

TC000-071

In the Matter of

IN THE MATTER OF THE
APPLICATION OF INTEGRA TELECOM
OF SOUTH DAKOTA, INC. FOR A
CERTIFICATE OF AUTHORITY TO
PROVIDE TELECOMMUNICATIONS
SERVICES, INCLUDING LOCAL
EXCHANGE SERVICES, IN SOUTH
DAKOTA

Public Utilities Commission of the State of South Dakota

[illegible]

TELECOM CONSULTING GROUP, INC.™

www.telecomconsultinggroup.com

TC00-071

April 12, 2000

RECEIVED

Via Federal Express

APR 14 2000

South Dakota Public Utility Commission
Capitol Bldg., 1st Floor
500 E. Capitol Avenue
Pierre, South Dakota 57501-5070

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: Application for Certificates of Authority provide Local Exchange & Interexchange Telecommunications Services of Integra to Telecom of South Dakota, Inc.

Dear PUC Staff:

Telecom Consulting Group, Inc. is the telecommunications consulting firm for Integra Telecom of South Dakota, Inc. ("Integra"). Integra seeks South Dakota Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services through the Application filed herewith. Integra is currently providing the same types of local telecommunications services as sought in this Application as a CLEC in Oregon, Washington, Minnesota, North Dakota and Wisconsin, and also as an ILEC in Minnesota. Additionally, Integra has recently obtained CLEC authority in Iowa, Colorado and Nebraska. Integra seeks state-wide Certification in South Dakota and proposes an initial operating area identical to that of the incumbent LEC, i.e., U S WEST's South Dakota operating area. Integra's Application demonstrates that Integra has the technical, managerial and financial ability to provide the requested Local and Interexchange services.

Enclosed herewith is a check for \$250 made payable to the PUC with regard to the Interexchange Certification and the following documents for filing in conjunction with Integra's Application:

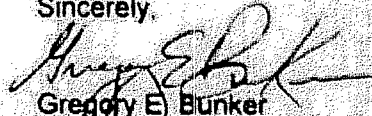
- (1) The original, plus ten (10) copies of Integra's Application for Certificates Authority provide Local Exchange & Interexchange Telecommunications Services.
- (2) The original, plus ten (10) copies of Integra's Request for Confidential Treatment of Financial Information & Documents.
- (3) The original, plus two (2) copies, in a separate sealed envelope, of Integra's Confidential and Proprietary Financial Documents Exhibit, which is Exhibit 13 to Integra's Application
- (4) Contained with the Application, as Exhibit 12 is the original, plus ten (10) copies of Integra's Proposed Initial Tariff for the State of South Dakota.

Finally, we enclose copies of the face pages of the Application, Request for Confidential Treatment, the Confidential and Proprietary Financial Documents Exhibit, and the Proposed Initial Tariff, along with a stamped self-addressed envelope and request the forwarding of the conformed, date stamped copies of the aforementioned to the undersigned upon receipt for filing by the Commission.

Integra Telecom of South Dakota, Inc.
Certification Application
Page 2 of 2

Should you have any questions concerning any of the foregoing, please do not hesitate to contact the undersigned at the address or telephone number contained on this correspondence. I can also be reached by email at gbunker@telecomconsultinggroup.com

Sincerely,



Gregory E. Bunker
President

Cc: Deborah Harwood
Integra--Vice President & Gen. Counsel
Mike Miner, Integra--Industry Affairs Manager

ORIGINAL

BEFORE THE

SOUTH DAKOTA PUBLIC SERVICE COMMISSION

RECEIVED

APR 11 2000

IN THE MATTER OF THE APPLICATION OF)
 INTEGRA TELECOM OF SOUTH DAKOTA,)
 INC. FOR CERTIFICATES OF AUTHORITY)
 TO PROVIDE LOCAL EXCHANGE AND)
 INTEREXCHANGE TELECOMMUNICATIONS)
 SERVICES WITHIN THE STATE OF)
 SOUTH DAKOTA)

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Docket No. _____

APPLICATION OF INTEGRA TELECOM OF SOUTH DAKOTA, INC.

Integra Telecom of South Dakota, Inc. ("Integra" and/or "Applicant"), hereby submits its Application to the South Dakota Public Utilities Commission (the "Commission") for Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services (hereinafter "Certificates"), including: local dial tone services; extended area service (EAS); high-speed Internet access, including DSL; dedicated and switched access long distance services; and enhanced features, such as voice mail and caller identification, within the State of South Dakota.

Introductory Statement

Integra seeks these Certificates of Authority to provide Local Exchange and Interexchange services from the Commission in order to create competition and promote consumer choice as to the telecommunication providers, prices and services offered to consumers in South Dakota. As a Competitive Local Exchange Company ("CLEC") and Interexchange Carrier ("IXC"), Integra plans to be facility based and also use leased facilities and resale to provide: local dial tone services; extended area service (EAS); high-speed Internet access,

including DSL; dedicated and switched access long distance services; and enhanced features, such as voice mail and caller identification. Integra requests state-wide certification and Integra proposes an initial operating area identical to that of the incumbent LEC, i.e., U S WEST's South Dakota operating area, as it currently exists and as it may exist in the future.

Integra submits that the information contained herein, along with the documents attached hereto, demonstrates Integra possesses the technical, managerial and financial ability to provide the local telecommunication services applied for herein. As further evidence of Integra's technical, managerial and financial ability, Integra is a 15-year-old facility based telecommunications service provider that is CLEC certified in Oregon, Washington, Minnesota, Iowa, Wisconsin, North Dakota, Colorado and Nebraska; and owns an Incumbent Local Exchange Company ("ILEC") in Minnesota. Collectively between these various operations, Integra currently provides the same types of local telecommunication services as is requested in this Application to approximately 50,000 access line equivalents ("ALE's"). Additionally, Integra recently acquired another CLEC certified in Minnesota, North Dakota and Wisconsin, with approximately 12,700 (and comprising a portion of the aforementioned 50,000 estimated ALE's) and which further adds to Integra's technical and managerial experience.

Accordingly, granting Integra's CLEC Certification Application will promote the public interest through increased competition, create additional choice as to providers and will promote competitive pricing for telecommunication services in South Dakota.

Information Required by the Commission

In support of its Application, Integra provides the following information pursuant to 20 SDR 222, Chapter 20:10:32 et seq., with regard to Integra's request for a Certificate of Authority to provide Local Exchange Services. Further, Integra provides the following information pursuant to 20 SDR 222, Chapter 20:10:24 et seq., with regard to Integra's request for a Certificate of Authority to provide Interexchange Carrier Services.

1. Name and Address of Applicant

Integra Telecom of South Dakota, Inc. Fed. Tax I.D. No.: 93-1288561
19545 NW Von Neumann Drive
Suite 200
Beaverton, Oregon 97006
Regulatory Contact: Mike Miner
Industry Affairs Manager
Telephone: 503-748-2048
Fax: 503-748-1861
E-mail: mminer@integratelecom.com

Corporate Counsel: Deborah Harwood
Vice President and General Counsel
Telephone: 503-748-1955
Fax: 503-748-1212
E-mail: deborah@integratelecom.com

Consultants:
Telecom Consulting Group, Inc.
5995 E. Nichols Lane
Suite 100
Englewood, Colorado 80112

Consulting Contact: Gregory E. Bunker
President
Telephone: 303-850-9085
Fax: 303-290-0212
E-mail: gbunker@telecomconsultinggroup.com

Integra will provide Local Exchange and Interexchange Services in South Dakota under the name of Integra Telecom of South Dakota, Inc.

2. Applicant's Legal Form.

The Applicant, Integra Telecom of South Dakota, Inc., is an Oregon corporation and is a newly created affiliate of Integra Telecom, Inc., f/n/a OGIT Communications, Inc., an Oregon corporation. Attached hereto as Exhibit 1, is a copy of Integra Telecom of South Dakota, Inc.'s Articles of Incorporation. CT Corporation is Integra's Registered Agent in South Dakota. Attached hereto as Exhibit 2, is a copy of Integra Telecom, Inc. f/n/a OGIT Communications, Inc.'s Third Amended and Restated Articles of Incorporation.

Integra qualified to transact business in South Dakota on March 8, 2000. Attached hereto as Exhibit 3, is a copy of Integra's Certificate of Authority to Transact Business in South Dakota. Integra has not established a principal office in South Dakota at this time. Additionally, attached hereto within the collective set of documents comprising Integra's Confidential and Proprietary Financial Information and Documents (i.e., Exhibit 13, as discussed in more detail hereinbelow), is a Confidential and Proprietary document listing Integra's Shareholders Holding a 20% or more Stock interest in the business, and is provided to the Commission under seal, in a separate envelope.

Other affiliates of the Parent Corporation, i.e., Integra Telecom, Inc., f/n/a OGIT Communications, Inc., besides the Applicant herein include:

- (1) Integra Telecom Holdings, Inc., an Oregon corporation;
- (2) Scott-Rice Telephone Company, a Minnesota corporation;

- (3) Integra Telecom of Oregon, Inc., fna OGIT General, an Oregon corporation;
- (4) Integra Telecom of Washington, Inc., fna OGIT Sub., an Oregon corporation;
- (5)) Integra Telecom of Minnesota, Inc., a Minnesota corporation;
- (6) Integra Telecom of Iowa, Inc., an Oregon corporation;
- (7) Integra Telecom of Nebraska, Inc., an Oregon corporation;
- (8) Integra Telecom of Utah, Inc., an Oregon corporation;
- (9) Integra Telecom of Colorado, Inc., an Oregon corporation;
- (10) Integra Telecom of New Mexico, Inc., an Oregon corporation;
- (11) Integra Telecom of North Dakota, Inc., an Oregon corporation;
- (12) Integra Telecom of Idaho, Inc., an Oregon corporation;
- (13) Integra Telecom of Wisconsin, Inc., an Oregon corporation; and
- (14) Integra Telecom of Arizona, Inc., an Oregon corporation.

Attached hereto as Exhibit 4, is a copy of Integra Telecom, Inc.'s Corporate Structure Chart as of March 14, 2000.

The corporate history of Integra Telecom, Inc. begins in 1984 with the formation of OGI Telecomm ("OGIT"). OGIT was formed in 1984 as a "shared tenant" operation initially providing voice and data service to the Oregon Graduate Institute and businesses located in the AmberGlen Business Park in the Portland, Oregon suburb of Beaverton. In 1996, Integra Telecom Inc. was founded through the acquisition of OGIT. Thereafter, Integra obtained CLEC authority in Oregon, installed a Lucent 5ESS switch and began offering

competitive services in the greater Portland metropolitan area in 1997.

Subsequently, Integra has expanded its network to provide services in other metropolitan areas in Oregon. Attached hereto as Exhibit 5, is a copy of the Oregon Public Utility Commission's October 1, 1997 Order granting Integra Telecom, Inc.'s Application for CLEC authorization.

Integra Telecom, Inc. entered the Minnesota market in 1997 through the acquisition of an ILEC, Scott-Rice Telephone Company which serves the southern portions of the Minneapolis metropolitan areas of Savage and Prior Lake through a Seimens EWSD Class V switch. Integra Telecom of Minnesota, Inc. is a Minnesota corporation formed on June 12, 1997, under the name Scott-Rice Telecommunications, Inc. The company's name was changed to "Integra Telecom of Minnesota, Inc." effective December 1, 1997. Integra Telecom of Minnesota, Inc. is a competitive local exchange carrier ("CLEC") authorized by the Minnesota Public Utilities Commission in Docket No. P5643/NAA-98-660 to provide facilities-based and resold local exchange service in the Twin Cities metropolitan exchanges served by Contel of Minnesota d/b/a GTE of Minnesota, Sprint/United, and US WEST Communications, Inc. Attached hereto as Exhibit 6, is a copy of the Minnesota Public Utility Commission's Order granting Integra Telecom of Minnesota, Inc.'s Application for CLEC authorization.

Integra has also obtained CLEC certification in Washington and recently initiated efforts to market competitive telecom services in Washington. Attached hereto as Exhibit 7, are copies of the Washington Utilities and Transportation Commission's February 12, 1997 Order granting OGC Telecomm, Ltd.'s

Application for CLEC authorization; and the October 22, 1997, Order granting an Amendment to the registration of OGC Telecomm, Ltd., d/b/a OGI Telecomm, L.P., respectively.

Additionally, on February 17, 2000, the Iowa Utilities Board issued its Order Granting Application, approving Tariff and Issuing Certificate in Docket Nos. TCU-99-45 and TF-99-340 and issued a Certificate of Public Convenience and Necessity to Integra Telecom of Iowa, Inc., Certificate No. 0209. On March 22, 2000, the Colorado Public Utilities Board issued an Order Granting (Integra's) Application and approving Notice of Intention to Exercise Operating Authority. On March 28, 2000, the Nebraska Public Service Commission granted Integra's Application for Authority to obtain a Certificate of Public Convenience and Necessity to provide Local Telecommunications Services in Application No. C-2174. Copies of the aforementioned three (3) Board and/or Commission Orders granting Integra's CLEC Certification Applications in the states of Iowa, Colorado and Nebraska, are collectively attached hereto as Exhibit 8.

Additionally, the Parent Corporation, Integra Telecom, Inc. has recently acquired a St. Cloud, Minnesota based corporation named InfoTel Communications, Inc., which is an authorized CLEC in Minnesota, North Dakota and Wisconsin. As Of January 28, 2000, the transaction closed whereby the three state InfoTel operation was merged into the Integra Telecom of Minnesota, Inc. operation. Additionally, the Commissions in each of the three states have granted approval to Integra for the Info Tel merger and transfers of the necessary Info Tel authorizations to Integra Telecom of Minnesota, Inc. from the

aforementioned three state Commissions. Copies of the aforementioned three (3) Commission Orders approving the Integra- Info Tel merger and transference of operating authority to Integra for each of the three (3) states are collectively attached hereto as Exhibit 9. Further Integra recently formed new Oregon corporations for the North Dakota and Wisconsin operations.

Integra has filed, or is in the process of filing (as is the case here), CLEC Certification Applications, or applications for similar operating authority, in the States of Utah, South Dakota, Idaho, Arizona and New Mexico. Accordingly, newly formed Oregon corporations have been recently established as to these various CLEC operations.

Neither, Integra, as the Applicant herein, nor its parent corporation, or any of its affiliates, have ever been denied CLEC Certification, or similar certification of operating authority, by any state. Further, all of the entities, which comprise the Integra family of companies, are in good standing with the various state regulatory agencies mentioned herein.

3. Applicant's Technical and Managerial Abilities to provide the applied for Telecommunication Services.

Integra is technically qualified and has the necessary managerial abilities to provide the Local Exchange and Interexchange Services described in this Application.

Integra's management personnel have, in the aggregate, over 140 years of experience in the ownership and operations of telecommunications companies. As evidence of Integra's technical and managerial ability to provide

the applied for telecommunication services, Integra's management group is currently responsible for very successful facility based and resale CLEC operations in the States of Oregon, Washington, Minnesota, North Dakota and Wisconsin, and an ILEC operation in Minnesota. Each of these CLEC and/or ILEC operations provide the same types of services as the local telecommunications services which Integra plans to provide in South Dakota.

Integra's Oregon operation is a facilities based provider serving Portland, Salem and surrounding metropolitan markets and has over 18,000 access line equivalents ("ALE's") in its Oregon market. Integra's Minnesota operation is comprised of an ILEC which it owns, i.e., Scott-Rice Telephone Company, and its CLEC operation, Integra Telecom of Minnesota, Inc., with each serving the suburban Minneapolis area and a combined total of over 33,000 ALE's.

