

DIVIDER

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

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DESCRIPTION

PU-05-32
CommPartners, LLC
Local Exchange/Interexchange
Public Convenience & Nece
Filed 1/14/2005 Closed 4/21/2005

05



Public Service Commission
Receipt of Payment

Receipt# 6252

Received 5/17/2005 Check# 1364 for \$145 54
Subject Utility Valuation

Docket # PU-05-32

CommPartners, LLC
3291 No. Buffalo Drive, Suite 8
Las Vegas NV 89129

19 PU-05-32

Pages 1

Receipt# 6,252 \$145 54

by CommPartners, LLC

05/17/2005

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-32

AFFIDAVIT OF SERVICE BY CERTIFIED AND ORDINARY MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that

she is over the age of 18 years and not a party to this action and, on the **21st day of April, 2005**, 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

Kristopher W Twomey
LOKT Consulting
1519 E 14th St Ste A
San Leandro CA 94577
Cert. No. 7003 2260 0001 3517 9824

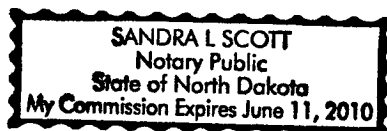
Sharon Helbling further deposes and says that on the **21st day of April, 2005**, she deposited in the United States Mail, Bismarck, North Dakota, **one** envelope by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same

David S Clark President
CommPartners LLC
3291 N Buffalo Dr Ste 8
Las Vegas NV 89129-7437

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

Subscribed and sworn to before me
this **21st day of April, 2005**

SEAL



Sharon Helbling

Sandra L Scott

Notary Public

18 PU-05-32

Pages 1

Affidavit of Service

by Public Service Commission

04/21/2005

CC Comm Legal Ilona Jerry Mike



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

April 20, 2005

Kristopher W Twomey
LOKT Consulting
1519 E 14th St Ste A
San Leandro CA 94577

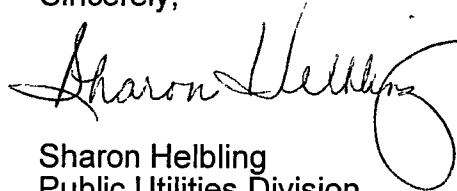
Dear Mr. Twomey:

On April 20, 2005, the Commission issued Certificate of Public Convenience and Necessity Nos. 5238 and 5239 to CommPartners, LLC to provide local exchange and interexchange telecommunications services, with facilities, throughout North Dakota, Case No. PU-05-32.

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: 4-20-05
KMF

April 20, 2005

**CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity**

Case No. PU-05-32

I move the Commission adopt the Order in the captioned application for certificates of public convenience and necessity to provide telecommunication services in North Dakota

AB/sdh

**STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity**

Case No. PU-05-32

ORDER

April 20, 2005

On January 14, 2005, CommPartners, LLC (CommPartners) of Las Vegas NV filed an application for certificates of public convenience and necessity to provide facilities-based competitive local exchange and facilities-based interexchange telecommunications services throughout North Dakota

On February 9, 2005 the Commission issued a Notice of Opportunity for Hearing that provided until March 14, 2005 for receiving comments or hearing requests. 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 February 11, 2005 the Rural Telephone Company Group (RTCG) filed comments requesting limitations to preserve the rural exemption under 47 U.S.C. section 251(f). RTCG stated it did not oppose the application and was not requesting a hearing.

On March 31, 2005, the Public Service Commission's Director of Accounting filed a memorandum indicating that CommPartners has the financial ability to provide service.

On April 6, 2005, the Commission discussed the issues in this matter with the applicant and Commission staff at an informal hearing.

CommPartners is organized as a Nevada Limited Liability Company. CommPartners seeks to enter the North Dakota market as a broadband applications service provider. CommPartners was registered in North Dakota to resell local exchange and long distance services on January 26, 2005 in Case No. PU-05-31.

CommPartners intends to provide turn-key voice telephony services on a wholesale basis to small and medium-sized cable system operators, Internet service providers, fiber to home developers, and municipal broadband system operators. CommPartners plans to bundle local, long distance, Internet access, data transport, web hosting, billing services, and back office support for its partner wholesale customers on a monthly subscription basis. CommPartners may also provide these

services on a retail basis to small and medium-sized businesses in areas not served by its wholesale customers.

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

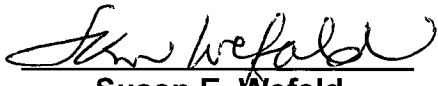


The Commission finds CommPartners' proposed service adequate.

Section IV of the application outlines the managerial qualifications and provides biographical information indicating that CommPartners has the technical and managerial ability to provide service

Order

The Commission Orders the application of CommPartners, LLC for certificates of public convenience and necessity to provide facilities-based competitive local exchange and facilities-based interexchange telecommunications services throughout North Dakota 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 5238

This is to certify that public convenience and necessity require, and permission is granted for CommPartners, LLC, a telecommunications public utility, to provide statewide interexchange (toll) telecommunications services, with facilities, in North Dakota.

This certificate is issued in Case No. PU-05-32 and is conditioned upon CommPartners, LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, April 20, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Public Service Commission
STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Certificate Number 5239

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

This certificate is issued in Case No. PU-05-32 and is conditioned upon CommPartners, LLC securing the franchise or other authority of the proper municipal or other authority for the exercise of these rights and privileges.

Bismarck, North Dakota, April 20, 2005.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

APPROVED

DATE: 4-20-05
KMP

MOTION

April 20, 2005

CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

Case No PU-05-32

I move the Commission bill CommPartners, LLC for costs incurred to date in Case No PU-05-32, CommPartners, LLC, Local/Interexchange, Public Convenience and Necessity.



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

April 20, 2005

Kristopher W Twomey
LOKT Consulting
1519 E 14th St Ste A
San Leandro CA 94577

RE: Case No PU-05-32
CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

Enclosed is a copy of the statement approved at the April 20, 2005 Public Service Commission meeting for the expenses incurred to date in Case No. PU-05-32.

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

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

Sincerely,


Gloria Geiger
Admin Staff Officer
701-328-2401

Enc.

c: David S Clark President
CommPartners LLC
3291 N Buffalo Dr Ste 8
Las Vegas NV 89129-7437

Billing Statement

April 20, 2005

CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

Case No PU-05-32

Bill To:

CommPartners, LLC\$145.54

Expenses Incurred to Date:

Advertising Costs\$145.54

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

North Dakota Public Service Commission
INFORMAL HEARING
April 6, 2005

CommPartners, LLC
Local Exchange/Interexchange
Public Convenience and Necessity

Case No. PU-05-32
Filed: 1/14/05

Summary of Proposal: CommPartners, LLC (CommPartners) of Las Vegas, NV has filed an application for certificates of public convenience and necessity to provide competitive local exchange and interexchange services throughout North Dakota.

Procedural History: On February 9, 2005, the Commission issued a Notice of Opportunity for Hearing that provided until March 14, 2005 for receiving comments or hearing requests. One response was received on February 11, 2005 from the Rural Telephone Company Group requesting limitations to preserve the rural exemption under 47 U.S.C. 251 (f).

Discussion: CommPartners is organized as a Nevada Limited Liability Company. CommPartners seeks to enter the North Dakota market as a broadband applications service provider. CommPartners states that it intends to provide turn-key voice telephony services on a wholesale basis to small and medium-sized cable system operators, Internet service providers, fiber to home developers, and municipal broadband system operators. CommPartners plans to bundle local, long distance, Internet access, data transport, web hosting, billing services, and back office support for its partner wholesale customers on a monthly subscription basis. CommPartners may also provide these services on a retail basis to small and medium-sized businesses in areas not served by its wholesale customers.

CommPartners proposes to offer residential and business end users the opportunity to originate and terminate calls to other end users with access to the local exchange network. The local exchange services that CommPartners intends to provide will also enable end users to select the long distance carrier of their choice. CommPartners proposes to provide local exchange services by installing and collecting its switching and ancillary equipment in office facilities leased by CommPartners or its partners and in the central offices of incumbent local exchange carriers when necessary. CommPartners may also purchase unbundled network elements and may resell the services of other certificated carriers. CommPartners also intends to deliver long distance services to business and residential customers through the use of its own switching facilities, resale services of other certificate carriers and advanced voice over Internet protocol technology.

CommPartners' website <http://www.commpartners.us/corp/index.php> indicates it is in the process of obtaining authority nationwide. CommPartners was registered in North Dakota to resell local exchange and long distance services on January 26, 2005 in Case No. PU-05-31.

As stated in its application, CommPartners is a newly established company but has an experienced management team. Section IV of the application outlines the managerial qualifications and provides biographical information indicating that CommPartners has the technical and managerial ability to provide service.

A limited staff financial review (see staff memo dated March 31, 2005 indicated that CommPartners has the financial ability to provide service.

Recommendation: We recommend approval.

Prepared by: Annette Bendish and Jerry Lein

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-32

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 **1st day of April, 2005**, she deposited in the United States Mail, Bismarck, North Dakota, **two** envelopes by regular mail, fully prepaid, securely sealed and each containing a photocopy of:

Staff Financial Memorandum

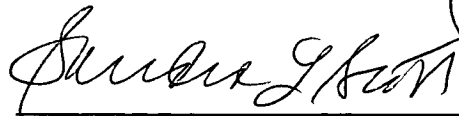
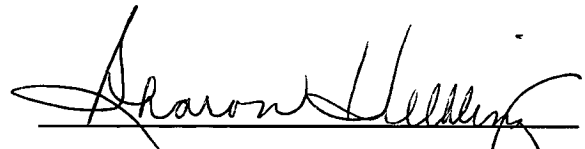
The envelopes were addressed as follows

Kristopher W Twomey
LOKT Consulting
1519 E 14th St Ste A
San Leandro CA 94577

David S Clark President
CommPartners LLC
3291 N Buffalo Dr Ste 8
Las Vegas NV 89129-7437

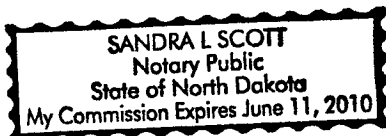
Each address shown is the respective addressee's last reasonably ascertainable post office address

Subscribed and sworn to before me
this **1st day of April, 2005**



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

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

Memorandum

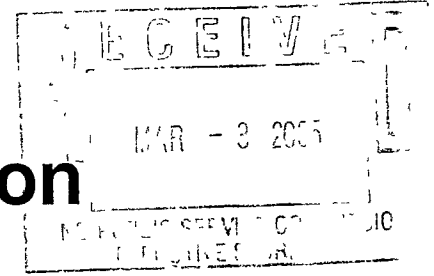
To: Illona Jeffcoat-Sacco, Executive Secretary
From: Mike Diller, Director of Accounting *MAD*
Date: March 31, 2005
Re: **CommPartners, LLC**
Local/Interexchange PC&N
Case No. PU-05-32

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 June 30, 2004, noting stockholder equity of \$1.9 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

Celleen 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, Comm Partners - KMC Data LLC, 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.

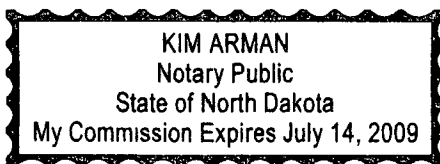
Signed: Celleen Park

State of ND

County of Burleigh

Subscribed and sworn to before me this 28 day of February 2005.

