's fees.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
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SECTION 2 -RULES AND REGULATIONS - (Continued)

2.5 UNDERTAKING OF THE COMPANY - (Continued)

2.5.2 Terms and Conditions

Customers may be required to enter into written service orders which shall contain or reference a specific description of the service ordered, the rates to be charged, the duration of the services, and the terms and conditions in this tariff. The Customer may also be required to execute any other documents as may be reasonably requested by the Company. The Company reserves the right, at its discretion, to change the terms and conditions specified in this tariff, including, but not limited to, the rates for services. Any changes to the terms and conditions will be applicable to services provided after the effective date of the change.

At the expiration of the initial term specified in each service order, or in any extension thereof, service shall continue on a month to month basis at the then current rates. Any termination shall not relieve the Customer of its obligation to pay any charges incurred under the service order and this tariff prior to termination. The rights and obligations, which by their nature extend beyond the termination of the term of the service order shall survive such termination.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 2 - RULES AND REGULATIONS - (Continued)

2.5 UNDERTAKING OF THE COMPANY - (Continued)

2.5.3 Interconnection of Facilities

Any special interface equipment necessary to achieve compatibility between the facilities and equipment of the Company used for furnishing Local Exchange Services and the channels, facilities or equipment of others shall be provided at the Customer's expense.

Local Exchange Services may be connected to the services or facilities of other communications carriers only when authorized by and in accordance with the terms and conditions of the tariffs of the other communications carriers which are applicable to such connections.

2.5.4 Inspections

Upon reasonable notification to the Customer, and at a reasonable time, the Company may make such tests and inspections as may be necessary to determine that the Customer is complying with the requirements set forth in the section for the installation, operation and maintenance of Customer-provided facilities, equipment and wiring in the connection of Customer-provided facilities and equipment to Company-provided facilities and equipment.

If the protective requirements for Customer-provided equipment are not being complied with, the Company may take such action as it deems necessary to protect its facilities, equipment and personnel. The Company will notify the Customer promptly if there is any need for further corrective action. Within ten days of receiving this notice, the Customer must take corrective action and notify the Company of the action taken. If the Customer fails to do this, the Company may take whatever additional action deemed necessary, including the suspension of or disconnection of service, to protect its facilities, equipment and personnel from harm.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 - RULES AND REGULATIONS - (Continued)

2.5 UNDERTAKING OF THE COMPANY - (Continued)

2.5.5 Assignment or Transfer of Service

The Customer may not assign or transfer its rights or duties in connection with the services and equipment or facilities provided by the Company without the written consent of the Company. The Company may assign its rights and duties (a) to any subsidiary, parent company or affiliate of the Company, (b) pursuant to any sale or transfer of substantially all the assets of the Company, or (c) pursuant to any financing, merger or reorganization of the Company.

2.5.6 Notices and Communications

All notices or other communications required to be given pursuant to this tariff will be in writing. Notices and other communications of either party, and all bills mailed by the Company, shall be presumed to have been delivered to the other party on the third business day following placement of the notice, communication, or bill with the U.S. Mail or a private delivery service, prepaid and properly addressed, or when actually received or refused by the addressee, whichever occurs first.

The Company or the Customer shall advise the other party of any changes to the addresses designated for notices, other communications or billing.

2.5.7 Provisions of Certain Local Taxes and Fees

Any assessments, franchise fees, privilege, license, occupation, excise, or other similar taxes, whether in a lump sum or at a flat rate, or based on receipts, or based on poles, wire or other utility property units, imposed upon the Company by any governmental authority shall be added pro rata, insofar as practical, to the rates and charges stated in the Company's standard schedules, in amounts which in the aggregate for the Company's Customers of any political entity shall be equal to the amount of any such tax upon the Company. Company shall, so long as any such tax or fee is in effect, add to the bills of the Customers in such political entity pro rata on the basis of the revenue or as otherwise required and/or allowed by law derived by Company from each such Customer, an amount sufficient to recover any such tax or fee.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 - RULES AND REGULATIONS - (Continued)

2.5 UNDERTAKING OF THE COMPANY - (Continued)

2.5.8 Special Arrangements

2.5.8.1 **Contract Service Arrangements** - When economically practicable, Customer specific contract service arrangements may be furnished in lieu of existing tariff offerings.

- a. Rates, Charges, Terms and additional regulations, if applicable, for the contract service arrangements will be developed on an individual case basis, and will include all relevant costs, plus an appropriate level of contribution.
- b. Unless otherwise specified, the regulations for contract service arrangements are in addition to the applicable regulations and rates specified in other sections of this Tariff.

2.5.8.2 **Promotional Offerings** - The Company may offer special promotions of new or existing services or products. These promotions will be offered on a non-discriminatory basis with each subscriber in the classification of service and area for which the promotion is offered having an equal opportunity for participation, subject to availability of products, services and facilities. Promotions may include, but are not limited to, reductions in recurring rates and/or waiver of non-recurring charges.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 2 -RULES AND REGULATIONS - (Continued)

2.5 UNDERTAKING OF THE COMPANY - (Continued)

2.5.8 Special Arrangements - (Continued)

2.5.8.3 **Special Construction** - If the provision of service to a Customer would require the construction of additional facilities, replacement facilities or special facilities designed to meet the Customer's particular needs, the Company, at its option, may seek to obtain the facilities from another carrier, or may construct the facilities. The Customer may be required to pay all of the Company's actual expenses incurred in obtaining or constructing the facilities, including but not limited to, any unusual maintenance costs or removal costs. Construction charges may be payable, at the Company's option, prior to acceptance of the Customer's application for service or when billing is rendered. The Customer may be required to enter into a written agreement to pay the construction charges if they are not paid prior to initiation of service.