Integra has also obtained CLEC certification in Washington and recently initiated efforts to market competitive telecom services in Washington. Additionally, Integra was just granted CLEC authority in Iowa on February 17, 2000; Colorado on March 22, 2000; and Nebraska on March 28, 2000. Further, the January 28, 2000 closing of the Info Tel merger transaction will merge Info Tel's existing CLEC operations in Minnesota, Wisconsin and North Dakota into Integra's Minnesota operation. The Info Tel acquisition provides additional management experience, as Info Tel is also a facility based CLEC, servicing approximately 12,700 ALE's (mostly in Minnesota) and focusing on the same types of service and customers, as does Integra.

4. Professional Experience and Education of Applicant's Management

Integra's management group, with over 140 years of experience in the ownership, operation and acquisition of telecommunications companies, possesses the necessary professional experience and education to provide the proposed local exchange services described in this Application. The Integra management team has significant prior experience with telecommunications companies including Pacific Telecom, Pacific Bell, MEANS, AT&T, MCI, and Citizens Utilities among others. Attached hereto collectively as Exhibit 10, are Biographies of Integra's Management Personnel, and a Roster of Integra's Officers and Board of Directors, along with their business addresses. A copy of Integra's Organizational Chart is attached hereto as Exhibit 11.

5. Applicant's Ability to Respond to Customer Complaints & Performance of Facilities and Equipment Maintenance.

With regard to State of South Dakota customer complaints, currently, and before Integra's facilities build-out in South Dakota, customer complaints can be directed to the Integra Telecom Call Center at 503-748-2828. Integra also has a toll free customer service number of 1-800-727-8484. Escalation of customer complaints can take place from this number. Written customer complaints can be directed to the: Director of Customer Service, Integra Telecom of South Dakota, Inc., P.O. Box 299, Prior Lake, MN 55372. After Integra's facilities build-out in South Dakota, Integra will have a local customer service group in South Dakota that will take customer complaints and escalation of such complaints within the company will emanate, if necessary, from this group.

Integra is currently soliciting employees for the State of South Dakota operation. Personnel out of the State of Minnesota operation will manage the State of South Dakota operations. Integra will handle all regulatory representation out of its State of Oregon operation.

With regard to Facility and Equipment Maintenance issues, Integra maintains a fully staffed Network Operations Center. Integra has always provided facility and maintenance service that meets and/or exceeds Commission requirements in the states where it currently provides service.

6. A Statement as to whether the Applicant intends to Construct its own Facilities, or Acquire the use of Facilities from other than the ILEC, or whether it intends to Resell an ILEC's or other Carrier's Services.

Integra will be a facility based CLEC utilizing the deployment of switching technology from a currently undetermined vendor and will provide service through leased facilities, UNE's and Resale.

7. Services to be offered by Applicant, Proposed Initial Tariff, and including: (a) classes of customers intended to be served; (b) locations intended to be served; and (c) the types of services to be offered.

Integra will offer its telecom services to small and medium sized business customers. Additionally, Integra will offer telecom services to residential customers in its serving area, but will not actively solicit residential customers. Integra requests state-wide certification and Integra proposes an initial operating area identical to that of the incumbent LEC, i.e., U S WEST's South Dakota operating area, as it currently exists and as it may exist in the future. As

indicated hereinbelow in Section 17, Integra requests a waiver of the service area map requirement on the basis that its proposed initial serving area will be identical to that of the incumbent LEC, i.e., U S WEST.

In conjunction with this Application, and as Exhibit 12 hereto, Integra is filing its Proposed Initial Tariff with the Commission. Integra hereby requests Commission approval of Integra's Local and Interexchange Service Tariff when the Commission approves this Application for Certificates of Authority. The telecom service offerings Integra plans to make in the State of South Dakota are: local dial tone services; extended area service (EAS); high-speed Internet access, including DSL; dedicated and switched access long distance services; and enhanced features, such as voice mail and caller identification.

8. How Applicant will provide access to IntraLATA and InterLATA Message Toll Calling, Operator Services, Directory Assistance, Directory Listings, Emergency Services such as 911 and E911, and Telephone Relay Service.

All ancillary and advanced services (e.g., Operator Services, Directory Assistance and E-911) will be done through contract with the incumbent LEC, U S WEST and/or other ancillary service providers. Integra will provide dedicated and switched intraLATA and interLATA toll services through contract with an IXC. Telephone Relay Service will be provided through contract with an ancillary service provider.

9. Financial Statements and Financial Ability to provide the applied for
Telecommunication Services.

Integra possesses the financial resources to provide the proposed Local Exchange and Interexchange services described in this Application. Attached hereto collectively as a single Exhibit are Confidential and Proprietary financial documents of both Integra Telecom, Inc. f/n/a OGIT Communications Inc. and Integra Telecom of South Dakota, Inc. These Confidential and Proprietary financial documents are provided to the Commission under seal, in a separate envelope, and pursuant to a Request for Confidential Treatment under South Dakota Administrative Rules, Section 20:10:01 (39) through (44). Accordingly, the Confidential and Proprietary financial documents of Integra collectively attached hereto as Exhibit 13 are:

- (a) The Consolidated Financial Statements as of December 31, 1998 and 1997 together with Auditors' Report of OGIT Communications, Inc. and Subsidiaries.
- (b) Integra Telecom, Inc.'s Consolidated Balance Sheets as of December 31, 1999 and 1998.
- (c) Integra Telecom, Inc.'s Consolidated Statements of Operations for the Years ending December 31, 1999 and 1998.
- (d) Integra Telecom, Inc.'s Consolidated Statements of Cash Flows for the Eleven Months ending November 30, 1999 and 1998.
- (e) Integra Telecom, Inc.'s Pro Forma for New Financing—
Consolidated Balance Sheet as of November 30, 1999.

- (f) Integra Telecom of South Dakota, Inc.'s Chart of Accounts.
- (g) Integra Telecom of South Dakota, Inc.'s Proforma Balance Sheet.
- (h) Integra Telecom of South Dakota, Inc.'s 6 ½ Year Operating Projection.
- (i) Integra's Shareholders Holding a 20% or more Stock Interest.

10. Interconnection Related Issues.

Integra intends to interconnect with U S WEST, which is the Incumbent Local Exchange Carrier for its proposed serving area. On or about February 15, 2000, Telecom Consulting Group, Inc., as Integra telecom consultants, and on behalf of Integra, requested Interconnection Agreement negotiations with U S WEST. Specifically, Interconnection Agreement negotiations were requested for an Adoption Agreement of the recently approved JATO Communications-U S WEST South Dakota Interconnection Agreement pursuant to Section 252 (i) of the Telecommunications Act of 1996. Integra executed the Interconnection Agreement with U S WEST on February 24, 2000, and returned the Agreement to U S WEST for execution. Integra understands U S WEST will file the Agreement with this Commission, along with a request for approval of the Interconnection Agreement.

11. Applicant's Marketing Plans for its Provision of Telecommunications Services in South Dakota.

Integra will offer its telecom services to small and medium sized business customers. Additionally, Integra will offer telecom services to residential

customers in its serving area, but will not actively solicit residential customers. Integra will staff an office in South Dakota with Account Executives utilizing direct sales efforts. For marketing efforts towards new customers, Integra uses newspaper and radio ads, in addition to direct customer contact. Integra uses newsletters for marketing to existing customers. Attached hereto as Exhibit 14, are copies of various exemplar marketing brochures and newsletters Integra has mailed to existing customers in 1999.

12. Rural Telephone Company Serving Areas.

Integra is not seeking authority within this Application to provide telecommunications services in any Rural Telephone Company serving area at this time.

13. Customer Billing and Collection Plan.

In response to this Certification Application inquiry, Integra directs the Commission's attention to Integra's Proposed Initial Tariff, which is filed in conjunction herewith as Exhibit 12. Specifically, the Commission's attention is directed to Section 2, Paragraphs 9 through 17, on Pages 6-10, and which provides Integra's procedures with regard to billing and collection issues with end user customers.

14. Solicitation of New Customers & Complaints or Investigations re Unauthorized Switching or other Illegal Activities.

Integra will use direct sales efforts via Account Executives working in the State of South Dakota for customer solicitation. Contracts and Letters of Authorization ("LOA's") will be required by Integra before customer provisioning will occur and will state that a switch of the telecommunication service provider to

Integra will occur. Hence, unauthorized switching will not occur. Furthermore, Integra is a facilities provider, hence, a facilities rearrangement requiring an LOA will be needed before the LEC will act, and accordingly, such a facilities rearrangement is more than a simple PIC change. In addition, preparatory coordination with the customer and the onsite installation technicians from Integra will ensure that no switching activity takes place without the customer being fully aware that a telecommunications service provider change to Integra is taking place. Further, Integra has never been the recipient of a complaint or the subject of an investigation for slamming, or any other alleged illegal activity.

15. Notice to Co-Providers.

Pursuant to Section 20:10.32.04, Integra has obtained a list of Co-Providers from the Commission's Internet site. Integra will provide notice of the filing of Integra's Application for Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services in South Dakota to such Co-Providers concurrently with the filing of this Application or immediately thereafter. Collectively attached hereto as Exhibit 15, are copies of the Memorandum re Notice of Filing and a List of the Co-Providers receiving such Notice by U. S. Mail.

16. Why Entry by Applicant is in the Public Interest.

Integra possesses the technical and managerial ability and the necessary financial resources to provide the service offerings requested herein to the citizens of South Dakota in a manner that ensures the continued quality of telecommunications services and safeguards consumer and public interest.

Approval of Integra's Application will serve the public interest by creating greater competition in the telecommunications marketplace, thus providing customers with additional choices for local services and enhance the overall reliability of the infrastructure and the services provided. Integra submits that, based on the information supplied herein, its proposed service offerings will provide South Dakota consumers with high quality telecommunications services at reasonable rates and will promote competitive pricing.

17. Waiver of Inapplicable Rules.

Based upon the information provided to the Commission within this Application, and Integra's demonstration of its technical, managerial and financial abilities to provide the proposed services, Integra does not believe a Hearing should be required with regard to this Application.

Integra requests a waiver as to the Map requirement stated in Section 20:10:32:03 (8) on the basis that Integra's proposed initial service area is identical to the local service exchanges of the incumbent, U S WEST.

Integra requests a waiver of the cost support for Local Exchange and Interexchange service rates requirements, stated in Sections 20:10:32:03 (14) and 20:10:24:02 (12), respectively, on the basis that Integra will providing such services to less than 50,000 end users within the state of South Dakota.

Integra requests a waiver of the Interexchange Carrier Performance Bond requirement stated in Section 20:10:24:04:05. Given the excellent state of Integra's financials, its proven financial ability as a Local and Interexchange telecommunications service provider in other jurisdictions, and the fact that

Integra will not require its customers to make deposits; Integra does not believe that a Performance Bond should be required in conjunction with this Application. In the event the Commission finds and orders that a Bond should be filed in conjunction herewith, Integra will comply and commit to immediately obtaining a Performance Bond from a company authorized to do business in South Dakota. However, Integra respectfully requests that the Commission's approval of this CLEC Certification Application not be delayed while Integra obtains and provides proof of a Performance Bond to the Commission.

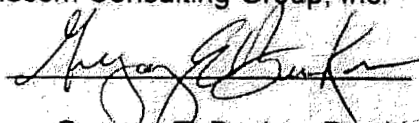
With regard to a request for a waiver of other inapplicable rules pursuant to Section 20:10:32:03 (22), Integra does not request a waiver of any other rule at this time. However, Integra reserves the future right to present written requests for a waiver of inapplicable rules.

WHEREFORE, Integra Telecom of South Dakota, Inc., respectfully requests the South Dakota Public Utilities Commission to grant Certificates of Authority authorizing it to provide Local Exchange and Interexchange Telecommunications Services which include: local dial tone services; extended area service (EAS); high-speed Internet access, including DSL; dedicated and switched access long distance services; and enhanced features, such as voice mail and caller identification, within the entire State of South Dakota. Integra also requests the Commission to approve its Proposed Initial Tariff for Telecommunications Services within the State of South Dakota at the time when it considers and approves this Application for Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services.

Respectfully submitted this 12th day of April, 2000.

Telecom Consulting Group, Inc.

By



Gregory E. Bunker, President

5995 E. Nichols Lane
Suite 100
Englewood, Colorado 80112
(303) 850-9085

Consultants for Integra Telecom of South Dakota, Inc.

LIST OF EXHIBITS

Exhibit 1—Articles of Incorporation of Integra Telecom of South Dakota, Inc., an Oregon Corporation.

Exhibit 2—Third Amended and Restated Articles of incorporation of Integra Telecom, Inc. f/n/a OGIT Communications, Inc.

Exhibit 3—Certificate of Authority to Transact Business in South Dakota.

Exhibit 4—Corporate Structure Chart of Integra Telecom, Inc.

Exhibit 5—Oregon Public Utility Commission's October 1, 1997 Order granting Integra Telecom, Inc.'s Application for Oregon CLEC Authority.

Exhibit 6—Minnesota Public Utility Commission's August 12, 1998 Order granting Integra Telecom of Minnesota, Inc.'s Application for Minnesota CLEC Authority; and Minnesota Dept. of Commerce Staff Comments Recommending Approval of the Integra- Info Tel Merger.

Exhibit 7—Washington Utilities and Transportation Commission's February 12, 1997 Order granting OGC Telecomm, Ltd.'s Application for CLEC Authority; and the October 22, 1997 Order granting an Amendment to the Registration of OGC Telecomm, Ltd., d/b/a OGI Telecomm, L.P.

Exhibit 8—Iowa Utilities Board Order Granting Application, Approving Tariff and Issuing Certificate, issued February 17, 2000; and the IUB's Certificate of Public Convenience and Necessity, Certificate No. 0209, issued February 17, 2000. Colorado PUC March 22, 2000 Order granting Integra's CLEC Application & approving Notice of Intention to Exercise Operating Authority. Nebraska PSC's March 28, 2000 Order granting Integra's Application for Authority to obtain a Certificate of Public Convenience & Necessity in Application No. C-2174.

Exhibit 9—Orders Approving Integra-Info Tel merger & transference of Info Tel's Operating Authority to Integra for the States of Minnesota, North Dakota & Wisconsin.

Exhibit 10—Biographies of Integra Telecom, Inc.'s Management Personnel and a Roster of Integra's Officers and Directors.

Exhibit 11—Organizational Chart of Integra Telecom, Inc.

Exhibit 12—Integra's Proposed Initial Tariff for the State of South Dakota.

Exhibit 13—Confidential and Proprietary Financial Documents, filed under Seal, for Integra Telecom, Inc. f/n/a OGIT Communications, Inc. and Integra Telecom of South Dakota, Inc. and including:

(a) The Consolidated Financial Statements as of December 31, 1998 and 1997 together with Auditors' Report of OGIT Communications, Inc. and Subsidiaries.

(b) Integra Telecom, Inc.'s Consolidated Balance Sheets as of December 31, 1999 and 1998.

(c) Integra Telecom, Inc.'s Consolidated Statements of Operations for the Years ending December 31, 1999 and 1998.

(d) Integra Telecom, Inc.'s Consolidated Statements of Cash Flows for the Eleven Months ending November 30, 1999 and 1998.

(e) Integra Telecom, Inc.'s Pro Forma for New Financing—Consolidated Balance Sheet as of November 30, 1999.

(f) Integra Telecom of South Dakota, Inc.'s Chart of Accounts.

