

MICRO-COMM

TELECOMMUNICATIONS

2612 Cameron Street • Mobile, Alabama 36607 • 204-476-1000

TC97-137

JULY 28, 1997

RECEIVED

AUG 01 1997

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION
STATE CAPITOL
PIERRE, SOUTH DAKOTA 57501-5070

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

DEAR SIR/MADAM:

ENCLOSED, PLEASE FIND AN ORIGINAL AND 10 COPIES OF INFORMATION (REQUESTED BY YOUR OFFICE) TO BE FILED IN THE STATE OF SOUTH DAKOTA ALLOWING MICRO-COMM, INC. AUTHORITY TO CONDUCT TELECOMMUNICATIONS SERVICES IN YOUR STATE. ENCLOSED ARE THE FOLLOWING DOCUMENTS FOR YOUR REVIEW:

1. TARIFF
2. CERTIFICATE OF AUTHORITY
3. OFFICERS NAME AND ADDRESSES
4. CERTIFICATE OF GOOD STANDING
5. CERTIFICATE OF INCORPORATION
6. APPLICATION IDENTIFICATION
7. DESIGNATED CONTACT PERSON
8. VERIFICATION
9. FINANCIAL STATEMENT
10. ARTICLES OF INCORPORATION

IF YOU HAVE ANY FURTHER QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME AT (334) 476-1000.

SINCERELY,

MICRO-COMM, INC.

Pamela Nembree
PAMELA NEMBREE, *ent*
OFFICE MANAGER

CLW/dTn/A

CORPORATE
2612 CAMERON ST. • MOBILE, ALABAMA 36607
P. O. BOX 7481 • MOBILE, ALABAMA 36670-0481
ALABAMA • MISSISSIPPI • FLORIDA
800-476-1000

MICRO-COMM, INC.

SOUTH DAKOTA P.U.C. TARIFF NO. 1
ORIGINAL PAGE NO. 1TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of telecommunications services provided by MICRO-COMM, INC. with principal offices at 2612 Cameron Street, Mobile, Alabama 36607. This tariff applies for services furnished within the state of SOUTH DAKOTA. This tariff is on file with the SOUTH DAKOTA Public Utilities Commission, where copies may be inspected during normal business hours.

TELECOMMUNICATIONS SERVICES TARIFF

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ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

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MICRO-COMM, INC.

SOUTH DAKOTA P.U.C. TARIFF NO. 1
ORIGINAL PAGE NO. 3

TELECOMMUNICATIONS SERVICES TARIFF

Regulations and Charges applying to Resale Common Carrier Service provided by Micro-Comm, Inc.

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

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MICRO-COMM, INC.

SOUTH DAKOTA P.U.C. TARIFF NO. 1
ORIGINAL PAGE NO. 4

TELECOMMUNICATIONS SERVICES TARIFF

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TELECOMMUNICATIONS SERVICES TARIFF

List of Concurring, Connecting and Other Participating Carriers:

Various

Symbols, Reference Marks and Abbreviations:

R to signify reduction

I to signify increase

C to signify changed regulation

T to signify a change in text but no change in regulation

S to signify reissued matter

D to signify discontinued rate or regulation

N to signify new rate or regulation

ISSUED: MARCH 25, 1997

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BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

A. APPLICATION OF TARIFF

1. This tariff contains the regulation and charges applying to resale common carrier telecommunications service provided by MICRO-COMM, Incorporated (hereinafter "Carrier") to locations within the State of SOUTH DAKOTA.

B. DEFINITIONS

1. Carrier: MICRO-COMM, INC., unless the context means otherwise.
2. Subscriber: The person, firm, corporation or other entity which orders or uses service and is responsible for the payment of charges and for compliance with tariff regulations.
3. Authorization Code: A numerical code assigned by the Carrier to the Subscriber for the Subscriber's use in identifying the Subscriber to the call accounting equipment at the time a call is dialed.

C. REGULATIONS

1. Type of Service

Carrier is a resale common carrier providing telecommunications service to Subscribers for direct voice and data communication with stations of any domestic telephone system within the State of SOUTH DAKOTA. Service is available all hours, all days. Billing for calls begins at the time Carrier's frequency monitoring device detects that the called party has answered and ends when the device detects that either the called party or the calling party hangs up.

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TELECOMMUNICATIONS SERVICES TARIFF

C. REGULATIONS (CONTINUED)

The frequency monitoring devices have demonstrated an accuracy of 95% and 99%. However, as a back-up carrier identifies calls of such duration that it has erred and that the call has actually been answered. In such cases, billing begins only from the point at which the frequency monitoring device is deemed to have erred. The Carrier will provide an appropriate credit to a customer billed for a call of short duration when customer identifies that the call was not complete.

2. Description of Services

- A. MICRO-COMM, INC. Basic Service - 1+ Access (where available). This is toll service that enables the Subscriber to call stations of any domestic telephone system in SOUTH DAKOTA. Calls are rounded to the next whole minute and are individually rated on the basis of distance, duration and time of day/day of week. Service is accessed by designated MICRO-COMM, INC. As the long distance carrier dialing 1+ the area code + the called number. Rates are set forth in the Rate and Charges portion of this tariff.
- B. MICRO-COMM, INC. Wats - This is toll service that enables the Subscriber to call stations of any domestic telephone system in the State of SOUTH DAKOTA. Calls are rounded to the nearest 1/10 of a minute, and are individually rated on the basis of area called, duration and time of day/day of week. Rates are set forth in the Rates and Charges portion of this tariff.
- C. Customer Account Coding - This is an optional feature available to customers who desire internal accounting abilities such that a two, three, or four digit number may be assigned to an account. Rates are set forth in the Rates and Charges portion of this tariff.

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TELECOMMUNICATIONS SERVICES TARIFF

C. **REGULATIONS (CONTINUED)**

3. Limitation of Service

- A. Service is offered subject to the availability of necessary facilities and/or equipment and subject to the provisions of this tariff. Carrier reserves the right not to provide service to or from a location where the necessary facilities or equipment are not available.
- F. Carrier reserves the right to discontinue service upon written notice, when necessitated by conditions beyond its control, or when the Subscriber is using the service in violation of the provisions of this tariff or is in violation of the tariffs of the network carriers, or in violation of the law.
- C. Service may not be used for any unlawful purpose.

4. Payment and Billing

- A. Service is billed on a monthly basis.
- B. The Subscriber is responsible for payment of all charges for services furnished to the Subscriber.
- C. Billing will be payable upon receipt of bill. Interest will be charged on any amount unpaid after thirty (30) days, at a rate of 1.5% per month.
- D. Carrier reserves the right to deny service to applicants, or Subscribers whose financial condition is not acceptable to the Carrier.

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TELECOMMUNICATIONS SERVICES TARIFF

C. REGULATIONS (CONTINUED)

- E. If notice of a dispute as to changes in not received in writing by Carrier within thirty (30) days after billing invoice is used, the invoice shall be considered correct and binding on the Customer.
- 5. Returned Check Charge
 - A. The Subscriber will be assessed a \$10.00 handling charge for each instance of the Subscriber's check for payment of service being returned to the Carrier by the bank after being dishonored.
- 6. Adjustment For New Local Taxes
 - A. If at a future time a municipality, county, or other local taxing authority acquires the legal right, and imposes a tax, fee or charges shall be billed to the Subscribers receiving service within the territorial limits of such municipality, county or other taxing authority. Such billing shall allocate these taxes, fees or other charges among the Subscribers uniformly on the basis of each Subscriber's charges for the type of service made subject to such tax, fee or charge.
- 7. Cancellation by Customer
 - A. Service may be canceled by the Customer only on not less than ten (10) days prior written notice to Carrier.

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TELECOMMUNICATIONS SERVICES TARIFF

C. REGULATIONS (CONTINUED)

- B. If the Customer orders service requiring special facilities dedicated to the Customer's use and then cancels his/her order before the service begins, before some other period mutually agreed upon by the Customer and Carrier, a charge will be made to the Customer for the non-recoverable portions of expenditures or liabilities incurred expressly on behalf of the Customer by Carrier and not fully reimbursed by installation and monthly charges. If, based on the order, any construction has either begun, or been completed but no service provided, the non-recoverable cost of such construction shall be borne by the Customer.

8. Cancellation of Service By Carrier For Non-Payment

- A. The Carrier, upon written notification to the Subscriber, may discontinue service without incurring any liability if within five (5) days after rendition of bill the Carrier has not received full payment for service rendered hereunder.

9. Liability

- A. The liability of the Carrier for damages arising out of mistakes, omissions, interruptions, delays, errors or defects in transmission occurring in the course of furnishing service and not caused by the negligence of the Subscriber, commences upon activation of the service and in no event exceeds an amount equivalent to the proportionate charge to the Subscriber for the period of service during which such mistakes, omissions, interruptions, delays, errors, or defects in transmission occur. For the purpose of computing this amount, a month is considered to have thirty (30) days.

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TELECOMMUNICATIONS SERVICES TARIFF

C. REGULATIONS (CONTINUED)

- B. Carrier shall not be liable for any claim or loss, expense, or damage (including indirect, special or consequential damage) for any interruption, delay, error, omission, or other defect in any service, facility or transmission provided under this tariff, if caused by any person or entity 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 Carrier's control.
- C. Carrier 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, (i) for defamation, invasion of privacy, infringement of copyright or patent, unauthorized use of any trademark, trade name with or mis-appropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising from the material, data, information or content revealed to, transmitted, processed, handled or used by Carrier under this tariff, or (ii) for any act or omission of the Customer, or (iii) no agent or employee of any other Carrier shall be deemed to be an agent or employee of the Carrier.