Any facilities constructed by the Company by the use of construction charges, however financed, shall be and remain the property of the Company, unless otherwise agreed to by the Company pursuant to a written agreement. The Customer does not obtain any rights of ownership in facilities provided by the Company.

The charges and regulations applicable to special construction apply in connection with all classes of service, facilities or equipment furnished by the Company and are in addition to the installation charges, service connection and move charges and monthly service charges otherwise applicable to the provision of service to the Customer pursuant to other sections of this tariff.

2.6 EMERGENCY SERVICES (ENHANCED 911)

This service allows Customers to reach the appropriate emergency services including police, fire and medical services. Enhanced 911 has the ability to selectively route an emergency call to the primary E911 provider so that it reaches the correct emergency service located closest to the caller. In addition, the Customer's address and telephone information will be provided to the primary E911 provider for display at the Public Service Answering Point (PSAP). These services will be provided free of charge to all Customers.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS

3. CONSUMER LOCAL SERVICE DESCRIPTIONS

Excel Telecommunications, Inc. (the Company and/or Excel) is a telecommunications provider incorporated under the laws of the State of Texas. Excel Telecommunications, Inc. provides telecommunications services in the areas certified to it within the State of North Dakota.

Excel Telecommunications, Inc.'s authority to serve this area is granted in its Certificate of Public Convenience and Necessity as determined by the Commission.

All rules, regulations and rates of the Company apply to its certified area unless otherwise specifically noted in this tariff.

Excel Local Exchange Services may be offered in conjunction with an associated long distance service offering provided by Excel.

3.1 NONRECURRING CHARGES

3.1.1 Service Connection Charges

These charges are nonrecurring and apply to various Customer requests for connecting, moving or changing service. They are in addition to any other scheduled rates and charges that would normally apply under this tariff. The charges in this section for the connection, move, or change of service contemplate work being performed by Company employees involved at a time when overtime wages do not apply. No distinction is made between a "New Installation and Connection" and an "Outside Move". All changes in location of Customer's equipment or service from one premises to another, are treated as new service connections with service charges applying.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3. CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.1 NONRECURRING CHARGES - (Continued)

3.1.1 Service Connection Charges - (Continued)

a. Local Service Charge

This charge is for receiving, recording and processing information necessary to execute a Customer's request for service. One Local Service Charge, per line, is applicable for all changes and/or additions ordered and provided at the same time for the same Customer. Charges are applicable to, but not limited to, the following:

- Transfer a Customer from one carrier to another for local exchange service.

b. Long Distance PIC Charge

To transfer a Customer from one carrier to another for long distance service, a Long Distance PIC Charge applies as specified in this tariff. This charge will not be applied when the customer initiates local service with the Company.

c. IntraLATA PIC Charge

To transfer a Customer from one carrier to another for IntraLATA service, a IntraLATA PIC Charge applies as specified in this tariff. This charge will not be applied when the customer initiates local service with the Company.

d. Add New Line

To add a new primary line to customer's residence if facilities construction is required.

e. Additional New Line/Same Trip

To add an additional new line to customer's residence if another telephone line is provided by the Company at the same residence and initiated at the same time.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3. CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.1 NONRECURRING CHARGES - (Continued)

3.1.1 Service Connection Charges - (Continued)

f. Service Activation Charge

To initiate service if no facilities construction is required.

g. Special Construction

To perform any customer required special construction or change of existing telephone equipment at the customer premises.

3.1.2 Miscellaneous Charges

a. Feature Service Charge

When a Customer adds, deletes, or changes a feature or changes features within a local package, the Company cannot apply more than one Feature Service Charge per order per line.

b. Record Order Charge

One Record Order Charge, per line, is applicable for all changes and/or additions ordered and provided at the same time for the same Customer. When multiple Record Orders are required for Company reasons, only one Record Order Charge applies. Charges are applicable to, but not limited to, the following:

- Change of a directory listing name or address
- Change of a telephone number except in the case of harassing calls
- Changes of billing address

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
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SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.2 EXCHANGE SERVICES

3.2.1 Local Service Offers

Customers subscribing to the Company's Local Service must purchase a local package consisting of an access line (dial tone), Touch Tone and a pre-determined number of Custom Features. Customers who order an additional line(s), are exceptions to the local package purchase requirement. EXCEL Local Service offers are furnished as follows:

- a. **Excel Complete Communications Package:** Single line service with Touch Tone, with the following automatic features included: Call Waiting, Call Return, Caller ID, Auto Redial, Call Blocking, Three-Way Calling, Distinctive Ring, Speed Dialing, Anonymous Call Rejection (ACR) or Call Forwarding.