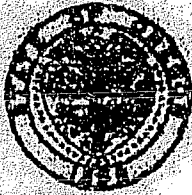
(g) Integra Telecom of South Dakota, Inc.'s Proforma Balance Sheet.

(h) Integra Telecom of South Dakota, Inc.'s 6 ½ Year Operating Projection.

(i) Integra's Shareholders Holding a 20% or more Stock Interest.

Exhibit 14—Exemplar Marketing Newsletters of Integra Telecom.

Exhibit 15—Memorandum re Notice of Filing Application & List of South Dakota Certified CLEC's receiving Notice.



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Incorporation—Business/Professional

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below

- ☒ **BUSINESS CORPORATION**
(Complete only 1, 2, 3, 4, 5, 6, 8, 9, 10)
☐ **PROFESSIONAL CORPORATION**
(Complete all items)

For office use only

FILED

FEB 25 2000

OREGON

SECRETARY OF STATE

Registry Number:

738068-88

Attach Additional Sheet if Necessary

Please Type or Print Legibly in Black Ink

1) NAME INTEGRA TELECOM OF SOUTH DAKOTA, INC.

NOTE: For a BUSINESS CORPORATION, the name must contain the word "Corporation," "Company," "Incorporated," or "Limited," or an abbreviation of one of such words. For a PROFESSIONAL CORPORATION, the name must contain the words "Professional Corporation," or abbreviations thereof, i.e., "P.C." or "Prof. Corp."

2) REGISTERED AGENT

C T Corporation System

3) ADDRESS OF REGISTERED AGENT (Must be an Oregon Street Address which is identical to the registered agent's business office. Must include city, state, zip; no PO Boxes.)

601 SW Second Avenue

Suite 2050

Portland, OR 97204

4) ADDRESS FOR MAILING NOTICES

19545 NW VON NEUMANN DRIVE

SUITE 200

BEAVERTON, OR 97006 - 6902

5) OPTIONAL PROVISIONS (Attach a separate sheet)

- ☐ CHECK HERE TO INDICATE ON YOUR REGISTRATION THAT YOU DO NOT WANT MAIL SOLICITATION. PLEASE NOTE, THERE IS NO OBLIGATION ON THE PART OF PERSONS USING OUR LISTS TO REFRAIN FROM MAILING SOLICITATIONS. THE MARK IS SIMPLY INFORMATIONAL. ORS 61.622

6) NUMBER OF SHARES THE CORPORATION WILL HAVE THE AUTHORITY TO ISSUE 1,000,000

PROFESSIONAL CORPORATION ONLY

7) PROFESSIONAL/BUSINESS SERVICES (List professional service(s) and other business services to be rendered.)

8) INCORPORATORS (List names and addresses of each incorporator. Attach a separate sheet if necessary.)

9) EXECUTION (All incorporators must sign. Attach a separate sheet if necessary.)

Printed Name

JACK CASKEY

520 PIKE STREET, SUITE 2610

SEATTLE, WA 98101

Signature

10) CONTACT NAME

JACK CASKEY

DAYTIME PHONE NUMBER - INCLUDING AREA CODE

800 456 4511

FEES

Business Corporation \$ 55
Professional Corporation \$ 45

Notes should be provided to "Corporate Division"

NOTE: Filing fees may be paid with Visa or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.



Phone: (503) 986-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
388 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Restated Articles of Incorporation—Business/Professionals/Nonprofit

Check the appropriate box below:

- ☒ BUSINESS/PROFESSIONAL CORPORATION
(Complete only 1, 2, 3, 4, 5, 7)
☐ NONPROFIT CORPORATION
(Complete only 1, 2, 3, 4, 5, 7)

FILED

JUN 30 1999

OREGON
SECRETARY OF STATE

Registry Number: 526670-84

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

1) NAME OF CORPORATION PRIOR TO AMENDMENT OGIT Communications, Inc.

2) NEW NAME OF THE CORPORATION (if change) _____

3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED See Exhibit A

BUSINESS/PROFESSIONAL CORPORATION ONLY

4) CHECK THE APPROPRIATE STATEMENT

☐ The restated articles contain amendments which do not require shareholder approval. The date of the adoption of the amendments and restated articles was _____, 19 ____ . These amendments were duly adopted by the board of directors.

☒ The restated articles contain amendments which require shareholder approval. The date of the adoption of the amendments and restated articles was June 30, 19 99. The vote of the shareholders was as follows:

Class or Series of Stock	Number of Shares Authorized	Number of Shares Owned by the State	Number of Votes Held For	Number of Votes Held Against
SEE EXHIBIT B				

☐ The corporation has not issued any shares of stock. Shareholder action was not required to adopt the restated articles. The restated articles were adopted by the incorporators or by the board of directors.

NONPROFIT CORPORATION ONLY

5) CHECK THE APPROPRIATE STATEMENT

☐ The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____, 19 ____ . These amendments were duly adopted by the board of directors.

☐ The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was _____, 19 ____ . The vote of the members was as follows:

Class or Series of Stock	Number of Shares Authorized	Number of Shares Owned by the State	Number of Votes Held For	Number of Votes Held Against

6) EXECUTION

Printed Name

Dudley R. Slater

Signature

Title

President

7) CONTACT NAME

Karen M. Dodge

DAYTIME PHONE NUMBER

(503) 727-2000

FEES

There is a fee for the services of the Secretary of State.
Fees: Filing fees for the state and local fees for incorporation. The state fee is \$100.00 and the local fee is \$10.00.

EXHIBIT A

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OGIT COMMUNICATIONS, INC.**

ARTICLE 1. NAME

The name of this corporation is OGIT COMMUNICATIONS, INC.

ARTICLE 2. DURATION

The period of this corporation's existence shall be perpetual.

ARTICLE 3. PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Oregon Business Corporation Act.

This corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable or available to this corporation.

ARTICLE 4. SHARES

4.1 Authorized Capital

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares of stock which this corporation shall have authority to issue shall be 270,200,000, consisting of (i) 240,000,000 shares of Common Stock, without par value, of which 120,000,000 shares shall be designated Class A Voting Common Stock (the "Class A Voting Common Stock") and 120,000,000 shares shall be designated Class B Non-Voting Common Stock (the "Class B Non-Voting Common Stock") and (ii) 30,200,000 shares of Preferred Stock, without par value, of which 21,700,000 shares shall be designated Series A Preferred Stock (the "Series A Preferred Stock"), 1,500,000 shares shall be designated Series B Preferred Stock (the "Series B Preferred Stock"), 2,000,000 shares shall be designated Series C Preferred Stock (the "Series C Preferred Stock") and 5,000,000 shares shall be designated Series D Preferred Stock (the "Series D Preferred Stock").

4.2 Common Stock

(a) Voting. Subject to any preferential or other rights granted to any series of Preferred Stock, the relative rights, preferences and limitations of the Class A Voting Common Stock and the Class B Non-Voting Common Stock are identical in all respects, except that the voting power for the election of directors and for all other purposes is vested exclusively in the holders of shares of the Class A Voting Common Stock, and except as otherwise required by law, the holders of shares of the Class B Non-Voting Common Stock are not to have any voting power or be entitled to receive notice of meetings of shareholders. In all matters in which they have a right to vote, the holders of shares of the Class A Voting Common Stock have one (1) vote per share. In the event that the Oregon Business Corporation Act permits holders of shares of Class B Non-Voting Common Stock to vote on a plan of merger, the holders of shares of Class B Non-Voting Common Stock shall vote together with the holders of shares of Class A Voting Common Stock and the holders of shares of Preferred Stock as a single group with one (1) vote per share.

(b) Dividends. Subject to any preferential or other rights granted to any series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive dividends out of funds of this corporation legally available therefor, at the rate and at the time or times as may be provided by the Board of Directors.

(c) Conversion.

(i) Each share of Class A Voting Common Stock shall, at the option of its holder, be convertible into a share of Class B Non-Voting Common Stock; and each share of Class B Non-Voting Common Stock shall, at the option of its holder, be convertible into a share of Class A Voting Common Stock; provided, however, that in no event shall any share of Class A Voting Common Stock be converted into a share of Class B Non-Voting Common Stock if, after giving effect thereto, no shares of Class A Voting Common Stock shall be outstanding.

(ii) Each conversion of shares of Class A Voting Common Stock and shares of Class B Non-Voting Common Stock (such shares into which Class A Voting Common Stock and Class B Non-Voting Common Stock is being converted may hereinafter be referred to as the "Conversion Shares") shall be deemed to be effective as of the close of business on the date on which notice of election of such conversion is given to this corporation by such holder. Until the certificates representing the shares of Common Stock which are being converted have been surrendered and new certificates representing the Conversion Shares shall have been issued by this corporation, such certificates evidencing the shares of Common Stock being converted shall be evidence of the issuance of such Conversion Shares. At such time as such conversion has been effected, the rights of the holder of such Class A Voting Common Stock and Class B Non-Voting Common Stock, as applicable, as such holder shall cease and the Person or Persons in whose name or names any certificate or certificates for Conversion Shares are to be issued upon such

conversion shall be deemed to have become the holder or holders of record of the Conversion Shares represented thereby.

(iii) Notwithstanding any other provision hereof, if a conversion of shares is to be made in connection with a Public Offering, the conversion of such shares may, at the election of the holder thereof, be conditioned upon the consummation of the Public Offering, in which case such conversion shall not be deemed to be effective until the consummation of the Public Offering.

(iv) As soon as possible after a conversion has been effected, this corporation shall deliver to the converting holder:

(x) a certificate or certificates representing, in the aggregate, the number of Conversion Shares issuable by reason of such conversion, in the same name or names as the certificates representing the Conversion Shares and in such denomination or denominations as the converting holder has specified; and

(y) a certificate representing any shares which were represented by the certificate or certificates delivered to this corporation in connection with such conversion but which were not converted.

(v) The issuance of certificates for Conversion Shares upon conversion of Class A Voting Common Stock or Class B Non-Voting Common Stock (as applicable) shall be made without charge to the holders of such Class A Voting Common Stock or Class B Non-Voting Common Stock (as applicable) for any issuance tax in respect thereof or other cost incurred by this corporation in connection with such conversion and the related issuance of Conversion Shares. Upon conversion of any shares of Class A Voting Common Stock or Class B Non-Voting Common Stock, this corporation shall take all such actions as are necessary in order to insure that the Conversion Shares issuable with respect to such conversion shall be validly issued, fully paid and nonassessable.

(vi) This corporation shall not close its books against the transfer of Class A Voting Common Stock or Class B Non-Voting Common Stock or of Conversion Shares issued or issuable upon conversion of Class A Voting Common Stock or Class B Non-Voting Common Stock in any manner which interferes with the timely conversion of Class A Voting Common Stock or Class B Non-Voting Common Stock. This corporation shall assist and cooperate with any holder of shares of Class A Voting Common Stock or Class B Non-Voting Common Stock required to make any governmental filings or obtain any governmental approval prior to or in connection with any conversion of shares hereunder (including, without limitation, making any filings required to be made by this corporation).

(vii) This corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of issuance upon the conversion of the Class A Voting Common Stock and Class B Non-Voting Common

Stock, such number of Conversion Shares as are issuable upon the conversion of all outstanding Class A Voting Common Stock and Class B Non-Voting Common Stock. All Conversion Shares which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. This corporation shall take all such actions as may be necessary to assure that all such Conversion Shares may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which Conversion Shares may be listed (except for official notice of issuance which shall be immediately delivered by the corporation upon each such issuance).

4.3 Preferred Stock

(a) Dividends.

(i) The holders of shares of Preferred Stock shall be entitled to receive cumulative dividends payable in cash, out of any assets of this corporation legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock of this corporation) on the Common Stock of this corporation, at the rate, with respect to the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock, of 10% per annum, and at the rate, with respect to the Series D Preferred Stock, of 12% per annum (in each case, the "Applicable Rate") on the sum of (x) the Liquidation Value (as defined in Section 4.3(b)(viii) below) of such series of Preferred Stock and (y) all accumulated and unpaid dividends thereon from the date of issuance to the end of the immediately preceding calendar year, and at the time or times as may be declared by the Board of Directors. Accrued but unpaid dividends will be compounded annually on December 31 of each year (the initial such calculation to be made at the Applicable Rate for the number of days elapsed from the date of issuance of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock to and including the 31st day of December, 1998, and from the date of issuance of the Series D Preferred Stock to and including the 31st day of December, 1999). Such dividends shall commence to accrue on each share of Preferred Stock from the date of issuance thereof, whether or not declared by the Board of Directors, and whether or not there are profits, surplus or other funds of this corporation legally available for the payment of dividends, and shall continue to accrue thereon to the date the Liquidation Value of such share (plus all accrued and unpaid dividends thereon) is paid. For purposes of determining the amount of dividends accrued on the Preferred Stock pursuant to this Section 4.3(a) in connection with the sale, redemption or repurchase of any Preferred Stock which may occur prior to December 31 of any year, the Applicable Rate for such period shall be multiplied by a fraction, the numerator of which is the actual number of days elapsed in the then current year and the denominator of which is three hundred sixty five (365). Each holder of Preferred Stock shall be entitled to receive dividends on each share of Preferred Stock then held by such holder in an amount equal to the accumulated and unpaid dividends on such Preferred Stock from the date of issuance to the date of such payment (the "Accrued Dividend").

100 121 2222 10 3233150301150337 P.07/12

(ii) No dividends or other distributions shall be declared or paid with respect to the Series A Preferred Stock, Series B Preferred Stock, Series D Preferred Stock and Common Stock of this corporation or stock of any other class or series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Series C Preferred Stock, nor shall any shares of Series A Preferred Stock, Series B Preferred Stock, Series D Preferred Stock or Common Stock or any other class of series ranking junior to the Series C Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Series C Preferred Stock shall have been paid. Except as permitted by Sections 9.3 and 9.4(b) and (c) of the Securityholders' Agreement (as defined in Section 4.3(e) below), no dividends or other distributions shall be declared or paid with respect to the Series B Preferred Stock and Common Stock of this corporation or stock of any other class or series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Series A Preferred Stock and the Series D Preferred Stock until the Accrued Dividend on all shares of the Series A Preferred Stock and Series D Preferred Stock shall have been paid (the Series A Preferred Stock and the Series D Preferred Stock ranking *pari passu* with respect to the payment of dividends or other distributions and the payment of the redemption, purchase or other acquisition price by this corporation). Except as permitted by Sections 8, 9.3 and 9.4(b) and (c) of the Securityholders' Agreement, no shares of Series B Preferred Stock or Common Stock or any other class of series ranking junior to the Series A Preferred Stock or the Series D Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Series A Preferred Stock and Series D Preferred Stock shall have been paid. No dividends or other distributions shall be declared or paid with respect to the Common Stock of this corporation or stock of any other class of series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Preferred Stock until the Accrued Dividend on all shares of the Preferred Stock shall have been paid. Except as permitted by Section 8 of the Securityholders' Agreement, no shares of Common Stock or any other class or series ranking junior to the Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Preferred Stock shall have been paid. The holders of the Preferred Stock shall not be entitled to receive any dividends thereon other than the dividends referred to in this Section 4.3(a).

(iii) If at any time this corporation pays less than the total amount of dividends then accrued with respect to the shares of Series C Preferred Stock, such payment shall be distributed pro rata on a share-by-share basis among all such shares of Series C Preferred Stock at the time outstanding. Subject to Section 4.3(a)(ii), if at any time this corporation pays less than the total amount of dividends then accrued with respect to the shares of Series A Preferred Stock or Series D Preferred Stock, such payment shall be distributed

Stock, such number of Conversion Shares as are issuable upon the conversion of all outstanding Class A Voting Common Stock and Class B Non-Voting Common Stock. All Conversion Shares which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. This corporation shall take all such actions as may be necessary to assure that all such Conversion Shares may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which Conversion Shares may be listed (except for official notice of issuance which shall be immediately delivered by the corporation upon each such issuance).