Kim Arman



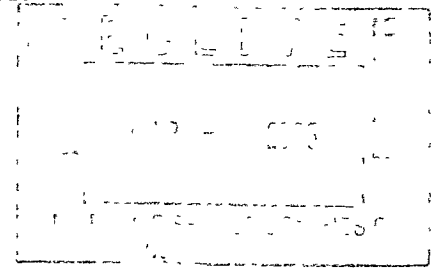
- 8 **PU-05-32** Pages 1
Affidavit of Publication
by North Dakota Advertising Service, Inc
03/03/2005 CC Comm Legal Illona Jerry Mike
- 8 **PU-05-44** Pages 1
Affidavit of Publication
by North Dakota Advertising Service, Inc
03/03/2005 CC Comm Legal Illona Jerry
- 9 **PU-05-62** Pages 1
Affidavit of Publication
by North Dakota Advertising Service, Inc
03/03/2005 CC Comm Legal Illona Jerry



North Dakota Newspaper Association

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

INVOICE



Order **20210-05023PP0**

Invoice # **51881**

March 2, 2005

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

Voice 701-328-4076

Advertiser: **Public Utilities Division**

P O # **PU-05-32; 05-44; 05-62**

Amount Due **\$436.63**

Amount Paid

Please detach and return this portion with your payment

Public Utilities Division Invoice # 20210-05023PP0-51881 PO# PU-05-32, 05-44, 05-62

Ad Size	Rate Type	Rate	Total	Discount (%)	Caption	Page	Run Date
Bismarck Tribune (Bismarck ND)							
68 00	SPR2	0 64	43 52	0 00	Comm Partners		02/14/05
Devils Lake Daily Journal (Devils Lake ND)							
70 00	SPR2	0 63	44 10	0 00	Comm Partners		02/16/05
Dickinson Press (Dickinson ND)							
74 00	SPR2	0 57	42 18	0 00	Comm Partners		02/16/05
Fargo, The Forum (Fargo ND)							
62 00	SPR2	0 71	44 02	0 00	Comm Partners		02/21/05
Grand Forks Herald (Grand Forks ND)							
68 00	SPR2	0 69	46 92	0 00	Comm Partners		02/17/05
Jamestown Sun (Jamestown ND)							
76 00	SPR2	0 54	41 04	0 00	Comm Partners		02/14/05
Minot Daily News (Minot ND)							
78 00	SPR2	0 54	42 12	0 00	Comm Partners		02/14/05
Valley City Times-Record (Valley City ND)							
69 00	SPR2	0 61	42 09	0 00	Comm Partners		02/14/05
Wahpeton Daily News (Wahpeton ND)							
94 00	SPR2	0 51	47 94	0 00	Comm Partners		02/16/05
Williston Herald (Williston ND)							
70 00	SPR2	0 61	42 70	0 00	Comm Partners		02/14/05

Gross Advertising	436 63	Total Misc	0 00	Amount Paid	0 00
Agency Discount		Tax	0 00	Adjustments	0 00
Other Discount	0 00	Total Billed	436 63	Payment Date	
Service Charge	0 00	Unbilled	0 00	Balance Due	436 63

8 PU-05-44 Pages 1

Affidavit of Publication

8 PU-05-32 Pages 1

Affidavit of Publication

by North Dakota Advertising Service, Inc

03/03/2005 CC Comm Legal Ilona Jerry Mike

9 PU-05-62 Pages 1

Affidavit of Publication

by North Dakota Advertising Service, Inc

03/03/2005

CC Comm Legal Ilona Jerry

DONALD A NEGAARD
JAMES E NOSTDAHL
CAROL K LARSON
DAVID J HOGUE
REED A SODERSTROM
BRENT M OLSON
DEBRA L HOFFARTH
SCOTT M KNUDSVIG
ERIKA L SLEGER
RYAN D SANDBERG

PH
LAW OFFICES OF
PRINGLE & HERIGSTAD, P.C.
2525 ELK DRIVE
POST OFFICE BOX 1000
MINOT, NORTH DAKOTA 58702
(701) 852-0381
FAX (701) 857-1361
E-mail pringle@srt.com

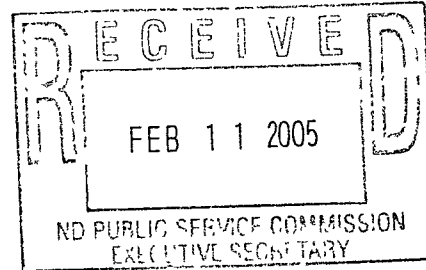
OF COUNSEL
HERBERT L MESCHKE

RETIRED
THOMAS A WENTZ
MARK F PURDY
JAN M SEBBY

KENNETH G PRINGLE
(1914-1983)
ROGER O HERIGSTAD
(1919-2003)

February 11, 2005

Ms Illona Jeffcoat-Sacco
Executive Secretary
PUBLIC SERVICE COMMISSION
600 East Boulevard Avenue
Bismarck, ND 58505-0480

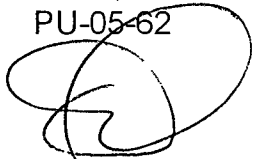


COMMPARTNERS, LLC
LOCAL/INTEREXCHANGE PUBLIC CONVENIENCE AND NECESSITY
CASE NO. PU-05-32

ACCERIS COMMUNICATIONS CORP.
LOCAL/INTEREXCHANGE PUBLIC CONVENIENCE AND NECESSITY
CASE NO. PU-05-44

KMC DATA LLC
LOCAL/INTEREXCHANGE PUBLIC CONVENIENCE AND NECESSITY
CASE NO. PU-05-62

Enclosed herewith for filing in each of the above matters are an original and seven copies of the Comments of the Rural Telephone Company Group on the Application for Certificates of Public Convenience and Necessity of CommPartners, LLC, Case No PU-05-32, Acceris Communications Corp Case No PU-05-44, and KMC Data LLC, Case No PU-05-62

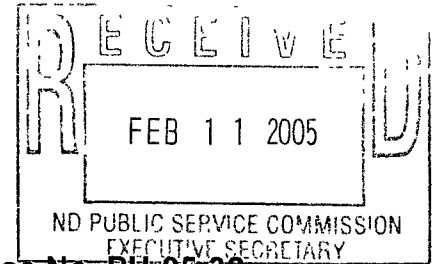

Don Negaard

jt

Enclosures

7 ✓ **PU-05-32** Pages 1
Cover letter re Comments
7 **PU-05-44** Pages 1
Cover letter re Comments
8 **PU-05-62** Pages 1
Cover letter re Comments
by Rural Telephone Company Group
02/11/2005 CC Comm Legal Illona Jerry

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION



Case No. PU-05-32

CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

**COMMENTS OF THE RURAL TELEPHONE COMPANY GROUP ("RTCG")
ON THE APPLICATION FOR CERTIFICATES OF
PUBLIC CONVENIENCE AND NECESSITY
OF COMMPARTNERS, LLC**

The Rural Telephone Company Group (RTCG) is a group of telecommunications carriers, each of which is an "incumbent local exchange carrier" and a "rural telephone company" under the federal Telecommunications Act of 1996 (the Act) and each has legal interests in this case under the Act

The RTCG includes

BEK Communications Cooperative
Consolidated Telcom
Dakota Central Telecommunications Cooperative and Dakota Central Telecom I
Dickey Rural Telephone Cooperative, Dickey Rural Communications, Inc , and
Dickey Rural Access, Inc
Griggs County Telephone Company and Moore & Liberty Telephone Company
Inter-Community Telephone Company, L L C
Midstate Telephone Company and Midstate Communications, Inc
Nemont Telephone Company and Missouri Valley Communications, Inc
North Dakota Telephone Company
Northwest Communications Cooperative
Polar Communications Mutual Aid Corporation and Polar Telecommunications, Inc
Red River Rural Telephone Association and Red River Telecom, Inc
Reservation Telephone Cooperative
SRT Communications, Inc
United Telephone Mutual Aid Corporation and Turtle Mountain Communications
West River Telecommunications Cooperative

RTCG offers the following

In PSC Case No PU-453-96-83, AT&T applied for and was granted a Certificate of Public Convenience and Necessity to provide local telecommunications service throughout the state of North Dakota, subject to limitations in the Commission's Order

"8 Public convenience and necessity requires the granting of a statewide certificate to AT&T to provide local service. However, the Commission's determination of the public interest with regard to the service territories of rural telephone companies is subject to any future proceedings under §251(f)(1) or (2) of the Act

9 Granting AT&T's application for a statewide certificate is not a ruling that affects the rights of specific rural telephone company pursuant to 47 U S C §251(f) "

In PSC Case No PU-987-96-390, Sprint applied for and was granted a Certificate of Public Convenience and Necessity to provide local telecommunications service throughout the state of North Dakota, subject to limitations based on the precedent established in the AT&T case

"One issue which has been addressed in other Certificate of Public Convenience and Necessity cases was raised by the intervener, NDATEC. This issue concerns rural telephone companies and what effect the grant of a certificate would have on them. NDATEC identified its interest in this proceeding, and the interests of its members, as a concern that the grant of a certificate of public convenience and necessity not defeat the rural protections provided by the Telecommunications Act of 1996

The Commission agrees with NDATEC that the question is important and must be addressed. This issue will apply to all certificate requests affecting any service area of any rural telephone company in North Dakota. It is the opinion of the Commission that in all such cases, any determination of public interest is subject to future proceedings regarding rural protections or exemptions

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

expressed in the AT&T case appropriately apply to Sprint's request for a statewide certificate of public convenience and necessity. The inclusion of these conditions satisfies NDATC's concerns, and is not objectionable to Sprint."


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

In reliance on the precedent established by the Commission in the AT&T, Sprint, and Eclipse/Western Wireless cases, the RTCG does not request intervention and does not request a hearing on the pending application. The RTCG does request that any order issued to grant the pending application should include limitations substantially the same as those in the AT&T, Sprint, and Eclipse/Western Wireless cases, to preserve the "rural safeguard" rights of rural telephone companies under 47 U.S.C. 251(f).

By the comments contained herein, none of the above-named companies shall be deemed to have waived its rights to claim that CommPartners, LLC, is prohibited from competing with the RTCG or their subsidiaries.

Dated at Minot, North Dakota, this 11th day of February, 2005

PRINGLE & HERIGSTAD, P.C.



By Don Negaard, ND Bar ID #03598
Attorneys for RTCG
2525 Elk Drive
P.O. Box 1000
Minot, ND 58702-1000
(701) 852-3081

STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-32

Acceris Communications Corp.
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-44

KMC Data LLC
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-62

AFFIDAVIT OF SERVICE BY CERTIFIED AND ORDINARY MAIL

STATE OF NORTH DAKOTA
COUNTY OF BURLEIGH

Sharon Helbling deposes and says that

she is over the age of 18 years and not a party to this action and, on the **10th day of February, 2005**, 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 envelopes were addressed as follows

Kristopher W Twomey
LOKT Consulting
1519 E 14th St Ste A
San Leandro CA 94577
Cert. No. 7003 2260 0001 3517 9459

Lance J M Steinhart
1720 Windward Concourse Ste 250
Alpharetta GA 30005
Cert. No. 7003 2260 0001 3517 9367

Brad E Mutschelknaus
Andrea Pruitt Edmonds
Karly E Baraga
Kelley Drye & Warren LLP
1200 19th St NW Ste 500
Washington D C 20036
Cert. No. 7003 2260 0001 3517 9589

Sharon Helbling further deposes and says that on the **10th day of February, 2005**, she deposited in the United States Mail, Bismarck, North Dakota, **two** envelopes by regular mail, with postage fully prepaid, securely sealed, each containing a photocopy of the same

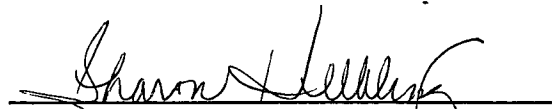
David S Clark President
CommPartners LLC
3291 N Buffalo Dr Ste 8
Las Vegas NV 89129-7437

David Silverman
Acceris Communications Corp
9775 Businesspark Ave
San Diego CA 92131

Marva Brown Johnson
KMC Data LLC
1755 N Brown Rd
Lawrenceville GA 30043

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

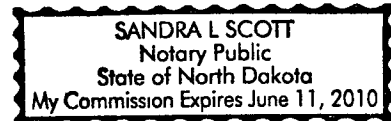
Subscribed and sworn to before me
this **10th day of February, 2005**





Notary Public

SEAL



STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION

CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-32

Acceris Communications Corp.
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-44

KMC Data LLC
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-62

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 **10th day of February, 2005**, 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

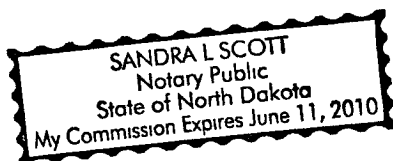
The envelopes were addressed as follows:


See Attached List


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

Subscribed and sworn to before me
this **10th day of February, 2005**.