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TELECOMMUNICATIONS SERVICES TARIFF

D. RATES AND CHARGES

1. MICRO-COMM, INC. Basic Service - 1+ Access
(Where available)

A. MICRO-COMM, INC. Basic Service Call Charges:

INTRASTATE LONG DISTANCE RATES

MONTHLY ACCOUNT FEE - \$10.00 (INCLUDES ALL LINES)

<u>MILEAGE RANGE</u>	<u>DAY</u>	<u>EVE</u>	<u>WEEKEND</u>
INTRASTATE -SOUTH DAKOTA	0.2200	0.1800	0.1600
INTERSTATE -			
0 - 55 (RANGE 0)	0.1824	0.1277	0.0951
56 - 292 (RANGE 1)	0.2052	0.1443	0.1107
293 - 430 (RANGE 2)	0.2217	0.1560	0.1176
431 - 925 (RANGE 3)	0.2294	0.1642	0.1254
926 - 1910 (RANGE 4)	0.2378	0.1701	0.1330
1911 - 3000 (RANGE 5)	0.2415	0.1701	0.1330
3001 - 4250 (RANGE 6)	0.2889	0.2060	0.1610
4251 - 5750 (RANGE 7)	0.3081	0.2199	0.1720

PER MINUTE COSTS (BEFORE DISCOUNTS)

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TELECOMMUNICATIONS SERVICES TARIFF

D. RATES AND CHARGES (CONTINUED)**WATS - VOLUME DISCOUNTS (INCREMENTAL)**

INTERSTATE -	\$ 0	-	124	0.0%
	125	-	999	3.0%
	1,000	-	2,400	5.0%
	2,500	-	+	7.0%

INTRASTATE	\$ 0	-	199	0.0%
	200	-	499	3.0%
	500	-	999	5.0%
	1,000	-	+	7.0%

INSTALLATION COST

\$20.00

INSTALLATION INTERVAL

72 HOURS

Holiday Rates: On January 1, July 4, Labor Day, Thanksgiving Day and Christmas Day, Evening Rates apply from 8 a.m. to 5 p.m. in lieu of regular rates, if holiday falls on a weekday.

Calculation of Distance: Usage charges for all mileage-sensitive products are based on the airline distance between rate centers associated with originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers and associated vertical and horizontal coordinates that are produced by Bell Communications Research and their NPA-NXX V&H Coordinates Tape and Bell's NECA Tariff No. 4.

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D. RATES AND CHARGES (CONTINUED)

Formula:

$$\sqrt{(V1-V2)^2 + (H1-H2)^2}$$

2. Customer Account Coding

For customers who desire internal call accounting, a two (2) digit number can be provided to enable certain internal accounts to be identified. The charge per account number:

\$10.00 Per Month

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TELECOMMUNICATIONS SERVICES TARIFF

E. OPTIONAL SERVICES**A. Calling Card Service**

Carrier offers a convenient travel calling card that enables a customer with an existing account to access the toll network by dialing a "TOLL FREE" number then their account or (PIN) number. Service is available from any touch tone telephone in the Continental United States. Charges will be billed to a regular account as provided in Section 4 of this Tariff.

1. A. Per Call Sur-charge \$0.25
2. A. Per minute rates are the equivalent to Micro-Comm, Inc. Basic 1+ Service under Rates and Charges in the Tariff.

B. Debit Card

The Carrier's debit card is offered as a flat-rated travel card account service. Establishment of an account balance entitles the consumer to access the Carrier's network for a preset amount of usage. All calls will be debited from the available account balance in full-minute increments on a real-time basis. Customers will be interrupted with an announcement when the account balance is about to be exhausted.

Debit cards are available in various dollar denominations. The debit card is non-refundable and will expire on the date specified on the card or package in which the card is enclosed. Any unused balances may be applied toward any replenishment amount. Unlike a deposit or advance payment, the debit card account balance is not held against future payment as all service is available for immediate consumption. The Per Minute rate is inclusive of all applicable taxes.

- B.1 Per Minute Usage Charge \$0.40
-

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TELECOMMUNICATIONS SERVICES TARIFF

F. AREA OF SERVICE

MICRO-COMM, INC. intends to service the entire state of SOUTH DAKOTA. (See attached map)



Tarifshl/wd/ds

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Tarifshl/wd/ds

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State of South Dakota

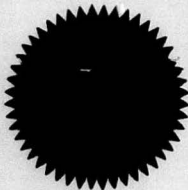


OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of MICRO-COMM, INCORPORATED (AL) d/b/a LEGEND MARKETING INTERNATIONAL OF ALABAMA, INC. to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state under the name of LEGEND MARKETING INTERNATIONAL OF ALABAMA, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this July 1, 1997.

Joyce Hazeltine
JOYCE HAZELTINE
Secretary of State

Officers of Micro-Comm, Inc.:

H. David Sweatt
President
1808 Canebrake Court, North
Mobile, Alabama 36695
Phone: (334) 476-1000
Fax: (334) 473-3522

Joyce C. Sweatt
Secretary
5746 Greentree Road
Mobile, Alabama 36679
Phone: (334) 476-1000
Fax: (334) 473-3522

Pamela S. Hembree
Office Manager
2612 Cameron Street
Mobile, Alabama 36607
Phone: (334) 476-1000
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Secretary
5746 Greentree Road
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Fax: (334) 473-3522

Pamela S. Hembree
Office Manager
2612 Cameron Street
Mobile, Alabama 36607
Phone: (334) 476-1000
Fax: (334) 473-3522





NO. D 06323

State of Alabama Department of Revenue

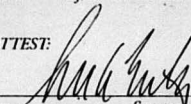
Certificate of Good Standing Domestic Corporation

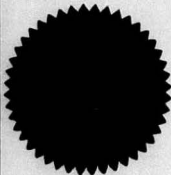
I, Louis R. Mills, Assistant Chief of the Individual and Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that MICRO COMM INC, a domestic corporation, incorporated in Mobile County on November 7, 1983 has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Section(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of April 8, 1997


Assistant Chief, Individual and Corporate Tax Division

ATTEST:

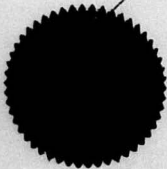

Secretary



9144-21-21

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Micro-Comm, Inc. Incorporated in Mobile County, Mobile, Alabama on November 7, 1983. I further certify that the records do not disclose that said Micro-Comm, Inc. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

May 23, 1997

Date

Jim Bennett

Secretary of State

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REQUIRED INFORMATION - Please provide the following information requested. Attach additional sheets to this Application if necessary.

1. APPLICATION IDENTIFICATION

Applicant's Name: PAMELA HEMBREE

D/B/A Name: MICRO-COMM. INC.

Address: 2612 CAMERON STREET

MOBILE, ALABAMA 36607

POST OFFICE BOX 7461

MOBILE, ALABAMA 36670

Telephone No.: (334) 476-1000 **Fax No.** (334) 473-3522

Taxpayer ID No.: 630876805

Form of Business: Corporation X Partnership Sole Proprietorship
Other

2. DESIGNATED CONTACT PERSON

Please list the name, title, address and telephone number (including toll free number) of the person designated by applicant to receive all inquiries, notices and complaints from Commission Staff:

PAMELA HEMBREE, OFFICE MANAGER

2612 CAMERON STREET

MOBILE, ALABAMA 36607

(334) 476-1000 OR (800) 476-1000

VERIFICATION

Name and D/B/A Name of Applicant: PAMELA HEMBREE

MICRO-COMM, INC.

Title of person verifying Application and signing verification on behalf of Applicant: _____

PAM HEMBREE, OFFICE MANAGER

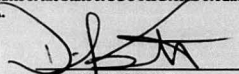
Principle Business Address of Applicant: 2612 CAMERON STREET

MOBILE, ALABAMA 36607

Address of person verifying this application: 2612 CAMERON STREET

MOBILE, ALABAMA 36607

The undersigned swears to (or affirms) that he or she has read this Application and attachments; that the information contained herein is true and correct to the best of his or her knowledge and belief, and that the Applicant is willing and able to comply with all regulations, rules and procedures of this Commission and all statutes of the State of SOUTH DAKOTA and the Constitution of the State of SOUTH DAKOTA.

BY:  _____

H. DAVID SWEATT

TITLE: PRESIDENT

STATE OF ALABAMA

COUNTY OF MOBILE

Signed and sworn to (or affirmed) before me on July 25, 1993 by _____

PAMELA HEMBREE on behalf of Applicant MICRO-COMM, INC.

Pamela S. Hembree

Notary Public

(Seal, if any)

My Commission expires: _____

MY COMMISSION EXPIRES
MARCH 15, 1999

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DOCUMENT (S)

DISREGARD

BACKGROUND

001 002 003 004 005

MICRO-COMM, INC.

**Financial Statements
For the Year Ended
September 30, 1996
(With Accountants' Compilation Report)**

Kalish, Bedsole & Company, P. C.
Certified Public Accountants

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Financial Statements	
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Statement of Income and Retained Earnings	4
Statement of Cash Flows	5
Notes to Financial Statements	6-7

KALIFEH, BEDSOLE & COMPANY, P.C.