4.3 Preferred Stock

(a) Dividends.

(i) The holders of shares of Preferred Stock shall be entitled to receive cumulative dividends payable in cash, out of any assets of this corporation legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock of this corporation) on the Common Stock of this corporation, at the rate, with respect to the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock, of 10% per annum, and at the rate, with respect to the Series D Preferred Stock, of 12% per annum (in each case, the "Applicable Rate") on the sum of (x) the Liquidation Value (as defined in Section 4.3(b)(viii) below) of such series of Preferred Stock and (y) all accumulated and unpaid dividends thereon from the date of issuance to the end of the immediately preceding calendar year, and at the time or times as may be declared by the Board of Directors. Accrued but unpaid dividends will be compounded annually on December 31 of each year (the initial such calculation to be made at the Applicable Rate for the number of days elapsed from the date of issuance of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock to and including the 31st day of December, 1998, and from the date of issuance of the Series D Preferred Stock to and including the 31st day of December, 1999). Such dividends shall commence to accrue on each share of Preferred Stock from the date of issuance thereof, whether or not declared by the Board of Directors, and whether or not there are profits, surplus or other funds of this corporation legally available for the payment of dividends, and shall continue to accrue thereon to the date the Liquidation Value of such share (plus all accrued and unpaid dividends thereon) is paid. For purposes of determining the amount of dividends accrued on the Preferred Stock pursuant to this Section 4.3(a) in connection with the sale, redemption or repurchase of any Preferred Stock which may occur prior to December 31 of any year, the Applicable Rate for such period shall be multiplied by a fraction, the numerator of which is the actual number of days elapsed in the then current year and the denominator of which is three hundred sixty five (365). Each holder of Preferred Stock shall be entitled to receive dividends on each share of Preferred Stock then held by such holder in an amount equal to the accumulated and unpaid dividends on such Preferred Stock from the date of issuance to the date of such payment (the "Accrued Dividend").

START

OF

RETAKE

Stock, such number of Conversion Shares as are issuable upon the conversion of all outstanding Class A Voting Common Stock and Class B Non-Voting Common Stock. All Conversion Shares which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. This corporation shall take all such actions as may be necessary to assure that all such Conversion Shares may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which Conversion Shares may be listed (except for official notice of issuance which shall be immediately delivered by the corporation upon each such issuance).

4.3 Preferred Stock

(a) Dividends.

(i) The holders of shares of Preferred Stock shall be entitled to receive cumulative dividends payable in cash, out of any assets of this corporation legally available therefor, prior and in preference to any declaration or payment of any dividend (payable other than in Common Stock of this corporation) on the Common Stock of this corporation, at the rate, with respect to the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock, of 10% per annum, and at the rate, with respect to the Series D Preferred Stock, of 12% per annum (in each case, the "Applicable Rate") on the sum of (x) the Liquidation Value (as defined in Section 4.3(b)(viii) below) of such series of Preferred Stock and (y) all accumulated and unpaid dividends thereon from the date of issuance to the end of the immediately preceding calendar year, and at the time or times as may be declared by the Board of Directors. Accrued but unpaid dividends will be compounded annually on December 31 of each year (the initial such calculation to be made at the Applicable Rate for the number of days elapsed from the date of issuance of the Series A Preferred Stock, the Series B Preferred Stock and the Series C Preferred Stock to and including the 31st day of December, 1998, and from the date of issuance of the Series D Preferred Stock to and including the 31st day of December, 1999). Such dividends shall commence to accrue on each share of Preferred Stock from the date of issuance thereof, whether or not declared by the Board of Directors, and whether or not there are profits, surplus or other funds of this corporation legally available for the payment of dividends, and shall continue to accrue thereon to the date the Liquidation Value of such share (plus all accrued and unpaid dividends thereon) is paid. For purposes of determining the amount of dividends accrued on the Preferred Stock pursuant to this Section 4.3(a) in connection with the sale, redemption or repurchase of any Preferred Stock which may occur prior to December 31 of any year, the Applicable Rate for such period shall be multiplied by a fraction, the numerator of which is the actual number of days elapsed in the then current year and the denominator of which is three hundred sixty five (365). Each holder of Preferred Stock shall be entitled to receive dividends on each share of Preferred Stock then held by such holder in an amount equal to the accumulated and unpaid dividends on such Preferred Stock from the date of issuance to the date of such payment (the "Accrued Dividend").

EXHIBIT A TO THE CHARTER OF THE COMPANY

(ii) No dividends or other distributions shall be declared or paid with respect to the Series A Preferred Stock, Series B Preferred Stock, Series D Preferred Stock and Common Stock of this corporation or stock of any other class or series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Series C Preferred Stock, nor shall any shares of Series A Preferred Stock, Series B Preferred Stock, Series D Preferred Stock or Common Stock or any other class of series ranking junior to the Series C Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Series C Preferred Stock shall have been paid. Except as permitted by Sections 9.3 and 9.4(b) and (c) of the Securityholders' Agreement (as defined in Section 4.3(e) below), no dividends or other distributions shall be declared or paid with respect to the Series B Preferred Stock and Common Stock of this corporation or stock of any other class or series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Series A Preferred Stock and the Series D Preferred Stock until the Accrued Dividend on all shares of the Series A Preferred Stock and Series D Preferred Stock shall have been paid (the Series A Preferred Stock and the Series D Preferred Stock ranking *pari passu* with respect to the payment of dividends or other distributions and the payment of the redemption, purchase or other acquisition price by this corporation). Except as permitted by Sections 8, 9.3 and 9.4(b) and (c) of the Securityholders' Agreement, no shares of Series B Preferred Stock or Common Stock or any other class of series ranking junior to the Series A Preferred Stock or the Series D Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Series A Preferred Stock and Series D Preferred Stock shall have been paid. No dividends or other distributions shall be declared or paid with respect to the Common Stock of this corporation or stock of any other class of series ranking junior (with respect to either dividends and distributions or rights of liquidation) to the Preferred Stock until the Accrued Dividend on all shares of the Preferred Stock shall have been paid. Except as permitted by Section 8 of the Securityholders' Agreement, no shares of Common Stock or any other class or series ranking junior to the Preferred Stock be redeemed, purchased or otherwise acquired for consideration by this corporation or any subsidiary thereof, nor shall any money be made available for redemption, purchase or other acquisition for consideration of any such shares, until the Accrued Dividend on all shares of the Preferred Stock shall have been paid. The holders of the Preferred Stock shall not be entitled to receive any dividends thereon other than the dividends referred to in this Section 4.3(a).

(iii) If at any time this corporation pays less than the total amount of dividends then accrued with respect to the shares of Series C Preferred Stock, such payment shall be distributed pro rata on a share-by-share basis among all such shares of Series C Preferred Stock at the time outstanding. Subject to Section 4.3(a)(ii), if at any time this corporation pays less than the total amount of dividends then accrued with respect to the shares of Series A Preferred Stock or Series D Preferred Stock, such payment shall be distributed

END

OF

RETAKE

pro rata on a share-by-share basis among all such shares of Series A Preferred Stock and Series D Preferred Stock at the time outstanding. Subject to Section 4.3(a)(ii), if at any time this corporation pays less than the total amount of dividends then accrued with respect to the shares of Series B Preferred Stock, such payment shall be distributed pro rata on a share-by-share basis among all such shares of Series B Preferred Stock at the time outstanding. Dividends on the Preferred Stock shall be paid to the holders of record thereof on the business day next preceding the date on which such dividend is to be paid.

(b) Liquidation.

(i) Upon the voluntary or involuntary dissolution, liquidation or winding up of this corporation, before any payment shall be made to or set apart for the holders of Series A Preferred Stock, Series B Preferred Stock, Common Stock or any other shares of capital stock of this corporation, the holders of the shares of Series C Preferred Stock shall be entitled to receive from the assets of this corporation, whether represented by capital, surplus, reserves or earnings, payment in cash of an amount equal to the aggregate Liquidation Value of all shares of Series C Preferred Stock held by such holder plus an amount equal to the Accrued Dividend on such shares of Series C Preferred Stock, whether or not declared to the date of such payment. If, upon any such liquidation, dissolution or other winding up of the affairs of this corporation, the net assets of this corporation distributable among the holders of all outstanding shares of the Series C Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled under this Third Amended and Restated Certificate of Incorporation, then the entire net assets of this corporation remaining after provisions for the payment of this corporation's debts and other liabilities shall be distributed among the holders of the Series C Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(ii) Upon the voluntary or involuntary dissolution, liquidation or winding up of this corporation, after payment of the preferential amounts to the holders of shares of the Series C Preferred Stock pursuant to Section 4.3(b)(i) shall have been made, but before any payment shall be made to or set apart for the holders of Series B Preferred Stock, Common Stock or any other shares of capital stock of this corporation (other than the Series C Preferred Stock), the holders of the shares of Series A Preferred Stock and the Series D Preferred Stock shall be entitled to receive from the assets of this corporation, whether represented by capital, surplus, reserves or earnings, payment in cash of an amount equal to the aggregate Liquidation Value of all shares of Series A Preferred Stock and Series D Preferred Stock held by such holder plus an amount equal to the Accrued Dividend on such shares of Series A Preferred Stock and Series D Preferred Stock, whether or not declared to the date of such payment. If, upon any such liquidation, dissolution or other winding up of the affairs of this corporation, after payment of the preference amounts to the holders of the Series C Preferred Stock pursuant to Section 4.3(b)(i) above, the net assets of this corporation distributable among the holders of all outstanding shares of the Series A Preferred Stock and Series D Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential

amounts to which they are entitled under this Third Amended and Restated Certificate of Incorporation, then the entire net assets of this corporation remaining after provisions for the payment of this corporation's debts and other liabilities and the preferential amounts to the Series C Preferred Stock shall be distributed among the holders of the Series A Preferred Stock and Series D Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(iii) Upon the voluntary or involuntary dissolution, liquidation or winding up of this corporation, after payment of the preferential amounts to the holders of shares of the Series C Preferred Stock, Series A Preferred Stock and Series D Preferred Stock pursuant to Section 4.3(b)(i) and (ii) shall have been made, but before any payment shall be made to or set apart for the holders of Common Stock or any other shares of capital stock of this corporation (other than the Series C Preferred Stock, Series A Preferred Stock and Series D Preferred Stock), the holders of shares of Series B Preferred Stock shall be entitled to receive from the assets of this corporation, whether represented by capital, surplus, reserves or earnings, payment in cash of an amount equal to the aggregate Liquidation Value of all shares of Series B Preferred Stock held by such holder plus an amount equal to the Accrued Dividend on such shares of Series B Preferred Stock, whether or not declared to the date of such payment. If, upon any such liquidation, dissolution or winding up of the affairs of this corporation, after payment of the preference amounts to the holders of the Series C Preferred Stock, Series A Preferred Stock and Series D Preferred Stock pursuant to Section 4.3(b)(i) and (ii) above, the net assets of this corporation distributable among the holders of all outstanding shares of the Series B Preferred Stock shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled under this Third Amended and Restated Certificate of Incorporation, then the entire net assets of this corporation remaining after the provision for payment of this corporation's debts and other liabilities and the preferential amounts to the Series C Preferred Stock, Series A Preferred Stock and Series D Preferred Stock shall be distributed among the holders of the Series B Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(iv) After payment shall have been made in full to the holders of Preferred Stock as provided herein upon any liquidation, dissolution or winding up of this corporation, the remaining assets and surplus funds of this corporation available for distribution shall be distributed ratably to the holders of the Common Stock according to the number of shares of Common Stock held by each holder. After the distribution to the holders of the Preferred Stock of the preferential amounts described in this Section 4.3(b) has been made, the holders of the Preferred Stock shall be entitled to no further participation in the distribution of the assets of this corporation.

(iv) A consolidation or merger of this corporation in a transaction in which the stockholders of this corporation shall own less than 50% of the voting securities of the surviving corporation or its parent, or a sale of all or substantially all of the assets of this corporation to another person or persons as an entirety, shall be regarded as a liquidation,

dissolution or winding up of the affairs of this corporation within the meaning of this Section 4.3(b).

(vi) The Board of Directors' right to authorize and make distributions to its shareholders is subject to the restrictions set forth in Section 60.181 of the Oregon Revised Statutes and such other applicable legal restrictions as are or may hereafter become effective.

(vii) Whenever a distribution provided for in Section 4.3(b) shall be payable in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of this corporation.

(viii) For purposes of this Article 4, the term "Liquidation Value" shall mean \$1.00 in the case of a share of Series C Preferred Stock. In the case of a share of Series A Preferred Stock or Series B Preferred Stock, the Liquidation Value of each such share shall be an amount equal to \$1.00, plus an amount equal to the Applicable Rate on \$1.00 from April 9, 1998 compounded annually on December 31 of each year, ~~less~~ an amount equal to the Accrued Dividend on such share, if any. In the case of a share of Series D Preferred Stock, the Liquidation Value of each such share shall be an amount equal to \$1.00, plus an amount equal to the Applicable Rate on \$1.00 from June 30, 1999 compounded annually on December 31 of each year, ~~less~~ an amount equal to the Accrued Dividend on such share, if any.

(c) Voting Power. Except as otherwise required by law, the holders of the Preferred Stock shall have no voting powers whatsoever and no holder of Preferred Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by this corporation or the shareholders thereof or be entitled to notification as to any meeting of the shareholders. In the event that the Oregon Business Corporation Act permits holders of shares of Preferred Stock to vote on a plan of merger, the holders of shares of Preferred Stock shall vote together with the holders of shares of Common Stock as a single group with one (1) vote per share.

(d) Conversion Rights. Except as otherwise required by law, the holders of shares of Preferred Stock shall have no rights of conversion of the Preferred Stock into any other class of Preferred Stock or Common Stock.

(e) Redemption. The shares of Series C Preferred Stock and the Series D Preferred Stock shall be redeemable pursuant to Section 9 of the Securityholders' Agreement, dated April 9, 1998 and as amended on June 30, 1999 (collectively, the "Securityholders' Agreement") by and among this corporation, its shareholders and the members of Rural Link Communications, LLC. Nothing set forth in this Third Amended and Restated Articles of Incorporation, however, shall prevent the repurchase by this corporation of any share of Preferred Stock to the extent permitted by applicable law.

(D) Status of Reacquired Shares. No share or shares of Preferred Stock purchased or otherwise acquired by this corporation shall be reissued, and all such shares shall be canceled, retired and eliminated from the shares which this corporation shall be authorized to issue. This corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of the Preferred Stock accordingly.

ARTICLE 5. LIMITATION OF DIRECTOR LIABILITY

To the fullest extent that the Oregon Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of this corporation shall not be liable to this corporation or its shareholders for any monetary damages for conduct as a director or an officer. Any amendment to or repeal of this Article or amendment to the Oregon Business Corporation Act shall not adversely affect any right or protection of a director or officer of this corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

ARTICLE 6. INDEMNIFICATION

To the fullest extent not prohibited by law, this corporation: (i) shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of this corporation), by reason of the fact that the person is or was a director or officer of this corporation, and (ii) may indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of this corporation), by reason of the fact that the person is or was an employee or agent of this corporation, or a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974), with respect to any employee benefit plan of this corporation, or serves or served at the request of this corporation as a director or officer of, or as a fiduciary (as defined above) of an employee benefit plan of, another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for the indemnification of directors, officers, employees or agents that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of this corporation. For purposes of this Article, "corporation" shall mean this corporation incorporated hereunder and any successor corporation thereof.

