

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

[Empty rectangular box]

DESCRIPTION

PU-04-423
New Access Communications LLC
Local Exchange
Public Convenience & Nece 04
Filed 8/19/2004 **Closed 11/22/2004**



Public Service Commission
Receipt of Payment

Receipt# 6062

Received 12/21/2004 Check# 8865 for \$140 75
Subject Utility Valuation

Docket # PU-04-423

New Access Communications LLC
310 4th Ave S, Suite 900
Minneapolis MN 55415

APPROVED

MOTION

DATE: 12-1-04
KMF

December 1, 2004

New Access Communications LLC
Local Exchange
Public Convenience and Necessity

Case No. PU-04-423

I move the Commission bill New Access Communications LLC for costs incurred to date in Case No. PU-04-423, New Access Communications LLC, Local Exchange, Public Convenience and Necessity



Public Service Commission

State of North Dakota

COMMISSIONERS

Tony Clark, President
Susan E Wefald
Kevin Cramer

Executive Secretary
Illona A Jeffcoat-Sacco

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

December 1, 2004

Patrick D Crocker
Early Lennon Crocker & Bartosiewicz PLC
900 Comerica Bldg
Kalamazoo MI 49007

RE: Case No. PU-04-423
New Access Communications LLC
Local Exchange
Public Convenience and Necessity

Enclosed is a copy of the statement approved at the December 1, 2004 Public Service Commission meeting for the expenses incurred to date in Case No. PU-04-423.

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

Billing Statement

December 1, 2004

New Access Communications LLC
Local Exchange
Public Convenience and Necessity

Case No. PU-04-423

Bill To:

New Access Communications LLC \$140.75

Expenses Incurred to Date:

Advertising Costs \$140.75

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

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

New Access Communications LLC
Local Exchange
Public Convenience and Necessity

Case No. PU-04-423

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 **22nd day of November, 2004**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Order

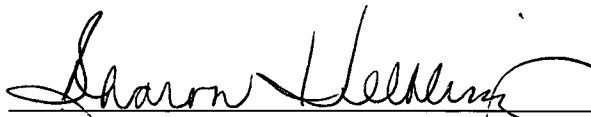
The envelope was addressed as follows

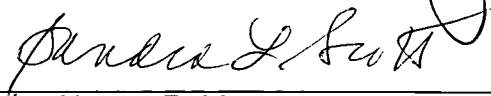
Patrick D Crocker
Early Lennon Crocker & Bartosiewicz PLC
900 Comerica Bldg
Kalamazoo MI 49007
Cert. No. 7003 2260 0001 3517 1330

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

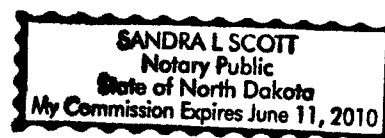
Subscribed and sworn to before me
this **22nd day of November, 2004**.

SEAL





Notary Public





Public Service Commission

State of North Dakota

COMMISSIONERS

Tony Clark, President
Susan E. Wefald
Kevin Cramer

Executive Secretary
Ilona A. Jeffcoat-Sacco

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

November 22, 2004

Patrick D Crocker
Early Lennon Crocker & Bartosiewicz PLC
900 Comerica Bldg
Kalamazoo MI 49007

Dear Mr. Crocker.

On November 18, 2004, the Commission issued Certificate of Public Convenience and Necessity Nos. 5152 thru 5177 to XO New Access Communications LLC to provide local exchange telecommunications services, with facilities, inside the exchanges currently served by Qwest Corporation throughout North Dakota, Case No. PU-04-423.

The original certificates are enclosed for your files.

If you have any questions, please call me at 701-328-4076.

Sincerely,

Sharon Helbling
Public Utilities Division

sdh

Enclosures

APPROVED

MOTION

DATE: 11-18-04

KMF November 18, 2004

**New Access Communications LLC
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-423

I move the Commission adopt the Order approving the application of New Access Communications LLC for certificates of public convenience and necessity to provide telecommunication services in North Dakota.

JRL/sdh

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**New Access Communications LLC
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-423

ORDER

November 18, 2004

On August 19, 2004, New Access Communications LLC. (New Access) of Minneapolis, MN filed an application for certificates of public convenience and necessity to provide facilities-based competitive local exchange telecommunication services in all North Dakota exchanges currently served by Qwest Corporation.

On September 22, 2004, the Commission issued a Notice of Opportunity for Hearing that provided until October 25, 2004 for receiving comments or hearing requests. No comments or requests for hearing have been received. In accordance with North Dakota Century Code chapter 49-03.1 and North Dakota Administrative Code section 69-09-05-11(3), the Commission's notice identified the following issues to be considered in this matter:

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

On October 25, 2004, the Public Service Commission's Director of Accounting filed a memorandum indicating New Access has the financial ability to provide service.

On November 3, 2004, the Commission discussed the issues in this matter with the applicant and Commission staff at an informal hearing.

New Access is a Minnesota Limited Liability Company serving approximately 50,000 customers in 43 states, including North Dakota where New Access serves approximately 2,500 customers and has been registered as a local and long distance reseller since August 30, 2000. New Access seeks to expand its authority in North Dakota to include facilities-based local exchange services using UNE-P purchased from incumbent Qwest Corporation. New Access would combine UNE-P with purchases of resold services to offer basic local service and associated features. New Access has no plans to construct facilities in North Dakota at this time, but may elect to do so in the future.

Exhibit D to the application provides biographical information indicating that New Access' has the managerial ability to provide service.


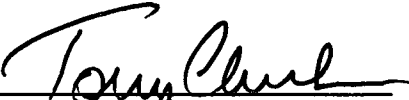

The Commission finds New Access' proposed service adequate.

The Commission finds New Access is fit, able, and has the technical, financial and managerial ability to provide service.

Order

The Commission Orders the application of New Access Communications LLC 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

		
<hr/>	<hr/>	<hr/>
Susan E. Wefald Commissioner	Tony Clark President	Kevin Cramer Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5152

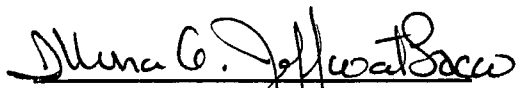
This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, a telecommunications public utility, to provide local exchange telecommunications services inside the Belfield, North Dakota local exchange area.

This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5153

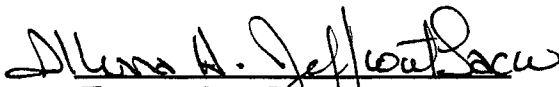
This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, a telecommunications public utility, to provide local exchange telecommunications services inside the Bismarck, North Dakota local exchange area.

This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5154


This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

34 PU-04-423

Certificate # 5154

by Public Service Commission

11/18/2004

CC - Cur

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5155

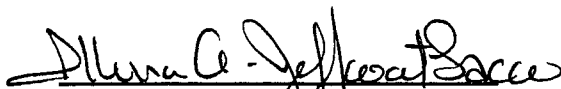
This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, a telecommunications public utility, to provide local exchange telecommunications services inside the Dickinson, North Dakota local exchange area.


This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5156

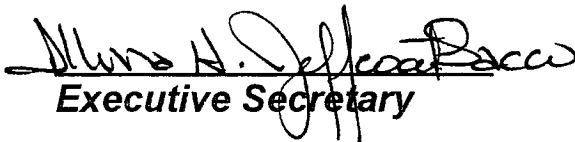
This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, a telecommunications public utility, to provide local exchange telecommunications services inside the Emerado, North Dakota local exchange area.

This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5157


This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5158


This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5159


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

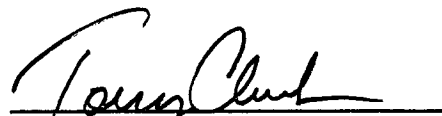
This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5160

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5161


This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5162

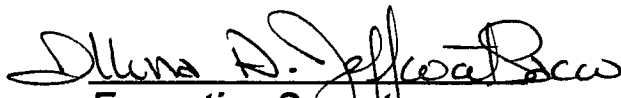
This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, a telecommunications public utility, to provide local exchange telecommunications services inside the Hillsboro, North Dakota local exchange area.

This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5163

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.


Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION



Executive Secretary



Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5164

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5165

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5166

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5167

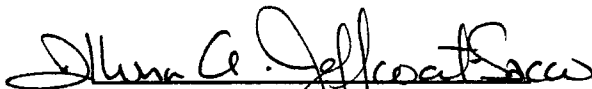
This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, a telecommunications public utility, to provide local exchange telecommunications services inside the Mandan, North Dakota local exchange area.