3.2.2 Touch Tone Calling Service

- a. Touch Tone calling service provides for the origination of calls by means of instruments equipped for tone-type address signaling and special central office facilities. The service is furnished subject to the availability of central office facilities.
- b. All dial-type lines that terminate in an instrument equipped for tone-type address signaling shall be equipped for Touch Tone calling service except for dial-type lines served from a central office where the special facilities for Touch Tone calling service are not available.
- c. Other facilities, miscellaneous and supplemental equipment, requested by Customers and not detrimental to this service or other services of the Company will be furnished under the regulations and at the rates specified in the applicable sections of this tariff.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.3 CUSTOM FEATURES

The features in this section are made available on an individual basis or as a part of feature packages. Custom features are offered on a monthly basis where facilities are available.

- a. **Anonymous Call Rejection (ACR)** - Allows customers to automatically reject all calls that have been marked anonymous, unavailable, or private by the calling party. When ACR is active, the called party receives no alerting (ringing) for a call that has been rejected. The call is routed to a denial announcement and subsequently terminated.

- b. **Auto Redial (Repeat Dialing)** - This feature automatically redials the last outgoing number dialed by the Customer. Activation and deactivation of this feature is completed by the Customer. Repeat Dialing will attempt to call the number for a maximum of thirty (30) minutes after the feature is activated. Once the call is established, the Customer will hear a special ring when the call can be completed. NOTE: Some telephones are only capable of providing a standard ring. Customers must contact the manufacturer or distributor of their telephone set if they have any questions.

Repeat Dialing (usage sensitive) is available on a pay-per-use basis And the functionality is the same as Repeat Dialing. Repeat Dialing (usage sensitive) will be provisioned with local service unless customer requests the feature to be blocked or it is included in a package.

- c. **Call Blocking - Full Restriction** - Call Blocking - Full Restriction is a central office service that restricts long distance calling. Restricted calls are directed to a central office announcement. Call Blocking - Full Restriction is activated when a one or a zero precedes a dialed number. However, calls to 800 type services are not restricted, and where facilities permit, one plus calls to Company business offices and repair service are not restricted. All calls to operator services are disallowed for residence Customers.

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Jerry G. Kirby, Sr. Tariff Manager
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SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.3 CUSTOM FEATURES - (Continued)

- d. **Call Forwarding** - Permits a customer to transfer all incoming calls to another dialable telephone number. The customer pre-selects a second telephone number to which all incoming calls are to be transferred automatically. Calls may be transferred to a long distance message telecommunications point subject to the availability of the necessary facilities in the central office from which the calls are to be transferred.

Call Forwarding shall not be used to extend calls on a planned and continuing basis to intentionally avoid the payment in whole or in part, of message toll charges that would regularly be applicable between the access line originating the call and the access line to which the call is transferred. Customers utilizing Call Forwarding service are responsible for the payment of charges for each toll call between his access line and the distant access line to which the call was transferred.

- e. **Call Return** - This feature allows the Customer to automatically return the most recent incoming call, even if it is not answered. If the telephone number is busy, Call Return will attempt to call the number for a maximum of thirty (30) minutes after the feature is activated. Once the call is established, the Customer will hear a special ring when the call can be completed. This is accomplished by the Customer activating a code. NOTE: Some telephones are only capable of providing a standard ring. Customers must contact the manufacturer or distributor of their telephone set if they have any questions.

Call Return (usage sensitive) is available on a pay per use basis and the functionality is the same as Call Return. Call Return (usage sensitive) will be provisioned with local service unless customer requests the feature to be blocked or it is included in a package.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.3 CUSTOM FEATURES - (Continued)

- f. **Call Waiting** - This feature provides a tone signal that alerts the Customer talking on the line when a second call is incoming. A maximum of two calls may be in process at one time. A Customer who subscribes to Call Waiting can also inhibit the reception of the Call Waiting tone for the duration of a single call, preventing interruption of the call by activating the code (*70) to cancel Call Waiting. This functionality is automatically included with the Call Waiting feature at no additional cost to the Customer.
- g. **Speed Dialing 8** - This feature allows the Customer to reach a list of frequently called numbers by dialing an abbreviated code. The Customer may call up to eight pre-selected numbers by dialing one-digit codes. Programming of these numbers is completed by the Customer.
- h. **Three-Way Calling** - Enables a customer to add a third party on an existing call without operator assistance, thereby establishing a three-way conversation. The transmission quality may vary depending on the distance and routing necessary and may not necessarily meet normal standards.

Three-Way Calling (usage sensitive) is available on a pay per use basis and the functionality is the same as Three-Way Calling. Three-Way Calling (usage sensitive) will be provisioned with local service unless customer requests the feature to be blocked or it is included in a package.

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Excel Telecommunications, Inc.
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SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.3 CUSTOM FEATURES - (Continued)

- j. Caller ID with Name and Number** - Allows the Customer to identify most callers by letting him/her see the names and phone numbers on special display equipment. The customer must purchase the equipment separately and it is not available under this tariff
- k. Distinctive Ring Service** - This feature permits the Customer to preselect telephone numbers that can be given a distinctive alerting signal, ring or Call Waiting tone (if the Customer also subscribes to Call Waiting). The Customer can create or change a list of telephone numbers by dialing an activation code. NOTE: Some telephones are only capable of providing a standard ring. Customers must contact the manufacturer or distributor of their telephone set if they have any questions.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
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SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.4 LISTINGS

3.4.1. **General** - Customers shall provide the Company with information for all listings. The Company will include the Standard listing in the White Pages (Alphabetical Section) of the telephone directory and will offer one additional listing to the Customer. The Customer must identify its non-published and non-listed telephone numbers for directory purposes.