CERTIFIED PUBLIC ACCOUNTANTS

**PAUL R. KALIFEH CPA
KENNETH E. BEDSOLE CPA
EDWARD C. FISACHENLY CPA**

**1340 BLESSING DRIVE
MOBILE, AL 36608-3034
(334) 476-0314
FAX (334) 476-0730**

**To the Board of Directors
Micro-Comm, Inc.
Mobile, Alabama**

We have compiled the accompanying balance sheet of Micro-Comm, Inc. as of September 30, 1996, and the related statements of operations and retained earnings and cash flows for the year then ended, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Kalifeh, Bedsole & Company, P.C.

**March 5, 1997
Mobile, Alabama**

MICRO-COMM, INC.

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Balance Sheet
September 30, 1996**Assets****Current assets**

Cash	\$ 30,641
Accounts receivable-trade	221,403
Inventory, at cost	33,000
Other receivables	<u>3,430</u>

Total current assets 288,474

Property and equipment, at cost (note 2)

Land and building	109,066
Telephone equipment	172,000
Automobiles and trucks	163,938
Office furniture	20,942
Building improvements	<u>32,500</u>
	498,446

Less accumulated depreciation (270,188)

228,258

\$ 516,732

Liabilities and Stockholder's Equity**Current liabilities**

Current maturities of long-term debt (note 2)	\$ 68,602
Accounts payable, trade	142,323
Payroll and sales tax payables	75,203
Federal and State income tax payable (note 3)	<u>2,525</u>

Total current liabilities 288,653

Long-term debt, less current maturities (note 2) 83,439

Stockholder's equity

Common stock, \$1 par value, 1,000 shares authorized, issued and outstanding	1,000
Additional paid in capital	32,914
Retained earnings	255,768
Less treasury stock, at cost	<u>(145,042)</u>
	<u>144,640</u>

\$ 516,732

See Accountants' Compilation Report and Notes to Financial Statements

MICRO-COMM, INC.

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**Statement of Income and Retained Earnings
For the Year Ended September 30, 1996**

Sales	
Rentals, installation, maintenance fees and sale of equipment	\$2,005,422
Cost of Goods sold	<u>1,032,633</u>
Gross profit	972,789
Operating expenses	
Salaries	437,117
Payroll taxes	38,676
Insurance	53,147
Repairs and maintenance	23,945
Advertising	9,375
Utilities and telephone	107,086
Janitorial	14,690
Office expense	45,948
Equipment rental expense	27,895
Taxes and licenses	5,213
Automobile and truck expense	53,799
Travel and entertainment	12,546
Professional fees	2,788
Commissions	26,928
Dues and subscriptions	9,242
Depreciation	47,365
Interest expense	29,691
Other	<u>18,924</u>
	<u>964,375</u>
Income before income taxes	8,414
Income tax expense (note 3)	<u>2,525</u>
Net income	5,889
Retained earnings	
Beginning of year	321,228
Less: Prior period adjustment (note 4)	<u>(71,349)</u>
End of year	<u>\$ 255,768</u>

See Accountants' Compilation Report and Notes to Financial Statements

MICRO-COMM, INC.

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Statement of Cash Flow For the Year Ended September 30, 1996

Cash flows from operating activities	
Net income	\$ 5,889
Adjustment to reconcile net income to net cash provided by operating activities	
Depreciation	47,365
Changes in operating assets and liabilities	
Increase in accounts receivable, trade	(42,382)
Decrease in payable to stockholder	(12,229)
Increase in other receivables	(2,350)
Increase in accounts payable, trade	41,058
Increase in payroll and sales tax payable	27,384
Decrease in income taxes payable	(1,741)
Net cash provided by operating activities	62,994
Cash flows from investing activities	
Purchase of property and equipment	(52,428)
Cash flows from financing activities	
Repayment of long term debt	(68,572)
Proceeds from long-term debt	36,646
Net cash used by financing activities	(31,926)
Increase in cash	(21,430)
Cash - beginning of year	52,071
Cash - end of year	\$ 30,641

Supplemental disclosure of cash flow information

Cash paid during period for	
Interest	\$29,691
Income taxes	4,266

See Accountants' Compilation Report and Notes to Financial Statements

MICRO-COMM, INC.

6

Notes to Financial Statements
September 30, 1996
(See Accountants' Compilation Report)

Note 1 - Summary of Significant Accounting Policies

The Company was organized and incorporated in 1983 to engage in the sales, installation, maintenance and leasing of telephone systems principally in Mobile and Baldwin Counties in Alabama.

Property, plant and equipment items are carried at cost. Depreciation is provided by using the straight line and accelerated methods, over the estimated useful lives of the assets as follows:

Leased equipment	5 years
Office furniture	5 years
Leasehold improvements	7 years
Trucks	3-5 years

Inventory is valued at the lower of cost or market with cost being determined by using a method that closely approximates the first-in, first-out (FIFO) method.

At September 30, 1996, management wrote off all uncollectible accounts, therefore, no allowance for doubtful accounts has been provided.

Note 2 - Long term Debt

Long-term debt consists of the following:

Note payable to bank in monthly installments of \$1,686 plus interest at 7%; matures August, 1998; unsecured; guaranteed by stockholder	\$ 38,604
Notes payable (three) to banks in monthly installments totalling \$1,077 including interest at 8 to 8.5%; mature in 1999, secured by autos	31,252
Note payable to bank in monthly installments of \$1,333 plus interest at 9.75%; matures September, 1999; secured by equipment; guaranteed by stockholder	47,672
Note payable to individual in monthly installments of \$1,951 including interest at 9%; matures April, 1998; secured by land and building	34,513
	152,041
Less current maturities	68,602
Long-term debt	\$ 83,439

MICRO-COMM, INC.

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**Notes to Financial Statements
September 30, 1996
(See Accountants' Compilation Report)**

Note 2 - Continued

Maturities of long term debt are as follows:

Year Ending September 30,	
1997	\$ 68,602
1998	59,420
1999	<u>24,012</u>
	\$152,034

Note 3 - Income Taxes

The provision for income taxes at September 30, 1996 consists of the following:

Current taxes	
Federal	\$1,945
State	<u>580</u>
	\$2,525

The difference between book income and taxable income is as follows:

Income before taxes	\$ 8,414
Add nondeductible expenses:	
Meals and entertainment	<u>5,132</u>
Taxable income	\$13,546

Note 4 - Prior Period Adjustment

A prior period adjustment has been made to correct an error in prior periods. At September 30, 1995 the accounts payable - trade was understated by \$71,349. The resulting entry was to reduce retained earnings by the \$71,349 at September 30, 1996.

STATE OF ALABAMA

PROBATE DE SAID COUNTY

COUNTY OF MOBILE

CERTIFICATE OF INCORPORATION OF

HICHO CORP., INC.

THAT, Harold Hazel Socali and William H. Bates, Jr.

and
their associates and successors are duly organized as a corporation under the name of

HICHO CORP., INC.

for the purposes expressed in the

ARTICLES OF INCORPORATION filed in the Office of the Probate Judge of Mobile County,

Alabama on the 7th day of November, 1983 having the

power, capacity and authority conferred by law. The said CORPORATION

having been in all respects organized pursuant to Code

Alabama, 1975, Sec. 10-A-91 et seq.

WITNES, my hand and seal of the Probate Court of Mobile County, Alabama, this 7th

day of November, 1983



L. W. DODD
L. W. DODD
Judge of Probate
Mobile County, Alabama

8
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4

ARTICLES OF INCORPORATION

OF

HICO-CORP

INC.

BE IT KNOWN that we, HAROLD DAVID SWATT and WILLIAM B. BATES, JR., desiring to incorporate under the laws of the State of Alabama, do hereby make and file this Certificate in the Office of the Judge of Probate of Probate Court of Mobile, Alabama.

FIRST

The name of the corporation shall be HICO CORP, INC.

SECOND

The purpose and purposes for which said corporation is formed are as follows:

To engage in the business of buying, selling, servicing, repairing, supplying and installing both at wholesale and retail, all types and kinds of phone and other communication systems, cable installation and/or any and all kinds and types of electronic systems and their installation, and all activities connected with the operation of such business.

To buy; sell, hire, lease, import, deal in, operate, process, prepare, use, equip, remodel, construct, acquire, hold, install, repair, service, trade, assemble, handle, maintain, license the use of, assign, inspect and otherwise dispose of, and generally to trade in and with, as principal or agent, at wholesale, retail, or commission, or otherwise, devices, equipment, instruments, machinery, apparatus, systems, products, motors, machines, fixtures, appliances, tools, supplies, materials, parts, accessories and components, as well as procedures used or useful in or for the servicing and/or selling of, and its related activities, and similar goods, wares, merchandise, commodities, articles of commerce, and property of every kind and description, and any and all products, machinery, equipment and supplies used or useful in connection therewith.

01444
22
003

... for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on or pledge, conveyance or assignment of, the whole or any part of the assets of the corporation, real, personal or mixed, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes;

To acquire the good will, rights, property and assets of any and all firms, of any person, firm, association or corporation, and to pay for the same in cash, stocks, bonds, debentures or other securities of the corporation, or other plan; and to assume and agree to pay the whole or any part of the liabilities of any such person, firm, association or corporation;

To lend money, either without collateral or security or on the security of real or personal property, and to enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, governmental, municipal or public authority, domestic or foreign, or others;

To acquire the good will, rights and property and subscribe for, acquire, hold and dispose of the stocks, bonds or other indebtedness of any corporation of this or any other state or territory or foreign country;

To conduct researches, investigations and examinations of businesses and enterprises of every kind and description with the aim of acquiring information and particulars for the investment and employment of capital;

To make any guaranty respecting indebtedness, dividends, interest, contracts or obligations; and

Generally, to do and perform any and all things that may be incidental to or necessary or proper to the conduct

of any or all of the above described objects and purposes,
or any and all of the foregoing acts and things and to car-
out any and all of the foregoing objects and purposes, in
the State of Alabama, in other states of the United States
Federal Districts and Territories, and Possessions of the
United States and in foreign countries.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers not be held to limit or restrict in any manner the powers of this Council.