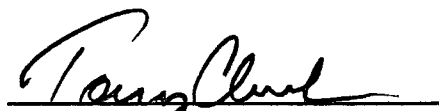
This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5168


This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5169

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5170

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5171


This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5172


This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5173

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5174

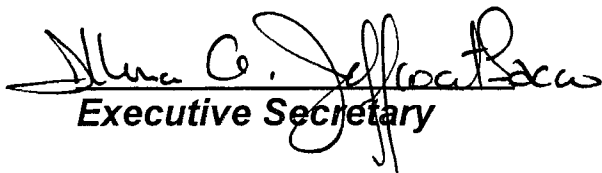
This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, a telecommunications public utility, to provide local exchange telecommunications services inside the Valley City, North Dakota local exchange area.

This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5175


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

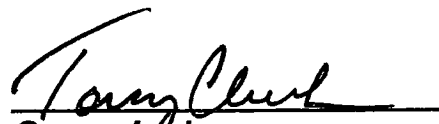
This certificate is issued in Case No. PU-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5176

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5177

This is to certify that public convenience and necessity require, and permission is granted for New Access Communications LLC, 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-04-423 and is conditioned upon New Access Communications LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges and other conditions and limitations noted in the Order dated November 18, 2004.

Bismarck, North Dakota, November 18, 2004.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

North Dakota Public Service Commission
INFORMAL HEARING
November 3, 2004

New Access Communications LLC
Local Exchange
Public Convenience & Necessity

PU-04-423
Filed: 8/19/04

Summary of Proposal: New Access Communications, LLC (New Access) of Minneapolis has filed a second application for certificates of public convenience and necessity to provide competitive local exchange services in all ND exchanges currently served by Qwest Corporation. New Access' withdrew a previous application in Case No. PU-2375-03-126 pending resolution of an Attorney General investigation.

Procedural History: On September 22, 2004, the Commission issued a Notice of Opportunity for Hearing that provided until October 25, 2004 for receiving comments or hearing requests. No response has been received.

Discussion: At the time the previous application was withdrawn, the North Dakota Attorney General was participating in a ten-state investigation of New Access' telemarketing practices. The proceeding was resolved in a May 2004 settlement where New Access agreed to ongoing reporting and other requirements, including payment of approximately \$1 million in restitution and fees. A copy of the Attorney General press release is attached.

No consumer complaints regarding New Access have been recorded in the Commission's consumer contact database since the settlement. There were 12 contacts recorded during the previous year ending May 1, 2004. Prior to that there were 108 contacts recorded since New Access became registered in North Dakota as a local and long distance reseller on August 30, 2000. New Access currently reports approximately 2,500 customers in North Dakota.

New Access is a Minnesota Limited Liability Company serving approximately 50,000 customers in 43 states. New Access seeks to expand its authority in North Dakota to include facilities-based local exchange services using UNE-P purchased from Qwest. New Access would combine UNE-P with purchases of resold services to offer basic local service and associated features. New Access has no plans to construct its own facilities at this time, but may elect to do so in the future. New Access has a local exchange tariff on file with the Commission and does not anticipate filing changes at this time.

Exhibit D to the application provides biographical information indicating that New Access' has the managerial ability to provide service.

A limited staff financial review (see staff memo dated October 25th) indicated that New Access has the financial ability to provide service.

Recommendation: I recommend approval.

Prepared by: Jerry Lein

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW

900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
FAX (269) 381-8822

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HAROLD E FISCHER, JR.
LAWRENCE M BRENTON
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GARY P BARTOSIEWICZ
BLAKE D CROCKER

ROBERT M TAYLOR
RON W KIMBREL
PATRICK D CROCKER
RUSSELL B BAUGH
ANDREW J VORBRICH
TYREN R CUDNEY
STEVEN M BROWN
KRISTEN L GETTING

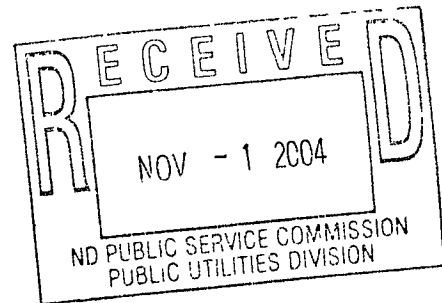
OF COUNSEL
JOHNT PETERS, JR.

THOMPSON BENNETT
(1912-2004)
VINCENT T EARLY
(1922-2001)
JOSEPH J BURGIE
(1926-1992)

October 29, 2004

Illona Jeffcoat-Sacco, Executive Secretary
North Dakota Public Service Commission
600 E. Boulevard Ave., Department 408
Bismarck, ND 58505

RE: New Access Communications LLC
Case No. PU-04-423



Dear Ms Jeffcoat-Sacco:

Enclosed for filing with the Commission, please find an original and seven (7) copies of the *Affidavit of Steven C Clay*.

In addition, enclosed is a duplicate copy of this filing. Please date-stamp the duplicate and return it to me in the enclosed stamped, self-addressed envelope.

Should you have any questions concerning this filing, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
PDC/pas

**PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA**

In the Matter of the Application of)	
New Access Communications LLC)	
for a Certificate of Public Convenience to)	Case No: PU-04-423
Provide Facilities-Based Local Exchange)	
and Exchange Access Services)	

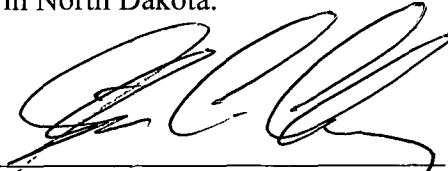
AFFIDAVIT OF STEVEN C. CLAY

Steven C. Clay states as follows:

1. I am the Carrier Services President and General Counsel for New Access Communications LLC.
2. I have personal knowledge of the facts contained herein, except as to the matters stated, to be based upon information and belief, and as to those matters I believe them to be true.
3. New Access Communications LLC (hereinafter “New Access” or “Company”) is located at 801 Nicollet Mall, Suite 350, Minneapolis, MN 55402. New Access is a limited liability company organized under the laws of the State of Minnesota. A copy of the Company’s Articles of Organization is attached to the Application as Exhibit A.
4. New Access is authorized to transact business in the State of North Dakota and is in good standing. A copy of the Certificate of Good Standing from the Secretary of State in North Dakota is attached to the Application as Exhibit B.

5. New Access was previously authorized to provide resold interexchange and local exchange services in North Dakota. New Access is seeking to expand its authority to provide facilities-based local exchange services in the portions of North Dakota served by Qwest. New Access proposes to offer service using a combination of unbundled network elements (“UNE’s”), specifically the unbundled network element platform (“UNE-P”) and resale products purchased from the incumbent local exchange provider. Service will feature basic local lines and associated features (i.e., touch tone dialing, 911 access, and custom calling features).
6. New Access is currently authorized to provide interexchange and local exchange telecommunications services in Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Minnesota, Montana, Nebraska, Nevada, North Dakota, Ohio, Oregon, Pennsylvania, South Dakota, Texas, Virginia, Washington, Wisconsin, and Wyoming.
7. New Access has the financial ability to provide the proposed services. A copy of the Company’s financial statements is attached to the Application as Exhibit C.
8. New Access has extensive managerial, technical and operations experience in the provisioning, marketing and operation of telecommunications facilities. The names and biographies of the Company’s senior management team are attached to the Application as Exhibit D.

9. New Access' qualifications, as set forth in the body of the Application and the supporting Exhibits, demonstrates that New Access has the requisite financial, technical and managerial resources and capabilities to provide UNE-P facilities based local exchange and exchange access services in North Dakota.



Steven C. Clay

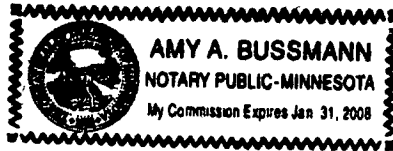
Subscribed and sworn to before me
this 28th day of October, 2004



Notary Public

Sherburne County

My Commission expires:



STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

New Access Communications LLC
Local Exchange
Public Convenience and Necessity

Case No. PU-04-423

AFFIDAVIT OF SERVICE BY ORDINARY MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that:

she is over the age of 18 years and not a party to this action and, on the **25th day of October, 2004**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope with first class postage, fully prepaid, securely sealed and containing a photocopy of

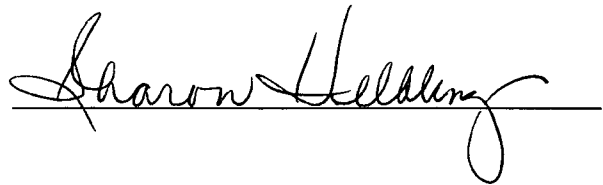
Staff Financial Memo

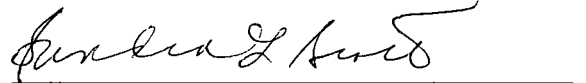
The envelope was addressed as follows

Patrick D Crocker
Early Lennon Crocker & Bartosiewicz PLC
900 Comerica Bldg
Kalamazoo MI 49007

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

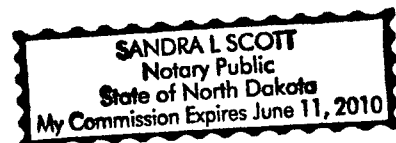
Subscribed and sworn to before me
this **25th day of October, 2004**.