BNA (bill name and address) information associated with listed/published telephone numbers will be provided for calling card calls and collect and third party billed calls. The Company's BNA service is not available with respect to accounts of non-published/unlisted end users who, by request to the Company (which may be submitted at any time), have specified that such information may not be released, except when the requesting carrier's BNA request for non-published/unlisted end users are as a result of dial-around usage on the requesting carrier's network. If a non-published/unlisted end user requests that the information not be released, all collect and billed to third party calls will be blocked.

3.4.2. **Directory Listing - Standard** - The Customer will receive one Standard listing per telephone number, in the alphabetical section of the directory, at no additional charge.

3.4.3. **Directory Listing - Additional** - The term Additional listing denotes any White Page listing, regardless of form, in addition to the Standard listing. A monthly rate applies for one Additional listing. An additional listing may be any of the following:

- a. Names of members of the Customer's family or of persons residing in the Customer's household.
- b. When the Customer's name or names of other persons residing in the household is spelled in more than one way, additional listings of the alternative spelling are permitted.
- c. The owner of a duly licensed amateur radio station may obtain a listing of the station with this residence telephone number.

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Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
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SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.4 LISTINGS - (Continued)

3.4.4 Directory Listing - Non Published

a. General

Non-published telephone numbers are not listed in either the Company's directories or directory assistance records available to the general public. When a call is placed from a telephone number associated with a non-published listing, the number and name may be disclosed if the called party has equipment to display Calling Number Delivery and/or Calling Name Delivery. Customers may prevent the display of the calling number and name by activating Caller ID blocking. Caller ID blocking is available, at no charge, in areas where Caller ID disclosure is possible.

b. Regulations

Incoming calls will be completed by the Company only when the calling party places the call by dialing the telephone number. The Company will adhere to this practice notwithstanding any claim of emergency the calling party may present. The acceptance by the Company of the Customer's request to refrain from publishing his/her telephone number in the directory does not create any relationship or obligation, direct or indirect, to any other person than the Customer.

The Company's liability, if any, for its gross negligence or willful misconduct or the right of the Customer to seek any legal remedy available for the same is not limited by this tariff. In the absence of gross negligence or willful misconduct with respect to any claim or suit brought by, or other legal remedies available to, the Customer for damages associated with publishing the telephone number of non published service in the directory or disclosing said number to any person, the Company's liability, if any, shall not exceed the monthly charges which the Customer may have made for such unpublished service for the period during which the service was affected.

Except as provided above, the Customer indemnifies and saves the Company harmless against any and all claims for damages caused or claims to have been caused, directly or indirectly, by the publication/non-publication of the non published listed number or the disclosing/non-disclosing of said number to any person.

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Excel Telecommunications, Inc.
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SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.4 LISTINGS - (Continued)

3.4.5 Directory Listing - Non Listed

a. General

Non listed numbers are not listed in the Company's directories but are included in directory assistance records available to the general public.

b. Regulations

The Customer indemnifies and saves the Company harmless against any and all claims for damages caused or claimed to have been caused, directly or indirectly by the publication of the listing, which the Customer has requested, be omitted from the telephone directory. Where such a listing is published in the telephone directory, the Company's liability shall be limited to a refund of any monthly charges assessed by the Company for the particular non-listed service.

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Excel Telecommunications, Inc.
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SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.5 OPERATOR SERVICES

3.5.1 Directory Assistance

Allows Customers to obtain help determining listed telephone numbers. A maximum of two (2) requested telephone numbers will be provided for each Directory Assistance call.

3.5.2 Busy Line Verification

Provides operator assistance in determining if there is a conversation in progress at the called station. The charge only applies if 1) a conversation is detected, or 2) the line is detected to be off-hook but no conversation.

3.5.3 Busy Line Verification/Interrupt

Provides for operator interruption of a conversation in progress on a called station. A charge applies for each attempt to interrupt regardless of whether or not the called station releases the call. A Busy Line Verification must be made prior to a Busy Line Interrupt and both service charges will apply.

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Dallas, Texas 75231

SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.5 OPERATOR SERVICES - (Continued)

3.5.4 Customer Dialed Calling Card Station

Customer Dialed Calling Card Station rates apply when calls are originated and billed as specified below. Customer Dialed Calling Card Station rates do not apply when (1) the Customer dials the appropriate Company access code and does not enter the called number prior to the call timing out and being transferred to a live Company operator or the automated operator system; or, (2) the Customer dials a Company-designated number for completion of Customer Dialed Calling Card calls, but fails to respond to system prompts and must be transferred to a Company operator.

a. Customer Dialed Automated

The Customer dials the appropriate Company access code (e.g. 0 or 10-10-XXX+0, a Company-designated number for completion of Customer Dialed Calling Card calls), plus the telephone number desired and completes the call without the assistance of a live Company operator or the automated operator system (except in the case for calls made from a rotary phone), and the call is billed to a consumer calling card.

b. Operator Must Assist

The Customer dials the appropriate Company access code (e.g. 0 or 10-10-XXX+0, a Company-designated number for completion of Customer Dialed Calling Card calls), plus the telephone number desired and (1) the local exchange operator services equipment capability precludes the Customer from completing the call without the assistance of a Company operator and the call is billed to the Customer's calling card, or (2) the Customer's calling card number, when input, is not the accepted length to be automatically validated and requires operator intervention.