It is specifically not the object or the purpose of this incorporation to engage in the buying and selling of real estate.

T001 R03

The location of the initial registered place of business of this corporation shall be 1256 Springdale Place, Mobile County, Alabama, 36606.

FOURTH

The aggregate number of shares of stock which the corporation shall have authority to issue is FIVE THOUSAND (5,000) SHARES of common stock with a par value of 10¢, AND 100/100 (\$1.00) DOLLAR per share.

The amount of capital stock with which the corporation shall begin business is ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS.

PAFTU

The names and addresses of the officer and agent designated by the incorporators to receive subscriptions to the capital stock of the said corporation is HAROLD DAVID SMITH, 1751 San Juan Drive, Mobile County, Alabama, 36689.

SIXTH

The names and addresses of the Incorporators and the number of shares subscribed for by him are as follows:

		SHARES	PAID IN
Harold David Sweatt	3753 San Juan Dr. Mobile, AL 36609	500	\$500.00
William H. Bates, Jr.	6527 Old Shell Rd. Mobile, AL 36609	500	\$500.00

All of the shares issued to the Incorporator were paid for in cash.

SEVENTH

The business and affairs of the corporation shall be governed by the Board of Directors. The number of Directors constituting the initial Board of Directors shall be two.

(2) Except as to the number constituting the initial Board of Directors, the number of Directors shall be fixed by the Bylaws, provided that the Bylaws shall not fix the number at less than two (2) Directors. The Directors, at the annual meeting, shall fix the various offices for the ensuing year and shall elect by ballot the persons to fill such offices, and such Board of Directors shall make such rules and regulations for the government of said corporation as are not in conflict with the laws of the State of Alabama or with the Bylaws of the corporation. Any office herein provided for, may, at any time, be abolished and any additional office or offices may be created and filled at any time by the Directors by a vote at any meeting of the majority of such Directors.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent thereto is signed by the members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

EIGHTH

The following officers have been chosen to serve the corporation until the first annual meeting of the Board of Directors and/or until their successors are duly elected,

Harold David Sweatt	President
William H. Bates, Jr.	Secretary

NEXT

DOCUMENT (S)

DISREGARD

BACKGROUND

there is no period limited for the duration of said corporation, and its existence shall be perpetual.

TENTH

The name and address of the initial registered agent designated by the incorporators to receive service of process is Harold David Sheatt, 3256 Springdale Place, Mobile, Alabama, 36606.

ELEVENTH

This corporation is formed in compliance with Section 1244 of the Internal Revenue Code of 1954.

TWELFTH

HAROLD DAVID SHEATT, whose address is 3751 San Juan Drive, Mobile County, Alabama, 36609, and WILLIAM H. BATES, JR., whose address is 6527 Old Shell Road, Mobile County, Alabama, 36609, shall serve the corporation as directors until the first annual meeting of the stockholders and/or until their successors are duly elected.

THIRTEENTH

The holders of the capital stock of this corporation, entitled to vote, may do so by proxy.

FOURTEENTH

Attached hereto is the statement of Harold David Sheatt, the person authorized by the incorporators to receive subscriptions to the capital stock, setting forth that ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS of capital stock has been subscribed for, and showing that all of the subscriptions were paid for in cash.

IN WITNESS WHEREOF, the incorporators hereto have set their respective hands and seals to this Certificate of Incorporation, and pray that it be filed and recorded as provided by law, to the end that these incorporators, their successors and assigns, shall constitute a body corporate, under the laws of the State of Alabama.

844422

... of the State of Alabama, this the 11th day of
October, 1981.

Handwritten signature
MARGIE DAVID BRATT

WILLIAM H. BRYANT, JR.

STATE OF ALABAMA)

COUNTY OF MOBILE)

I, the undersigned Notary Public in and for said County
and State, hereby certify that the names signed to the for-
going Articles of Incorporation and who are known to me,
acknowledged before me on this day that, being informed of
the contents of said Articles of Incorporation, executed the
same voluntarily on the day the same herein date.

Given under my hand and seal on this the 11th day of
October, 1981.

Handwritten signature
Notary Public, Mobile County, Alabama

This instrument prepared by Daniel G. Bayara,
2001 Southwood Blvd. Building
Mobile, AL 36602.

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared, BARBARA BAYNE, who being by me first duly sworn, deposed and said as follows:

That he is the agent or person designated by the incorporators of the proposed corporation, to receive subscriptions to the capital stock of said corporation.

That as shown by the following subscription list, the amount of capital stock paid in is ONE THOUSAND AND EIGHTY (51,000) DOLLARS, which is the minimum required by law and was paid for as follows:

HAIIE

World War II Report

William H. Bates.

CHANGE:

5000

500

CASE

2500 1940

\$5000.00

НАРОДЕН БИВУК НА БИХАТ

Subscribed and sworn to before me this 11th day of
October, 1981

Henry Kubicek, Public Accountant

3144-2142

MICRO-COMM, INC.
P.O. BOX 7481
MOBILE, ALABAMA 36670-0481

SOUTHTRUST BANK
MOBILE, ALABAMA
81-8-620

15243

CHECK NO.

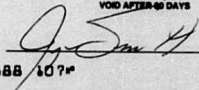
CHECK DATE
7/28/97

VENDOR NO.

PAY TWO HUNDRED FIFTY AND 00/100 CHECK AMOUNT 250.00

TO THE ORDER OF SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

MICRO-COMM, INC.
VOID AFTER 60 DAYS



⑆015243⑆ ⑆062000080⑆ 60 888 107⑆

Security Features Indicated Check on back

South Dakota
Public Utilities Commission
State Capitol 500 E. Capitol
Pierre, SD 57501-5070
Phone: (800) 332-1782
Fax: (605) 773-3809

TELECOMMUNICATIONS SERVICE FILINGS

These are the telecommunications service filings that the Commission has received for the period of:

08/01/97 through 08/07/97

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact Detaine Kolbo within five days of this filing.

DOCKET NUMBER	TITLE/STAFF/SYNOPSIS	DATE FILED	INTERVENTION DEADLINE
REQUEST FOR CERTIFICATE OF AUTHORITY			
TC97-136	Application by ComTel Computer Corp. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/TZ) "ComTel proposes to offer long distance voice telecommunications services ... such as 1+ direct dial calling, switched in-bound toll free service, travel card, debit card services and directory assistance."	08/01/97	08/22/97
TC97-137	Application by Micro-Comm, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/KC) Micro-Comm proposes to offer "telecommunications services to subscribers for direct voice and data communications...". Micro-Comm will offer 1+, WATS, calling card, and debit card services.	08/01/97	08/22/97
TC97-138	Application by KCI Long Distance, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/KC) "KCI seeks authority to provide WATS, 800, travel card and debit card services. KCI does not intend to provide 900 or 700 services."	08/01/97	08/22/97
FORMAL COMPLAINT FILED			
TC97-139	Gemini Companies, Inc. vs U S WEST Communications. Gemini purchases Basic Public Access Lines from U S WEST and eight other local exchange companies in South Dakota. "U S WEST requires the use of metered, or message-based rate in areas where their equipment allows them to measure service. The effect of this requirement is that our average monthly U S WEST phone bills in South Dakota are \$10 to \$14 higher than our U S WEST monthly phone bills in the other states and \$22 per month higher than our monthly average of phone bills from the eight other South Dakota companies. In each case the service received is identical: basic dial tone with certain screening and blocking features. [Gemini] asks that the Commission mandate the use of the flat rate and eliminate the measured-service required rate." (Staff: DJ/CH)	07/28/97	NA

Important Notice: The Commission is compiling a list of internet addresses. If you have an internet address please notify the Commission by E-mailing it to Terry Norum at: terryn@pucc.state.sd.us. Faxing the address to the Commission at: 605-773-3809

81442144

MICRO-COMM
TELECOMMUNICATIONS

3812 Cameron Street • Mobile, Alabama 36607 • 334-476-1000

TC 97-137

August 15, 1997

RECEIVED

AUG 18 1997

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Ms. Tammi Stangohr, Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

Dear Tammi,

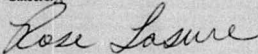
Per our conversation of August 13, 1997, I am re-submitting the enclosed Tariff for your reviewing and processing. Enclosed, please find one original and 10 copies of the following documents:

1. Cover Letter
2. Application Questionnaire
3. Tariff
4. Certificate of Authority
5. Certificate of Incorporation
6. Certificate of Good Standing
7. Financial Report
8. Articles of Incorporation

If you have any further questions or comments, please do not hesitate to contact me at (334) 476-1000.

Thank you for your help in this matter.

Sincerely,



Rose Lasure

TELECOMMUNICATIONS SERVICES TARIFF

APPLICATION REQUIREMENTS

1. Name, address and telephone number of Applicant;

MICRO-COMM, INC.
Post Office Box 7461
2612 Cameron Street
Mobile, Alabama 36670
Phone: (334) 476-1000
Fax: (334) 473-3522

2. The name under which the Applicant will provide these services if different than in subdivision (1) of this section;

Same As Above

3. Is the Applicant a corporation;

Yes, MICRO-COMM, INC. is a corporation.