ARTICLE 7. NOTICES

The address where the State of Oregon Corporation Division may mail notices to this corporation is:

1211 S.W. Fifth Avenue, Suite 1500
Portland, OR 97204-1002

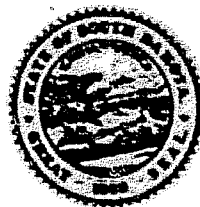
EXHIBIT B

OGIT COMMUNICATIONS, INC.

4. The shareholder vote was as follows:

Class or series of shares	Number of shares outstanding	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
Class A Voting Common	7,099,993	7,099,993	7,099,993	0
Class B Nonvoting Common	53,822,360	53,822,360	53,822,360	0
Series A Preferred	21,574,086	21,574,086	21,574,086	0
Series B Preferred	1,122,258	1,122,258	1,122,258	0

State of South Dakota



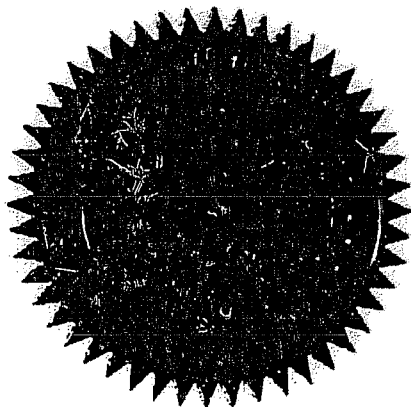
OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **INTEGRA TELECOM OF SOUTH DAKOTA, INC. (OR)** 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.

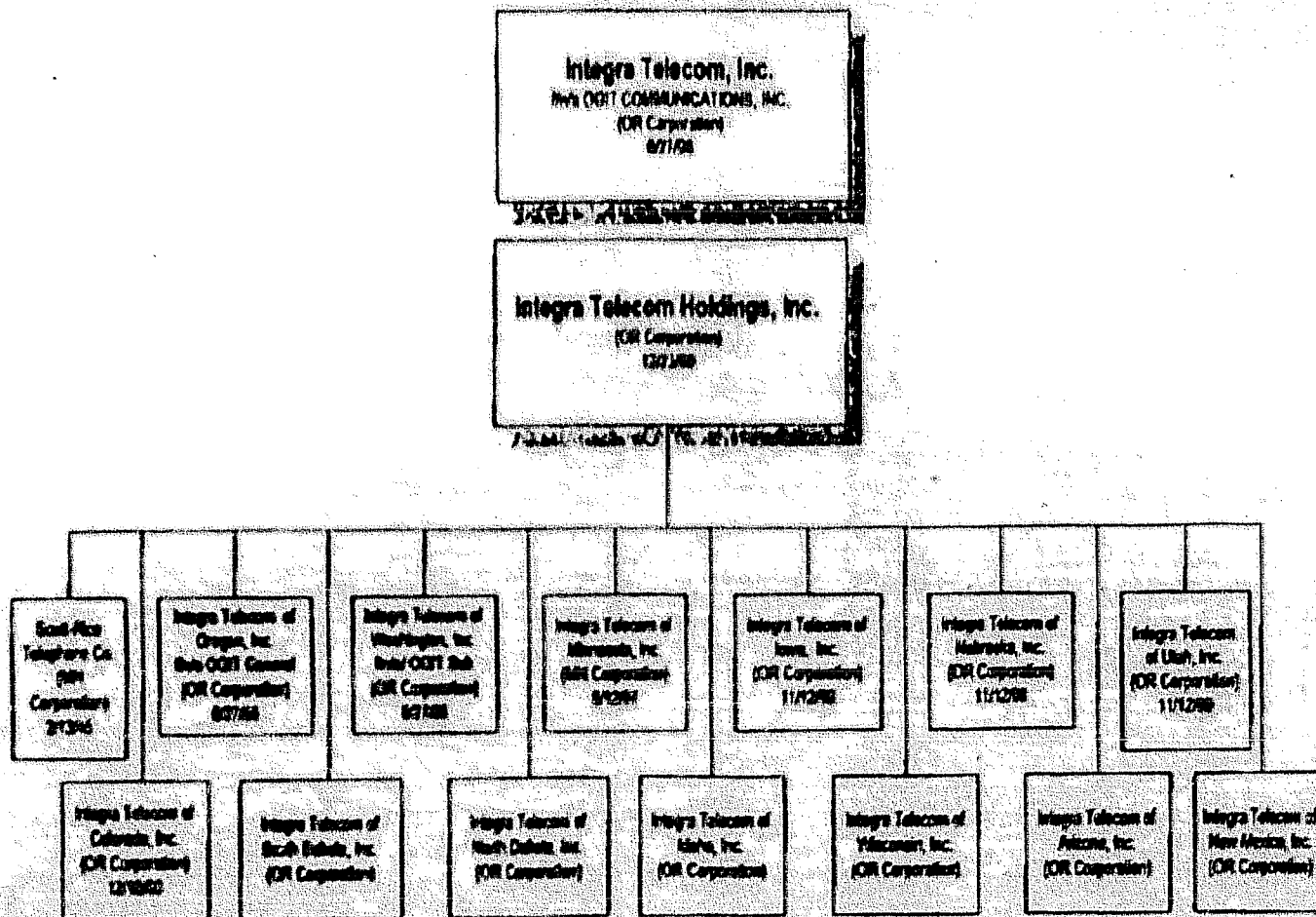
ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Authority and attach hereto a duplicate of the application to transact business in this state.

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 March 8, 2000.



A handwritten signature in cursive script, reading "Joyce Hazeltine".

Joyce Hazeltine
Secretary of State



integra
TELECOM

ORDER NO. 97-385

ENTERED OCT 1 1997

BEFORE THE PUBLIC UTILITY COMMISSION
OF OREGON

CP 348

RECEIVED

OCT 06 1997

BALL JANIK LLP

In the Matter of the Application of OGC)
TELECOMM, LTD., dba OGI TELECOMM,)
for a Certificate of Authority to Provide)
Telecommunications Services in Oregon and)
Classification as a Competitive Provider.)

ORDER

DISPOSITION: APPLICATION GRANTED

Note: By issuing this certificate, the Commission makes no endorsement or certification regarding the certificate holder's rates or service.

The Application

On June 26, 1997, OGC Telecomm, Ltd., dba OGI Telecomm (applicant) filed with the Commission an application for certification to provide telecommunications service in Oregon as a competitive provider. Applicant seeks authority to provide local exchange telecommunications service in areas coextensive with local exchanges of U S WEST Communications, Inc. (USWC), GTE Northwest Incorporated (GTE), PTI Communications, Inc. (PTI), United Telephone Company of the Northwest, dba Sprint (United), and Beaver Creek Cooperative Telephone Company (Beaver Creek).

Applicant seeks authority to provide intraexchange (local) telecommunications services. Applicant also seeks statewide authority to provide intrastate, interexchange toll service and intrastate, interexchange private line (dedicated transmission) service.

Applicant will operate as a reseller and as a facilities based provider of local exchange telecommunications services. Applicant also will resell the services of other Oregon interexchange telecommunications carriers.

Applicant will not directly provide operator services, but will make operator services available. A statement of compliance with ORS 759.690 and OAR 860-032-0005 (regarding operator services) was included in the application.

The local exchanges of USWC encompassed by the application are listed in Appendix A to this order. The local exchanges of GTE encompassed by the application are listed in Appendix B to this order. The local exchanges of PTL encompassed by the application are listed in Appendix C to this order. The local exchanges of United encompassed by the application are listed in Appendix D to this order. The local exchange of Beaver Creek is listed in Appendix E to this order.

Applicant currently has authority to provide toll and shared telecommunications service in the Portland area. See Order No. 87-270, Order No. 94-561, Order No. 96-024, and Order No. 96-250. Applicant also currently has authority to provide competitive local exchange telecommunications service in the Beaverton, Forest Grove, Hillsboro, Tigard, and Portland exchanges. See Order No. 96-248. In this application, applicant seeks authority to serve in the remaining USWC and GTE exchanges in Oregon, as well as all Oregon exchanges of PTL, United, and Beaver Creek.

The Commission served notice of the application on the Commission's telecommunications mailing list on July 14, 1997. The Commission did not receive any protests. However, USWC, GTE, PTL, United, and Beaver Creek were considered parties to this proceeding.

On August 14, 1997, an Administrative Law Judge (ALJ) with the Commission issued a ruling that adopted procedures for the processing of this docket. The ALJ set forth a procedural schedule.

On September 4, 1997, the Commission Staff (Staff) distributed a proposed order for review by the parties. No party filed exceptions to the proposed order.

The Commission has reviewed the proposed order and the record in this matter. Based on a preponderance of the evidence, the Commission makes the following:

FINDINGS AND CONCLUSIONS

Applicable Law

Applications to provide telecommunications service and for classification as a competitive telecommunications services provider are filed pursuant to ORS 759.020. ORS 759.020 provides that:

- (1) No person [or] corporation * * * shall provide intrastate telecommunications service on a for-hire basis without a certificate of authority issued by the commission under this section.

* * * *

- (5) The commission may classify a successful applicant for a certificate as a * * * competitive telecommunications services provider. If the commission finds that a successful applicant for a certificate has demonstrated that its customers or those proposed to become customers have reasonably available alternatives, the commission shall classify the applicant as a competitive telecommunications services provider[.] For purposes of this section, in determining whether there are reasonably available alternatives, the commission shall consider:

- (a) The extent to which services are available from alternative providers in the relevant market.
- (b) The extent to which services of alternative providers are functionally equivalent or substitutable at comparable rates, terms, and conditions.
- (c) Existing economic or regulatory barriers to entry.
- (d) Any other factors deemed relevant by the commission.

Applications to provide local exchange (intraexchange) telecommunications services are reviewed pursuant to ORS 759.050, the "competitive zone law." Under ORS 759.050(2)(a), the Commission may:

certify one or more persons, including another telecommunications utility, to provide local exchange telecommunications service within the local exchange telecommunications service area of a certified telecommunications utility, if the commission determines that such authorization would be in the public interest. For the purpose of determining whether such authorization would be in the public interest, the commission shall consider:

- (A) The effect on rates for local exchange telecommunications service customers both within and outside the competitive zone.
- (B) The effect on competition in the local exchange telecommunications service area.

(C) The effect on access by customers to high quality innovative telecommunications service in the local exchange telecommunications service area.

(D) Any other facts the commission considers relevant.

Under ORS 759.050(2)(b), the Commission shall:

[u]pon certification of a telecommunications provider under paragraph (a) of this subsection, establish a competitive zone defined by the services to be provided by the telecommunications provider and the geographic area to be served by the telecommunications provider.

Under ORS 759.050(2)(c), the Commission may:

impose reasonable conditions upon the authority of [the applicant] to provide competitive zone service within the competitive zone * * * at the time of certification of a telecommunications provider, or thereafter.

Subsection (5)(a) of ORS 759.050 provides that:

unless the commission determines that it is not in the public interest at the time a competitive zone is created, upon designation of a competitive zone, price changes, service variations, and modifications of competitive zone services offered by a telecommunications utility in the zone shall not be subject to [the notice, hearing and tariff suspension procedures in] ORS 759.180 to ORS 759.190, and at the telecommunications utility's discretion, such changes may be made effective upon filing with the commission.

ORS 759.690 and OAR 860-032-0005 establish certain requirements providers of operator services must meet. Included are the following conditions:

The certificate holder involved in the provision of operator services shall:

1. Notify all callers at the beginning of the call of the telecommunications provider's name and allow a sufficient delay period to permit a caller to terminate the call or advise the operator to transfer the call to the customer's preferred carrier.
2. Disclose rate and service information to the caller when requested.

3. Not transfer a call to another operator service provider without the caller's notification and consent.
4. Not screen calls and prevent or "block" the completion of calls which would allow the caller to reach an operator service company different from the certificate holder. In addition, the certificate holder shall, through contract provisions with its reseller clients, prohibit the reseller from blocking a caller's access to his or her operator service company of choice.
5. When entering into operator service contracts or arrangements with clients who, in turn, resell or provide telephone service to the general public, include in those contracts provisions for public notification. A sticker or nameplate identifying the name of the certificate holder shall be attached to, or in close proximity to, each telephone that has public access.

OAR 860-032-0015(1) authorizes the Commission to suspend or cancel the certificate if the Commission finds that (a) the holder made misrepresentations when it filed the application, or (b) the applicant fails to comply with the terms and conditions of the certificate.

Designation as a Competitive Provider

Applicant has met the requirements for classification as a competitive telecommunications services provider. Applicant's customers or those proposed to become customers have reasonably available alternatives. The incumbent telecommunications utilities, USWC, GTE, PTL, United, and Beaver Creek provide the same or similar local exchange services in the local service area requested by applicant. AT&T, MCI, GTE, Sprint, USWC, and others provide toll and operator services in the area requested by the applicant for interexchange service. Subscribers to applicant's services can buy comparable services at comparable rates from other vendors. Economic and regulatory barriers to entry are relatively low.

Conditions of the Certificate

The Commission first applied the competitive zone law, ORS 759.050, in dockets CP 1, CP 14, and CP 15. After full evidentiary hearings and consideration of the public interest criteria set forth in ORS 759.050(2)(a), the Commission designated three competitive providers of switched local exchange services as alternate exchange carriers (AECs) in the Portland metropolitan area. See Order No. 96-021. The Commission subsequently applied those findings and conclusions to dockets CP 132, CP 139, and

CP 149, and certified two AECs to provide switched local exchange services in areas located throughout the state.

The Commission takes official notice of the record in dockets CP 1, CP 14, and CP 15.¹ In Order No. 96-021, the Commission established conditions applicable to AEC certificates. Since applicant, OGC Telecomm, Ltd., d.b.a. OGI Telecomm, proposes to offer switched local exchange services, it seeks certification as an AEC. Pursuant to ORS 759.050(2)(c) and Order No. 96-021, applicant as an AEC shall comply with the following conditions:

1. Applicant shall terminate all intrastate traffic originating on the networks of other telecommunications services providers that have been issued a certificate of authority by the Commission.
2. Whenever applicant terminates intrastate long distance traffic directly or indirectly from interexchange carriers or from its own toll network to its end user customers, applicant shall contribute to the Oregon Customer Access Fund (OCAF), or its equivalent, in accordance with provisions of the Oregon Customer Access Plan (OCAP) or any successor plan approved by the Commission. Applicant shall contribute using rates approved by the Commission on intrastate terminating carrier common line access minutes, or on any other basis determined by the Commission. Applicant may not participate in (i.e., receive money from) pooling arrangements established under the OCAP or any successor plan unless authorized by the Commission.
3. Applicant shall comply with the Oregon Exchange Carrier Association's (OECA) informational and operational needs as specified by the OCAP or any successor plan approved by the Commission.
4. Applicant shall offer E-911 service. Applicant has primary responsibility to work with the E-911 agencies to make certain that all users of their services have access to the emergency system. Applicant will deliver or arrange to have delivered to the correct 911 Controlling Office its customers' voice and disable Automatic Number Identification (ANI) telephone numbers so the lead 911 telecommunications services provider can deliver the 911 call to the correct Public Safety Answering Point (PSAP). Applicant agrees to work with each 911 district and lead 911 telecommunications services provider to develop database comparison procedures to match applicant's customer addresses to the 911 district's Master

¹ Under OAR 860-014-0050(2), a party may object to facts noticed within 15 days of notification that official notice has been taken. The objecting party may explain or rebut the noticed facts.