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8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.5 OPERATOR SERVICES - (Continued)

3.5.4 Customer Dialed Calling Card Station - (Continued)

c. Customer Dialed and Operator Assisted

The Customer dials the appropriate Company access code (e.g., 0, 10-10-XXX+0, a Company-designated number for completion of Customer Dialed Calling Card calls), plus the telephone number desired and is able to input the calling card number but uses Company operator assistance that is limited to recording the calling card number for billing purposes.

3.5.5 Operator Assisted

Operator Assisted station-to-station and person-to-person charges are determined by adding the appropriate Operator Assisted service charge and/or surcharge, specified in Section 4.5., including the applicable calling rate.

The service charge categories for station-to-station Operator Assisted Calls are as follows:

- Sent Paid
- Station Collect/Directory Assistance
- Bill to Third Number
- Bill to Third Number/Directory Assistance
- Person-to-Person
- Person-to-Person/Directory Assistance

A surcharge applies to Operator Assisted station-to-station and person-to-person calls. The surcharge applies in addition to any applicable service charges.

Incoming Collect and Billed to Third party Calls can be blocked at the customer's request.

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SECTION 3 - CONSUMER LOCAL SERVICE DESCRIPTIONS - (Continued)

3.5 OPERATOR SERVICES - (Continued)

3.5.6 Application of Service Charges and Surcharges

TYPE OF CALL	<u>OPERATOR SERVICE CHARGE</u>	<u>OPERATOR DIALED SURCHARGE</u>
- Busy Line Interruption	Yes	No
- Busy Line Verification	Yes	No
- Customer Dialed Calling Card Station Automated (0+)	Yes	No
- Operator Must Assist (0+)	Yes	No
- Operator Assisted (0+)	Yes	No
- Operator Station-to-Station (Customer dialed 0+) collect, billed to third number, sent paid	Yes	No
- Operator Station-to-Station (operator dialed 0-) collect, billed to third number, sent paid	Yes	Yes
- Operator Station-to-Station (operator dialed 0-) billed to a calling card	Yes	No
- Operator Dialed Calling Card Station (operator dialed 0-) billed to a calling card	Yes	No
- Person-to-Person (Customer dialed 0+) collect, billed to third number, sent paid	Yes	No
- Person-to-Person (operator dialed 0-) collect, billed to third number, sent paid	Yes	Yes
- Person-to-Person (operator dialed 0-) billed to a calling card	Yes	No

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 Excel Telecommunications, Inc.
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 Dallas, Texas 75231

SECTION 4 - CONSUMER LOCAL RATES AND CHARGES

4.1 NON-RECURRING CHARGES

4.1.1 Service Connection Charges		<u>Non-Recurring Charge:</u>
a.	Local Service Connection Charge	\$25.00
b.	Subscriber Line Charge (SLC)	\$5.00
c.	Add New Line Charge	\$25.00
d.	Additional New Line/ Same Trip	\$25.00
e.	Service Activation Charge	\$25.00
f.	Special Construction	Individual case basis (ICB)

4.1.2 Service Connection Charges		<u>Non-Recurring Charge:</u>
a.	Feature Service Charge	\$25.00
b.	Record Order Charge	\$10.00

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Excel Telecommunications, Inc.
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Dallas, Texas 75231

SECTION 4 - CONSUMER LOCAL RATES AND CHARGES - (Continued)

4.2 EXCHANGE SERVICES

4.2.1 Local Service Offers: Price Per Month:

a. EXCEL Complete Communications Package \$31.95

4.2.2 Local Service Access Lines

Prices for Local Service Access Lines as defined in this tariff, are reflected in the Local Service Offers prices in 4.2.1, preceding, and are not rate additive.

4.2.3 Touch Tone Calling Service

Prices for Touch Tone Calling Service, as defined in this tariff, are reflected in the Local Services Offers prices in 4.2.1, preceding, and are not rate additive.

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Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 4 - CONSUMER LOCAL RATES AND CHARGES - (Continued)

4.3 CUSTOM FEATURE RATES

The following features are furnished, as part of the Excel Complete Communications Package:

-Anonymous Call Rejection (ACR)	No Additional Charge
-Auto Redial (Repeat Dialing)	No Additional Charge
-Call Blocking Full Restriction	No Additional Charge
-Call Forwarding	No Additional Charge
-Call Return	No Additional Charge
-Call Waiting	No Additional Charge
-Speed Dialing 8	No Additional Charge
-Three Way Calling	No Additional Charge
-Caller ID With Name and Number	No Additional Charge
-Distinct Ring Service	No Additional Charge

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Excel Telecommunications, Inc.
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Dallas, Texas 75231

SECTION 4 - CONSUMER LOCAL RATES AND CHARGES - (Continued)

4.4 LISTINGS

4.4.1 Directory Listing – Standard	No Charge
4.4.2 Directory Listing - Additional (a maximum of three)	\$2.00/Month
4.4.3 Directory Listing - Non Published	\$2.40/Month
4.4.4 Directory Listing - Non Listed	\$2.40/Month

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Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 4 - CONSUMER LOCAL RATES AND CHARGES - (Continued)