3.A	The state in which it is incorporated:	Alabama
	The date of incorporation:	November 07, 1983
	Copy of Certificate of Incorporation:	Attached
	Copy of Certificate of Authority:	Attached

- 3.B. The location of its principal office in South Dakota: None

Current Registered Agent:

Corporation Service Company
503 South Pierre Street
Pierre, South Dakota 57501

TELECOMMUNICATIONS SERVICES TARIFF

- 3.C The name and address of anyone holding 20 percent or greater ownership or management interest in Corporation;

H. David Sweatt, President/Owner
2612 Cameron Street
Mobile, Alabama 36607

- 3.D The names and addresses of subsidiaries owned or controlled by the Applicant;
None

4. If the applicant is a partnership, the name, title and business address of each partner, both general and limited;

Company is solely owner/operated by H. David Sweatt.

5. A specific description of the telecommunications service the Applicant intend to offer;

Basic Service - 1+ Access (where available), Toll Service, Customer Account Coding & Prepaid Debit Card Service.

6. A detailed statement of the means by which the applicant will provide its services, including the type and quantity of equipment to be used in the operation, the capacity and the expected use of the equipment;

MICRO-COMM, INC. will be providing prepaid debit card service and will have no equipment in the State of South Dakota.

7. The geographic areas in which the service will be offered, including a map describing the service area;

MICRO-COMM, INC. intends to service the entire State of South Dakota. (Map Attached)

- | | |
|---|-----------------|
| 8. Current financial statements: | Attached |
| Copy of the Applicant's latest annual report: | Attached |
| Copy of the Applicant's report to stockholders: | No stockholders |
| Copy of Applicant's Tariff: | Attached |

TELECOMMUNICATIONS SERVICES TARIFF

9. Handling of Complaints and Regulatory Matters;

- 9.A The names and address of the Applicant's representatives to whom all inquiries should be made regarding complaints and regulatory matters:

Pamela S. Hembree
Post Office Box 7461
2612 Cameron Street
Mobile, Alabama 36670
Phone: (334) 476-1000
Fax: (334) 473-3522

- 9.B Description of how the applicant handles customer billings and Customer Service matters:

9.B1 Service is billed on a monthly basis.

9.B.2 The Subscriber is responsible for payment of all charges for services furnished to the Subscriber.

9.B3. Billing will be payable upon receipt of bill. Interest will be charged on any amount unpaid after thirty (30) days, at a rate of 1.5% per month.

9.B.4 Carrier reserves the right to deny service to applicants or Subscribers whose financial condition is not acceptable to the Carrier.

10. Applicant Registration or Certification in other States;

- 10.A. List of other states in which the Applicant is registered or certified to do business:

None

- 10.B. Has Applicant been denied registration in any other state:

No.

TELECOMMUNICATIONS SERVICES TARIFF

11. Marketing of service;

11.A. How does Applicant plan to market services:

MICRO-COMM, INC. will be corresponding via internet, mailings and telephone.

11.B. What is targeted market:

The general public

11.C. Is Applicant engaged in any multilevel marketing:

Yes.

11.D. Copy of any company brochures used to assist in the sales of service:

None.

Officers of Micro-Comm, Inc.:

H. David Sweatt

President

1808 Canebrake Court, North

Mobile, Alabama 36695

Phone: (334) 476-1000

Fax: (334) 473-3522

Joyce C. Sweatt

Secretary

5746 Greentree Road

Mobile, Alabama 36609

Phone: (334) 476-1900

Fax: (334) 473-3522

Pamela S. Hembree

Office Manager

2612 Cameron Street

Mobile, Alabama 36607

Phone: (334) 476-1000

Fax: (334) 473-3522

MICRO-COMM, INC.

SOUTH DAKOTA P.U.C. TARIFF NO. 1
ORIGINAL PAGE NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of telecommunicatic is services provided by MICRO-COMM, INC. with principal offices at 2612 Cameron Street, Mobile, Alabama 36607. This tariff applies for services furnished within the state of SOUTH DAKOTA. This tariff is on file with the SOUTH DAKOTA Public Utilities Commission, where copies may be inspected during normal business hours.

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

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ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

8144
:51
:52

MICRO-COMM, INC.

SOUTH DAKOTA P.U.C. TARIFF NO. 1
ORIGINAL PAGE NO. 3

TELECOMMUNICATIONS SERVICES TARIFF

Regulations and Charges applying to Resale Common Carrier Service provided by Micro-Comm, Inc.

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

MICRO-COMM, INC.

SOUTH DAKOTA P.U.C. TARIFF NO. 1

ORIGINAL PAGE NO. 4

TELECOMMUNICATIONS SERVICES TARIFF

<u>Page</u>	<u>Number of Revisions</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

MICRO-COMM, INC.

SOUTH DAKOTA P.U.C. TARIFF NO. 1
ORIGINAL PAGE NO. 5

TELECOMMUNICATIONS SERVICES TARIFF

List of Concurring, Connecting and Other Participating Carriers:

Various

Symbols, Reference Marks and Abbreviations:

R to signify reduction

I to signify increase

C to signify changed regulation

T to signify a change in text but no change in regulation

S to signify reissued matter

D to signify discontinued rate or regulation

N to signify new rate or regulation

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

A. APPLICATION OF TARIFF

1. This tariff contains the regulation and charges applying to resale common carrier telecommunications service provided by MICRO-COMM, Incorporated (hereinafter "Carrier") to locations within the State of SOUTH DAKOTA.

B. DEFINITIONS

1. Carrier: MICRO-COMM, INC., unless the context means otherwise.
2. Subscriber: The person, firm, corporation or other entity which orders or uses service and is responsible for the payment of charges and for compliance with tariff regulations.
3. Authorization Code: A numerical code assigned by the Carrier to the Subscriber for the Subscriber's use in identifying the Subscriber to the call accounting equipment at the time a call is dialed.

C. REGULATIONS

1. Type of Service

Carrier is a resale common carrier providing telecommunications service to Subscribers for direct voice and data communication with stations of any domestic telephone system within the State of SOUTH DAKOTA. Service is available all hours, all days. Billing for calls begins at the time Carrier's frequency monitoring device detects that the called party has answered and ends when the device detects that either the called party or the calling party hangs up.

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

C. REGULATIONS (CONTINUED)

The frequency monitoring devices have demonstrated an accuracy of 95% and 99%. However, as a back-up carrier identifies calls of such duration that it has erred and that the call has actually been answered. In such cases, billing begins only from the point at which the frequency monitoring device is deemed to have erred. The Carrier will provide an appropriate credit to a customer billed for a call of short duration when customer identifies that the call was not complete.

2. Description of Services

- A. MICRO-COMM, INC. Basic Service - 1+ Access (where available). This is toll service that enables the Subscriber to call stations of any domestic telephone system in SOUTH DAKOTA. Calls are rounded to the next whole minute and are individually rated on the basis of distance, duration and time of day/day of week. Service is accessed by designated MICRO-COMM, INC. As the long distance carrier dialing 1+ the area code + the called number. Rates are set forth in the Rate and Charges portion of this tariff.
- B. MICRO-COMM, INC. Wats - This is toll service that enables the Subscriber to call stations of any domestic telephone system in the State of SOUTH DAKOTA. Calls are rounded to the nearest 1/10 of a minute, and are individually rated on the basis of area called, duration and time of day/day of week. Rates are set forth in the Rates and Charges portion of this tariff.
- C. Customer Account Coding - This is an optional feature available to customers who desire internal accounting abilities such that a two, three, or four digit number may be assigned to an account. Rates are set forth in the Rates and Charges portion of this tariff.

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

C. **REGULATIONS (CONTINUED)**

3. **Limitation of Service**

- A. Service is offered subject to the availability of necessary facilities and/or equipment and subject to the provisions of this tariff. Carrier reserves the right not to provide service to or from a location where the necessary facilities or equipment are not available.
- B. Carrier reserves the right to discontinue service upon written notice, when necessitated by conditions beyond its control, or when the Subscriber is using the service in violation of the provisions of this tariff or is in violation of the tariffs of the network carriers, or in violation of the law.
- C. Service may not be used for any unlawful purpose.

4. **Payment and Billing**

- A. Service is billed on a monthly basis.
- B. The Subscriber is responsible for payment of all charges for services furnished to the Subscriber.
- C. Billing will be payable upon receipt of bill. Interest will be charged on any amount unpaid after thirty (30) days, at a rate of 1.5% per month.
- D. Carrier reserves the right to deny service to applicants, or Subscribers whose financial condition is not acceptable to the Carrier.

ISSUED: MARCH 25, 1997

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BY: H. DAVID SWEATT
MICRO-COMM, INC.
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MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

C. REGULATIONS (CONTINUED)

- E. If notice of a dispute as to changes in not received in writing by Carrier within thirty (30) days after billing invoice is used, the invoice shall be considered correct and binding on the Customer.

5. Returned Check Charge

- A. The Subscriber will be assessed a \$10.00 handling charge for each instance of the Subscriber's check for payment of service being returned to the Carrier by the bank after being dishonored.

6. Adjustment For New Local Taxes

- A. If at a future time a municipality, county, or other local taxing authority acquires the legal right, and imposes a tax, fee or charges shall be billed to the Subscribers receiving service within the territorial limits of such municipality, county or other taxing authority. Such billing shall allocate these taxes, fees or other charges among the Subscribers uniformly on the basis of each Subscriber's charges for the type of service made subject to such tax, fee or charge.