SEAL







Notary Public

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Mobile AL 36607-3104

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Ken Hanks
International Telcom Ltd
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Seattle WA 98119

David A. Huberman
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James Valley Coop Telephone Co
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XO Communications Services Inc
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Reston VA 20190

Helbling, Sharon D.

From: Helbling, Sharon D
Sent: Thursday, February 10, 2005 7:38 AM
To: ndna
Subject: Attached Notice of Opportunity for Hearing-Case Nos PU-05-32, PU-05-44, PU-05-62

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, let me know

Thank you

Sharon Helbling
Public Utilities Division



**1.doc (40
KB)**

MOTION

February 9, 2005

APPROVED

DATE: 2-9-05
KMF

**CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity**

Case No. PU-05-32

**Acceris Communications Corp.
Local/Interexchange
Public Convenience and Necessity**

Case No. PU-05-44

**KMC Data LLC
Local/Interexchange
Public Convenience and Necessity**

Case No. PU-05-62

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

CommPartners, LLC
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-32

Acceris Communications Corp.
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-44

KMC Data LLC
Local/Interexchange
Public Convenience and Necessity

Case No. PU-05-62

NOTICE OF OPPORTUNITY FOR HEARING
February 9, 2005

On January 14, 2005, CommPartners, LLC of Las Vegas NV filed an application for certificates of public convenience and necessity to provide facilities-based competitive local exchange and facilities-based interexchange telecommunications services throughout North Dakota

On January 24, 2005, Acceris Communications Corp of San Diego, CA filed an application for certificates of public convenience and necessity to provide facilities-based competitive local exchange service in all North Dakota exchanges currently served by Qwest Corporation and facilities-based interexchange telecommunications services throughout North Dakota

On February 2, 2005, KMC Data, LLC of Bedminster, NJ filed an application for certificates of public convenience and necessity to provide facilities-based competitive local exchange service and facilities-based interexchange telecommunications services throughout North Dakota

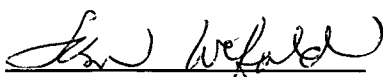
The issues to be considered in these matters are


- 1 Fitness and ability of the applicant to provide service
- 2 Adequacy of the proposed service
- 3 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 **March 14, 2005**. 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

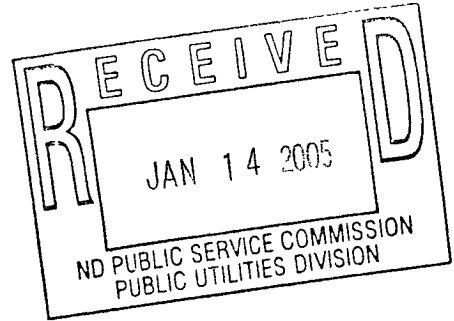

Tony Clark
President


Kevin Cramer
Commissioner



January 13, 2005

Jon Mielke
Executive Secretary
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480

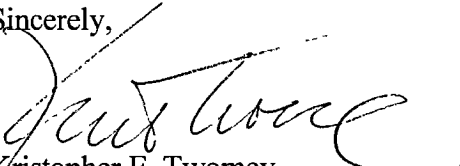


Re: CommPartners, LLC

To Whom It May Concern:

Please find enclosed an original copy of a certificate of good standing from the North Dakota Secretary of State. This is filed in support of CommPartners, LLC's application for a certificate of registration to provide resale local exchange and interexchange services throughout the state of North Dakota. Please contact me at my California office, 510 903-1304, with any questions.

Sincerely,


Kristopher E. Twomey
Counsel to CommPartners, LLC

cc: David Clark

Enclosures

1 PU-05-32 Pages 52

Local Exchange/Interexchange PC&N
application
by CommPartners LLC by

01/14/2005 CC Comm Legal Ilona Jerry Mike

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

COMMPARTNERS, LLC

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that COMMPARTNERS, LLC , a FOREIGN LIMITED LIABILITY COMPANY, authorized to transact business in the State of North Dakota on July 20, 2004, 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

COMMPARTNERS, LLC

Issued: December 17, 2004

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

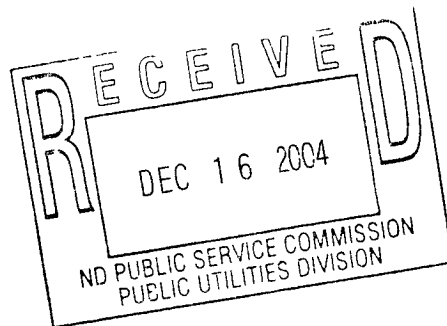
Alvin A. Jaeger
Secretary of State



KRISTOPHER E. TWOMEY
TELECOM/INTERNET LAW ■ REGULATORY CONSULTING

December 14, 2004

Jon Mielke
Executive Secretary
North Dakota Public Service Commission
600 E Boulevard, Dept. 408
Bismarck, ND 58505-0480



Re CommPartners, LLC

To Whom It May Concern:

Please find enclosed an original and six (6) copies of CommPartners, LLC's application for a certificate of public convenience and necessity to provide facilities-based local exchange and interexchange services throughout the state of North Dakota. Please contact me at my California office, 510 903-1304, with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Kristopher E. Twomey".

Kristopher E Twomey
Counsel to CommPartners, LLC

cc: David Clark

Enclosures

LOKT Consulting
1519 E 14th Street, Suite A
San Leandro, CA 94577
Phone: 510 903-1304
Fax 510 868-8418
Email kris@lokt.net

Law Office
1725 I Street, NW, Suite 300
Washington, DC 20006
Phone: 202 250-3413
Fax 202 517-9175
www.lokt.net

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

In the Matter of the Application of)
CommPartners, LLC for a Certificate of)
Public Convenience and Necessity to Provide) A. 04-_____
Facilities Based Local Exchange Services)
and Intrastate Interexchange Services Statewide)
_____)

**APPLICATION OF COMMPARTNERS, LLC FOR A CERTIFICATE
OF PUBLIC CONVENIENCE AND NECESSITY**

Kristopher E Twomey
Law Office of Kristopher E Twomey
1519 E. 14th Street, Suite A
San Leandro, CA 94577

Telephone: (510) 903-1304
Facsimile: (510) 868-8418

Counsel for CommPartners, LLC

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

In the Matter of the Application of)
CommPartners, LLC for a Certificate of)
Public Convenience and Necessity to Provide) A. 04-_____
Facilities Based Local Exchange Services)
and Intrastate Interexchange Services Statewide)
_____)

**APPLICATION OF COMMPARTNERS, LLC FOR A CERTIFICATE
OF PUBLIC CONVENIENCE AND NECESSITY**

Pursuant to North Dakota Revised Statutes (“NRS”) chapter 49-03.1 et seq , specifically Chapter 49-03 1-04 and other relevant state laws, commission regulations, and decisions, CommPartners, LLC (“CommPartners” or “Applicant”), hereby seeks, a Certificate of Certificate of Public Convenience and Necessity (“CPCN”) for Certificate of Public Convenience and Necessity to operate as a provider of facilities-based local exchange telecommunications services throughout the state of North Dakota as well as Certificate of Public Convenience and Necessity to offer intrastate interexchange interLATA and intraLATA services statewide Applicant seeks local exchange Certificate of Public Convenience and Necessity to the full extent authorized by the Commission and seeks interexchange intraLATA and interLATA Certificate of Public Convenience and Necessity to the full extent permitted by relevant Commission decisions In support of its Application, CommPartners provides the following information:

I NAME AND ADDRESS OF APPLICANT:
ARTICLES OF ORGANIZATION

CommPartners is organized as a Nevada Limited Liability Company. Its Certificate of Status issued by the North Dakota Secretary of State stating that it is qualified to transact business in the State of North Dakota, and the application, are attached as Exhibit A hereto. Its principal place of business is 3291 N. Buffalo Drive, Suite 8, Las Vegas, NV 89129-7437. Its principal telephone number is (702) 367-8647 and toll free number is (877) 297-0926. Its fax number is (702) 365-8647.

II. CORRESPONDENCE AND COMMUNICATIONS

All communications, correspondence and pleadings with respect to CommPartners should be directed to its counsel, who is:

Kristopher E. Twomey
Law Office of Kristopher E. Twomey
1519 E. 14th Street, Suite A
San Leandro, CA 94577
Telephone: (510) 903-1304
Facsimile: (510) 868-8418
E-mail: kris@lokt.net

with a copy to:

David S. Clark
President
CommPartners, LLC
3291 N. Buffalo Drive, Ste. 8
Las Vegas, NV 89129-7437

Telephone (702) 367-8647
Facsimile: (702) 365-8647
E-mail: dclark@commpartners.us

III. DESCRIPTION OF SERVICE; SERVICE AREA AND RATES

CommPartners seeks to enter the North Dakota market as a broadband applications service provider. Essentially, CommPartners intends to provide turn-key voice telephony services on a wholesale basis to small and medium-sized cable system operators, Internet service providers, fiber to the home developers, and municipal broadband system operators. Through such arrangements, CommPartners' wholesale customers will be empowered to provide telephony to their retail end user subscribers without expensive and time-consuming installation of telecommunications equipment. These wholesale customers will be responsible for determining the actual configuration and combination of services for their retail end user customers

Specifically, CommPartners will bundle local, long distance, Internet access, data transport, web hosting, billing services, and back office support for its partner wholesale customers on a monthly subscription basis. Monthly subscription rates will vary based on the level of service provided. CommPartners may also provide these services on a retail basis to small and medium-sized businesses in areas not served by its wholesale customers. Consistent with the requirements of relevant Commission decisions, CommPartners proposes to offer the following services:

1. Local Exchange Telephone Service:

CommPartners proposes to offer residential and business end users the opportunity to originate and terminate calls to other end users with access to the local exchange network. The local exchange services CommPartners proposes to provide will also enable end users to select the long distance carrier of their choice. CommPartners proposes to offer local exchange

services by installing and collocating its switching and ancillary equipment in “collocation hotels” where possible, in office facilities leased by CommPartners or its partners, and in the central offices of incumbent local exchange carriers when necessary. CommPartners may also purchase unbundled network elements and may resell the services of other certificated carriers. CommPartners will also use advanced voice over Internet protocol technology to deliver these services.

2 Long Distance IntraLATA and InterLATA Intrastate Interexchange Telephone Service:

CommPartners intends to offer long distance services - both intra and inter-LATA - to business and residential customers through the use of its own switching facilities and the resale of services of other certificated carriers. CommPartners will also be using advanced voice over Internet protocol technology to deliver these services.

Draft tariffs describing its proposed rates, services, and relevant terms and conditions of service for its proposed local and interexchange services are attached hereto as Exhibit B.