4.5 OPERATOR SERVICES

4.5.1 Local Directory Assistance Service Charge, up to 2 listings
\$0.35, Per Call

4.5.2 Local Directory Assistance Call Completion Service Charge
\$0.35, Per Call

4.5.3 Busy Line Verification/Interrupt Service Charges
\$2.00, Per Verification
\$3.00, Per Interrupt

4.5.4 Calling Card Service Charges

- Customer Dialed, Automated	\$0.45
- Customer Dialed, Operator Must Assist	\$1.65
- Customer Dialed and Operator Assisted	\$1.65
- Calling Card / Directory Assistance	\$0.80

4.5.5 Operator Assisted Calling Service Charges

- Sent Paid	\$1.65
- Station Collect	\$1.65
- Bill to Third Number	\$1.65
- Person-to-Person	\$3.00

4.5.6 Operator Service Per Minute Rate: \$0.40

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SECTION 5 - COMMERCIAL LOCAL SERVICE DESCRIPTIONS

Reserved For Future Use

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Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 6 - COMMERCIAL RATES AND CHARGES

Reserved For Future Use

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Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS

7.1 SPECIAL CHARGES

7.1.1 Applications

Special charges may be applied in addition to the usual service connection charges and monthly rates. Special charges apply primarily when unusual investment or expense will be incurred by the Company. Special charges will apply when:

- a. conditions require or the Customer request the provision of special equipment or unusual or nonstandard methods of plant construction, installation or maintenance or a move of equipment or necessary facilities;
- b. the Customer's location requires the use of costly private right-of-way; and
- c. the proposed service is of a temporary nature, and the plant to be placed would not be useful to the Company in the general conduct of its business after that service was discontinued.

7.1.2 Customer Requirements

- a. Temporary Construction - The Customer shall be charged the estimated cost of construction and removal of the plant which would not be of value to the Company, less the estimated net recovery value of the material used. The Company may require the Customer to pay the cost of construction plus the cost of removal, less salvage, for temporary construction performed in advance of permanent construction or to provide temporary service.
- b. The Company shall retain title (if applicable) to all plant constructed, as specified within this tariff, provided wholly or partially at a Customer's expense.
- c. When attachments are made to poles of other companies, instead of providing construction for which the Customer would be charged under the provisions of this section, the Customer shall pay the other company's cost for such attachments.
- d. The Customer is required to pay the construction charges made by another telephone company providing facilities to connect with the facilities of the Company.

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Excel Telecommunications, Inc.
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Dallas, Texas 75231**

SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS - (Continued)

7.2 LINE EXTENSIONS

7.2.1 Conditions for Line Extension Charges

Construction Charges for line extensions are applied to Customer's with abnormally long extension requirements to prevent unreasonable burdening of the general body of existing Customers or service subscribers.

7.2.2 Rules for Line Extension Charges

- a. All costs will be computed on a current basis, and material cost will be computed on the basis of the extension of the minimum sized cable used by the Company or its designated facilities provider to the Customer.
- b. The Company will determine the type of cable plant extension required on the basis of current and projected conditions and estimate the cost accordingly.
- c. The construction charge for line extensions is apportioned equally among all Customers of a group.
- d. Customers may be required to make advance payments to cover all or a portion of the excess construction charges for exchange service or special service arrangements when in the Company's judgement there is evidence of credit risk. A cash deposit may also be required as specified in Rules and Regulations, Section 2.3.5., on Deposits.
- e. Payments for line construction are not refundable, and no credit will be allowed for future installations on line extensions constructed under the above regulations.

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Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS - (Continued)

7.2 LINE EXTENSIONS - (Continued)

7.2.3 Poles on Private Property

The Company or its designated facilities provider will provide the poles on private property which are used in serving an individual Customer at no cost to the Customer except in cases where the Customer is required to pay for constructing the line extension. Poles requested by the Customer, in excess of those deemed necessary by the Company, will be charged to the Customer at the installed cost.

7.2.4 Provisions of Private Rights-of-Way

The Company's obligation to provide service through line extension depends entirely on its ability to secure, retain and maintain suitable rights-of-ways without incurring unreasonable expense. When conditions require, Customers shall provide, without expense to the Company, private rights-of-way as needed. Any and all private rights-of-way permit requirements and any and all associated costs will be the responsibility of the Customer and must be furnished before a plant extension project begins.

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Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS - (Continued)

7.3 SPECIAL CONSTRUCTION

7.3.1 Construction on Private Property

- a. The Company or its designated facilities provider will furnish an average amount of entrance and distribution facilities, provided the facilities are of the standard type normally furnished for the particular location or kind of service.
- b. If additional entrance or distribution facilities are required, or if conditions require special equipment, maintenance or methods of construction, if the installation is for a temporary purpose, or if for any other reason, the construction costs are excessive as compared with the revenue to be derived from the project, the Customer may be required to pay for costs over and above the costs applicable for a normal installation.
- c. The Customer will provide the Company upon request and without charge written permission for the placement of Company facilities (or the facilities of a Company-designated service provider) on their property.
- d. The Customer is responsible for providing satisfactory entrance to the building and space for mounting any necessary network protection equipment.