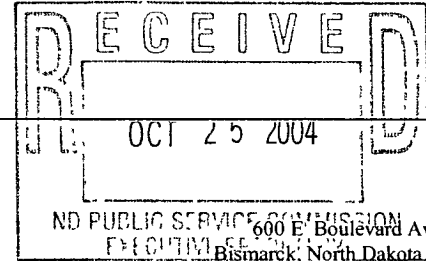
Notary Public

SEAL





Public Service Commission
State of North Dakota



COMMISSIONERS

Tony Clark, President
Susan E Wefald
Kevin Cramer

Executive Secretary
Illona A. Jeffcoat-Sacco

Memorandum

To: Illona Jeffcoat-Sacco, Executive Secretary
From: Mike Diller, Director of Accounting *MD*
Date: October 25, 2004
Re: **New Access Communications LLC**
Facilities-Based Local Exchange PC&N
Case No. PU-04-423

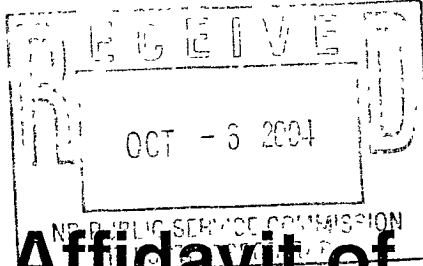
ND PUBLIC SERVICE COMMISSION
600 E. Boulevard Ave Dept 408
Bismarck, North Dakota 58505-0480
web www.psc.state.nd.us
e-mail ndpsc@state.nd.us
TDD 800-366-6888
Fax 701-328-2410
Phone 701-328-2400

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

Staff reviewed the financial information filed by the applicant for the period ending May, 2004, noting stockholder equity of \$4.8 million.

Based on its review, staff concludes that the applicant has access to sufficient capital to provide service in North Dakota.

Staff sees no reason to deny this application and will provide this document to the applicant.



Affidavit of Publication

Colleen Park, being duly sworn, state as follows:

1. I am the designated agent, under the provisions and for the purposes of, Section 31-04-06, NDCC, for the newspapers listed on the attached exhibits.
2. The newspapers listed on the exhibits published the advertisement of:
PSC, New Access - UCI Co, 1 time(s)
as required by law or ordinance.
3. All of the listed newspapers are legal newspapers in the State of North Dakota and, under the provisions of Section 46-05-01, NDCC, are qualified to publish any public notice or any matter required by law or ordinance to be printed or published in a newspaper in North Dakota.

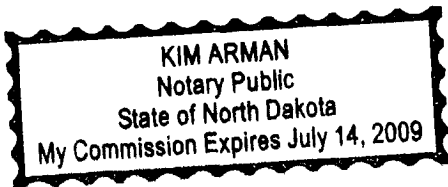
Signed: Colleen Park

State of ND

County of Burleigh

Subscribed and sworn to before me this 5 day of October 20 04.

Kim Arman

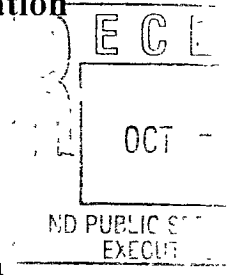
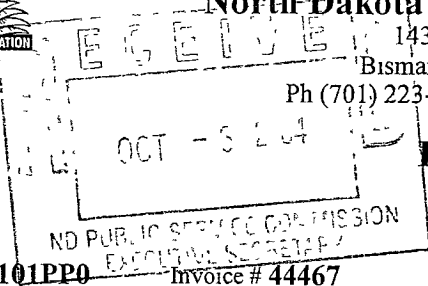


- √6 **PU-04-423** Pages 1
Affidavit of Publication
by North Dakota Advertising Service, Inc
10/06/2004 CC Comm Legal Ilona Jerry Mike
- 6 **PU-04-454** Pages 1
Affidavit of Publication
by North Dakota Advertising Service, Inc
CC Comm Legal Ilona Jerry Mike
- 6 **PU-04-465** Pages 1
Affidavit of Publication
by North Dakota Advertising Service, Inc
10/06/2004 CC Comm Legal Ilona Jerry Mike



North Dakota Newspaper Association

1435 Interstate Loop
Bismarck, ND 58503-0567
Ph (701) 223-6397 • Fax (701) 223-8185



INVOICE

Order **19641-04101PP0** Invoice # **44467**

October 5, 2004

Attn: **ILLONAA. JEFFCOAT-SACCO**
PUBLIC SERVICE COMMISSION
600 E. BOULEVARD AVE.
STATE CAPITOL
BISMARCK, ND 58505

Advertiser **Public Utilities Division**
P O # **PU-04-423, 454, 465**

Voice 701-328-4076

Amount Due **\$422.26**

Amount Paid

Please detach and return this portion with your payment

Public Utilities Division Invoice # 19641-04101PP0-44467 PO# PU-04-423, 454, 465

Ad Size	Rate Type	Rate	Total	Discount (%)	Caption	Page	Run Date
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DAILY

Bismarck Tribune (Bismarck ND)							
65 00	SPR2	0 64	41 60	0 00	New Access - VCI Co		09/29/04
Devils Lake Daily Journal (Devils Lake ND)							
67 00	SPR2	0 63	42 21	0 00	New Access - VCI Co		09/29/04
Dickinson Press (Dickinson ND)							
71 00	SPR2	0 57	40 47	0 00	New Access - VCI Co		09/29/04
Fargo, The Forum (Fargo ND)							
61 00	SPR2	0 71	43 31	0 00	New Access - VCI Co		10/04/04
Grand Forks Herald (Grand Forks ND)							
62 00	SPR2	0 69	42 78	0 00	New Access - VCI Co		09/30/04
Jamestown Sun (Jamestown ND)							
76 00	SPR2	0 54	41 04	0 00	New Access - VCI Co		09/29/04
Minot Daily News (Minot ND)							
77 00	SPR2	0 54	41 58	0 00	New Access - VCI Co		09/29/04
Valley City Times-Record (Valley City ND)							
68 00	SPR2	0 61	41 48	0 00	New Access - VCI Co		09/29/04
Wahpeton Daily News (Wahpeton ND)							
92 00	SPR2	0 51	46 92	0 00	New Access - VCI Co		09/29/04
Williston Herald (Williston ND)							
67 00	SPR2	0 61	40 87	0 00	New Access - VCI Co		09/29/04

Gross Advertising	422 26	Total Misc	0 00	Amount Paid	0 00
Agency Discount		Tax	0 00	Adjustments	0 00
Other Discount	0 00	Total Billed	422 26	Payment Date	
Service Charge	0 00	Unbilled	0 00	Balance Due	422 26

6 PU-04-454 Pages 1

Affidavit of Publication

6 PU-04-423 Pages 1

Affidavit of Publication

by North Dakota Advertising Service, Inc

10/05/2004 CC Comm Legal Illona Jerry Mike

6 PU-04-465 Pages 1

Affidavit of Publication

by North Dakota Advertising Service Inc

10/05/2004 CC Comm Legal Illona Jerry Mike

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**New Access Communications LLC
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-423

**XO Communications Services, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-454

**VCI Company
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-465

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 September, 2004**, she deposited in the United States Mail, Bismarck, North Dakota, **three** envelopes with certified postage, return receipt requested, fully prepaid, securely sealed and each containing a photocopy of:

Notice of Opportunity for Hearing

The envelope was addressed as follows.

Patrick D Crocker
Early Lennon Crocker & Bartosiewicz PLC
900 Comerica Bldg
Kalamazoo MI 49007

Cert. No. 7003 2260 0001 3517 0340

Nicholaus G Leverett
Melissa Smith Conway
Kelley Drye & Warren LLP
1200 123rd St NW Ste 500
Washington D C 20036

Cert. No. 7003 2260 0001 3517 0401

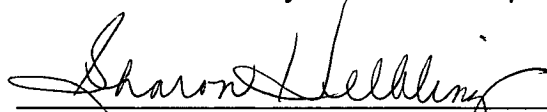
Stacey A Klinzman
Miller Isar Inc
7901 Skansie Ave Ste 240
Gig Harbor WA 98335
Cert. No. 7003 2260 0001 3517 0418


Sharon Helbling further deposes and says that on the **23rd day of September, 2004**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same.