7. Cancellation by Customer

- A. Service may be canceled by the Customer only on not less than ten (10) days prior written notice to Carrier.

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
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2612 CAMERON STREET
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TELECOMMUNICATIONS SERVICES TARIFF

C. REGULATIONS (CONTINUED)

- B. If the Customer orders service requiring special facilities dedicated to the Customer's use and then cancels his/her order before the service begins, before some other period mutually agreed upon by the Customer and Carrier, a charge will be made to the Customer for the non-recoverable portions of expenditures or liabilities incurred expressly on behalf of the Customer by Carrier and not fully reimbursed by installation and monthly charges. If, based on the order, any construction has either begun, or been completed but no service provided, the non-recoverable cost of such construction shall be borne by the Customer.

8. Cancellation of Service By Carrier For Non-Payment

- A. The Carrier, upon written notification to the Subscriber, may discontinue service without incurring any liability if within five (5) days after rendition of bill the Carrier has not received full payment for service rendered hereunder.

9. Liability

- A. The liability of the Carrier for damages arising out of mistakes, omissions, interruptions, delays, errors or defects in transmission occurring in the course of furnishing service and not caused by the negligence of the Subscriber, commences upon activation of the service and in no event exceeds an amount equivalent to the proportionate charge to the Subscriber for the period of service during which such mistakes, omissions, interruptions, delays, errors, or defects in transmission occur. For the purpose of computing this amount, a month is considered to have thirty (30) days.

ISSUED: MARCH 25, 1997

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BY: H. DAVID SWEATT
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2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

C. REGULATIONS (CONTINUED)

- B. Carrier shall not be liable for any claim or loss, expense, or damage (including indirect, special or consequential damage) for any interruption, delay, error, omission, or other defect in any service, facility or transmission provided under this tariff, if caused by any person or entity 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 Carrier's control.
- C. Carrier 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, (i) for defamation, invasion of privacy, infringement of copyright or patent, unauthorized use of any trademark, trade name with or mis-appropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising from the material, data, information or content revealed to, transmitted, processed, handled or used by Carrier under this tariff; or (ii) for any act or omission of the Customer; or (iii) no agent or employee of any other Carrier shall be deemed to be an agent or employee of the Carrier.

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

D. RATES AND CHARGES

1. MICRO-COMM, INC. Basic Service - 1+ Access
(Where available)

A. MICRO-COMM, INC. Basic Service Call Charges:

INTRASTATE LONG DISTANCE RATES

MONTHLY ACCOUNT FEE - \$10.00 (INCLUDES ALL LINES)

<u>MILEAGE RANGE</u>	<u>DAY</u>	<u>EVE</u>	<u>WEEKEND</u>
INTRASTATE -SOUTH DAKOTA	0.2200	0.1800	0.1600
INTERSTATE -			
0 - 55 (RANGE 0)	0.1824	0.1277	0.0951
56 - 292 (RANGE 1)	0.2052	0.1443	0.1107
293 - 430 (RANGE 2)	0.2217	0.1560	0.1176
431 - 925 (RANGE 3)	0.2294	0.1642	0.1254
926 - 1910 (RANGE 4)	0.2378	0.1701	0.1330
1911 - 3000 (RANGE 5)	0.2415	0.1701	0.1330
3001 - 4250 (RANGE 6)	0.2889	0.2060	0.1610
4251 - 5750 (RANGE 7)	0.3081	0.2199	0.1720

PER MINUTE COSTS (BEFORE DISCOUNTS)

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

D. RATES AND CHARGES (CONTINUED)**WATS - VOLUME DISCOUNTS (INCREMENTAL)**

INTERSTATE -	\$ 0	-	124	0.0%
	125	-	999	3.0%
	1,000	-	2,400	5.0%
	2,500	-	+	7.0%

INTRASTATE	\$ 0	-	199	0.0%
	200	-	499	3.0%
	500	-	999	5.0%
	1,000	-	+	7.0%

INSTALLATION COST	\$20.00
INSTALLATION INTERVAL	72 HOURS

Holiday Rates: On January 1, July 4, Labor Day, Thanksgiving Day and Christmas Day, Evening Rates apply from 8 a.m. to 5 p.m. in lieu of regular rates, if holiday falls on a weekday.

Calculation of Distance: Usage charges for all mileage-sensitive products are based on the airline distance between rate centers associated with originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers and associated vertical and horizontal coordinates that are produced by Bell Communications Research and their NPA-NXX V&H Coordinates Tape and Bell's NECA Tariff No. 4.

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

D. RATES AND CHARGES (CONTINUED)

Formula:

$$\sqrt{(V1-V2)^2 + (H1-H2)^2}$$

2. Customer Account Coding

For customers who desire internal call accounting, a two (2) digit number can be provided to enable certain internal accounts to be identified. The charge per account number:

\$10.00 Per Month

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

E. OPTIONAL SERVICES**A. Calling Card Service**

Carrier offers a convenient travel calling card that enables a customer with an existing account to access the toll network by dialing a "TOLL FREE" number then their account or (PIN) number. Service is available from any touch tone telephone in the Continental United States. Charges will be billed to a regular account as provided in Section 4 of this Tariff.

1.A. Per Call Sur-charge \$0.25

2.A. Per minute rates are the equivalent to Micro-Comm, Inc. Basic 1+ Service under Rates and Charges in the Tariff.

B. Debit Card

The Carrier's debit card is offered as a flat-rated travel card account service. Establishment of an account balance entitles the consumer to access the Carrier's network for a preset amount of usage. All calls will be debited from the available account balance in full-minute increments on a real-time basis. Customers will be interrupted with an announcement when the account balance is about to be exhausted.

Debit cards are available in various dollar denominations. The debit card is non-refundable and will expire on the date specified on the card or package in which the card is enclosed. Any unused balances may be applied toward any replenishment amount. Unlike a deposit or advance payment, the debit card account balance is not held against future payment as all service is available for immediate consumption. The Per Minute rate is inclusive of all applicable taxes.

B.1 Per Minute Usage Charge \$0.40

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

TELECOMMUNICATIONS SERVICES TARIFF

F. AREA OF SERVICE

MICRO-COMM, INC. intends to service the entire state of SOUTH DAKOTA. (See attached map)



SDTariff/wd/ds

ISSUED: MARCH 25, 1997

EFFECTIVE: AUGUST 25, 1997

BY: H. DAVID SWEATT
MICRO-COMM, INC.
2612 CAMERON STREET
MOBILE, ALABAMA 36607

144
2
56

**REQUIRED INFORMATION - Please provide the following information requested.
Attach additional sheets to this Application if necessary.**

1. APPLICATION IDENTIFICATION

Applicant's Name: PAMELA HEMBREE

D/B/A Name: MICRO-COMM. INC.

Address: 2612 CAMERON STREET
MOBILE, ALABAMA 36607
POST OFFICE BOX 7461
MOBILE, ALABAMA 36670

Telephone No.: (334) 476-1000 **Fax No.** (334) 473-3522

Taxpayer ID No.: 630876805

Form of Business: Corporation X Partnership Sole Proprietorship
Other

2. DESIGNATED CONTACT PERSON

**Please list the name, title, address and telephone number (including toll free number)
of the person designated by applicant to receive all inquiries, notices and complaints
from Commission Staff:**

PAMELA HEMBREE, OFFICE MANAGER

2612 CAMERON STREET

MOBILE, ALABAMA 36607

(334) 476-1000 OR (800) 476-1000

VERIFICATION

Name and D/B/A Name of Applicant: PAMELA HEMBREE

MICRO-COMM. INC.

Title of person verifying Application and signing verification on behalf of Applicant: _____

PAM HEMBREE, OFFICE MANAGER

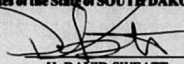
Principle Business Address of Applicant: 2612 CAMERON STREET

MOBILE, ALABAMA 36607

Address of person verifying this application: 2612 CAMERON STREET

MOBILE, ALABAMA 36607

The undersigned swears to (or affirms) that he or she has read this Application and attachments; that the information contained herein is true and correct to the best of his or her knowledge and belief, and that the Applicant is willing and able to comply with all regulations, rules and procedures of this Commission and all statutes of the State of SOUTH DAKOTA and the Constitution of the State of SOUTH DAKOTA.

BY: 

H. DAVID SWEATT

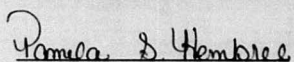
TITLE: PRESIDENT

STATE OF ALABAMA

COUNTY OF MOBILE

Signed and sworn to (or affirmed) before me on August 15, 1988 by _____

PAMELA HEMBREE on behalf of Applicant MICRO-COMM. INC.


Notary Public

(Seal, if any)

My Commission expires: _____

MY COMMISSION EXPIRES
MARCH 15, 1989

State of South Dakota

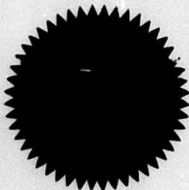


OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of MICRO-COMM, INCORPORATED (AL) d/b/a LEGEND MARKETING INTERNATIONAL OF ALABAMA, INC. to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state under the name of LEGEND MARKETING INTERNATIONAL OF ALABAMA, INC.

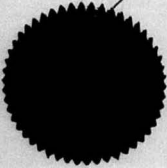


IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this July 1, 1997.