Street Address Guide in order to obtain the correct Emergency Service Number (ESN) for each address. Applicant agrees to provide the lead 911 telecommunications services provider with daily updates of new customers, moves, and changes with the corresponding correct ESN for each.

5. Applicant shall not take any action that impairs the ability of other certified telecommunications services providers to meet service standards specified by the Commission.
6. At the request of the Commission, applicant shall conduct and submit to the Commission traffic studies regarding traffic exchanged with telecommunications services providers and other entities designated by the Commission.
7. For purposes of distinguishing between local and toll calling, applicant shall adhere to local exchange boundaries and Extended Area Service (EAS) routes established by the Commission. Applicant shall not establish an EAS route from a given local exchange beyond the EAS area for that exchange.
8. When applicant is assigned one or more NXX codes, applicant shall limit each of its NXX codes to a single local exchange and shall establish a toll rate center in each exchange that is proximate to the toll rate center established by the telecommunications utility serving the exchange.
9. Applicant shall comply with universal service requirements as determined by the Commission.
10. Unless otherwise provided pursuant to an interconnection agreement adopted by the Commission pursuant to Section 252 of the Telecommunications Act of 1996, applicant shall enter into interconnection agreements with telecommunications utilities for exchange of local and EAS traffic, ancillary services (i.e., directory listings, directory assistance, 911 arrangements, mutual repair referral) and other interconnection matters in accordance with requirements the Commission established in Order No. 96-021 as otherwise modified by the Commission.

The applicant, OGC Telecomm, Ltd., dba OGI Telecomm, currently has authority to provide shared telecommunications services (STS) to specific locations and user groups. The provision of STS to a user group is done under separate conditions and separate interconnection arrangements from those used for providing service to the public.

at large. Therefore, the following conditions apply to applicant's operations as a STS provider.

11. Applicant shall limit its operations as a STS provider to only those geographic areas and user groups for which it has a certificate of authority from the Commission as a STS provider.
12. Applicant shall obtain services from LECs for its STS operations by means of trunks that are separate from trunks or other facilities that the applicant uses to interconnect its AEC operations with the LEC. Nothing in this paragraph shall require applicant to obtain any services from any LEC.
13. Applicant will assign a NXX code that it obtains for its AEC operations only to those customers that it serves in its capacity as an AEC. Applicant will assign telephone numbers it obtains from a LEC for its STS operations only to customers that applicant serves in its capacity as a STS provider.
14. Applicant will separately account for and maintain records reflecting its distinct AEC and STS operations for the purpose of identifying all intrastate terminating carrier common line switched access traffic for which applicant has Oregon Customer Access Fund (OCAF) responsibility.

Public Interest

The Commission's Findings and Decisions in dockets CP 1, CP 14, and CP 15, Order No. 96-021 at pages 6 - 21, entered pursuant to ORS 759.050(2)(a)(A)-(C), are adopted. Based on a review of those findings, as well as information contained in the application, the Commission concludes that it is in the public interest to grant the application of OGC Telecomm, Ltd., dba OGI Telecomm, to provide local exchange telecommunications services as a competitive telecommunications provider in the exchanges listed in Appendices A, B, C, D, and E. Further, it is in the public interest to grant the application of OGC Telecomm, Ltd., dba OGI Telecomm, to provide intrastate, interexchange toll and dedicated transmission services statewide, as described in the application.

Competitive Zones

The exchanges listed in Appendices A, B, C, D, and E to this order are designated competitive zones pursuant to ORS 759.050(2)(b).

Pricing Flexibility

The Commission's Findings and Decisions in dockets CP 1, CP 14, and CP 15, Order No. 96-021 at pages 82 and 83, entered pursuant to ORS 759.050(5)(a)-(d), are adopted. Accordingly, USWC will gain pricing flexibility in an exchange listed in Appendix A when:

1. Applicant, or an authorized AEC, has received a certificate of authority to provide local exchange service.
2. USWC files a tariff that satisfies the Commission's requirements regarding the provision of interim number portability, as set forth in Order No. 96-021, and the Commission approves the tariff. USWC has satisfied this requirement, as set forth in Order No. 96-277.
3. Staff notifies the Commission that a mutual exchange of traffic exists between USWC and an authorized AEC, including but not limited to, applicant. If Staff previously provided the required notice regarding an exchange, no additional notice is required for that exchange.
 - (a) As used in paragraph 3 above, "mutual exchange of traffic" means a mutual exchange of traffic between USWC and the AEC within each exchange on an exchange-by-exchange basis. For example, if there is a mutual exchange of traffic in the Bend exchange, USWC would get pricing flexibility in the Bend exchange only.
 - (b) As used in paragraph 3 above, for an AEC who is a reseller (i.e., an AEC does not use its own lines or switches to provide the particular service at issue), a "mutual exchange of traffic" exists when the AEC orders and receives one service, at a wholesale rate, from the LEC for resale pursuant to a certificate granted under ORS 759.050.

Similarly, GTE will gain pricing flexibility in an exchange listed in Appendix B when:

1. Applicant, or an authorized AEC, has received a certificate of authority to provide local exchange service.
2. GTE files a tariff that satisfies the Commission's requirements regarding the provision of interim number portability, as set forth in Order No. 96-021, and the Commission approves the tariff. GTE has satisfied this requirement, as set forth in Order No. 96-273.

3. Staff notifies the Commission that a mutual exchange of traffic exists between GTE and an authorized AEC, including but not limited to, applicant. If Staff previously provided the required notice regarding an exchange, no additional notice is required for that exchange. The definitions in paragraphs 1(a) and 1(b) above also apply here.

Similarly, PTI will gain pricing flexibility in an exchange listed in Appendix

C when:

1. Applicant, or an authorized AEC, has received a certificate of authority to provide local exchange service.
2. PTI files a tariff that satisfies the Commission's requirements regarding the provision of interim number portability, as set forth in Order No. 96-021, and the Commission approves the tariff.
3. Staff notifies the Commission that a mutual exchange of traffic exists between PTI and an authorized AEC, including but not limited to, applicant. If Staff previously provided the required notice regarding an exchange, no additional notice is required for that exchange. The definitions in paragraphs 1(a) and 1(b) above also apply here.

Similarly, United will gain pricing flexibility in an exchange listed in

Appendix D when:

1. Applicant, or an authorized AEC, has received a certificate of authority to provide local exchange service.
2. United files a tariff that satisfies the Commission's requirements regarding the provision of interim number portability, as set forth in Order No. 96-021, and the Commission approves the tariff.
3. Staff notifies the Commission that a mutual exchange of traffic exists between United and an authorized AEC, including but not limited to, applicant. If Staff previously provided the required notice regarding an exchange, no additional notice is required for that exchange. The definitions in paragraphs 1(a) and 1(b) above also apply here.

Since Beaver Creek is a cooperative telephone company, it already has pricing flexibility in the Beaver Creek exchange for its local exchange services. To the

extent the Commission has jurisdiction over rates for other services provided by Beaver Creek, Beaver Creek will gain pricing flexibility in the Beaver Creek exchange when:

1. Applicant, or an authorized AEC, has received a certificate of authority to provide local exchange service.
2. Staff notifies the Commission that a mutual exchange of traffic exists between Beaver Creek and an authorized AEC, including but not limited to, applicant. If Staff previously provided the required notice regarding an exchange, no additional notice is required for that exchange. The definitions in paragraphs 3(a) and 3(b) above also apply here.

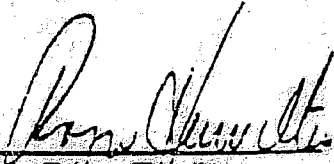
ORDER

IT IS ORDERED that:

1. The application of OGC Telecomm, Ltd., dba OGI Telecomm, to provide the local exchange and the intrastate, interexchange telecommunications services described in the application is in the public interest and is granted with conditions described in this order.
2. Applicant is designated as a competitive telecommunications services provider.
3. The local exchanges of USWC listed in Appendix A, those of GTE listed in Appendix B, those of PTL listed in Appendix C, those of United listed in Appendix D, and that of Beaver Creek in Appendix E are designated as competitive zones.
4. USWC, GTE, PTL, United, and Beaver Creek shall receive pricing flexibility on an exchange-by-exchange basis as set forth in this order.

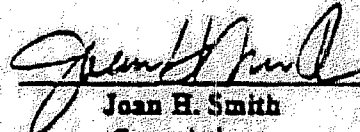
5. Pursuant to ORS 759.050(2)(c), applicant shall comply with Commission imposed universal service requirements as a condition of authority to provide local exchange service.

Made, entered, and effective OCT 1 1997


Roger Hamilton
Chairman


Ron Eachus
Commissioner




Joan H. Smith
Commissioner

A party may request rehearing or reconsideration of this order pursuant to ORS 756.561. A request for rehearing or reconsideration must be filed with the Commission within 60 days of the date of service of this order. The request must comply with the requirements in OAR 860-014-0095. A copy of any such request must also be served on each party to the proceeding as provided by OAR 860-013-0070(2). A party may appeal this order to a court pursuant to ORS 756.580.

Nov 29 99 10:33a

Deborah Harwood

5037481212

P. 2

Nov-29-99 12:25pm From MOSS & BARNETT

+4880

T-854 P 02/07 F-753

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Edward A. Garvey
Joel Jacobs
Marshall Johnson
LeRoy Koppendrayner
Gregory Scott

Chair
Commissioner
Commissioner
Commissioner
Commissioner

Paavo Pyykkonen, General Manager
Scott-Rice Telecommunications, Inc.
4690 Colorado Street SE
Prior Lake, Minnesota 55372

SERVICE DATE: AUG 12 1998

DOCKET NO. P-5643/NA-98-660

M. Cecilia Ray
Moss & Barnett
4800 Northwest Center
90 South Seventh Street
Minneapolis, Minnesota 55402

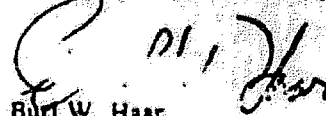
In the Matter of a Request by Scott-Rice Telecommunications, Inc. for Approval for a
Certificate of Authority to Provide Facilities-Based and Resold Local Services and Private
Line/Special Access Services

The above entitled matter has been considered by the Commission and the following
disposition made:

Approved, conditioned upon commission approval of interconnection
agreements and a final tariff. Ordered SRTI to submit a 911 plan
showing how the company will provide 911 service to its customers
as required by Minn. Rules, pt 7812.0550.

The Commission agrees with and adopts the recommendations of the Department of Public
Service which are attached and hereby incorporated in the Order

BY ORDER OF THE COMMISSION


Burt W. Haar
Executive Secretary

(S E A L)

This document can be made available in alternative formats (i.e., large print or audio tape) by
calling (651) 297-4596 (voice), (651) 297-1200 (TTY), or 1-800-627-3529 (TTY relay service).

RECEIVED

FEB 14 1997

BALL JANIK LLP

SERVICE DATE

FEB 12 1997

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of the Application of)
OGC TELECOMM, LTD.,) DOCKET UT-970032
for an Order Authorizing the)
Registration of Applicant as a) AUTHORIZING
Telecommunications Company.) REGISTRATION
.....)

On January 13, 1997, OGC Telecomm, Ltd., filed an application for registration as a telecommunications company pursuant to RCW 80.36.350. The applicant proposes to offer resold switched and dedicated; direct dial long distance, inbound 800/888, and travel calling card services to the public.

OGC Telecomm, Ltd., is an Oregon limited partnership, headquartered in Beaverton, Oregon. OGC's general partner is OGIT General, Inc. Rates, terms and conditions set forth in the proposed tariff are structured similarly to rates filed by other telecommunications companies for calls placed in the relevant market.

OGC Telecomm, Ltd., has provided information showing that it possesses adequate financial resources, and technical competence to provide the proposed services. The applicant does not propose to collect advance payments or deposits from customers.

FINDINGS

THE COMMISSION FINDS:

1. OGC Telecomm, Ltd., filed an application pursuant to the provisions of RCW 80.36.350 and the rules and regulations of the Commission for an order approving its application for registration as a telecommunications company.

2. As to form, the application filed herein, as supplemented and amended, meets the requirements of RCW 80.36.350 and the rules and regulations of the Commission adopted pursuant thereto.

3. The registration of OGC Telecomm, Ltd., as a telecommunications company is not inconsistent with the public interest.

4. In this proceeding, the Commission in no way endorses the financial viability of applicant nor the investment quality of any securities it may issue.

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Page 2

ORDER

THE COMMISSION ORDERS:

1. After the effective date of this order and subject to the conditions hereof, the application of OGC Telecomm, Ltd., filed with the Commission pursuant to the provisions of RCW 80.36.350 requesting an order authorizing registration as a telecommunications company to provide service to the public in this state is approved.

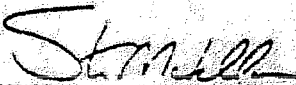
2. The proposed tariff as filed on January 13, 1997, and amended in Exhibit G, attached to the application, is satisfactory. Prior to supplying service to the public as a telecommunications company, OGC Telecomm, Ltd., shall file an initial tariff with the Commission identical to the amended Exhibit G of the application. The tariff shall bear an effective date not less than 30 days subsequent to the date of receipt by the Commission.

3. Registration of OGC Telecomm, Ltd., as a telecommunications company shall not be construed as an endorsement of financial viability nor of the investment quality of any securities it may issue.

4. As a telecommunications company providing service to the public in this state, OGC Telecomm, Ltd., is subject to the jurisdiction of this Commission under the provisions of Title 80 RCW and all rules and regulations of the Commission adopted pursuant thereto.

5. OGC Telecomm, Ltd., shall not collect advance payments or deposits without first showing that it has a satisfactory arrangement to protect customer monies as stated in WAC 480-121-040.

DATED at Olympia, Washington, and effective this 12th day of February, 1997.


STEVE McELLERAN, Secretary

OCT 22 1997

BEFORE THE WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION

In the Matter of OGC Telecomm.	)	
Ltd., d/b/a OGI Telecomm, L.P.	)	DOCKET NO. UT-971128
Communications Corporation	)	
for an Order	)	
Granting Amendment	)	ORDER GRANTING AMENDMENT
to Registration to	)	TO REGISTRATION
Provide Local Exchange	)	AND
Services and Authorizing	)	AUTHORIZING THE
Provision of Intraexchange	)	PROVISION OF INTRAEXCHANGE
Services.	)	TELECOMMUNICATIONS
.....	)	SERVICES.

OGC Telecomm, Ltd. d/b/a OGI Telecomm, L.P. filed for authority to provide facilities based and resold telecommunications services. OGC Telecomm, Ltd. d/b/a OGI Telecomm, L.P. was registered in Washington as an interexchange telecommunications company and intends to provide intraexchange telecommunications initially through the use of resold services from existing network facilities based carriers and in turn, will retail communications services to its customers.

OGC Telecomm, Ltd. d/b/a OGI Telecomm, L.P. general partner is OGIT General, Inc., which owns 97.9 percent of the limited partnership units. Mr. Theodore Berns is the President/Director OGC Telecomm, Ltd. and has the principle office in Beaverton, Oregon. The applicant is a corporation, organized under the laws of Oregon and is qualified to transact business in Washington.