Doug Kinkoph
XO Communications Inc
2 Eastern Oval Ste 300
Columbus OH 43219

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

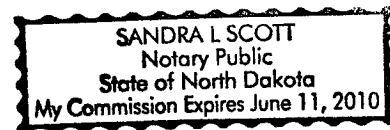
Subscribed and sworn to before me
this **23rd day of September, 2004**





Notary Public

SEAL



STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

New Access Communications LLC
Local Exchange
Public Convenience and Necessity

Case No. PU-04-423

XO Communications Services, Inc.
Local Exchange
Public Convenience and Necessity

Case No. PU-04-454

VCI Company
Local Exchange
Public Convenience and Necessity

Case No. PU-04-465

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 **23rd day of September, 2004**, 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

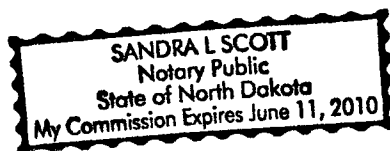
The envelopes were addressed as follows

See Attached List

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

Subscribed and sworn to before me
this **23rd day of September, 2004**

SEAL



Sharon Helbling

Sandra L. Scott

Notary Public

mariep@telcogroupinc.com
Marie Pierre-Paul

wbrudvik@ohnstadlaw.com
William Brudvik

dennis.kelley@reconex.com
Dennis Kelley
1-800-Reconex Inc
2500 Industrial Ave
Hubbard OR 97032

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

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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

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BEK Communications Cooperative
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Steele ND 58482-0230

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

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Compuwiz
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South Lake Tahoe CA 96150

sheba.chacko@btna.com
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Consolidated Telcom

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Paul Schuetzler
Consolidated Telcom
PO Box 1077
Dickinson ND 58601-1077

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Paul Schuetzler
Consolidated Telcom
PO Box 1077
Dickinson ND 58601-1077

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Mary Jane Rasher
DCI Group

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

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Lynn Hankins
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7901 Lowry Blvd
Denver CO 80202

bgipson@vartec.net
Becky Gipson
Excel Telecommunications Inc
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Dallas TX 75235

meredith.gifford@ge.com
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GE Business Productivity Solutions Inc
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Atlanta GA 30339

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Glenn Richards
Glenn Richards
ShawPittman
2300 N St NW

cooperstown@mlgc.com
Ray Brown
Griqqs County Telephone Co
Cooperstown ND 58425

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

carl.billek@corp.idt.net
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IDT America, Corp.
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Newark NJ 07102

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Jamie Kubik
Ignus Inc
P O Box 9202
Fargo ND 58106-9202

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Karen Johnson
Integra Telecom of North Dakota Inc
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Portland OR 97232

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Keith Anderson
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Nome ND 58062-0008

sales@kmavradio.com
KMAV AM/FM RADIO
PO Box 216
Mayville ND 58257-0216

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Orlando FL 32825

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San Francisco CA 94105

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Denver CO 80202

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Gerry Anderson
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Circle MT 59215-0280

rostberg@nemontel.net
Ron Ostberg
Missouri Valley Communications Inc
P O Box 600
Scobey MT 59263-0600

collinsk@mdu.mdures.com
Karen Collins
Montana-Dakota Utilities Co
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Bismarck ND 58501

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

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Dennis Hill
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Mandan ND 58554-0727

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Patti Schaner
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Mandan ND 58554-0727

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Noonan ND 58765

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Robert E Rogers
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Patricia Gisinger
North Dakota Telephone Assoc
PO Box 2614
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Dwight Schmitt
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PO Box 38
Ray ND 58849-0038

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Park River ND 58270-0270

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

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Don Negaard
Pringle and Herigstad P C
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Minot ND 58702-1000

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Suzy Schwandt
Qwest Corporation

kblicke@qwest.com
Kent Blickensderfer
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Bismarck ND 58502-5508

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

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

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Denver CO 80202

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New York NY 10001

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Pamela Harrington
RC Communications Inc
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New Effington SD 57255-0197

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Jeff Olson
Red River Rural Tele Assoc
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Abercrombie ND 58001-0136

jeffolson@rrt.net
Jeff Olson
Red River Telecom Inc
PO Box 136
Abercrombie ND 58001-0136

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

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

shaneh@restel.net
Shane Hart
Reservation Telephone Cooperative
Parshall ND 58770

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

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stevedl@srttel.com
Steve Lysne
SRT Communications Inc
P O Box 2027
Minot ND 58702-2027

christm@srttel.com
Chris Morsefield
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Minot ND 58702-2027

janehp@srttel.com
Jane Petersen
SRT Communications Inc
P O Box 2027
Minot ND 58702-2027

johnar@srttel.com
John Reiser
SRT Communications Inc
P O Box 2027
Minot ND 58702-2027

kimrw@srttel.com
Kim Weydahl
SRT Communications Inc
P O Box 2027
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Marcy Dickerson
State Tax Department
State Capitol
Bismarck ND 58505

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12001 Science Dr Ste 130
Orlando FL 32826

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The Helein Law Group LLP
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McLean VA 22102

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Lenora Hall
U S Geological Survey

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K Vannin
U S Geological Survey

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Jennifer Arnold
U S Link Inc
P O Box 327
Pequot Lakes MN 56472-0327

mspead@universalservice.org
Michael Spead
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Washington DC 20037

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bgipson@vartec.net
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Hazen ND 58545-0467

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Chicago IL 60631

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Paul Ihland
Wolverton Telephone Company
Wolverton MN 56594

Carolyn Fodor
Winstar Communications
21290 Melrose Ave
Southfield MI 48075-7901

Patrick Summers
360networks (USA) inc
867 Coal Creek Cir Ste 160
Louisville CO 80027-4670

ACN Communications Services Inc
32991 Hamilton Ct
Farmington Hills MI 48334

Arch Paging
11437 Valley View Rd
Eden Prairie MN 55344

Jack Medaris
Atlas Communications LTD
P O Box 807
Conshohocken PA 19428-0807

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

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

Murray Barr
Competitive Strategies Group Inc
164 N Euclid Ave
Oak Park IL 60302-2106

Consolidated Communications Networks
Inc
507 S Main
Dickinson ND 58601

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

Ann Faught
Absaraka Co-op Tele Co
Absaraka ND 58002

Advanced Telcom Inc
19 Old Courthouse Sq
Santa Rosa CA 95404-4920

Kimberly Nielsen
AT&T Wireless
7277 164th Ave NE RTC-1
Redmond WA 98052

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

C12 Inc
200 Galleria Pkwy Ste 1200
Atlanta GA 30339

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

Beth Choroser
Comcast Business Communications Inc
1500 Market St
Philadelphia PA 19102

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

Consolidated Telcom
PO Box 1077
Dickinson ND 58601-1077

Contact Communications
937 W Main St
Riverton WY 82501

D D D Calling Inc
6300 Richmond Ave Ste 304
Houston TX 77057

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

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

Dickey Rural Services Inc
P O Box 69
Ellendale ND 58436

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

Evercom Systems Inc
8201 Tristar Dr
Irving TX 75063-2824

Dave Waters
Fairpoint Communications Solutions
521 E Morehead St Ste 250
Charlotte NC 28202-2695

France Telecom Corporate Solutions LLC
2300 Corporate Park Dr Mailstop SPO606
Herndon VA 20171

GLOBCOM INCORPORATED
2100 Sanders Rd Ste 150
Northbrook IL 60062

Covista Inc
1 Mack Ctr Dr
Paramus NJ 07652-3908

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

William Jackson
Dakota Justice
38 8th Ave W
Dickinson ND 58601

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

DSLnet Communications LLC
545 Long Wharf Dr
New Haven CT 06511

Essential.com Inc
5 Bragdon Ln Ste 200
Kennebunk ME 04043

Chere Heintzmann
Extend America Inc
1101 E Front Ave
Bismarck ND 58504-5654

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

Global Tel*Link Corporation
2609 Cameron St
Mobile AL 36607-3104

Granite Telecommunications LLC
234 Copeland St
Quincy MA 02169

Griggs County Telephone Co
Cooperstown ND 58425

Group Long Distance Inc
6600 N Andrews Ave Ste 140
Ft Lauderdale FL 33309

Houlton Enterprises Inc
2201 W Bdwy Ste 1
Council Bluffs IA 51501

HTC Services Inc
P O Box 55
Halstad MN 56548

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

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

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

Intrado Communications Inc
1601 Dry Creek Dr
Longmont CO 80503-6493

David A. Huberman
Intrado Communications Inc
1601 Dry Creek Dr
Longmont CO 80503-6493

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

James Valley Coop Telephone Co
235 E 1st Ave
Groton SD 57445

KMC Telecom V Inc
1545 Rt 206
Bedminster NJ 07921

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

Thomas K Crowe
Law Offices of Thomas K Crowe PC
1250 24th St NW Ste 300
Washington DC 20037

Level 3 Communications LLC
3555 Farnam St
Omaha NE 68131

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

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

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13 E 4th Ave
Ada MN 56510

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Denver CO 80202

Michel Murray
MCI WorldCom Inc
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Denver CO 80202