IV. MANAGERIAL/TECHNICAL QUALIFICATIONS (Chapter 49-03.1-04)

CommPartners is a newly established company, but its management team has deep experience in the telecommunications industry in general, and in operations as a competitive local exchange carrier specifically.

For the past seven years, CommPartners’ President, David S. Clark, has been involved with businesses spanning telecommunications, Internet applications service providers, and specialty technology companies. Mr. Clark was part of the original management team at the

telecommunications carrier MGC Communications (now Mpower Communications). His responsibilities included sales and marketing, product/pricing strategies and vendor analysis/selection. Mr. Clark also was an executive with North American InTeleCom (NAI), a private Pay Telephone, Inmate Phone System and Retail Communications Products provider. Mr. Clark headed NAI's involvement with the British military providing satellite communications to British troops in Bosnia in conjunction with the UN's peace-keeping efforts. Mr. Clark serves as a director of ATCi in Phoenix, AZ.

Mr. Clark is joined by another former member of MGC Communications, Patrick Chicas. Mr. Chicas has twenty-three years of advanced technological experience in telephony, data, and wireless communications. Mr. Chicas successfully implemented systems on fraud control for PacTel Cellular as well as advanced network security and network performance standards for GTE Mobilnet in Hawaii. Mr. Chicas also established an ISP in Hawaii, as well as an ISP founded to serve rural communities. Mr. Chicas then served as Vice President, Data Services for MGC Communications. Mr. Chicas is serving as CommPartners' Vice President and Chief Technology Officer.

James H. Thompson works as CommPartners' Vice President and Chief Integration Officer. Mr. Thompson spent nine years at VeriFone where he was a key designer of the communications infrastructure that has allowed VeriFone to become the worldwide leader in point-of-sale transactions. Mr. Thompson's prior work has included a posting as vice president of technology for Knight-Ridder's Viewtron service and various joint projects with AT&T Bell labs where he assisted in the development of the NAPLPS protocol and the AT&T videotext terminal. Mr. Thompson assisted Mr. Chicas with their ISPs and continues to consult for numerous ISPs.

Mitch Allee is serving in the role of Vice President and Chief Systems Officer for CommPartners. Mr Allee has been aligned with CommPartners' executives and investors in numerous business endeavors. As president and owner of CMS Solutions, a software operating company located in Fresno, California, Mr Allee authored the operating system for ValuJet which pioneered the use of "ticketless" travel in the airline industry. Mr. Allee also pioneered the integrated back-office system used by Mpower Communications. The CMS platform is currently used by businesses throughout various industry segments across the United States. Mr. Allee's intimate knowledge of telephony operating systems combined with the open-architected, Web-based CMS platform will provide CommPartners with an un-paralleled OSS platform.

Applicant's management team already boasts extensive experience in operating a telecommunications carrier and looks forward to using their managerial and technical experience to operate another successful carrier. CommPartners submits that the substantial experience and expertise demonstrated by these individuals ensures that it is fully capable of carrying out its proposal to bring new and economically priced telecommunications options to the local exchange and long distance marketplace in North Dakota.

V. FINANCIAL FEASIBILITY(Chapter 49-03.1-04)

CommPartners enjoys significant access to capital. Applicant was initially funded in September 2003 with \$3 million to begin rolling out its operations. Applicant has drawn \$1.6 million from this start-up funding for its initial operations. CommPartners has the financial backing of multiple sophisticated funding operations including Circle F Ventures and investor Maurice Gallagher. Applicant is already financially strong and independent and has remaining cash assets in excess of \$1.7 million. Exhibit C contains the most recent financial information including a balance statement and profit and loss statement. Applicant has the financial

resources necessary to carry out its responsibilities as a provider of the telecommunications services described herein.

VI. PUBLIC INTEREST (Section 49-03 1-04)

The Commission has determined that the public interest would be served by ensuring competition in the local exchange, intraLATA toll and interLATA markets. CommPartners proposes to compete with the incumbent LECs, other competitive local carriers, and providers of long distance services by providing high quality, fairly-priced, innovative telecommunications services. CommPartners' entry into the market will make efficient use of existing communications resources and increase diversification and reliability in the supply of communications services. Further, its services will aid the expansion of the telecommunications industry in North Dakota and promote attendant employment opportunities for North Dakota citizens.

VII. ENVIRONMENTAL ASSESSMENT

Initially, CommPartners plans to resell the services of the incumbent local exchange carriers, other certificated carriers, and voice over Internet companies to provide services to its customers. CommPartners will also use to its own facilities, collocating its own switching and ancillary equipment in collocation facilities, purchasing trunks from the incumbents and other certificated carriers, and directly interconnecting with other carriers. When necessary, Applicant will collocate its equipment in the central offices of the incumbent local exchange carriers and purchase unbundled network elements.

Based on the foregoing it can be seen with certainty that there is no possibility that the grant of this Application may have an adverse impact upon the environment. CommPartners will

not engage in any construction activities other than the possible installation of facilities within existing structures. In the future, should Applicant need to construct new facilities, it will comply with all applicable laws and regulations to obtain Certificate of Public Convenience and Necessity to construct those facilities. CommPartners does not expect to be subject to local franchises or health and safety permit requirements.

VIII. EXPEDITED TREATMENT

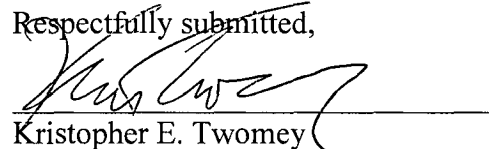
The public interest will be well-served if new entrants such as CommPartners are permitted to compete as quickly as possible with the incumbent local exchange carriers, as well as with newly certificated competitive local carriers. By quickly processing and approving this Application, the Commission can enhance the range and quality of choices of telecommunications services available in North Dakota.

WHEREFORE, CommPartners, LLC requests that the Commission:

- (a) Grant Applicant a CPCN to provide facilities-based local exchange services throughout North Dakota as well as Certificate of Public Convenience and Necessity to provide interexchange intraLATA and interLATA telecommunications services within North Dakota,
- (b) Authorize the filing of tariffs on the effective date of such a grant, such tariffs to be effective upon approval by Commission staff; and
- (c) Grant such further relief as may be just and reasonable.

December 14, 2004

Respectfully submitted,


Kristopher E. Twomey
Counsel for CommPartners, LLC

**APPLICATION OF COMMPARTNERS, LLC FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY
TO PROVIDE FACILITIES BASED LOCAL EXCHANGE,
INTERLATA AND INTRALATA TELECOMMUNICATIONS SERVICES**

EXHIBIT	DESCRIPTION
A	Certificate of Status Issued by the North Dakota Secretary of State
B	Draft Local Exchange Tariff
C	Financial Statements

EXHIBIT A

Certificate of Status Issued by the North Dakota Secretary of State

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF AUTHORITY OF

COMMPARTNERS, LLC
Secretary of State ID#: 12,271,000

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

COMMPARTNERS, LLC

for a Certificate of Authority to transact business in this State, duly signed and executed as required by North Dakota statutes governing a FOREIGN LIMITED LIABILITY COMPANY, have been received in this office and are found to conform to law.

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

COMMPARTNERS, LLC

to transact business in this State under the name of

COMMPARTNERS, LLC

Issued: July 20, 2004

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

Alvin A. Jaeger
Secretary of State



**CERTIFICATE OF AUTHORITY
FOREIGN LIMITED LIABILITY COMPANY
APPLICATION**
SECRETARY OF STATE
SFN 19381A (19381 + 7974) (10-99)

FOR OFFICE USE ONLY

ID #	
WO#	
Filed	By

TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

- 1 The application is accompanied by
- *Certificate of authority fee of \$125
 - *Signed consent of registered agent and fee of \$10
 - *Current, ORIGINAL CERTIFICATE OF GOOD STANDING duly authenticated by the organizing officer of the state or country of organization
 - Certification of professional license
 - Signed consent to use of name and fee of \$10
 - Trade name registration and fee of \$25

For reference, see North Dakota Century Code, Sections 10-31-01, 10-31-13 1, and 10-32-138

2 Identify type of limited liability company applying for certificate of authority
 Foreign Business Foreign Professional

3 Name of limited liability company exactly as it appears on Certificate of Good Standing from state or country of origin CommPartners LLC 4 Federal ID # 20-0564676

- 5 Name is the same as, or deceptively similar to a name registered with the North Dakota Secretary of State and the application for certificate of authority is being submitted with
- Consent to use of name
 - Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this limited liability company to use of the name in North Dakota
 - Trade Name Registration to use a trade name when transacting business in North Dakota

6 Name to be used in North Dakota if different from that in number 3 (SEE INSTRUCTION)
CP Teleco LLC

7 Complete address of executive office (Street/RR, PO Box, City, State, Zip + 4) which may not only be a post office box number
3291 North Buffalo Drive Suite 8 Las Vegas NV 89129

8 State or country where organized <u>NV</u>	9 Date when limited liability company will expire in state or country of origin (month, day, year) <u>perpetual</u>	10 Telephone # <u>702 347-8647</u>	11 Toll-free telephone # <u>877 297-0926</u>
---	--	---------------------------------------	---

12 Name of registered agent in North Dakota CT Corporation System 13 Federal ID/Social Security # of registered agent 20-414721

14 Address of registered agent in North Dakota (Street/RR, PO Box, City, State, Zip + 4) which may not only be a post office box number
3111 East Thayer Ave Bismarck ND 58501

15 Nature of business or activities the limited liability company intends to conduct in the State of North Dakota
telecommunications services

16 MANAGERS AND GOVERNORS OF THE LIMITED LIABILITY COMPANY						
MANAGERS	Check box if manager also serves as governor	COMPLETE MAILING ADDRESS				
		Street/RR	PO Box	City	State	Zip + 4
_____	<input type="checkbox"/>	_____	_____	_____	_____	_____
_____	<input type="checkbox"/>	_____	_____	_____	_____	_____
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_____	<input type="checkbox"/>	_____	_____	_____	_____	_____
_____	<input type="checkbox"/>	_____	_____	_____	_____	_____
Member <u>CommPartners HoldCo, LLC</u>	<input type="checkbox"/>	<u>3291 N Buffalo Dr</u>	<u>Suite 8</u>	<u>Las Vegas</u>	<u>NV</u>	<u>89129</u>
Member _____	<input type="checkbox"/>	_____	_____	_____	_____	_____

If needed, attach sheet to add names of additional managers or governors

17 "The undersigned has read the foregoing application, knows the contents thereof, and believes the statements are true"

[Signature] 4/23/04
Original signature Date

18 Name of person to contact about this application Daytime telephone #
Kristine Twiney, Regulatory Counsel 505 763 1361

EXHIBIT B

Draft Local Exchange Tariff

COMMPARTNERS, LLC
3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89129

TITLE PAGE OF NORTH DAKOTA LOCAL EXCHANGE SERVICES TARIFF
OF COMMPARTNERS, LLC

TARIFF No. 1

This tariff, filed with the North Dakota Corporation Commission, contains the rates, terms, and conditions applicable to Local Exchange Services provided within the State of North Dakota offered by COMMPARTNERS, LLC

Issued:

By: David Clark
President
COMMPARTNERS, LLC
3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89129

Effective:

TELECOMMUNICATIONS SERVICES
 TARIFF NO. 1

CHECK SHEET

Sheets 1 through 32, inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

<u>SHEET</u>	<u>REVISION LEVEL</u>
Title	Original*
1	Original*
2	Original*
3	Original*
4	Original*
5	Original*
6	Original*
7	Original*
8	Original*
9	Original*
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27	Original*
28	Original*
29	Original*
30	Original*
31	Original*
32	Original*

Issued:

Effective:

By: David Clark
 President
 COMPARTNERS, LLC
 3291 North Buffalo Drive, Suite 8
 Las Vegas, NV 89129

TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

TARIFF FORMAT

Page Numbering - Page numbers appear in the upper right hand corner of the page. Pages are numbered sequentially. From time to time new pages may be added to the tariff. When a new page is added between existing pages, a decimal is added to the preceding page number. For example, a new page added between Pages 3 and 4 would be numbered 3. 1.