OGC Telecomm, Ltd. d/b/a OGI Telecomm, L.P.'s proposed tariff is satisfactory and will mirror Local Exchange Company calling. The company has provided the information necessary to demonstrate OGC Telecomm, Ltd. d/b/a OGI Telecomm, L.P. possesses adequate financial resources and technical competence to provide the proposed services. OGC Telecomm, Ltd. d/b/a OGI Telecomm, L.P. has voluntarily committed to collect and remit to appropriate administrative agencies relevant excise taxes in support of various social programs, including enhanced 911, telecommunications relay services, and lifeline. OGC Telecomm, Ltd. d/b/a OGI Telecomm, L.P. does not propose to collect advanced payments or deposits from customers.

FINDINGS

THE COMMISSION FINDS:

1. OGC Telecomm, Ltd. d/b/a/ OGI Telecomm, L.P., is a public service company subject to the jurisdiction of this Commission under the provisions of chapter 80.36 R.C.W.
2. OGC Telecomm, Ltd. d/b/a/ OGI Telecomm, L.P., has provided sufficient information to show that it is financially and technically capable to provide the services proposed.
3. It appears, upon investigation, that the request for authority to provide local exchange telecommunications services should be approved.
4. In this proceeding, the Commission in no way endorses the financial viability of applicant nor the investment quality of any securities it may issue.

ORDER

THE COMMISSION ORDERS:

1. After the effective date of this order and subject to the conditions hereof, the filing with the Commission of OGC Telecomm, Ltd. d/b/a/ OGI Telecomm, L.P. Corporation, requesting authority for registration to provide intraexchange telecommunications services is hereby granted.
2. This order shall in no way affect the authority of this Commission over rates, service, accounts, valuations, estimates or determination of costs, or any matters whatsoever that may come before it, nor shall anything herein be construed as an acquiescence in any estimate or determination of costs, or any valuation of property claimed or asserted.
3. The proposed tariff as filed and amended, is satisfactory. Prior to supplying local exchange telecommunications services to the public, OGC Telecomm, Ltd. d/b/a/ OGI Telecomm, L.P. shall file and receive permission and approval for an initial tariff from the Commission identical to the amended tariff filed in Exhibit G of the application. The tariff shall bear an effective date not less than 30 days subsequent to the date of receipt by the Commission.



THOMAS J. VILSACK
GOVERNOR
SALLY J. PEDERSON
LT. GOVERNOR

IOWA UTILITIES BOARD
IOWA DEPARTMENT OF COMMERCE

INTEGRA TELECOM OF IOWA, INC.

Docket No. TCU-99-45, TF-99-340

"ORDER GRANTING APPLICATION, APPROVING TARIFF,
AND ISSUING CERTIFICATE"

Issued February 17, 2000

Parties Served:

Gregory E. Bunker
President
Telecom Consulting Group, Inc.
5995 East Nichols Lane
Suite 100
Englewood, CA 80112

Gary D. Stewart
Consumer Advocate
Department of Justice
Consumer Advocate Division
310 Maple Street
Des Moines, IA 50319-0063

CERTIFICATE

The undersigned hereby certifies that the foregoing document has been served upon all parties of record in this proceeding in accordance with the requirements of the rules of the Iowa Utilities Board.

Dated February 17, 2000
Shelley R. Lewis

STATE OF IOWA
DEPARTMENT OF COMMERCE
UTILITIES BOARD

IN RE:

INTEGRA TELECOM OF IOWA, INC.

DOCKET NOS. TCU-99-45
TF-99-340

**ORDER GRANTING APPLICATION, APPROVING TARIFF, AND ISSUING
CERTIFICATE**

(Issued February 17, 2000)

On December 15, 1999, Integra Telecom of Iowa, Inc. (Integra), filed with the Utilities Board (Board) an application for a certificate of public convenience and necessity to provide local exchange service in the exchanges served by U S West Communications, Inc. (U S West). Integra requested authority to provide service in the U S West exchanges of Des Moines, Cedar Rapids, Granger, Polk City, Ankeny, Grimes, Altoona, Waukee, Runnells, Van Meter, Norwalk, Indianola, Carlisle, Center Pointe, and Mount Vernon. The application is identified as Docket No. TCU-99-45.

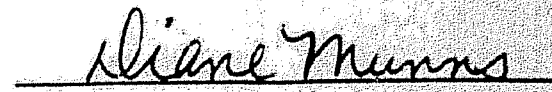
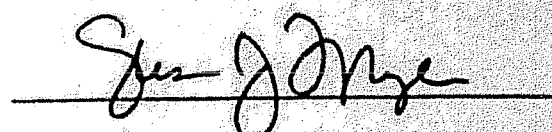
At the same time, Integra filed a tariff identified as TF-99-340 and a statement that it will concur with the maps of U S West and will adopt and concur with changes to U S West's maps as they may occur. The Board has reviewed the application and finds Integra has demonstrated that it has the requisite technical, financial, and managerial ability to provide the service it proposes to render. It is in the public interest to grant a certificate to Integra. Pursuant to Iowa Code § 476.29(2), the Board will grant Integra's application.

The Board has reviewed the tariff filed by Integra and finds that it substantially complies with the Board's rules and the service proposed to be rendered by Integra. Integra filed a statement that it will make available a 2-PIC methodology for intraLATA and interLATA calling. Pursuant to Iowa Code § 476.29, the Board will issue a certificate to Integra simultaneously with this order.

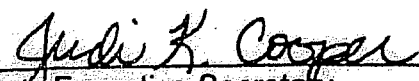
IT IS THEREFORE ORDERED:

1. The application for a certificate of public convenience and necessity filed by Integra Telecom of Iowa, Inc., on December 15, 1999, identified as Docket No. TCU-99-45, is granted.
2. The tariff filing, identified as TF-99-340, filed by Integra on December 15, 1999, is approved.
3. A certificate, identified as Certificate No. 0209, is issued to Integra with this order.

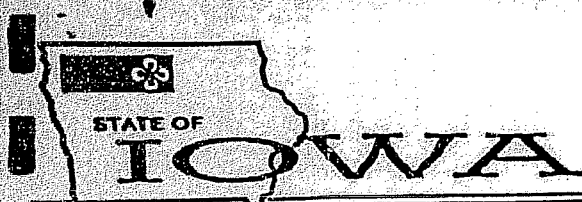
UTILITIES BOARD



ATTEST:


Deputy Executive Secretary

Dated at Des Moines, Iowa, this 17th day of February, 2000.



THOMAS J. VILSACK
GOVERNOR
SALLY J. PEDERSON
LT. GOVERNOR

IOWA UTILITIES BOARD
IOWA DEPARTMENT OF COMMERCE

INTEGRA TELECOM OF IOWA, INC.

Docket No. TCU-99-45, TF-99-340
CERTIFICATE NO. 0209

"CERTIFICATE"

Issued February 17, 2000

Parties Served:

Gregory E. Bunker
President
Telecom Consulting Group, Inc.
5995 East Nichols Lane
Suite 100
Englewood, CA 80112

Gary D. Stewart
Consumer Advocate
Department of Justice
Consumer Advocate Division
310 Maple Street
Des Moines, IA 50319-0063

CERTIFICATE

The undersigned hereby certifies that the foregoing document has been served upon all parties of record in this proceeding in accordance with the requirements of the rules of the Iowa Utilities Board.

Dated February 17, 2000
Shelley D. Lewis

STATE OF IOWA
DEPARTMENT OF COMMERCE
UTILITIES BOARD

IN RE: INTEGRA TELECOM OF IOWA, INC.	DOCKET NOS. TCU-99-45 TF-99-340
	CERTIFICATE NO. 0209

CERTIFICATE

(Issued February 17 , 2000)

On December 15, 1999, Integra Telecom of Iowa, Inc. (Integra), filed an application for a certificate of public convenience and necessity to provide local exchange service in certain exchanges served by U S West Communications, Inc. (U S West). Integra filed a proposed tariff identified as TF-99-340. An order granting Integra's application and approving the tariff is being issued simultaneously with this certificate.

IT IS THEREFORE ORDERED:

This certificate of public convenience and necessity, issued pursuant to Iowa Code § 476.29(1) (1999), authorizes Integra Telecom of Iowa, Inc. to furnish local telephone service in the following exchanges served by U S West Communications, Inc., as described in its tariff, identified as TF-99-340: Des Moines, Cedar Rapids,

DOCKET NOS. TCU-99-45, TF-99-340; CERTIFICATE NO. 0209
PAGE 2

Granger, Polk City, Ankeny, Grimes, Altoona, Waukee, Runnells, Van Meter,
Norwalk, Indianola, Carlisle, Center Pointe, and Mount Vernon.

UTILITIES BOARD

ATTEST:

Judi K. Cooper
Deputy Executive Secretary

[Signature]
Sean J. Anze
Diane Munns

Dated at Des Moines, Iowa, this 17th day of February, 2000.

Decision No. C00-298

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 00A-075T

IN THE MATTER OF THE APPLICATION OF INTEGRA TELECOM OF COLORADO, INC. FOR A CERTIFICATE TO PROVIDE LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES AND NOTICE OF INTENTION TO EXERCISE OPERATING AUTHORITY ON A FACILITIES, LEASED AND RESOLD BASIS.

AND

FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO PROVIDE EMERGING COMPETITIVE TELECOMMUNICATIONS SERVICES ON A FACILITIES, LEASED AND RESOLD BASIS.

ORDER GRANTING APPLICATION AND
APPROVING NOTICE OF INTENTION
TO EXERCISE OPERATING AUTHORITY

Mailed Date: March 28, 2000

Adopted Date: March 22, 2000

I. BY THE COMMISSION

A. Statement and Findings of Fact

1. On February 4, 2000, Integra Telecom of Colorado, Inc. ("Integra"), filed an application for a Certificate to Provide Local Exchange Telecommunications Services ("CPLE") and a Notice of Intention to Exercise Operating Authority, and for a Certificate of Public Convenience and Necessity ("CPCN") to provide certain emerging competitive telecommunications services.

2. On February 8, 2000, Integra filed a "Request for Confidential Treatment of Financial Information and Documents."

3. On February 11, 2000, the Commission issued a Notice of Application Filed and Notice of Hearing, giving notice to all interested parties. Interventions were due on or before March 13, 2000. None were filed.

4. On March 6, 2000, Integra filed responses to questions posed by the Commission Staff. These responses completed the application.

B. Discussion

1. Granting the application of Integra is consistent with the legislative policy statements contained in §§ 40-15-101, 40-15-501, and 40-15-502, C.R.S.

2. The grant of a CPLE, combined with the approval of a Notice of Intention to Exercise Operating Authority, constitutes a grant of a CPCN to provide local exchange telecommunications services. 4 Code of Colorado Regulations ("CCR") 723-35-2.3 and 4 CCR 723-35-2.10.

3. Before providing local exchange telecommunications services, Integra must: (1) have effective tariffs and price lists for its services on file with the Commission; and (2) comply with all statutory and regulatory

requirements applicable to telecommunications providers subject to the jurisdiction of the Commission.

4. Before providing emerging competitive telecommunications services, Integra must have effective tariffs for its services on file with the Commission.

5. With respect to the authority to provide private line services, Integra is reminded that § 40-15-102(22), C.R.S., defines private line service as "any point-to-point or point-to-multipoint service dedicated to the exclusive use of an end user for the transmission of any telecommunications services."

6. Confidential treatment of information and documents is governed by rule. 4 CCR 723-16. No specific action is required by us. Integra's request for such action will be denied.

II. ORDER

A. The Commission Orders That:

1. The hearing in this matter set for May 12, 2000 is vacated.

2. Integra Telecom of Colorado, Inc.'s application is deemed complete.

3. Integra Telecom of Colorado, Inc., is granted a Certificate of Public Convenience and Necessity to provide facilities-based and resold local exchange telecommunications

services. The Certificate of Public Convenience and Necessity covers certain portions of the State of Colorado where U S WEST Communications, Inc., is currently certified to provide local exchange telecommunications service. A detailed description of this geographic area has been delineated in the local exchange maps that were submitted as part of the application.

4. Integra Telecom of Colorado, Inc.'s local exchange services will be regulated under the default regulatory scheme contained in 4 Code of Colorado Regulations 723-38.

5. Integra Telecom of Colorado, Inc., shall have the obligation to serve all customers in its service territory on a non-discriminatory basis. Integra Telecom of Colorado, Inc., shall not be allowed to refuse service to a qualified customer, that is, a customer that has the ability to pay for service. "Service territory" shall be defined as that portion of Colorado included in the exchange maps provided as part of the application. Further, Integra Telecom of Colorado, Inc., shall be required to provide local exchange telecommunications services to residential customers in compliance with § 40-15-502(3)(b)(I), C.R.S. However, Integra Telecom of Colorado, Inc., shall not be required to extend service to customers where the underlying facilities-based provider has no facilities.

6. Unless the Commission orders otherwise, Integra Telecom of Colorado, Inc., shall begin reselling local exchange telecommunications services in its operating area within three years after the grant of this Certificate of Public Convenience and Necessity. 4 Code of Colorado Regulations 723-35-9.

7. Unless the Commission orders otherwise, Integra Telecom of Colorado, Inc., shall begin providing facilities-based local exchange telecommunications services in its operating area within five years after the grant of this Certificate of Public Convenience and Necessity. 4 Code of Colorado Regulations 723-35-9.

8. Integra Telecom of Colorado, Inc., shall file applicable tariffs and price lists before commencing operations under this Certificate of Public Convenience and Necessity to provide local exchange telecommunications services. Unless the Commission orders otherwise, if Integra Telecom of Colorado, Inc., fails to file effective tariffs and price lists within the time frame set forth in ordering paragraphs 6 and 7 above, this Certificate of Public Convenience and Necessity to provide local exchange telecommunications service shall be deemed null and void. For good cause shown, the Commission may grant Integra Telecom of Colorado, Inc., additional time to file tariffs or price lists.

9. In accordance with the Commission's Rules of Practice and Procedure, Integra Telecom of Colorado, Inc., will be required to maintain its books of accounts and records using Generally Accepted Accounting Principles. 4 Code of Colorado Regulations 723-1-25(c).

10. Integra Telecom of Colorado, Inc., is granted a Certificate of Public Convenience and Necessity to provide the following emerging competitive telecommunications services throughout State of Colorado: advanced features; premium services; interLATA toll; intraLATA toll; switched access; and private line.

11. Integra Telecom of Colorado, Inc.'s private line services shall be subject to the restrictions contained in § 40-15-102(22), C.R.S.

12. Integra Telecom of Colorado, Inc., has not requested and is not granted any specific form of relaxed regulation for its emerging competitive telecommunications services.

13. Before providing any of the emerging competitive services listed above, Integra Telecom of Colorado, Inc., must file applicable tariffs within 90 days of the effective date of this Order. If Integra Telecom of Colorado, Inc., fails to file tariffs within 90 days, the authority to provide emerging

competitive services shall be deemed null and void. For good cause shown, and if a proper request is filed within 90 days of the effective date of this Order, the Commission may grant Integra Telecom of Colorado, Inc., additional time within which to file tariffs.

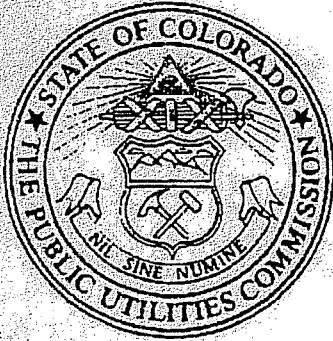
14. Consistent with terms and conditions established in previous Commission decisions, Integra Telecom of Colorado, Inc., will be required to participate in the Colorado High Cost Fund, the Telecommunications Relay Services for the Disabled Telephone Users Program, the Emergency Telephone Access Act Program, and other financial support mechanisms that may be created in the future by the Commission to implement §§ 40-15-502(4) and (5), C.R.S.