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

McKenzie Consolidated Telecom LLC
P O Box 1408
Dickinson ND 58602-1408

McLeodUSA
P O Box 3177
Cedar Rapids IA 52406-3177

Midcontinent Communications
410 South Phillips Ave
Sioux Falls SD 57104

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
c/o Onvoy Inc
300 S Hwy 169
Minneapolis MN 55426
Jim Arbury
National Multi Housing Council
1850 M St NW Ste 540
Washington DC 20036

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MITS
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Helena MT 59604-5237

Dave Crothers
NDATC
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Mandan ND 58554-1144

Richard Thronson
Nemont Telephone Cooperative Inc
Scobey MT 59263

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

Bob Edgerly
Nextel West Corp
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Reston VA 20191

Carmine Russo
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Dave Dircks
North Dakota Telephone Company
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Devils Lake ND 58301-0180

NOW Communications Inc
711 S Tejon St Ste 201
Colorado Springs CO 80903

Mary Buley
Onvoy Inc
300 South Highway 169
Minneapolis MN 55426

Brad Van Leur
OrbitCom Inc
1701 N Louise Ave
Sioux Falls SD 57107

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

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

Scott Lee
Protel Advantage Inc
1308 Medora Rd
St. Paul MN 55118-1734

Public Communications Services Inc
11859 Wilshire Blvd Ste 600
Los Angeles CA 90025

QuantumShift Communications Inc
88 Rowland Way Ste 200
Novato CA 94945-5000

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Denver CO 80202

Melissa Thompson
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Denver CO 80202

Qwest Interprise America Inc
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Denver CO 80202

Dean Polkow
RCC Network Inc
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Alexandria MN 56308-2000

Reliant Communications Inc
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Lake Mary FL 32746

Kimberly Nielson
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Legal & External Affairs
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Redmond WA 98052

Sandra Adams
NewPath Holdings Inc
4364 114th St
Des Moines IA 50322
Arthur H Paquette
SNET America Inc
310 Orange St
North Haven CT 06510-1719

ServiSense.com Inc
60 Glacier Dr #3000
Westwood MA 02090-1818

Andrew Jones
Sprint
6391 Sprint Pkwy
Overland Park KS 66251-6100

SRT Communications Inc
P O Box 2027
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Randy Burckhard
SRT Communications Inc
P O Box 2027
Minot ND 58702-2027

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

Tel Tech Inc
1300 W 57th St Ste G204
Sioux Falls SD 57108-2885

Jack Medaris
Telco Partners Inc
P O Box 807
Conshohocken PA 19428-0807

William Staycoff
Telcom Billing Services Inc
2989 Brookdale Dr
Brooklyn Park MN 55444

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

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

Jonathan Marashlian
The Helein Law Group P C
8180 Greensboro Dr Ste 700
McLean VA 22102

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

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

United Communications HUB Inc
10390 Commerce Ctr Dr Ste 250
Rancho CA 91730-5860

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

Kenneth Carlson
United Telephone Mut Aid Corp
Langdon ND 58249

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

Dennis Houston
Universal Network Services of ND
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Orange CA 92867

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Moorhead MN 56560

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1600 Viceroy Dr
Dallas TX 75235

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

David Armev
Verizon Communications
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Irving TX 75038

Molli Harper
Verizon Wireless
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Greenwood Village CO 80111

West River Coop Telephone Co
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Bison SD 57620-0039

Darrell Henderson
West River Coop Telephone Company
PO Box 39
Bison SD 57620-0039

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

Mick Grosz
West River Telecomm Coop
PO Box 467
Hazen ND 58545-0467

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

WTC Competitive Services Inc
P O Box 129
Wolverton MN 56594

XO Network Services Inc
11111 Sunset Hills Rd
Reston VA 20190

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

Helbling, Sharon D.

From: Helbling, Sharon D
Sent: Thursday, September 23, 2004 7 52 AM
To: ndna (ndna)
Subject: Attached Notice of Opportunity for Hearing

Colleen Park
North Dakota Newspaper Association

Colleen:

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

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

If you have any questions, call me at 328-4076, or e-mail

Thank you.

Sharon Helbling
Public Utilities Division



**1.doc (39
KB)**

MOTION

September 22, 2004

APPROVED

DATE: 9-22-04
KMF

**New Access Communications LLC
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-423

**XO Communications Services, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-454

**VCI Company
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-465

I move the Commission issue a Notice of Opportunity for Hearing in the captioned applications for certificates of public convenience and necessity to provide telecommunication services in North Dakota.

JRL/sdh

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**New Access Communications LLC
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-423

**XO Communications Services, Inc.
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-454

**VCI Company
Local Exchange
Public Convenience and Necessity**

Case No. PU-04-465

NOTICE OF OPPORTUNITY FOR HEARING

September 22, 2004

On August 19, 2004, New Access Communications LLC. of Minneapolis, MN filed an application for certificates of public convenience and necessity to provide facilities-based competitive local exchange telecommunication services in all North Dakota exchanges currently served by Qwest Corporation.

On September 1, 2004, XO Communications Services, Inc. of Reston, VA filed an application for a certificate of public convenience and necessity to provide facilities-based competitive local exchange telecommunication services throughout North Dakota.

On September 3, 2004, VCI Company of Lakewood, WA filed an application for certificates of public convenience and necessity to provide facilities-based competitive local exchange and interexchange telecommunication services throughout North Dakota.

The issues to be considered in these matters are:

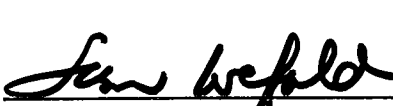

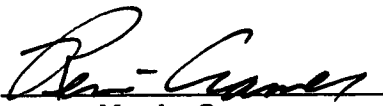
1. Fitness and ability of the applicant to provide service.
2. Adequacy of the proposed service.
3. Technical, financial and managerial ability of the applicant to provide service.

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 **October 25, 2004**. 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 Illona Jeffcoat-Sacco, Executive Secretary.

PUBLIC SERVICE COMMISSION

		
Susan E. Wefald Commissioner	Tony Clark President	Kevin Cramer Commissioner

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW

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FAX (269) 381-8822

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MICHAEL D O'CONNOR
HAROLD E FISCHER, JR.
LAWRENCE M BRENTON
GORDON C MILLER
GARY P BARTOSIEWICZ
BLAKE D CROCKER

ROBERT M TAYLOR
RON W KIMBREL
PATRICK D CROCKER
RUSSELL B BAUGH
ANDREW J VORBRICH
TYREN R CUDNEY
STEVEN M BROWN
KRISTEN L GETTING

OF COUNSEL
THOMPSON BENNETT
JOHN T PETERS, JR

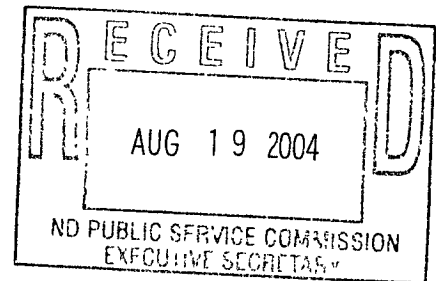
VINCENT T EARLY
(1922-2001)
JOSEPH J BURGIE
(1926 1992)

August 18, 2004

Executive Secretary
North Dakota Public Service Commission
600 E Boulevard Ave., Department 408
Bismarck, ND 58505

RE: New Access Communications LLC

Dear Sir or Madam:



Enclosed for filing with the Commission, please find an original and seven (7) copies of the *Application for a Certificate of Public Convenience to Provide Facilities-based Local Exchange and Exchange Access Services* for the above captioned company.

In addition, enclosed is a duplicate copy of this letter. Please date-stamp the duplicate and return it to me in the enclosed stamped, self-addressed envelope.

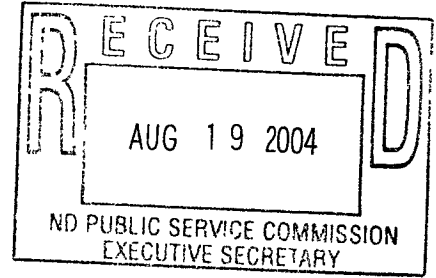
Should you have any questions concerning this filing, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
PDC/pas

**PUBLIC SERVICE COMMISSION
STATE OF NORTH DAKOTA**



In the Matter of the Application of)
New Access Communications LLC) Docket No:
for a Certificate of Public Convenience to)
Provide Facilities-Based Local Exchange)
and Exchange Access Services)

**APPLICATION FOR A CERTIFICATE OF PUBLIC
CONVENIENCE TO PROVIDE FACILITIES-BASED
LOCAL EXCHANGE AND EXCHANGE ACCESS SERVICES**

Pursuant to the provisions of North Dakota Administrative Code § 69-09-05-11, New Access Communications LLC ("Applicant") respectfully requests a Certificate of Public Convenience and Necessity authorizing it to provide facilities-based local exchange and exchange access service throughout the QWEST service areas in the State of North Dakota. Applicant was previously authorized to provide resold interexchange and local exchange services on August 30, 2000. Applicant seeks to expand its authority to include the provision of facilities-based local exchange services. Facilities will be limited to those necessary to offer unbundled network element platform ("UNE-P") services from the incumbent local exchange carrier ("ILEC"). In support of this Application, Applicant states as follows:

I. INTRODUCTION

Applicant seeks certification for authority to provide facilities-based local exchange services in those portions of the state that are served by Qwest. Granting this Application is in the public interest and it will enable Applicant to extend to North Dakota customers the benefits of competitive supply, increased choice and market sensitive prices. This Application and its associated Exhibits demonstrate that Applicant possesses sufficient technical, financial and managerial resources and that Applicant has the ability to provide the local exchange telecommunications services requested.