7.3.2 Temporary Service

Where plant construction is required to provide any temporary service or facility, or where it is necessary to place temporary construction in advance of permanent construction in order to meet the Customer's requirements, the Company may require the Customer to pay the nonrecoverable costs of the temporary construction or to contract for service beyond the initial period, or both.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS - (Continued)

7.3 SPECIAL CONSTRUCTION - (Continued)

7.3.3 Service Provided to Movable Premises

- a. When telephone service is provided to movable premises by means of aerial plant, the Customer shall provide a clearance pole if the Company considers it necessary. The clearance pole must comply with the Company's specifications. The Customer shall place, own and maintain the pole. However, if the Customer elects and the Company agrees, the Company or its designated service provider will place, own and maintain the pole and bill the Customer the cost of placing the pole.

- b. Where plant construction is required to provide any service or facility to a movable premises, and it is necessary to place temporary construction in advance of permanent construction in order to meet the Customer's requirements, the Company may require the Customer to pay the nonrecoverable costs of the temporary construction or to contract for service beyond the initial period, or both.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS - (Continued)

7.3 SPECIAL CONSTRUCTION - (Continued)

7.3.4 Service to Residential and Commercial Developments

The construction charges, allowances and provisions previously specified in this Section contemplate the extension of facilities into areas of normal growth and development. Where facilities are to be extended into new areas of residential or commercial real estate development which, in the Company's opinion, are of a promotional or speculative nature, the Company may require an advance deposit equal to all or a portion of the costs of such construction, depending on the circumstances in each case. This advance deposit will be payable prior to the start of construction.

- a. The Company and the developer may enter into a contractual agreement that provides for the periodic refund of portions of the deposit as Customers in the development receive telephone service, and other terms of the contract are met. The contract will specify the estimated number of telephone customers expected to receive service within the area and the time required to complete the project (not to exceed five years). The contract will provide that the construction charge be recomputed to reflect regular tariff allowances, design changes made by the developer, damage to telephone facilities by persons other than Company employees or agents or unusual construction requirements. Periodic refunds to the developer will be adjusted accordingly.
- b. The Customer for telephone service to a development is required to provide the Company, at his own expense, the necessary easements for installation and maintenance of telephone facilities, clear the ground where facilities are to be installed according to Company specifications and request installation of telephone facilities at an appropriate time during construction of the project to avoid unnecessary costs to the Company.

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**Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231**

SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS - (Continued)

7.3 SPECIAL CONSTRUCTION - (Continued)

7.3.5 Underground Service Connections

When a Customer requests that underground service connections be installed instead of aerial facilities which would ordinarily be used, or when aerial facilities are used to provide service, and the Customer subsequently requests that facilities be placed underground, the following regulations apply:

- a. the Customer shall pay the cost on constructing and maintaining underground conduits which will be built according to Company specifications or according to the specifications of the Company's designated service provider;
- b. any ducts required in the underground conduit by the Company to furnish service shall be reserved for its exclusive use;
- c. if a Customer requests that cable be installed in a trench, the trench shall be constructed and back filled under the Company's supervision at the Customer's expense;
- d. the Company or its designated service provider will maintain and replace cable installed in conduit where the Company has inspected and approved the conduit. The Company or its designated service provider will repair or replace cable in conduit or trench necessitated by damage caused by the Customer or his representatives, only at the Customer's expense; and
- e. the Company or its designated service provider may replace existing aerial facilities with underground facilities in connection with planned projects or during its normal operations. If a Customer requests the removal and replacement of existing aerial facilities with underground facilities prior to the time of normal replacement, the Customer will be responsible for the expense incurred by the Company in making the replacement.

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Excel Telecommunications, Inc.
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SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS - (Continued)

7.4 SPECIAL SERVICE ARRANGEMENTS

7.4.1 General

- a. If a Customer's requirements cannot be met by regular service arrangements, the Company will provide, where practical, special service arrangements at charges equal to the estimated cost of furnishing such facilities. These special service arrangements will be provided if the provision of such arrangements is not detrimental to any other services furnished under the Company's tariffs.
- b. If any type of qualifying special assembly device is subscribed to by more than three (3) customers, the Company may file the offering as a general service offering in the appropriate tariff section.

7.4.2 Rates and Charges

7.4.2.1 Rates for special service arrangements are equivalent to the estimated costs of furnishing the special service arrangements.

7.4.2.2 Estimated costs, which consist of an estimate of the total cost to the Company of providing the special service arrangement, may include the following:

- a. cost of maintenance;
- b. cost of operation;
- c. depreciation on the estimated installed cost of any facilities used to provide the special service arrangement based on anticipated useful service life less estimated net salvage value;
- d. general administration expenses, including taxes on the basis of average charges for these items;
- e. any other item of expense associated with the particular special service arrangement; and
- f. an amount, computed on the estimated installed cost of the facilities used to provide the special service arrangement, for return on investment.

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Effective: _____

Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 7 - CHARGES APPLICABLE UNDER SPECIAL CONDITIONS - (Continued)

7.4 SPECIAL SERVICE ARRANGEMENTS - (Continued)

7.4.2 Rates and Charges - (Continued)

7.4.2.3 The estimated installed cost described above will include the costs of equipment and materials provided or used, plus estimated labor costs, including the cost of installation, engineering, supervision, transportation, rights-of-way, in addition to other items chargeable to the capital accounts.

7.4.2.4 Special service arrangement rates are subject to revision depending on changing costs.

7.4.2.5 If and when a special service arrangement becomes a tariffed offering, the tariffed rate or rates will apply from the date of tariff approval.

7.4.2.6 The following rate treatments may be used in connection with charges for special service arrangements:

- a. monthly rental or termination agreement with or without an installation charge; and
- b. installation charge only.