TABLE OF CONTENTS

Title Sheet	TITLE
Check Sheet	1
Tariff Format	2
Table of Contents	2
Application of Tariff	3
Section 1 - Technical Terms and Abbreviations	4
Section 2 - Rules and Regulations Section	6
Section 3 - Description of Service	17
Section 4 - Rates	25
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Section 6 - Special Service Arrangements	32

Issued:

Effective:

By: David Clark
President
COMPARTNERS, LLC
3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89129

TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

APPLICATION OF TARIFF- This tariff contains the regulations and rates applicable to the provision of local exchange service by COMMPARTNERS, LLC within the state of North Dakota and subject to the jurisdiction of the North Dakota Public Service Commission.

Issued:

Effective:

By: David Clark
President
COMMPARTNERS, LLC
3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89129

**TELECOMMUNICATIONS SERVICES
TARIFF NO. 1**

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a COMMPARTNERS, LLC Company switching center or point of presence.

COMMPARTNERS, LLC- Used throughout this tariff to mean COMMPARTNERS, LLC unless clearly indicated otherwise by the text.

Authorized User - A person, firm, corporation, or any other entity authorized by the Customer to communicate utilizing the Company's service.

Carrier or Company - Whenever used in this tariff, "Carrier," "Company," or "CommPartners" refers to COMMPARTNERS, LLC unless otherwise specified or clearly indicated by the context.

Commission - North Dakota Public Service Commission.

Customer - The person, firm, corporation, or other entity which orders, cancels, amends, or uses service and is responsible for payment of charges and compliance with the Company's tariff. Customer shall include those entities including Internet service providers, cable companies, and other entities which purchase these services on a wholesale basis for resale to their end user customers.

Exchange Access Line - The serving central office line equipment and all Company plant facilities up to and including the Company-provided Standard Network Interface. These facilities are Company-provided and maintained and provide access to and from the telecommunications network for message toll service and for local calling appropriate to the tariffed use offering selected by the Customer. Exchange access lines are subject to non-recurring charges, as specified in Section 4 of this tariff.

ILEC - The incumbent Local Exchange Carrier.

LEC - Local Exchange Company.

Limited Local Calling Area - Areas designated by incumbent local exchange carriers as areas where calls will be billed as standard local calls. Company will follow incumbent tariffed local calling area lists.

Local Exchange Services - Telecommunications services furnished for use by end-users in placing and receiving local telephone calls within local calling areas.

Person-to-Person Calling - An operator-assisted service whereby the person originating the call specifies a particular person to be reached or a particular station, room number, department, or office to be reached through a PBX attendant. Charges may be billed to the called party, a third number, a credit card, a calling card or designated third party station.

Issued:

Effective:

By: David Clark
President

COMMPARTNERS, LLC
3291 North Buffalo Drive, Suite 8

TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (cont'd)

Station-to-Station Calling - A service whereby the originating End User requests the assistance of a Company operator to place or bill the call. Calls billed Collect or to a telephone company-issued Calling Card or to an authorized Credit Card are Operator-Station calls unless the call is placed on a Person-to-person basis. Automated Calling Card calls are not Operator-station calls. Calls may be dialed with or without the assistance of a Company operator. Collect calls to coin telephones and transfers of charges to third telephones which are coin telephones will not be accepted.

Issued:

Effective:

By: David Clark
President
COMMPARTNERS, LLC
3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89129

TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of COMPARTNERS, LLC

CommPartners' services offered pursuant to this Tariff are furnished for Local Exchange Service among specified points within a Local Calling Area. CommPartners may offer these services over its own, over resold facilities, or a combination thereof. CommPartners installs, operates, and maintains the communications services provided herein under in accordance with the terms and conditions set forth under this tariff. CommPartners may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities as required in the Commission's rules and orders, when authorized by the Customer, to allow connection of a Customer's location to the CommPartners network. The Customer shall be responsible for all charges due for such service arrangement. The Company's services and facilities are provided on a monthly basis unless otherwise indicated, and are available twenty-four hours per day, seven days per week.

2.2 Limitations

2.2.1 Service is offered subject to the availability of the necessary facilities and equipment, and subject to the provisions of this tariff.

2.2.2 CommPartners reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.

2.2.3 The Company does not undertake to transmit messages but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

2.2.4 All facilities provided under this tariff are directly controlled by CommPartners and the Customer may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

2.2.5 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

2.3 Use

Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

Issued:

Effective:

By: David Clark
President
COMPARTNERS, LLC
3291 North Buffalo Drive, Suite 8
Las Vegas, NV 89129

TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 2 - RULES AND REGULATIONS (cont'd)

2.4 Liabilities of the Company

2.4.1 CommPartners' liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the faults in transmission occur.

2.4.2 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility, or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

2.4.3 The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, trade name, or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff, or for any act or omission of the Customer- or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.

2.4.4 No agent or employee of any other carrier shall be deemed to be an agent or employee of the Company.

2.4.5 The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence.

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TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 2 - RULES AND REGULATIONS (cont'd)

2.5 Deposits

2.5.1 The Company does not normally collect deposits from Customers. However, deposits may be required from Wholesale Customers whose credit history is unacceptable or unavailable. Deposits are collected in accordance with the rules of the Commission.

2.6 Advance Payments

CommPartners does not require deposits from customers. CommPartners does reserve the right to do so for less credit-worthy customers.

Recurring Charges: For Customers from whom the Company feels an advance payment is necessary, CommPartners reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and a new advance payment may be collected for the next month.

Non-Recurring Charges: CommPartners reserves the right to require pre-payment of non-recurring charges in such amount as may be deemed necessary by the Company. In addition, where special construction is involved, advance payment of the quoted construction charges may be required at the time of application for service.

2.7 Taxes

All North Dakota and local taxes (including but not limited to franchise fees, excise tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

2.8 Equipment

2.8.1 The Company's facilities and service may be used with or terminated in Customer-provided terminal equipment or Customer-provided communications systems, such as a PBX, key systems or Pay Telephone. Such terminal equipment shall be furnished and maintained at the expense of the Customer except as otherwise provided. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. The Customer is responsible for ensuring that customer-provided equipment connected to Company equipment and facilities is compatible with such equipment and facilities.

2.8.2 The Company shall use reasonable efforts to maintain facilities and equipment that it furnishes to the Customer. The Customer may not, nor may the Customer permit others, to disconnect, rearrange, remove, attempt to repair or otherwise interfere with any of the facilities or equipment installed by the Company, except upon the written consent of the Company.

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TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 2 - RULES AND REGULATIONS (cont'd)

2.8 Equipment (cont'd)

2.8.3 Equipment the Company provides or installs at the Customer premises is solely for use in connection with Company's services. The equipment shall not be used for any purpose other than that for which the Company provided it.

2.8.4 The Customer shall be responsible for payment of service charges, as set forth herein, for visits by the Company's agents or employees to the premises of the Customer when the service difficulty or trouble report results from the use of equipment or facilities provided by any party other than the Company, including but not limited to the Customer.

2.8.5 The Company shall not be responsible for the installation, operation or maintenance of any customer-provided equipment. Where such equipment is connected to the facilities furnished pursuant to this tariff, the responsibility of the Company shall be limited to the furnishing of facilities offered under this tariff and to the maintenance and operation of such facilities. Subject to this responsibility, the Company shall not be responsible for the transmission of signals by customer-provided equipment or for the quality of, or defects in, such transmission; or the reception of signals by customer-provided equipment.

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

2.8.7 Title to all facilities provided by the Company under this tariff shall remain in the Company's name or in the name of the carrier supplying the services and facilities being resold.

2.9 Installation

Service is installed upon mutual agreement between the Customer and the Company. The service agreement does not alter rates specified in this tariff. Any conflicts between a service agreement and tariff will be resolved by following the rates, terms, conditions, etc. effective as approved by the Commission in this tariff.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.10 Payment for Service

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer or to an Authorized User of the Customer by CommPartners. All charges due by the Customer are payable to the Company or to any agency duly authorized to receive such payments. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the North Dakota Public Service Commission. CommPartners' billing invoices will be considered correct and binding upon the Customer if no written notice is received from the Customer within thirty (30) days of the date of the invoice. Adjustments to Customer's bills shall be made to the extent circumstances exist which reasonably indicate that such changes are appropriate. Upon receipt of a billing inquiry, charges involved in the disputed element(s) of the invoice will be temporarily suspended pending resolution of the dispute. The Customer, however, remains responsible for the timely payment of the non-disputed elements of the invoice. If a Customer is not satisfied with the Company's response to an inquiry or request for credit, he or she may appeal to the North Dakota Public Service Commission for final resolution.

2.11 Late Payment Charge

CommPartners will assess a late payment charge equal to 1.5% for any past due balance that exceeds thirty days. A late payment penalty may be assessed only once on any bill for rendered services. Late payment penalties shall comply with North Dakota utility commission regulations and North Dakota law.

2.12 Cancellation by Customer

Pursuant to North Dakota statute, a Customer may cancel service by providing 3 days written notice to the Company.

2.13 Interconnection

Service furnished by CommPartners may be connected with the services or facilities of other carriers or enhanced service providers. The Customer is responsible for all charges billed by these entities for use in connection with CommPartners' service. Any special interface equipment or facilities necessary to achieve compatibility between these entities is the responsibility of the Customer. Neither the Company nor any connecting carrier participating in a service shall be liable for any act or omission of any other company or companies furnishing a portion of such service.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.14 Refusal or Discontinuance by Company

CommPartners may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given proper notification in accordance with regulations to comply with any rule or remedy any deficiency:

- 2.14.1 For non-compliance with or violation of any North Dakota, municipal, or Federal law, ordinance or regulation pertaining to telephone service.
- 2.14.2 For use of telephone service or any other Company property for purposes other than that described in the application for service.
- 2.14.3 For neglect or refusal to provide reasonable access to CommPartners or its agents for the purpose of inspection and maintenance of equipment owned by CommPartners or agents.
- 2.14.4 For noncompliance with or violation of Commission regulation or CommPartners' rules and regulations on file with the Commission, provided ten days written notice is given before termination.
- 2.14.5 For nonpayment of bills, including bills for any of the Company's other communication services, provided that suspension or termination of service shall not be made without seven days written notice to the Customer.
- 2.14.6 Without notice in the event of Customer or Authorized User use of equipment in such a manner as to adversely affect CommPartners' equipment or service to others. Within twenty-four (24) hours after such termination, the utility shall send written notification to the customer of the reasons for termination or refusal of service upon which the utility relies, and of the customer's right to challenge the termination by filing a formal complaint with the Commission.
- 2.14.7 Without notice in the event of tampering with the equipment or services owned by CommPartners or Its agents. Within twenty-four (24) hours after such termination, the utility shall send written notification to the customer of the reasons for termination or refusal of service upon which the utility relies, and of the customer's right to challenge the termination by filing a formal complaint with the Commission.
- 2.14.8 Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, CommPartners may, before restoring service, require the Customer to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use. Within twenty- four (24) hours after such termination, the utility shall send written notification to the customer of the reasons for termination or refusal of service upon which the utility relies, and of the customer's right to challenge the termination by filing a formal complaint with the Commission.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.14 Refusal or Discontinuance by Company (cont'd)

2.14.9 Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Company from furnishing such services.