Any inquiries regarding this Application and copies of all pleadings, correspondence, and orders in this matter should be delivered to:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
TEL (269) 381-8844
FAX (269) 381-8822

II. FACTS

1. Applicant's complete name is New Access Communications LLC. Applicant's headquarters is located at 801 Nicollet Mall, Suite 350, Minneapolis, MN 55402.

2. Applicant is a limited liability company organized under the laws of the State of Minnesota. A copy of Applicant's Articles of Organization is attached hereto as **Exhibit A**.

4. Applicant is authorized to do business in the State of North Dakota and is in good standing. A copy of Applicant's Certificate of Authority to Transact Business in North Dakota is attached hereto as **Exhibit B**.

III. FITNESS TO PROVIDE THE SERVICE

Applicant has extensive managerial, technical and operations experience in the provisioning, marketing and operation of telecommunications facilities and serves in North Dakota.

A. Financial Fitness

A copy of Applicant's financial report is attached hereto as **Exhibit C**. This report contains the most recent financial statements for Applicant and demonstrates that Applicant is financially qualified to provide local exchange service in its proposed service territory.

B. Managerial Fitness

Applicant has an excellent senior management team, having extensive experience and competence in telephone engineering, operations and marketing. Applicant attaches hereto as **Exhibit D** the names and biographies of Applicant's senior management team.

IV. DESCRIPTION OF SERVICES TO BE PROVIDED

A. Competitive Services

Applicant proposes to offer local exchange telecommunications service to customers throughout the state of North Dakota utilizing combinations of unbundled network elements ("UNEs"), specifically the unbundled network element platform ("UNE-P"), and resale products purchased from the incumbent local exchange provider. Service will feature basic local lines and associated features (i.e., touch tone dialing, 911 access, and custom calling features). The Applicant has no plans at this time to construct facilities or install network-switching equipments. As its market presence grows, Applicant may re-evaluate its network configuration and undertake alternative plans, possibly to include the purchase of switching and transmission facilities.

B. Universal Service

Applicant acknowledges its obligation to aid in attaining the goal of universal local service, to the extent non-discriminatory, competitively neutral universal funding mechanisms are established by the Commission. The goal will be to bring a full range of competitive telecommunication choices to consumers in the state of North Dakota. Approval of this Application will not in any way adversely affect universal service in the service areas for which authority is granted.

C. Filing of Tariffs

Applicant is currently authorized to provide local exchange service on a resold basis, and has approved tariffs on file with the Commission. No tariff change is necessary at this time for the provision of facilities-based services.

V. RELIEF SOUGHT

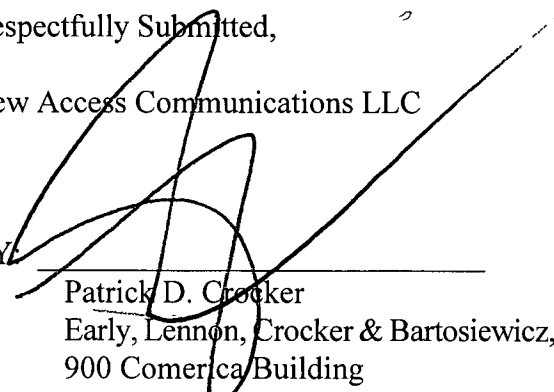
Applicant's qualifications, as set forth in the body of this Application and the supporting Exhibits, clearly demonstrate that Applicant has the requisite financial, technical and managerial resources and capabilities to provide UNE-P facilities based local exchange and exchange access service.

WHEREFORE, New Access Communications LLC respectfully requests that the Commission grant it a certificate of public convenience to provide facilities-based local exchange and exchange access service throughout the QWEST service areas in the State of North Dakota subject to the conditions described herein.

Respectfully Submitted,

New Access Communications LLC

BY

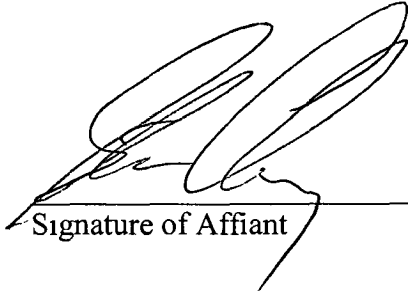


Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007
(269) 381-8844 (Telephone)
(269) 381-8822 (Facsimile)

OATH

STATE OF Minnesota)
)
COUNTY OF Hennepin) SS

Steven C. Clay, being duly sworn, states that he files this Application as Carrier Services President and General Counsel of New Access Communications LLC; that, in such capacity, he is qualified and authorized to file and verify such Application; that he has carefully examined all the statements and matters contained in the Application; and that all such statements made and matters set forth therein are true and correct to the best of his knowledge, information and belief. Affiant further states that the Application is made in good faith, with the intention of presenting evidence in support thereof in every particular.



Signature of Affiant

Subscribed and sworn to before me, a
Notary Public in and for the State and
County named above, this 12th day
of August, 2004

Elizabeth A. Husman
(SEAL) _____ Notary Public

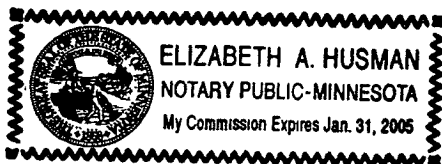


EXHIBIT A

Articles of Organization

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

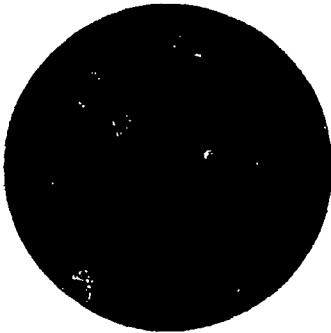
This limited liability company is now legally organized under the laws of Minnesota.

Name: IMS Direct LLC

Charter Number: 16766-LLC

Chapter Formed Under 322B

This certificate has been issued on 05/25/2000.



Mary Kiffmeyer
Secretary of State

16766-LLC

**ARTICLES OF ORGANIZATION
OF
IMS DIRECT LLC**

The undersigned, being of full age and for the purpose of forming a limited liability company for general business purposes under Chapter 322B of the Minnesota Statutes, does hereby adopt the following Articles of Organization:

**Article 1
Name**

The name of this limited liability company is IMS Direct LLC. *pl*

**Article 2
Registered Office**

The address of the registered office of this limited liability company is 510 Marquette Avenue South, Suite 206, Minneapolis, Minnesota 55402. —

**Article 3
Period of Existence**

Unless dissolved earlier in accordance with law, this limited liability company will have perpetual existence.

**Article 4
Organizer**

The name and address of the sole organizer of this limited liability company is Alice E. Campbell, 3400 City Center, 33 South Sixth Street, Minneapolis, Minnesota 55402. —

**Article 5
Preemptive Rights Prohibition**

The members of this limited liability company shall have no preemptive rights as described in Minnesota Statutes Section 322B.33 or any successor thereto.

**Article 6
Cumulative Voting**

The members of this limited liability company shall have no rights of cumulative voting as described in Minnesota Statutes Section 322B.63 or any successor thereto.

054598

Article 7
Limitation of Liability of Governors

A governor of this limited liability company shall not be personally liable to this limited liability company or its members for monetary damages for breach of fiduciary duty as a governor, except for liability (i) based on a breach of the governor's duty of loyalty to this limited liability company or its members; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 322B.56 or Section 80A.23 of the Minnesota Statutes; or (iv) for any transaction from which such governor derived an improper personal benefit. If Chapter 322B of the Minnesota Statutes is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of this limited liability company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Chapter 322B of the Minnesota Statutes, as amended. Any repeal or modification of this Article by the members of this limited liability company shall be prospective only and shall not adversely affect any limitation on the personal liability of a governor of this limited liability company existing at the time of such repeal or modification.