Joyce Hazeltine
JOYCE HAZELTINE
Secretary of State

STATE OF ALABAMA

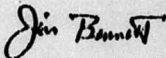
I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that the domestic corporation records on file in this office disclose that Micro-Comm, Inc. Incorporated in Mobile County, Mobile, Alabama on November 7, 1983. I further certify that the records do not disclose that said Micro-Comm, Inc. has been dissolved.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

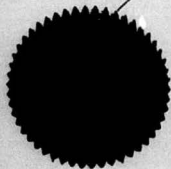
May 23, 1997

Date



Jim Bennett

Secretary of State



In Testimony Whereof, I have hereunto set my hand and
affixed the Great Seal of the State, at the Capitol, in the
City of Montgomery, on this day.

May 23, 1997

Date

Jim Bennett

Jim Bennett

Secretary of State





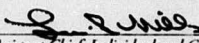
NO. D 06323

State of Alabama Department of Revenue

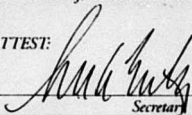
Certificate of Good Standing Domestic Corporation

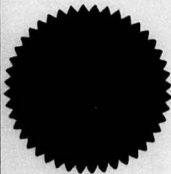
I, Louis R. Mills, Assistant Chief of the Individual and Corporate Tax Division of the Alabama Department of Revenue, hereby certify that the records of said Alabama Department of Revenue show that MICRO COMM INC, a domestic corporation, incorporated in Mobile County on November 7, 1983 has to date made all returns and paid all domestic corporation franchise tax and permit fee due as required by Section(s) 40-14-22 and 40-14-40 Code of Alabama 1975, and is in good standing as a domestic corporation.

IN WITNESS WHEREOF, I hereunto set my hand this
date of April 8, 1997.


Assistant Chief, Individual and Corporate Tax Division

ATTEST:


Secretary



NEXT

DOCUMENT (S)

DISREGARD

BACKGROUND

MICRO-COMM, INC.

**Financial Statements
For the Year Ended
September 30, 1996
(With Accountants' Compilation Report)**

Kalish, Beddoe & Company, P. C.
Certified Public Accountants

Contents

Accountants' Compilation Report	2
Financial Statements	
Balance Sheet	3
Statement of Income and Retained Earnings	4
Statement of Cash Flows	5
Notes to Financial Statements	6-7

PAUL B. KAUFMAN, CPA
 KENNETH E. BENSCH, CPA
 EDWARD C. FRACKLEY, CPA

1340 Bi State Drive
 Mobile, AL 36688-3034
 (334) 476-1114
 FAX (334) 476-1176

To the Board of Directors
 Micro-Comm, Inc.
 Mobile, Alabama

We have compiled the accompanying balance sheet of Micro-Comm, Inc. as of September 30, 1996, and the related statements of operations and retained earnings and cash flows for the year then ended, in accordance with standards established by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements information that is the representation of management. We have not audited or reviewed the accompanying financial statements and, accordingly, do not express an opinion or any other form of assurance on them.

Kelley, Boudine & Company, P.C.

March 5, 1997
 Mobile, Alabama

MICRO-COMM, INC.

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Balance Sheet
September 30, 1996

Assets

Current assets

Cash	\$ 30,641
Accounts receivable-trade	221,403
Inventory, at cost	33,000
Other receivables	3,430

Total current assets	288,474
----------------------	---------

Property and equipment, at cost (note 2)

Land and building	109,066
Telephone equipment	172,000
Automobiles and trucks	163,938
Office furniture	20,942
Building improvements	32,500
	498,446
Less accumulated depreciation	(270,188)
	228,258

\$ 516,732

Liabilities and Stockholder's Equity

Current liabilities

Current maturities of long-term debt (note 2)	\$ 68,602
Accounts payable, trade	142,323
Payroll and sales tax payables	75,203
Federal and State income tax payable (note 3)	2,525

Total current liabilities	288,653
---------------------------	---------

Long-term debt, less current maturities (note 2)

81,439

Stockholder's equity

Common stock, \$1 par value, 1,000 shares authorized, issued and outstanding	1,000
Additional paid in capital	32,914
Retained earnings	255,768
Less treasury stock, at cost	(145,042)
	144,640

\$ 516,732

See Accountants' Compilation Report and Notes to Financial Statements

MICRO COMM, INC.

Statement of Income and Retained Earnings For the Year Ended September 30, 1996

4

Sales	
Rentals, installation, maintenance fees and sale of equipment	\$2,005,422
Cost of Goods sold	-1,012,611
Gross profit	992,789
Operating expenses	
Salaries	437,117
Payroll taxes	38,676
Insurance	53,147
Repairs and maintenance	23,945
Advertising	9,375
Utilities and telephone	107,086
Laboratory	14,690
Office expense	45,948
Equipment rental expense	27,895
Taxes and licenses	5,213
Automobile and truck expense	51,799
Travel and entertainment	12,546
Professional fees	2,788
Commissions	26,928
Dues and subscriptions	9,242
Depreciation	47,365
Interest expense	29,691
Other	18,924
	-964,373
Income before income taxes	8,414
Income tax expense (note 3)	-2,525
Net income	5,889
Retained earnings	
Beginning of year	321,228
Less: Prior period adjustment (note 4)	(71,349)
End of year	\$ 255,768

See Accountants' Compilation Report and Notes to Financial Statements

MICRO-CONM, INC.

Statement of Cash Flow
For the Year Ended September 30, 1996

Cash flows from operating activities	
Cash provided by operating activities	\$ 5,889
Adjustment to reconcile net income to net cash provided by operating activities	
Depreciation	47,365
Changes in operating assets and liabilities	
Increase in accounts receivable, trade	(42,739)
Decrease in payable to stockholder	(2,350)
Increase in other receivables	41,058
Increase in accounts payable, trade	27,781
Increase in payroll and sales tax payable	(1,731)
Decrease in income taxes payable	62,994
Cash flows from investing activities	
Purchase of property and equipment	(32,498)
Cash flows from financing activities	
Proceeds from long-term debt	68,572
Repayment of long-term debt	(36,636)
Net cash used by financing activities	(11,926)
Increase in cash	(21,430)
Cash - beginning of year	52,071
Cash - end of year	\$ 30,641

Supplemental disclosures of cash flow information
Cash paid during period for
Interest
Income taxes

\$29,691
4,266

See Accountants' Compilation Report and Notes to Financial Statements

MICRO COMM, INC.

Notes to Financial Statements

September 30, 1996

(See Accountants' Compilation Report)

Note 1 - Summary of Significant Accounting Policies

The Company was organized and incorporated in 1983 to engage in the sales, installation, maintenance and leasing of telephone systems primarily in Alaska and Northwest Territories in Alaska.

Property, plant and equipment items are carried at cost. Depreciation is provided by using the straight line and accelerated methods, over the estimated useful lives of the assets as follows:

Leased equipment	5 years
Office furniture	5 years
Cashhold improvements	7 years
Trucks	3-5 years

Inventory is valued at the lower of cost or market with cost being determined by using a method that closely approximates the first-in, first-out (FIFO) method.

At September 30, 1996, management wrote off all uncollectible accounts, therefore, no allowance for doubtful accounts has been provided.

Note 2 - Long term debt

Long-term debt consists of the following:

Note payable to bank in monthly installments of \$1,686 (plus interest at 7%; matures August, 1998; unsecured, guaranteed by stockholder)	\$ 38,001
Notes payable (three) to banks in monthly installments totaling \$1,077 including interest at 8 to 8.5%; mature in 1999, secured by autos	31,252
Note payable to bank in monthly installments of \$1,333 (plus interest at 9.75%; matures September, 1999; secured by equipment; guaranteed by stockholder)	47,672
Note payable to individual in monthly installments of \$1,951 including interest at 9%; matures April, 1998; secured by land and building	44,513
Less current maturities	152,011
Long-term debt	\$ 88,801

MICRO COMM, INC.

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Notes to Financial Statements September 30, 1996 (See Accountants' Compilation Report)

Note 2 - Continued

Maturities of long term debt are as follows:

Year Ending September 30,	
1997	\$ 68,602
1998	59,430
1999	24,012
	<u>\$152,044</u>

Note 3 - Income Taxes

The provision for income taxes at September 30, 1996 consists of the following:

Current taxes	
Federal	\$1,945
State	<u>580</u>
	<u>\$2,525</u>

The difference between book income and taxable income is as follows:

Income before taxes	\$ 8,414
Add nondeductible expenses:	
Meals and entertainment	<u>5,132</u>
Taxable income	<u>\$13,546</u>

Note 4 - Prior Period Adjustment

A prior period adjustment has been made to correct an error in prior periods. At September 30, 1995 the accounts payable - trade was understated by \$71,349. The resulting entry was to reduce retained earnings by the \$71,349 at September 30, 1996.

9144.21.29

DISREGARD

BACKGROUND

STATE OF ALABAMA

PROBATE OF SAID COUNTY

COUNTY OF MOBILE

CERTIFICATE OF INCORPORATION OF

HICHO CORP., INC.

THAT Harold Ray Sowell and William H. Sowell

and
their associates and successors are duly organized as a corporation under the name of

HICHO CORP., INC.

for the purposes specified in the

ARTICLES OF INCORPORATION filed in the Office of the Probate Judge of Mobile County,

Alabama on the 21st day of November 1983 for the

power, capacity and authority conferred by law. The said Corporation

having been in all respects organized pursuant to Code of

Alabama, 1975, Sec. 10-8-91 et seq.