7.5 OTHER REGULATIONS

Line extensions and special service arrangements are further subject to the regulations specified in the tariffs of this Company, or in the tariffs of the Company's designated service provider, as they now exist, and any revisions, additions or supplements which may be made in the future.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

SECTION 8 - LOCAL MARKET TRIALS

8. LOCAL MARKET TRIALS

- 8.1 Purpose** - A market trial is intended to enable the Company to test its ability to provide services that may eventually be made available to the general public. As a part of a market trial, the Company may need to test the capabilities of the systems required by a proposed service, including, but not limited to, systems needed to establish, provision, operate, bill and/or collect for a service, whether such systems are provided solely by the company or in combination with systems provided by other carriers or vendors. A market trial is not an offer to provide service to the general public.
- 8.2 Eligibility** - The Company may limit customers who are eligible to receive a service that is offered as part of a market trial, including but not limited to, limitations on the number of customers or the classes of customers who may subscribe to the service during the market trial. Additionally, the Company may limit the market trial to customers who are employees of the Company.
- 8.3 Availability** - The Company, at its option, may choose to offer a market trial service on a statewide basis or may limit the availability of a market trial service to a smaller geographic area. The area in which a market trial service is available may include all or part of an exchange and need not conform to existing exchange area boundaries.
- 8.4 Duration** - A market trial may be conducted for any period of time defined by the Company, not to exceed 12 months.
- 8.5 Notice** - The Company will notify the Commission in writing of any local market trial services being offered in North Dakota.
- 8.6 Applicability of Other Tariff Provisions** - If the terms and conditions of the market trial conflict with other provisions of this tariff, the market trial terms and conditions shall govern the market trial service offering. In all other instances, a market trial shall be subject to the other terms and conditions for service as contained in this tariff.

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Jerry G. Kirby, Sr. Tariff Manager
Excel Telecommunications, Inc.
8750 North Central Expressway, Suite 2000
Dallas, Texas 75231

PH-967-02-61

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- 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.

1. Article Addressed to:
 Jerry L. Kirby
 Excel Telecommunications Inc
 8750 N Central Expressway Ste 2000
 Dallas TX 75231

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent
 X *Sergio Martinez* Addressee

B. Received by (Printed Name) C. Date of Delivery
 SERGIO MARTINEZ 5-29

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

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

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Transfer from service label) 7001 2510 0005 8654 8945

PS Form 3811, August 2001 Domestic Return Receipt 102595-01-M-2509

PH-967-02-61

SENDER: COMPLETE THIS SECTION

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- 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.

1. Article Addressed to:
 Winifred Brantle
 Kelly Drey + Warren LP
 3000 Jowers Crescent Dr Ste 200
 Vienna Va 22182

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print, Clearly) B. Date of Delivery
 Carissa Langille 3/11/02

C. Signature Agent
 X *Carissa Langille* Addressee

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

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

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number (Copy from service label) 7099 3220 0002 8482 8037

PS Form 3811, July 1999 Domestic Return Receipt 102595-00-M-0952

PH-967-02-61

SENDER: COMPLETE THIS SECTION

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- 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.

1. Article Addressed to:
 Winifred Brantle
 Kelly Drey + Warren LP
 3000 Jowers Crescent Dr Ste 200
 Vienna Va 22182

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent
 X *T. Walker* Addressee

B. Received by (Printed Name) C. Date of Delivery
 T. Walker 5/28/02

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

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

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number

DU 969-62-61

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Received by (Please Print Clearly) GERGIO MARTINEZ B. Date of Delivery 3/8/02</p> <p>C. Signature <i>[Signature]</i> <input type="checkbox"/> Agent <input checked="" type="checkbox"/> Addressee</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p><i>Jerry L Kirby</i> <i>Excel Telecommunications Inc</i> <i>8750 N Central Expressway Ste 2000</i> <i>Dallas TX 75231</i></p>	<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>2. Article Number (Copy from service label) 7099 3220 0002 8482 8044</p>	
<p>PS Form 3811, July 1999 Domestic Return Receipt 102595-00-M-0952</p>	

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<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Received by (Please Print Clearly) Donald Johnson B. Date of Delivery 3-5-02</p> <p>C. Signature <i>[Signature]</i> <input type="checkbox"/> Agent <input checked="" type="checkbox"/> Addressee</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p><i>Jerry L Kirby</i> <i>Excel Telecommunications Inc</i> <i>8750 N Central Expressway Ste 2000</i> <i>Dallas TX 75231</i></p>	<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>2. Article Number (Copy from service label) 7099 3220 0002 8483 1624</p>	
<p>PS Form 3811, July 1999 Domestic Return Receipt 102595-00-M-0952</p>	

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<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Received by (Please Print Clearly) L White B. Date of Delivery 3/4/02</p> <p>C. Signature <i>[Signature]</i> <input type="checkbox"/> Agent <input checked="" type="checkbox"/> Addressee</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p><i>Ursula Bradt</i> <i>Kelley Price + Warren LLP</i> <i>8000 Doulos Crescent Dr Ste 200</i> <i>Vienna Va 22182</i></p>	<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input checked="" type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>2. Article Number (Copy from service label) 0102 1110</p>	
<p>PS Form 3811, July 1999 Domestic Return Receipt 102595-00-M-0952</p>	