2.15 Inspection, Testing, and Adjustment

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for tests and adjustments as may be deemed necessary by the Company for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.16 Tests, Pilots, Promotional Campaigns and Contests

The Company may conduct special tests or pilot programs and promotions at its discretion, to demonstrate the ease of use, quality of service and to promote the sale of its services. The Company may also waive a portion or all processing fees or installation fees for winners of contests and other occasional promotional events sponsored or endorsed by the Company. From time to time, the Company may waive all processing fees for a Customer. The Company will notify the Commission regarding specific promotions and contests.

2.17 Interruption of Service

Credit allowances for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment or communications Systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.4 herein. It shall be the obligation of the Customer to notify Company immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer and connected to Company's terminal. Interruptions caused by Customer-provided or Company-provided automatic dialing equipment are not deemed an interruption of service as defined herein because the Customer has the option of using the long distance network via local exchange company access.

2.18 Cost of Collection and Repair

The Customer is responsible for any and all costs incurred in the collection of monies due the Carrier including legal and accounting expenses. Customer is also responsible for recovery costs of Carrier-provided equipment and any expenses required for repair or replacement of damaged equipment.

2.19 Returned Check Charges

A fee of \$25.00 may be charged for each check returned for insufficient funds. Returned check charges shall comply with North Dakota commission regulations and North Dakota law.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.20 Service Implementation

Absent a promotional offering, service implementation charges of \$15.00 per service order apply to new service order or to orders to change existing service for the business services listed in Section 3.

2.21 Reconnection Charge

A reconnection fee of \$25.00 per occurrence may be charged when service is re-established for customers who have been disconnected for non-payment, and is payable at the time that the restoration of suspended service and facilities is arranged.

2.22 Operator Service Rules

The Company will enforce the operator service rules specified by the Commission and by the FCC.

2.23 Access to Telephone Relay Services

Where required by the Commission, the Company will participate in telephone relay services for handicapped and/or hearing impaired end users, and will comply with all regulations and requirements. The Company shall impose any monthly surcharge or any other related charge upon its local exchange telecommunications subscribers as may be required by North Dakota law.

2.24 Access to Carrier of Choice

End users of the Company's local service shall have the right to select the interexchange telecommunications service provider (IXC) of their choice. The IXC should request confirmations/verifications of choice from its customers no later than the date of submission of its first bill to the customer. CommPartners should maintain signed letters of agency or confirmations of choice on file for use in dispute resolution.

2.25 Directory Listings

2.25.1 The Company does not publish a directory of subscriber listings. The Company, however, does arrange for the Customer's main billing number to be placed in the directory or directories of the incumbent local exchange carrier.

2.25.2 The rates and regulations specified herein for directory listings apply only to the alphabetical section of the directory. Listings are intended solely for the purpose of identifying subscriber's telephone number and as an aid to the use of telephone service.

2.25.3 The listings of subscribers, either without charge or at the rate specified within this tariff for other listings are arranged alphabetically and are not intended for special prominence of arrangement. In accepting listings as requested by subscribers or prospective subscribers, the Company will not be a party to controversies between subscribers as result of the publication of such listings in the directories.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.25 Directory Listings (cont'd)

2.25.4 Listings must conform to the Company's specifications with respect to the directories. The Company reserves the right to reject listings when in, its sole judgment, such listings would violate the integrity of company records and the directories, confuse individuals using the directory, or when the customer cannot provide satisfactory evidence that he is authorized to do business as requested.

2.25.5 The Company reserves the right to limit the length of any listing to one line in the directory by use of abbreviations when, in its sole judgment, the clarity of the listing and the identification of the subscriber is not impaired.

2.25.6 Generally, the listed address is the location of the subscriber's place of business or residence.

2.25.7 Liability of the Company due to directory errors and omissions is as specified in Section 2 of this tariff.

2.25.8 Generally, a business listing consists of a name or dual name, a designation descriptive of the subscriber's business if not self-explanatory, the address, and the business telephone number. The main listing is ordinarily the name of the individual, firm or corporation which contracts for the service or the name under which a business is regularly conducted.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.26 Special Construction

Subject to the agreement of the Company and to all of the regulations contained in this tariff, special construction of facilities may be undertaken on a reasonable efforts basis at the request of the Customer. Special construction is construction undertaken:

- A) where facilities are not presently available, and there is no other requirement for the facilities so constructed;
- B) of a type other than that which the Company would "normally" utilize in the furnishing of its services;
- C) over a route other than that which the Company would normally utilize in the furnishing of its services;
- D) in a quantity greater than that which the Company would normally construct;
- E) on an expedited basis;
- F) on a temporary basis until permanent facilities are available;
- G) involving abnormal costs; or
- H) in advance of its normal construction schedule.

2.27 Universal Emergency Telephone Number Service(911,E911)

2.27.1 This tariff does not provide for the inspection or constant monitoring of facilities to discover errors, defects, or malfunctions in the service, nor does the Company undertake such responsibility.

2.27.2 911 information consisting of the names, addresses and telephone numbers of all telephone customers is confidential. The Company will release such information via the Data Management System only after a 911 call has been received, on a call by call basis, only for the purpose of responding to an emergency call in progress.

2.27.3 The 911 calling party, by dialing 911, waives the privacy afforded by non-listed and non-published service to the extent that the telephone number, name, and address associated with the originating station location are furnished to the Public Safety Answering Point.

2.27.4 After the establishment of service, it is the Public Safety Agency's responsibility to continue to verify the accuracy of and to advise the Company of any changes as they occur in street names, establishment of new streets, changes in address numbers used on existing streets, closing and abandonment of streets, changes in police, fire, ambulance or other appropriate agencies' jurisdiction over any address, annexations and other changes in municipal and county boundaries, incorporation of new cities or any other similar matter that may affect the routing of 911 calls to the proper Public Safety Answering Point.

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TELECOMMUNICATIONS SERVICES
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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.27 Universal Emergency Telephone Number Service(911,E911) (cont'd)

2.27.5 The Company assumes no liability for any infringement or invasion of any right of privacy of any person or persons caused, or claimed to be caused, directly or indirectly by the use of 911 Service. Under the terms of this tariff, the Public Safety Agency must agree, (except where the events, incidents, or eventualities set forth in this sentence are the result of the Company's gross negligence or willful misconduct), to release, indemnify, defend and hold harmless the Company from any and all losses or claims whatsoever, whether suffered, made, instituted, or asserted by the Public Safety Agency or by any other party or person, for any personal injury to or death of any person or persons, or for any loss, damage, or destruction of any property, whether owned by the customer or others. Under the terms of this tariff; the Public Safety Agency must also agree to release, indemnify, defend and hold harmless the Company for any infringement of invasion of the right of privacy of any person or persons caused or claimed to have been caused, directly or indirectly, by the installation, operation, failure to operate, maintenance, removal, presence, condition, occasion, or use of 911 Service features and the equipment associated therewith, or by any services furnished by the Company in connection therewith, including, but not limited to, the identification of the telephone number, address, or name associated with the telephone used by the party or parties accessing 911 Service hereunder, and which arise out of the negligence or other wrongful act of the Public Safety Agency, its user, agencies or municipalities, or the employees or agents of any one of them, or which arise out of the negligence, other than gross negligence or willful misconduct, of the Company, its employees or agents.

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**TELECOMMUNICATIONS SERVICES
TARIFF NO. 1**

SECTION 3 - DESCRIPTION OF SERVICE

3.1 Local Service Areas

CommPartners will provide Local Exchange Service in the entire state of North Dakota. Company will follow the relevant incumbent exchange carriers' tariffs descriptions of local calling areas.

3.2 Product Descriptions

3.2.1 Timing of Calls - Usage-Sensitive Products

3.2.1.A Usage charges for usage-sensitive products are based on the actual usage of CommPartners' network. The Company will determine that a call has been established by signal from the local telephone Company.

3.2.1.B Minimum billed call duration and billing increments differ from product to product. Product specific information is included in Section 4 of the Rate Schedules.

3.2.1.C Usage is measured and rounded to the next higher billing increment for billing purposes.

3.2.1.D There is no usage-based billing applied for incomplete calls.

3.2.2 CommPartners Residential Services

CommPartners' Residential Services are offered for local calling using the facilities of CommPartners and/or those of other authorized Local Exchange Carriers. CommPartners' Residential Services are offered to phones used exclusively for home use, no home office or other business use is allowed. CommPartners reserves the right to terminate service to any customer subscribing to residential service for a business purpose.

3.2.3 CommPartners Business Services

CommPartners' Business Services are offered for local calling using the facilities of CommPartners and/or those of other authorized Local Exchange Carriers. CommPartners' Business Services are offered primarily to the following:

1. Offices, stores, factories, mines and all other places of a strictly business nature;
2. Offices of hotels, boarding houses, apartment houses, colleges, quarters occupied by clubs and fraternal societies, public, private or parochial schools, hospitals, nursing homes, libraries, churches, and other institutions, and
3. Services terminating solely on the secretarial facilities of a telephone answering bureau.

If a Subscriber's service changes from business service to residential service, the telephone number will normally be changed. Reference of calls will not normally be provided regardless of how long existing directories will remain in effect. Changes from residential to business service may be made without change in telephone number, if the subscriber so desires.

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TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 3 - DESCRIPTION OF SERVICE (cont'd)

3.2 Product Descriptions (cont'd)

3.2.4 Directory Listings

For each Customer of CommPartners' Exchange Access Service(s), the Company shall arrange for the listing of the Customers main billing telephone number in the directory(ies) published by the dominant Local Exchange Carrier in the area at no additional charge. At a Customer's option, the Company will arrange for additional listings at an additional charge.

3.2.5 Operator-Assisted Services

Operator-assisted services are provided to Business and Residential Customers on a presubscribed basis. Services are also provided to Customers and Users of exchange access lines which are presubscribed to the Company's interexchange outbound calling services. Various billing arrangements are available with CommPartners' operator-assisted service including Calling Card, Commercial Credit Card, Collect, Person-to-Person and Third Party. Monthly and/or usage-sensitive charges apply as North Dakota in Section 4, including per call operator charges.

3.2.5.A Operator Dialed Surcharge

This surcharge applies to Operator Station and Person-to-Person rated calls when the Customer has the capability of dialing all the digits necessary to complete a call, but elects to dial only the appropriate operator code and requests the operator to dial the called station. The surcharge does not apply to:

- 1) Calls where a Customer cannot otherwise dial the call due to defective equipment or trouble on the CommPartners network;
- 2) Calls in which a Company operator places a call for a calling party who is identified as being handicapped and unable to dial the call because of his/her handicap.

The Operator Dialed Surcharge applies in addition to any other applicable operator charges.

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SECTION 3 - DESCRIPTION OF SERVICE (cont'd)

3.2 Product Descriptions (cont'd)

3.2.5 Operator-Assisted Services

3.2.5.B Busy Line Verify and Line Interrupt Service

Upon request of a calling party, the Company will verify a busy condition on a called line. The operator will determine whether the line is clear or in use and report its status to the calling party. The operator will interrupt the call on the called line only if the calling party indicates an emergency and requests interruption.

A charge will apply when:

- 1) The operator verifies that the line is busy with a call in progress;
- 2) The operator verifies that the line is unavailable for incoming calls; or
- 3) The operator verifies that the called number is busy with a call in progress and the customer requests interruption. The operator will then interrupt the call, advising the called party of the name of the calling party. One charge will apply for both verification and interruption.