Article 8
Actions by Written Consent

Any action which is required or permitted to be taken by the governors of this limited liability company at a meeting and which does not require the approval of the members may be taken by written action signed by the number of governors that would be required to take the same action at a meeting at which all governors were present. However, if the action is one which must be approved by the members, such action may be taken only by written action signed by all of the governors then in office. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed by members who possess the voting power that would be required to take the same action at a meeting of the members at which all members were present.


IN WITNESS WHEREOF, the undersigned has set her hand this 25th day of May, 2000.

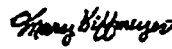


Alice E. Campbell
Organizer

JP 701433 v1s1

STATE OF MINNESOTA
FILED .

MAY 25 2000 


Secretary of State

ARTICLES OF AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
IMS DIRECT LLC

16766-LLC

I, the undersigned President of IMS Direct LLC, a Minnesota limited liability company, do hereby certify that an Amendment to the Articles of Organization to change the name of the company was approved by written action of all the Members pursuant to Minnesota Statutes Section 322B.16 and Section 322B.35, as follows:

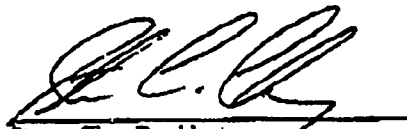
RESOLVED, That the Articles of Organization of this LLC be amended as follows:

Article 1
Name

The name of this limited liability company is New Access Communications LLC. *—pc*

FURTHER RESOLVED, That Steven Clay, the President of this limited liability company, be, and hereby is, authorized and directed to make and execute Articles of Amendment embracing the foregoing resolution and to cause such Articles of Amendment to be filed with the office of the Secretary of State of the State of Minnesota.

Executed as of June 28, 2000.


Steven Clay, President
GP:78143 v1a10

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUN 28 2000 *pc*

Mary Hoffinger
Secretary of State

058318

16766-LLC

CONSENT TO USE OF NAME
Office of the Secretary of State
Business Services Division
180 State Office Building
St. Paul MN 55115

- 1. Desired Name: New Access Communications Inc.
- 2. Conflicting Name: New Access Communications LLC
Address 510 Marquette Avenue South, Suite 206, Minneapolis, Minnesota 55402

Please have this portion completed by the holder of the conflicting name:

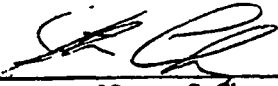
I hereby consent to the use of the desired name by:

Name: New Access Communications Inc.

Address: 510 Marquette Ave.S., Suite 206, Minneapolis, Minnesota 55402

X unconditionally
— with the following conditions (which I acknowledge must be privately enforced)

I, the undersigned, certify that I am authorized to sign this consent, and further certify that I understand that by signing this consent I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this consent under oath.

Signed: 
Signature of Steven C. Clay
President of New Access Communications LLC

FOR USE BY SECRETARY OF STATE

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JAN 11 2001

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Secretary of State

16766-LLC

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF MERGER

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that, the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate, and the qualification of the individual merging entities to do business in Minnesota is terminated on the effective date of this merger

Merger Filed Pursuant to Minnesota Statutes, Chapter: 322B

State of Formation and Names of Merging Entities:

**MN: NEWTEL EUROPE MERGER COMPANY LLC
MN: NEW ACCESS COMMUNICATIONS LLC**

State of Formation and Name of Surviving Entity:

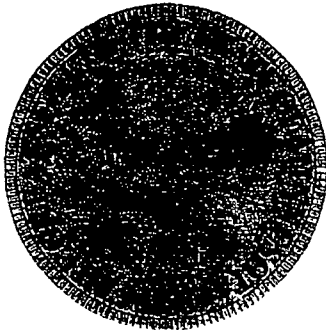
MN: NEW ACCESS COMMUNICATIONS LLC

Effective Date of Merger: January 31, 2001

Name of Surviving Entity After Effective Date of Merger:

NEW ACCESS COMMUNICATIONS LLC

This certificate has been issued on January 31, 2001



Mary Kiffmeyer
Secretary of State

16766-LLC

ARTICLES OF MERGER
OF
NEWTEL EUROPE MERGER COMPANY LLC
WITH AND INTO
NEW ACCESS COMMUNICATIONS LLC

THESE ARTICLES OF MERGER are made pursuant to Minnesota Statutes, Section 322B.73, and incorporate the Agreement and Plan of Merger attached as Exhibit A (the "Plan of Merger") New Access Communications LLC, a Minnesota limited liability company (the "Surviving Company"), and NewTel Europe Merger Company LLC, a Minnesota limited liability company (the "Merged Company"), hereby certify as follows:

Article I
Board Approval

1.1) Approval by the Board of the Surviving Company. The Plan of Merger was approved on January 31, 2001 by the Board of Governors of the Surviving Company pursuant to Minnesota Statutes, Section 322B.72, Subd. 1.

1.2) Approval by the Board of the Merged Company. The Plan of Merger was approved on January 31, 2001 by the Board of Governors of the Merged Company pursuant to Minnesota Statutes, Section 322B.72, Subd. 1.


Article II
Member Approval

2.1) Approval by the Members of the Surviving Company. The Plan of Merger was approved on January 31, 2001 by the members of the Surviving Company pursuant to Minnesota Statutes, Section 322B.72, Subd. 2

2.2) Approval by the Sole Member of the Merged Company. The Plan of Merger was approved on January 31, 2001 by the sole member of the Merged Company pursuant to Minnesota Statutes, Section 322B.72, Subd. 2.

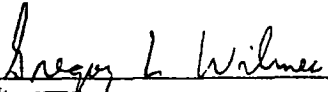
NEWTEL EUROPE MERGER COMPANY LLC

Dated: January 31, 2001

By 
Its: Pres.

NEW ACCESS COMMUNICATIONS LLC

Dated: January 31, 2001

By 
Its: CIO

**AGREEMENT
AND
PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is effective as of January 31, 2001 (the "Effective Date"), by and among NewTel Europe LLC, a Minnesota limited liability company ("NewTel"), NewTel Europe Merger Company LLC, a Minnesota limited liability company and a wholly-owned subsidiary of NewTel ("NTEM"), and New Access Communications LLC, a Minnesota limited liability company ("New Access")

Background

The Board of Governors of NewTel, NTEM and New Access deem it advisable for the mutual benefit of NewTel, NTEM and New Access and their respective members that New Access acquire NTEM by the Merger of NTEM with and into New Access under the terms and conditions hereinafter set forth (the "Merger").

Agreement

In consideration of the premises and the agreements herein contained, the parties agree as follows.

**Article I
The Merger**

NTEM shall be merged into New Access, and the existence of NTEM as a limited liability company shall cease and New Access shall continue as the surviving limited liability company (the "Surviving Company"). The Surviving Company shall become the owner, without other transfer, of all the rights and properties of NTEM, and the Surviving Company shall become subject to all the debts and liabilities of NTEM in the same manner as if the Surviving Company had itself incurred them.

**Article II
Effective Time of the Merger**

The Merger shall be effective upon the later of: (a) filing of Articles of Merger with the Secretary of State of Minnesota or January 31, 2001 (the "Effective Time"). In each state where the approval of such state's Public Utility Commission or other similar regulatory authority is required as a result of the Merger but has not been obtained by the Effective Time, the Surviving Company shall not do business in such state until such required approval has been obtained

Article III
Articles of Organization

The Articles of Organization of the Surviving Company as of the Effective Time shall be the Articles of Organization of the Surviving Company after the Merger.

Article IV
Bylaws; Registered Office

The Bylaws of the Surviving Company as of the Effective Time shall be the Bylaws of the Surviving Company after the Merger. The registered office of the Surviving Company after the Merger shall be at 510 Marquette Avenue South, Suite 206, Minneapolis, Minnesota 55402.

Article V
Governors and Officers

The Board of Governors of the Surviving Company in office as of the Effective Time shall remain the Board of Governors of the Surviving Company after the Merger until their respective successors shall have been duly elected and qualified. Subject to the authority of the Board of Governors as provided by law and the Bylaws of the Surviving Company, the executive officers of the Surviving Company as of the Effective Time shall remain the executive officers of the Surviving Company after the Merger. The Board of Governors of NTEM and the executive officers of NTEM holding office as of the Effective Time shall be deemed to have resigned effective as of the Effective Time.

Article VI
Conversion of Membership Interests and Warrants

At the Effective Time, without any further action on the part of NTEM, the Surviving Company or their members.