WITNESS my hand and seal of the Probate Court of Mobile County, Alabama, this 21st

day of November 1983



L.W. BROOKMAN
L.W. BROOKMAN
Judge of Probate
Mobile County, Alabama

ARTICLES OF INCORPORATION
OF
HICRO-COMM
INC.

BE IT KNOWN that we, HAROLD DAVID SWEAT and WILLIAM H. BATES, JR., desiring to incorporate under the laws of the State of Alabama, do hereby make and file this Certificate in the Office of the Judge of Probate of Probate Court of Mobile, Alabama.

FIRST

The name of the corporation shall be HICRO COMM, INC.

SECOND

The purpose and purposes for which said corporation is formed are as follows:

To engage in the business of buying, selling, servicing, repairing, supplying and installing both at wholesale and retail, all types and kinds of phone and other communication systems, cable installation and/or any and all kinds and types of electronic systems and their installation, and all activities connected with the operation of such business.

To buy; sell, hire, lease, import, deal in, operate, process, prepare, use, equip, remodel, construct, acquire, hold, install, repair, service, trade, assemble, handle, maintain, license the use of, assign, inspect and otherwise dispose of, and generally to trade in and with, as principal or agent, at wholesale, retail, or commission, or otherwise, devices, equipment, instruments, machinery, apparatus, systems, products, motors, machines, fixtures, appliances, tools, supplies, materials, parts, accessories and components, as well as procedures used or useful in or for the servicing and/or selling of, and its related activities, and similar goods, wares, merchandise, commodities, articles of commerce, and property of every kind and description, and any and all products, machinery, equipment and supplies used or useful in connection therewith;

for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on or pledge, conveyance or assignment of, the whole or any part of the assets of the corporation, real, personal or mixed, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes;

To acquire the good will, rights, property and assets of any and all kinds, of any person, firm, association or corporation, and to pay for the same in cash, notes, bonds, debentures or other securities of the corporation, or otherwise; and to assume and agree to pay the whole or any part of the liabilities of any such person, firm, association or corporation;

To lend money, either without collateral or security or on the security of real or personal property, and to enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, governmental, municipal or public authority, domestic or foreign, or others;

To acquire the good will, rights and property and subscribe for, acquire, hold and dispose of the stocks, bonds or other indebtedness of any corporation of this or any other state or territory or foreign country;

To conduct researches, investigations and examinations of businesses and enterprises of every kind and description with the aim of acquiring information and particulars for the investment and employment of capital;

To make any guaranty respecting indebtedness, dividends, interest, contracts or obligations; and

Generally, to do and perform any and all things that may be incidental to or necessary or proper to its conduct

any or all of the above described objects and purposes, or any and all of the foregoing acts and things and to carry out any and all of the foregoing objects and purposes, in the State of Alabama, in other states of the United States, Federal Districts and Territories and Possessions of the United States and in foreign countries.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers not be held to limit or restrict in any manner the powers of this corporation.

It is specifically not the object or the purpose of this incorporation to engage in the buying and selling of real estate.

THIRD

The location of the initial registered place of business of this corporation shall be 3256 Springdale Place, Mobile County, Alabama, 36606.

FOURTH

The aggregate number of shares of stock which the corporation shall have authority to issue is FIVE THOUSAND (5,000) SHARES of common stock with a par value of ONE AND 10/100 (\$1.00) DOLLAR per share.

The amount of capital stock with which the corporation shall begin business is ONE THOUSAND AND 10/100 (\$1,000.00) DOLLARS.

FIFTH

The names and addresses of the officers and agent designated by the incorporators to receive subscriptions to the capital stock of the said corporation is HAROLD DAVID SHATT, 1751 San Juan Drive, Mobile County, Alabama, 36609.

SIXTH

The names and addresses of the incorporators and the number of shares subscribed for by him are as follows:

		SHARES	PAYED IN
Harold David Sogatt	3753 San Joan Dr., Mobile, Al. 36609	500	\$500.00
William H. Bates, Jr.	6527 Old Shell Rd. Mobile, Al. 36609	500	\$500.00

All of the shares issued to the Incorporator were paid for in cash.

SEVENTH

The business and affairs of the corporation shall be governed by the Board of Directors. The number of Directors constituting the Initial Board of Directors shall be two (2). Except as to the number constituting the Initial Board of Directors, the number of Directors shall be fixed by the Bylaws, provided that the Bylaws shall not fix the number at less than two (2) Directors. The Directors, at the annual meeting, shall fix the various offices for the ensuing year and shall elect by ballot the persons to fill such offices, and such Board of Directors shall make such rules and regulations for the government of said corporation as are not in conflict with the laws of the State of Alabama or with the Bylaws of the corporation. Any office herein provided for, may, at any time, be abolished and any additional office or offices may be created and filled at any time by the Directors by a vote at any meeting of the majority of such Directors.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent thereto is signed by the members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

EIGHTH

The following officers have been chosen to serve the corporation until the first annual meeting of the Board of Directors and/or until their successors are duly elected, viz:

Harold David Sogatt	President
William H. Bates, Jr.	Secretary

2144
211
1960

there is no period limited for the duration of said corporation, and its existence shall be perpetual.

TENTH

The names and addresses of the initial registered agent designated by the incorporators to receive service of process is Harold David Sweatt, 3256 Springdale Place, Mobile, Alabama, 36606.

ELEVENTH

This corporation is formed in compliance with Section 1294 of the Internal Revenue Code of 1954.

TWELFTH

HAROLD DAVID SWEATT, whose address is 3256 San Juan Drive, Mobile County, Alabama, 36609, and William H. Bates, Jr., whose address is 6527 Old Shell Road, Mobile County, Alabama, 36609, shall serve the corporation as directors until the first annual meeting of the stockholders and/or until their successors are duly elected.

THIRTEENTH

The holders of the capital stock of this corporation, entitled to vote, may do so by proxy.

FOURTEENTH

Attached hereto is the statement of Harold David Sweatt, the person authorized by the incorporators to receive subscriptions to the capital stock, setting forth that ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS of capital stock has been subscribed for, and showing that all of the subscriptions were paid for in cash.

IN WITNESS WHEREOF, the incorporators hereto have set their respective hands and seals to this Certificate of Incorporation, and pray that it be filed and recorded as provided by law, to the end that these incorporators, their successors and assigns, shall constitute a body corporate, under the laws of the State of Alabama.

100-44444-9
This instrument was acknowledged before me on the 11th day of
October, 1983.

Margaret David Hatt
MARGARET DAVID HATT

William H. Hatt, Jr.
WILLIAM H. HATT, JR.

STATE OF ALABAMA)

COUNTY OF MOBILE)

I, the undersigned Notary Public in and for said County
and State, hereby certify that the names signed to the fol-
lowing Articles of Incorporation and who are known to me,
acknowledged before me on this day that, being informed of
the contents of said Articles of Incorporation, executed the
same voluntarily on the day the same herein date.

Given under my hand and seal on this the 11th day of
October, 1983.

Daniel O. Sayers
Notary Public, Mobile County, Alabama

This instrument prepared by Daniel O. Sayers,
1001 Southwood Park Building
Mobile, AL 36602.

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF)
MICRO-COMM, INC. FOR A CERTIFICATE OF)
AUTHORITY TO PROVIDE)
TELECOMMUNICATIONS SERVICES IN)
SOUTH DAKOTA)

ORDER GRANTING
CERTIFICATE OF
AUTHORITY

TC97-137

On August 1, 1997, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for a certificate of authority from Micro-Comm, Inc. (Micro-Comm).

Micro-Comm proposes to offer 1+ access, WATS, calling card and debit card services. A proposed tariff was filed by Micro-Comm. The Commission has classified long distance service as fully competitive.

On August 7, 1997, the Commission electronically transmitted notice of the filing and the intervention deadline of August 22, 1997, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled September 9, 1997, meeting, the Commission considered Micro-Comm's request for a certificate of authority. Commission Staff recommended granting a certificate of authority.

The Commission finds that it has jurisdiction over this matter pursuant to Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission finds that Micro-Comm has met the legal requirements established for the granting of a certificate of authority. Micro-Comm has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. The Commission approves Micro-Comm's application for a certificate of authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that Micro-Comm's application for a certificate of authority is hereby granted, effective October 1, 1997. It is

FURTHER ORDERED, that Micro-Comm shall file informational copies of tariff changes with the Commission as the changes occur.

Dated at Pierre, South Dakota, this 17th day of September, 1997.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by first class mail, in properly addressed envelopes, with charges prepaid thereon.

By

Date

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by first class mail, in properly addressed envelopes, with charges prepaid thereon.

By Melaine Kade

Date 9/15/97

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

To Conduct Business As A Telecommunications Company
Within The State Of South Dakota

Authority was Granted September 9, 1997, effective October 1, 1997
Docket No. TC97-137

This is to certify that

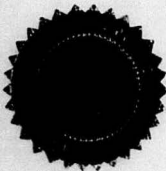
MICRO-COMM, INC.

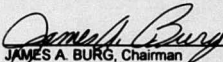
is authorized to provide telecommunications services in South Dakota.

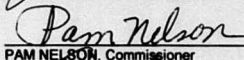
This certificate is issued in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, and is subject to all of the conditions and limitations contained in the rules and statutes governing its conduct of offering telecommunications services.

Dated at Pierre, South Dakota, this 17th day of September, 1997.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**




JAMES A. BURG, Chairman


PAM NELSON, Commissioner


LASKA SCHOENFELDER, Commissioner