No charge will apply when:

- 1) The calling party advises that the call is to or from an official public emergency agency; or
- 2) Under conditions other than the three North Dakota above. Busy Verification and Interrupt service is furnished where and to the extent that facilities permit. The Customer shall indemnify and hold the Company harmless against all claims that may arise from either party to the interrupted call or by person.

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SECTION 3 - DESCRIPTION OF SERVICE (cont'd)

3.2 Product Descriptions (cont'd)

3.2.6 Directory Assistance

Customers and users of the Company's business and residential calling services (excluding Toll Free services) may obtain directory assistance in determining telephone numbers within the North Dakota by calling the Directory Assistance operator.

Call allowances are as stated below:

3.2.5.1 Residential customers are entitled to one call per month.

3.2.5.2 Business customers using directory assistance will receive 10 free calls per line or PBX trunk line per month.

3.2.5.3 Customers with Centrex main station lines will receive 10 free calls per equivalent number of PBX trunks. The number of equivalent PBX trunks is determined in accordance with the PBX Table below:

Number of Main Station Lines	Equivalent PBX Trunks	Number of Main Station Lines	PBX Trunks
1	1	87-98	15
2	2	99-111	16
3	3	112-125	17
4-6	4	126-139	18
7-10	5	140-155	19
11-15	6	156-171	20
16-21	7	172-189	21
22-28	8	190-207	22
29-36	9	208-225	23
37-45	10	226-243	24
46-54	11	244-262	25
55-64	12	263-281	26
65-75	13	282-300	27
76-86	14	*	*

*each additional 18 main station lines or fraction thereof equal to one PBX trunk.

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SECTION 3 - DESCRIPTION OF SERVICE (cont'd)

3.2 Product Descriptions (cont'd)

3.2.6 Directory Assistance (cont'd)

A credit will be given for calls to Directory Assistance when:

1. The Customer experiences poor transmission or is cut-off during the call,
2. The Customer is given an incorrect telephone number, or
3. The Customer inadvertently misdials an incorrect Directory Assistance NPA.

To receive a credit, the customer must notify the Company operator or Business Office of the problem experienced.

Exemptions:

1. Residential Customers are exempt from Directory Assistance charges.
2. The single-line main telephone exchange line of a handicapped user, as defined by the Federal Register, Vol. 35 #126, which has been registered with the Company will be exempt from Directory Assistance charges.
3. Directory Assistance attempts to telephone numbers which are non-listed or non-listed and non-published are exempt from the rate, and shall not be included in the ten call allowance.

3.2.7 Extended and Expanded Area Calling Services

Extended and Expanded Area Calling Service allows the Customer to make calls to foreign exchanges outside the Customer's Local Calling Area without paying intraLATA toll rates. The Customer is billed per call according to the duration of the call. CommPartners will mirror all existing extended and expanded calling areas the ILEC currently has in place for facilities-based or resold services.

3.2.8 Calling Features

Calling features such as caller identification, call forwarding, etc. are available.

3.2.8.1 Call Forwarding

Call Forwarding permits the Customer to automatically forward (transfer) all incoming calls to another telephone number, and to restore it to normal operation at their discretion.

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SECTION 3 - DESCRIPTION OF SERVICE (cont'd)

3.2.8.2 Call Return

Call Return allows the Customer to return a call to the last incoming call whether answered or not. Upon activation, it will redial the number automatically and continue to check the number every 45 seconds for up to 30 minutes if the number is busy. The Customer is alerted with a distinctive ringing pattern when the busy number is free. When the Customer answers the ring, the call is then completed. The calling party's number will not be delivered or announced to the call recipient under any circumstances.

3.2.8.3 Call Screen

Call Screen allows the Customer to automatically block incoming calls from up to ten customer pre-selected telephone numbers (including numbers from which a customer has just received a call). The list of numbers can be changed at any time. Callers whose numbers have been blocked will hear a recorded message and no usage charges will apply. The calling party's number will not be delivered or announced to the call recipient under any circumstances.

3.2.8.4 Call Trace

Call Trace allows the Customer to dial a code to automatically request that the Utility record a caller's originating telephone number and the date and time of the call as well as the date and time of the Customer initiated trace. The information is stored by the Utility and disclosed only to a law enforcement agency for investigation purposes. The customer does not receive any information regarding the origination of the calls.

3.2.8.5 Call Waiting

Call Waiting permits the customer engaged in a call to receive a tone signal indicating a second call is waiting; and, by operation of the switchhook, to place the first call on hold and answer the waiting call. The Customer may alternate between the two calls by operation of the switchhook, but a three-way conference cannot be established.

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SECTION 3 - DESCRIPTION OF SERVICE (cont'd)

3.2.8.6 Cancel Call Waiting (CCW)

Allows a customer to dial an activation code prior to making a call, and cancel the Call Waiting (CW) feature. CCW must be activated each time the customer wants CW canceled. Exception: Customers subscribing to a Custom Calling Service that provides "flash privileges" such as Three-Way Calling, can activate the CCW feature while an incoming or outgoing call is in progress.

3.2.8.7 Priority Ringing

Priority Ringing differentiates incoming calls from up to ten Customer pre-selected telephone numbers by signaling the customer with a distinctive ringing pattern. If the Customer subscribes to Call Waiting, a distinctive tone is heard for the selected set of numbers. The last incoming call can automatically be added to the list of pre-selected numbers.

3.2.8.9 Remote Call Forwarding

Remote Call Forwarding Service is an arrangement which includes the furnishing of a network address (seven or area code + seven digit telephone number) to an applicant or Customer, which permits call completion to another network address. The Remote Call Forwarding network address must be located in an exchange area.

3.2.8.10 Repeat Dialing

Repeat Dialing permits the Customer to have calls automatically redialed when the first attempt reaches a busy number. The line is checked every 45 seconds for up to 30 minutes and alerts the customer with a distinctive ringing pattern when the busy number and the customer's line are free. The Customer can continue to make and receive calls while the feature is activated.

3.2.8.11 Speed Calling

Speed Calling permits the customer to place calls to other telephone numbers by dialing a one or two digit code rather than the complete telephone number. The feature is available as an eight-code list or thirty-code list. Either code list may include local and/or toll telephone numbers. To establish or change a telephone number in a code list, the Customer dials an activating code, receives a second dial tone and dials either a one or two digit code (for the eight code and thirty code lists, respectively) plus the telephone number.

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TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 3 - DESCRIPTION OF SERVICE (cont'd)

3.2.8.12 Three-Way Calling

Three-Way Calling permits the Customer to add a third party to an established connection. When the third party answers, a two-way conversation can be held before adding the original party for a three-way conference. The Customer initiating the conference controls the call and may disconnect the third party to reestablish the original connection or establish a connection to a different third party. The feature may be used on both outgoing and incoming calls.

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SECTION 4 - RATES

4.1 General

Installation, monthly recurring and per minute usage charges will apply to the Company's local exchange services. An additional per-call operator service charge will apply for operator-assisted calling. These services are provided on a wholesale basis to CommPartners' customers for sale to their end users.

4.2 CommPartners Residential Services

4.2.1 Residential Flat Rate Exchange Line Service

This service entitles subscribers to an unlimited number of messages to all stations bearing the designation of central offices within the serving exchange and limited local calling area exchanges or locality rate areas as listed in filed tariffs of incumbent local exchange carriers. This service may be provided with or without the Company's long distance service.

4.2.1.A Monthly Charges

	Per Month
With CommPartners Long Distance	\$ 15.00
Without CommPartners Long Distance	\$ 35.00

4.2.2 Residential Measured Rate Exchange Line Service

CommPartners will provide this service under an individual case base arrangement.

4.2.3 LATA-wide Calling Service

An optional offering that provides local calling from the subscriber home wire center to all exchanges within the end user subscriber's LATA as described in the relevant incumbent carrier's tariffs.

Per month	\$5.00	USOC R2K2K
-----------	--------	---------------

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SECTION 4 - RATES (cont'd)

4.3 CommPartners Business Services

4.3.1 Business Flat Rate Exchange Line Service

This service entitles Customers' end user subscribers to an unlimited number of calls to all stations bearing the designation of central offices within the serving exchange and limited local calling area exchanges or locality rate areas as listed in filed tariffs of incumbent local exchange carriers. This service may be provided with or without the Company's long distance service.

4.3.1.A	Monthly Charges		Per Month
	With CommPartners Long Distance		\$ 20.00
	Without CommPartners Long Distance		\$ 35.00

4.3.2 Business Measured Rate Exchange Line Service - CommPartners Facilities

CommPartners will provide this service under an individual case base arrangement.

4.3.3 LATA-wide calling service

An optional offering that provides local calling from the subscriber home wire center to all exchanges within the end user subscriber's LATA as described in the relevant incumbent carrier's tariffs.

Per month		\$5.00	USOC R2K2K
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TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 4 - RATES (cont'd)

4.4 CommPartners Features Package
Consists of a CommPartners Package as described above and the subscriber's choice of five calling features listed below:

Calling Features	USOC
1. Call Forward Busy Line	GCE
2. Call Forward Don't Answer	GCJ
3. Call Forward Don't Answer Ring Control	GCJRC
4. Call Forward Variable	ESM
5. Flexible Call Forwarding	FCS
6. Call Waiting	ESX
7. Speed Calling 8	ESL
8. Speed Calling 30	ESF
9. Three way calling	ESC
10. Message Waiting Indicator- Audible	MWW
11. Message Waiting Indicator- Visual	MWWAV
12. Call Return	NSS
13. Call Block	NSY
14. Call Tracing	NST
15. Repeat Dialing	NSQ
16. Call Selector	NSK
17. Preferred Call Forwarding	NCE
18. Remote Access Call Forwarding	GCZ
19. Three way Calling with Transfer	ESCWT

4.4.1 Pricing	Per month	USOC
with CommPartners Long Distance Service	\$5.00	BC1
without CommPartners Long Distance Service	\$10.00	BC2

TELECOMMUNICATIONS SERVICES
TARIFF NO. 1

SECTION 4 - RATES (cont'd)

4.4.2 A la Carte Option

The following calling features are available on an a la carte basis

Calling Features	Monthly Resid.	USOC Bus.
1. Call Forward Busy Line	\$0.90	\$3.50 GCE
2. Customer Control of Call Forward Busy Line	\$2.70	\$6.70 GJP
3. Call Forward Don't Answer	\$0.90	\$3.50 GCJ
4. Customer Control of Call Forward Don't Answer	\$2.70	\$6.30 GJC
5. Call Forward Don't Answer Ring Control	\$0.90	\$3.50 GCJRC
6. Call Forward Variable	\$3.25	\$4.00 ESM
7. Flexible Call Forwarding	\$4.50	\$8.90 FCS
8. Flexible Call Forwarding with Audio	\$6.30	\$9.90 FCSCN
9. Flexible Call Forwarding Plus	\$6.30	N/A FCP
10. Flexible Call Forwarding Plus with Audio	\$8.10	N/A FCPCN
11. Call Waiting	\$3.30	\$4.00 ESX
12. Speed Calling 8	\$3.30	\$4.00 ESL
13. Speed Calling 30	\$3.70	\$4.95 ESF
14. Three-way calling	\$3.25	\$4.00 ESC
15. Three-way calling per use	\$0.75	\$0.75 N/A
16. Call Waiting Deluxe	\$5.40	N/A ESXD+
17. Anonymous Call Rejection (ACR)	\$3.00	\$4.00 HBY
18. Caller ID	\$6.30	\$8.15 NSD
19. Caller ID Deluxe w/ ACR	\$6.75	\$9.00 NXMCR
20. Caller ID Deluxe w/o ACR	\$6.75	\$9.00 NXMMN
21. Enhanced Caller ID w/ACR	N/A	\$14.35 NXECR
22. Enhanced Caller ID w/Call Management and ACR	N/A	\$15.25 N1ACR
23. Enhanced Caller ID w/Call Management and ACR and Call Forwarding Don't Answer	N/A	\$14.35 NCACR
24. Message Waiting Indicator	\$0.45	\$0.55 MWW
25. Message Waiting Indicator- Audible/Visual	\$0.45	\$0.55 MWWAV
26. Call Return	\$4.00	\$4.70 NSS
27. Call Return per use	\$0.75	\$0.75 N/A
28. Call Block	\$3.80	\$4.40 NSY
29. Call Tracing	\$3.80	\$4.95 NST
30. Repeat Dialing	\$3.80	\$4.50 NSQ
31. Repeat Dialing per use	\$0.75	\$0.75 N/A
32. Busy Connect per use	\$0.75	\$0.75 N/A
33. Call Selector	\$3.80	\$4.50 NSK
34. Preferred Call Forwarding	\$3.80	\$4.50 NCE
35. Remote Access Call Forwarding	\$5.40	\$8.40 GCZ
36. Three way Calling with Transfer	\$4.50	\$5.40 ESCWT
37. Touch-Tone (business only, residential free)		\$2.70 TTB

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SECTION 4 - RATES (cont'd)

4.5 Installation Charges

4.5.1 Line Connection Charge

Applies per exchange access line or trunk.