6.1) NTEM Membership Interests. Each membership interest of NTEM, issued and outstanding immediately prior to the Effective Time, shall cease to be outstanding and shall be converted into one membership interest of the Surviving Company

6.2) Surviving Company's Membership Interests. Each membership interest of the Surviving Company, issued and outstanding immediately prior to the Effective Time, shall be converted and exchanged for one membership interest of NewTel multiplied by the Exchange Rate (as that term is defined in Section 6.4). No fractional membership interests of NewTel shall be issued as a result of the Merger. In lieu of such fractional membership interests, the number of membership interests of NewTel issued in connection with the Merger shall be rounded up to the next whole number. Such NewTel membership interests in all respects be subject to, and the owners thereof shall in all respects be bound by, the Articles of

Organization, Bylaws and Member Control Agreement of NewTel, as the same exists on the date of exchange and as they may be amended from time to time

6.3) Surviving Company's Warrants. Each unexpired and unexercised warrant to purchase membership interests of the Surviving Company (a "New Access Warrant") shall be automatically converted into a warrant to purchase a number of membership interests of NewTel (a "NewTel Warrant") equal to the number of membership interests of the Surviving Company that could have been purchased (assuming full vesting) under such New Access Warrant multiplied by the Exchange Rate (rounded to the nearest whole number of membership interests of NewTel) at an exercise price per NewTel membership interest equal to the exercise price per the Surviving Company membership interest contained in the New Access Warrant divided by the Exchange Rate (rounded to the nearest whole cent). Such NewTel Warrants shall otherwise be subject to the same terms and conditions as the New Access Warrants

6.4) Exchange Rate. Each Unit of membership interest of the Surviving Company issued and outstanding immediately prior to the Effective Time shall be converted and exchanged for 22 69348 NewTel Units of membership interests (the "Exchange Rate").

Article VII Conditions Precedent to Merger

The respective obligations of each party to effect the Merger shall be subject to the fulfillment, at or prior to the Effective Time, that this Agreement has been duly approved by the requisite vote of the members of New Access and NTEM in accordance with the Minnesota Limited Liability Act as well as the applicable Articles of Organization and Bylaws, as amended, of each such company

Article VIII Termination of Merger

This Agreement may be terminated at any time prior to the Effective Time, whether before or after any approval of the matters presented in connection with the Merger by the members of New Access or NTEM, by mutual written consent of the parties hereto.


Article IX General Provisions

This Agreement shall be binding upon and shall inure to the benefit of the parties and their respective successors and assigns. This Agreement shall not be assigned without the prior written consent of the other parties. For the convenience of the parties and to facilitate the execution of this Agreement, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument. The headings of Articles hereunder are for convenience and reference only, and shall not be deemed a part of this Agreement. No delay or failure on the part of any party hereto to exercise any right,

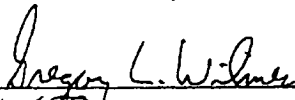
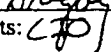
power or privilege hereunder shall operate as a waiver thereof, nor shall any waiver on the part of any party hereto of any right, power or privilege hereunder. This Agreement sets forth the parties' final and entire agreement with respect to its subject matter and supersedes any and all prior understandings and agreements. This Agreement shall not be modified or amended in any fashion except by an instrument in writing signed by the parties. All representations, warranties, covenants and agreements of the parties contained in this Agreement, or in any instrument, certificate, exhibit or other writing provided for in it, shall survive the execution of this Agreement and the consummation of the transactions contemplated herein. This Agreement shall be governed by and construed in accordance with the laws of the State of Minnesota (without regard to principles of conflicts of laws) applicable to contracts made and to be performed within such state.

The parties hereto have caused this Agreement to be duly executed as of the Effective Date


NewTel Europe LLC

By: 
Its: _____

New Access Communications LLC

By: 
Its: 

NewTel Europe Merger Company LLC

By: 
Its: _____

GP 760428 v6

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

Jan 31 2001

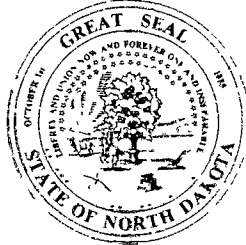

Secretary of State 

EXHIBIT B

Certificate of Authority to Transact Business

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

NEW ACCESS COMMUNICATIONS LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that NEW ACCESS COMMUNICATIONS LLC, a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on August 7, 2000, and according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY.

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

NEW ACCESS COMMUNICATIONS LLC

Issued: August 17, 2004

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

Alvin A. Jaeger
Secretary of State

EXHIBIT C

Financial Statements

NEW ACCESS COMMUNICATIONS LLC
INCOME STATEMENT
For the 5 Months Ending May 2004

TOTAL NET REVENUE	<u>14,701,429</u>
TOTAL COST OF SALES	<u>7,785,428</u>
GROSS MARGIN	<u>6,916,001</u>
TOTAL OPERATING EXPENSES	<u>5,734,795</u>
Late Charges and NFS Fees	
Interest Expense	92,124
Amortization Expense	300,157
Other Income	(88,130)
Interest Income	<u>(9,008)</u>
TOTAL NON-OPERATING EXPENSES	295,142
Pre Tax Net Income	886,064
Income Tax	0
NET INCOME / (LOSS)	<u><u>886,064</u></u>

NEW ACCESS COMMUNICATIONS LLC
BALANCE SHEET
May 2004

ASSETS

CURRENT ASSETS

Petty Cash	152
Wells Operating Account	1,496,438
Wholesale Lockbox account	906,564
Accounts Receivable	5,297,495
Allowance for Doubtful Account	(3,507,210)
Unbilled Receivable	566,503
Other Receivables	430,429
Notes Receivable	167,000
Interest Receivable	0
Prepaid Expenses	54,858
Employee Advances	0
Agent Advances Receivables	4,682,997
Allowance for Doubtful Account Agent	(732,500)
Premium on Agent Advances	0

TOTAL CURRENT ASSETS 9,362,727

NET FIXED ASSETS 116,204

TOTAL OTHER ASSETS 2,526,737

TOTAL ASSETS 12,005,668

LIABILITIES

CURRENT LIABILITIES

TOTAL CURRENT OPERATING LIABILITIES 6,650,718

NOTES AND ADVANCES

RFC Loan	540,774
Notes Payable	3,275,000
Notes Payable - NewTel Holdings	(3,275,000)
Capital Leases Payable	2,399

NOTES AND ADVANCES 543,174

TOTAL MEMBERS' EQUITY 4,811,776

TOTAL LIABILITIES & EQUITY 12,005,668

EXHIBIT D

Management Resumes

MANAGEMENT TEAM

NEW ACCESS COMMUNICATIONS LLC has assembled a strong senior management team with experience in the telecommunications market. Each individual brings a successful background, an entrepreneurial drive and a unique perspective based on experience in a variety of industries. Following are summaries of the backgrounds of key individuals.

Gregory Wilmes, Chief Executive Officer

Mr. Wilmes served as the general manager of NewTel Comunicaciones España, S L, a long distance reseller based in Madrid, Spain, from January 1999 through May 2000. He was engaged in the private practice of law at his own firm in the Twin Cities, practicing primarily in the securities arbitration and appellate advocacy areas, from 1996 to 1998. Mr. Wilmes was a founding partner in the law firm of Briol & Wilmes, and practiced primarily in the commercial litigation and securities arbitration areas from 1988 to 1996. Mr. Wilmes received a B S degree from Mankato State University in Political Science (1977, *summa cum laude*), and a Juris Doctorate from the William Mitchell College of Law (1981, *magna cum laude*). Mr. Wilmes co-founded New Access in June 2000.

Steven Clay, Carrier Services President & General Counsel

Mr. Clay spent the previous five years as founder and chief executive of a specialized law practice providing legal services primarily to the telecommunications industry. His law practice focused on certification and tariff issues at the state and local level, regulatory and tax issues, and consumer protection issues. Mr. Clay's client list included privately-held and public companies including long distance resellers, CLECs, Internet Service Providers, debit card providers and other telecommunications entities. Prior to attending law school, Mr. Clay worked in the marketing department of a software company which provided sophisticated accounting, billing and time management software to the legal industry. He is experienced in regulatory compliance issues, intellectual property issues, contracts and other areas of transactional law. Mr. Clay received a B A in Organizational Management from Gustavus Adolphus College and a J.D. *cum laude* from the University of Minnesota Law School, where he was an Associate Managing Editor of the Minnesota Law Review. His law review Note, Starstruck: The Overextension of Celebrity Publicity Rights in State and Federal Courts, was published in Volume 79 of the Minnesota Law Review (79 Minn. L. Rev. 485 (1994)). Mr. Clay co-founded New Access in June 2000.

PU-04-423

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3 Also complete item 4 if Restricted Delivery is desired
- Print your name and address on the reverse so that we can return the card to you
- Attach this card to the back of the mailpiece, or on the front if space permits

1 Article Addressed to

Patrick D Crocker
 Early Lender Crocker Bartosiewicz
 900 Commerica Bldg
 Kalamazoo MI 49007

2 Article Number
 (Transfer from service label)

7003 2260 0001 3517 0340

COMPLETE THIS SECTION ON DELIVERY

A Signature Agent
 Addressee

B Received by (Printed Name) C Date of Delivery
 Jack Peterman 9-28-04

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 COD

4 Restricted Delivery? (Extra Fee) Yes