	Residential	Business
First line	\$20.00	\$30.00
Additional line	\$5.00	\$5.00

4.5.2 Line Change Charge

Applies per exchange access line or trunk.

	Residential	Business
First line	\$20.00	\$30.00
Additional line	\$5.00	\$5.00

4.5.3 Secondary Service Charge

Applies per customer request.

	Residential	Business
Each	\$1.00	\$1.00

4.5.4 Premises Work Charge

	Residential	Business
First 15 minute increment	\$30.00	\$20.00
Additional 15 minute increment	\$10.00	\$10.00
Or fraction thereof		

4.5.5 Service Expedite Charge

Applies when the customer requests that service be provided in advance of the established service interval and the Company is able to comply. Applicable per exchange, per customer request.

If the Company commits to an expedited service date and then fails to meet the commitment, the customer shall not be responsible for the Service Expedite Charge and the Company shall have no further liability to the customer for its failure to meet the commitment.

	Nonrecurring Charge	USOC
Simple Residence Service	\$10.00	EOD
Simple Business Service	\$10.00	EOD
Lines or trunks requiring engineering design	\$100.00	EODPX

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SECTION 4 - RATES (cont'd)

4.6 Directory Listings

	Monthly Charge	USOC
Private Listing	\$3.15	NPU
Semi-private Listing	\$1.65	NLT
Each additional listing-residential	\$1.10	RLT
Each additional listing-business	\$1.65	CLT
Each additional 800 listing	\$1.65	SZS
Alternate listing-residential	\$1.65	NAB
Alternate listing-business	\$1.65	FNA
Cross-reference listing-residential	\$1.10	LRT
Cross-reference listing-business	\$1.65	LLT

4.7 Operator-Assisted Services

4.7.1 Operator Charges (per call)

Person-to-person	\$4.90
Station-to-station (Customer Dialed)	\$2.25

When more than one class of service is involved, only the higher surcharge is applicable.

4.7.2 Operator Dialed Surcharge

Operator Dialed Surcharge (per call)	\$0.80
--------------------------------------	--------

4.7.3 Busy Line Verify and Line Interrupt Service

	<u>Each request</u>
Busy Line Verify Service	\$0.95
Busy Line Verify and Line Interrupt Service	\$1.40

4.7.4 Directory Assistance

Within the originating line's local calling area	\$0.30/per request
Outside the originating line's local calling area and NPA	\$0.85/per request
Directory Assistance Service Charge	\$0.30/per call
Call Completion Service	\$0.30/per call

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SECTION 5 - BILLING CONTENTS

5.1 CommPartners Billing Contents

CommPartners' customer bills contain the following information:

Name and address of Company
 Address for Correspondence
 Address for Remittance
Customer Service/Billing Inquiry toll-free telephone number
Name and address of Customer
Bill Date
All Account Numbers
Invoice Number
Summary of Charges
Detail of Charges

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TARIFF NO. 1

SECTION 6 - SPECIAL SERVICE ARRANGEMENTS

6.1 Individual Case Basis Arrangements

Arrangements will be developed on a case-by-case basis in response to a bona fide special request from a Customer or prospective Customer to develop a competitive bid for a service not generally available under this tariff. CommPartners' rates will be offered to the Customer in writing and on a non-discriminatory basis. All such rates will be submitted to the Commission for approval.

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EXHIBIT C

**Financial Statements of
CommPartners, LLC**

COMMPARTNERS, LLC

Statement of Cash Flows

Cash Flow	Dec 31, 2003	Mar 31, 2004	Jun 30, 2004
Operating Activities			
Net Income (Loss)	\$ (1,471,212)	\$ (261,962)	\$ (897,604)
Adjustments			
Depreciation	\$ 706	\$ 1,711	\$ 3,659
Amortization	\$ -	\$ -	\$ -
Gain on Sale of F/A	\$ -	\$ -	\$ -
Unearned Revenue	\$ -	\$ -	\$ -
Recognition of Unearned Revenue	\$ -	\$ -	\$ -
Increase/(Decrease) A/P	\$ 390,533	\$ (388,360)	\$ 1,050,018
(Increase)/Decrease A/R	\$ (1,544)	\$ -	\$ 1,544
(Increase)/Decrease Inventories	\$ -	\$ (1,044)	\$ (10,644)
(Increase)/Decrease Deposits	\$ -	\$ (17,808)	\$ (69,558)
Increase/(Decrease) Other Current Liabilities	\$ 2,225	\$ (953)	\$ (1,907)
(Increase)/Decrease Other Current Assets	\$ -	\$ -	\$ (8,266)
Net Cash From Operations	\$ (1,079,293)	\$ (668,416)	\$ 67,253
Financing Activities			
Common Stock Issued	\$ 4,315,000	\$ -	\$ -
Common Stock Repurchased	\$ -	\$ -	\$ -
Increase/(Decrease) in LT Notes Payable	\$ -	\$ -	\$ -
Net Cash From Financing	\$ 4,315,000	\$ -	\$ -
Investing Activities			
Additions to Fixed Assets	\$ (740,091)	\$ (98,788)	\$ (2,150,815)
Sale of Fixed Assets	\$ -	\$ -	\$ -
Decrease in Notes Receivable	\$ (1,425,000)	\$ 1,050,000	\$ 1,425,000
Net Cash From Investing	\$ (2,165,091)	\$ 951,212	\$ (725,815)
Total Cash Flow	\$ 1,070,615	\$ 282,796	\$ (658,562)
Cash at Beginning of Period	\$ -	\$ 1,070,615	\$ 1,070,615
Cash at End of Period	\$ 1,070,615	\$ 1,353,411	\$ 412,054
Difference	\$ 960	\$ 6,350	\$ 7,411

Balance Sheet

Balance Sheet	Dec 31, 2003	Mar 31, 2004	Jun 30, 2004
ASSETS			
Cash	\$ 1,069,655	\$ 1,347,061	\$ 404,643
Accounts receivable	\$ 1,544	\$ 1,544	\$ -
Inventory	\$ -	\$ 1,044	\$ 10,644
Prepaid Expenses	\$ -	\$ -	\$ 8,266
Deposits	\$ -	\$ 17,808	\$ 69,558
Notes Receivable	\$ 1,425,000	\$ 375,000	\$ -
Total Current Assets	\$ 2,496,199	\$ 1,742,457	\$ 493,111
Fixed Assets	\$ 740,091	\$ 838,880	\$ 2,890,906
less Accumulated Depreciation	\$ (706)	\$ (2,417)	\$ (4,375)
Total Fixed Assets	\$ 739,386	\$ 836,463	\$ 2,886,531
Total Assets	\$ 3,235,585	\$ 2,578,920	\$ 3,379,642
LIABILITIES			
Notes Payable ST	\$ -	\$ -	\$ -
Maturities of Long-term Debt	\$ -	\$ -	\$ -
Accounts Payable	\$ 390,533	\$ 2,173	\$ 1,440,551
Accrued Liabilities	\$ 2,225	\$ 1,271	\$ 318
Taxes Payable	\$ -	\$ -	\$ -
Other	\$ -	\$ -	\$ -
Current Liabilities	\$ 392,757	\$ 3,444	\$ 1,440,869
Notes Payable	\$ -	\$ -	\$ -
Due to Stockholders (Subord)	\$ -	\$ -	\$ -
Total Liabilities	\$ 392,757	\$ 3,444	\$ 1,440,869
EQUITY			
Common Stock	\$ 4,315,000	\$ 4,315,000	\$ 4,315,000
PIC - Common Stock	\$ -	\$ -	\$ -
Retained Earnings	\$ -	\$ (1,471,212)	\$ (1,471,212)
Profit (Loss)	\$ (1,471,212)	\$ (261,962)	\$ (897,604)
Total Equity	\$ 2,843,788	\$ 2,581,825	\$ 1,946,184
Total Liabilities & Equity	\$ 3,236,545	\$ 2,585,270	\$ 3,387,053
Difference	\$ (960)	\$ (6,350)	\$ (7,411)

Statement of Operations

Profit and Loss	Dec 31, 2003	Mar 31, 2004	Jun 30, 2004
Revenues	\$ -	\$ -	\$ -
Cost of Goods Sold	\$ -	\$ -	\$ 2,535
Gross Margin	\$ -	\$ -	\$ (2,535)
SG&A Expenses			
Employee Expenses	\$ 1,392,547	\$ 148,589	\$ 411,118
Non-Capitalized Materials	\$ 7,666	\$ 4,423	\$ 25,184
Consulting Services	\$ 49,191	\$ 53,289	\$ 207,919
Maint./Installation	\$ 3,105	\$ 1,190	\$ 20,278
Outsourced Services	\$ 1,689	\$ 6,824	\$ 21,757
Software	\$ 3,729	\$ 19,375	\$ 105,391
Advertising/Sales	\$ 2,847	\$ 558	\$ 4,774
Rents & Leases	\$ 19,674	\$ 24,673	\$ 54,888
Utilities	\$ 2,772	\$ 9,543	\$ 21,845
Miscellaneous	\$ -	\$ 826	\$ 1,418
Government Compliance	\$ 3,136	\$ 2,209	\$ 16,827
Total SG&A Expenses	\$ 1,486,357	\$ 271,501	\$ 891,399
Operating Margin	\$ (1,486,357)	\$ (271,501)	\$ (893,934)
Depreciation & Amortization	\$ 706	\$ 1,711	\$ 3,670
Interest	\$ -	\$ -	\$ -
Other Income	\$ -	\$ -	\$ -
Net Income (Loss) Before Taxes	\$ (1,487,062)	\$ (273,212)	\$ (897,604)

PU-05-32

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

*Kristopher W Jurney
ROK Consulting
1519 G 14th St Ste A
San Leandro Ca 94577*

2. Article Number
(Transfer from service label)

7003 2260 0001 3517 9459

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- Agent
 Addressee

B. Received by (Printed Name)

C. Date of Delivery

- 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

PU-05-32

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

*Kristopher W Jurney
ROK Consulting
1519 G 14th St Ste A
San Leandro Ca 94577*

2. Article Number
(Transfer from service label)

7003 2260 0001 3517 9824

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- Agent
 Addressee

B. Received by (Printed Name)

C. Date of Delivery

- 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