15. Ingegra Telecom of Colorado, Inc.'s request for confidential treatment is denied in accordance with the above discussion.

16. This Order is effective on its Mailed Date.

B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING March 22, 2000.

(S E A L)



ATTEST: A TRUE COPY

Bruce N. Smith

Bruce N. Smith
Director

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

RAYMOND L. GIFFORD

ROBERT J. HIX

POLLY PAGE

Commissioners

Nebraska Public Service Commission

300 The Atrium, 1200 N Street

P.O. Box 94927

Lincoln, Nebraska 68509-4927

(402) 471-3101

Nebraska Consumer Hot Line 1-800-526-0017

Fax (402) 471-0254

March 29, 2000



Steve Seglin
Crosby, Guenzel, et al.
134 South 13th Street, Suite 400
Lincoln, NE 68508

Dear Mr. Seglin:

CERTIFICATION

I, Robert R. Logsdon, Executive Director of the Nebraska Public Service Commission, hereby certify that the enclosed is a true and correct copy of the original order made and entered in Application No. C-2174 on the 28th day of March, 2000, as the same is filed and recorded in the official records of said Commission.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of the Nebraska Public Service Commission, Lincoln, Nebraska, this 29th day of March, 2000.

Please acknowledge receipt of this document in writing.

Sincerely,

A handwritten signature in cursive script that reads "Robert R. Logsdon".

Robert R. Logsdon
Executive Director

RRL:jr
Enclosure

cc: Gregory E. Bunker, Telecom Consulting Group, Inc.,
5995 East Nichols Lane, Suite 100, Englewood,
CO 80112
Mike Miner, Integra Telecom of Nebraska, Inc., 19545
NW Von Neumann Drive, Suite 200, Beaverton, OR
97006

COMMISSIONERS:
ANNE C. BOYLE
LOWELL C. JOHNSON
ROD JOHNSON
FRANK E. LANDIS
DANIEL G. URWILLER

EXECUTIVE DIRECTOR
ROBERT R. LOGSDON

BEFORE THE NEBRASKA PUBLIC SERVICE COMMISSION

In the Matter of the Application	)	Application No. C-2174
of Integra Telecom of Nebraska,	)	
Inc., Beaverton, Oregon, seeking	)	
authority to obtain a Certificate	)	GRANTED
of Public Convenience and	)	
Necessity to provide local exchange	)	
telecommunications service within	)	
the state of Nebraska.	)	Entered: March 28, 2000

APPEARANCES:

For the Applicant:
 Steven G. Seglin
 134 S. 13th Street, Suite 400
 Lincoln, Nebraska

For the Commission:
 Michael T. Loeffler
 300 The Atrium
 1200 N Street
 Lincoln, Nebraska 68508

BY THE COMMISSION:

By its application filed December 8, 1999, Integra Telecom of Nebraska, Inc., Beaverton, Oregon, (Integra or Applicant) seeks to obtain a Certificate of Public Convenience and Necessity to provide local exchange service within the state of Nebraska including local dial tone, extended area service, high-speed Internet access, dedicated and switched long distance services, and enhanced features. Notice of the application appeared in The Daily Record on December 9, 1999. On February 16, 2000, the Director of this Commission sent by first class mail a copy of the notice of hearing. There were no Petitions of Formal Intervention filed against the application. A hearing was held on February 23, 2000, in the Commission Hearing Room, Lincoln, Nebraska, with appearances as shown above.

In support of its application, applicant produced one witness, Rebecca Janisch, vice-president of operations for Integra. Ms. Janisch testified as follows:

Applicant is a full service competitive local exchange carrier providing local dial tone, extended area service, Internet service, high-speed bandwidth access to the Internet through DSL, and enhanced features. In addition, the company will be providing dedicated and switched long distance service. The company also plans to file an application for interexchange service within the state.

SECRETARY'S RECORD, NEBRASKA PUBLIC SERVICE COMMISSION

Application No. C-2174

Page 2

The parent company is Integra Telecom, Inc. Subsidiaries exist in thirteen states, including Nebraska. Recently, Integra has been approved by three state commissions to acquire Impetel Telecom, which brings additional employees, management personnel and technical expertise into the company. The current management team was responsible for successfully implementing facility-based and resale CLEC operations in Oregon, Minnesota, North Dakota and Wisconsin. The company also operates an incumbent local exchange company in Minnesota.

Recently, the applicant has obtained in excess of \$211 million in capital through equity and debt facility. Of this, \$5 million has been dedicated to Nebraska's infrastructure.

The network, planning and engineering group out of Portland, Oregon, will be responsible for the initial build-out of the switch and transport systems. The Midwest region staff, located in Minnesota, will be responsible for management and operations in Nebraska.

Integra is requesting statewide certification, although their primary and initial offerings will be in the exchange territories of US West. Ms. Janisch testified that they have notified US West of their intention to opt into the JATO contract. Finally, she noted that the application is in the public interest by expanding choice to consumers in the state, increased competition and reduced prices. In addition, the company plans to create 75-100 new jobs within the next two years.

Ms. Janisch reiterated that the applicant does not seek removal or exception to the two percent or rural exemption pursuant to the Telecommunications Act of 1996 (the Act). She further testified that this application does not represent a bona fide request for interconnection pursuant to the Act.

O P I N I O N A N D F I N D I N G S

The Commission considers this application for authority in light of the following criteria and standards established in the Commission's telecommunications rules:

- (a) Whether applicant has provided the information required by the Commission;
- (b) Whether applicant has provided a performance bond, if required;
- (c) Whether applicant possesses adequate financial resources to provide the proposed service;

- (d) Whether applicant possesses adequate technical competence and resources to provide the proposed service;
- (e) Whether applicant possesses adequate managerial competence to provide the proposed service; and
- (f) Whether granting applicant a certificate preserves and advances universal service, protects the public safety and welfare, ensures the continued quality of telecommunications services and safeguards the rights of consumers, pursuant to Section 253(b) of the Telecommunications Act of 1996.

Applicant has demonstrated that it meets the standards of financial, technical and managerial competence and all other criteria necessary to provide local exchange telecommunication service as provided in the application filed with the Commission. There were no Petitions of Formal Intervention filed with this Commission against the application. No party to this proceeding refuted the applicant's competence. No performance bond is required.

Before the applicant is allowed to provide local exchange service to its users:

- (a) The applicant, either through negotiation or adoption, must reach an interconnection agreement with US West, GTE, ALLTEL or Sprint.
- (b) The Commission must approve the interconnection agreement; and
- (c) Applicant must file, and the Commission must approve, a tariff in accordance with the provisions of Section 002.21 of Neb. Admin. R. & Regs. Title 291, Chapter 5.

Further, prior to providing local exchange service to any area covered by the rural exemption, the applicant must obtain additional authority from this Commission to expand its service territory.

As a provider of local exchange service in the state of Nebraska, the applicant should be subject to the same laws, rules and regulations, both federal and state (including any laws, rules or regulations regarding universal service, restrictions on joint marketing and quality of service), applicable to any other local exchange company, except those obligations imposed on incumbent local exchange carriers pursuant to Section 251(c) of the Act.

O R D E R

IT IS THEREFORE ORDERED by the Nebraska Public Service Commission that Application No. C-2174 be, and it is hereby, granted.

Application No. C-2174

Page 4

IT IS FURTHER ORDERED that upon final approval of the inter-connection agreement and tariff, applicant is granted authority to provide local exchange service throughout the state of Nebraska in the areas served by US West, GTE, ALLTEL and Sprint. The applicant must make further application to this Commission for authority to provide local exchange service outside these areas.

IT IS FURTHER ORDERED that applicant shall abide by the same laws, rules and regulations, both federal and state (including any laws, rules or regulations regarding universal service, restrictions on joint marketing and quality of service), applicable to other local exchange carriers except obligations imposed on incumbent local exchange carriers pursuant to Section 251(c) of the Act.

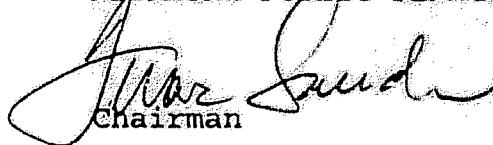
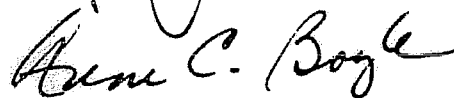
IT IS FURTHER ORDERED that applicant shall file, in accordance with the applicable statutes, on or before April 30 of each year, an annual report with this Commission consisting of: (a) a copy of any report filed with the Federal Communications Commission; (b) a copy of any annual report to stockholders; and (c) a copy of the latest Form 10-K filed with the Securities and Exchange Commission. If such reports are unavailable, applicant shall file a balance sheet and income statement for the previous year of operation, and for the state of Nebraska on a combined interstate-intrastate basis, the investment in telephone plant and equipment located within the state, accumulated depreciation thereon, operating revenues, operating expenses and taxes.

IT IS FINALLY ORDERED that this order be, and hereby is made, the Commission's official Certificate of Public Convenience and Necessity to applicant to provide local exchange service within the territory described herein in Nebraska.

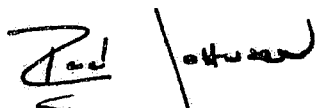
MADE AND ENTERED at Lincoln, Nebraska, this 28th day of March, 2000.

NEBRASKA PUBLIC SERVICE COMMISSION

COMMISSIONERS CONCURRING:


Chairman

ATTEST:


Executive Director

//s//Frank E. Landis

//s//Daniel G. Urwiller

BEFORE THE MINNESOTA PUBLIC UTILITIES COMMISSION

Edward Garvey
Joel Jacobs
Marshall Johnson
LeRoy Koppendrayner
Gregory Scott

Chair
Commissioner
Commissioner
Commissioner
Commissioner

To: M. Cecelia Ray
Moss & Barnett
4800 Northwest Center
90 South 7th Street
Minneapolis, Minnesota 55402-4129

SERVICE DATE: DEC 27 1999
DOCKET NO. P5509,5643/PA-99-1527

In the Matter of the Joint Petition of Integra Telecom of Minnesota, Inc. and InfoTel Communications, Inc. for Approval of the Merger of InfoTel Communications, and Integra Telecom of Minnesota, Inc.

The above entitled matter has been considered by the Commission and the following disposition made:

1. Approve the merger of Integra Telecom, Inc. and InfoTel Communications, Inc. as specified in the Merger Agreement dated September 10, 1999.
2. Integra Telecom, Inc. and InfoTel Communications, Inc. shall file a joint affidavit of merger completion, within ten (10) days of the closing date, with the Minnesota Public Utilities Commission and the Minnesota Department of Commerce.
3. Change the name on the current Certificates of Authority of Integra Telecom, Inc. and InfoTel Communications, Inc. to read Integra Telecom of Minnesota, Inc. d/b/a Integra Telecom and InfoTel Communications.
4. Integra Telecom, Inc. and InfoTel Communications, Inc. shall file an analysis of specific telecommunications services authorized in the current Certificates of Authority to determine if there is any duplication of authority in the post-merger company, and determine if the post-merger company should petition the Commission for approval of any changes necessitated by this analysis. This analysis and petition shall be filed sixty (60) days after the merger is closed.

The Commission agrees with and adopts the recommendations of the Department of Commerce which are attached and hereby incorporated in this Order.

BY ORDER OF THE COMMISSION



Burl W. Haar
Executive Secretary

(SEAL)

This document can be made available in alternative formats (i.e., large print or audio tape) by calling 612-297-4596 (voice), 612-297-1200 (TTY), or 1-800-627-3529 (TTY relay service).

DATE MAILED
DEC 6 1999

BEFORE THE
PUBLIC SERVICE COMMISSION OF WISCONSIN

Application of Integra Telecom of Minnesota, Inc., for Intrastate Authority
to Resell Telecommunications Services and for Certification as an
Alternative Telecommunications Utility-Reseller

7452-TI-100
5-9300.59.Cert-99

**CERTIFICATE OF AUTHORITY
ALTERNATIVE TELECOMMUNICATIONS UTILITY
RESELLER ORDER**

**Integra Telecom of Minnesota, Inc.
Baxter, Minnesota 56425**

Utility ID 7452

The above named company, having met the application requirements of Wis. Stat. ch. 196, and Wis. Admin. Code ch. PSC 168, is certified as an alternative Telecommunications Utility – Reseller under Wis. Stat. § 196.01 (1d)(c). It is authorized in Wisconsin to resell all local and long distance intrastate telecommunications services, except those services identified in Wis. Admin. Code § PSC 168.03.

As an Alternative Telecommunications Utility – Reseller, the above-named company must abide by the reseller rules in Wis. Admin. Code ch. PSC 168, the universal service rules in Wis. Admin. Code ch. PSC 160, any applicable Commission orders, any applicable statutes including the statutory sections listed in Wis. Admin. Code § PSC 168.09, and any current and future orders applicable to resellers. Future orders include *Investigation of the Relationship*

Docket 7452-TI-100

Between Incumbent Local Exchange Carriers and Affiliated Companies Operating in Competitive Markets, docket 05-TI-158, or any rulemaking resulting therefrom, which may apply certain additional statutes to resellers affiliated with incumbent local exchange carriers.

This certificate is valid until June 1, 2000. To retain certification for the subsequent year, the above-named company must file by April 1, 2000, its annual report and re-certification fee, as required by Wis. Admin. Code ch. PSC 168.

Dated at Madison, Wisconsin, December 1, 1999

For the Commission:

Scot Cullen

Scot Cullen, P.E.

Administrator

Telecommunications Division

RSC:PRJ:jah:g:\order\pending\7452-resell-1999

See Attached Notice of Appeal Rights

cc: Ms. M. Cecilia Ray, Esq./Moss & Barnett
MFC- 7452-TI-100, 5-9300-59, Cert-99
Lynda Dorr/PSCW
Jim Lawrence/DWCCA
POM/RM
GP/NM/RM

Docket 7452-TI-100

Notice of Appeal Rights

Notice is hereby given that a person aggrieved by the foregoing decision has the right to file a petition for judicial review as provided in Wis. Stat. § 227.53. The petition must be filed within 30 days after the date of mailing of this decision. That date is shown on the first page. If there is no date on the first page, the date of mailing is shown immediately above the signature line. The Public Service Commission of Wisconsin must be named as respondent in the petition for judicial review.

Notice is further given that, if the foregoing decision is an order following a proceeding which is a contested case as defined in Wis. Stat. § 227.01(3), a person aggrieved by the order has the further right to file one petition for rehearing as provided in Wis. Stat. § 227.49. The petition must be filed within 20 days of the date of mailing of this decision.

If this decision is an order after rehearing, a person aggrieved who wishes to appeal must seek judicial review rather than rehearing. A second petition for rehearing is not an option.

This general notice is for the purpose of ensuring compliance with Wis. Stat. § 227.48(2), and does not constitute a conclusion or admission that any particular party or person is necessarily aggrieved or that any particular decision or order is final or judicially reviewable.

Revised 9/28/98

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4303

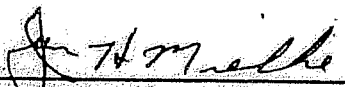
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Alexander, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4304

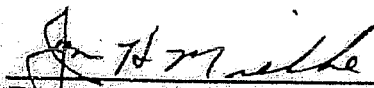
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Belfield, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4305

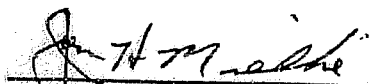
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Bismarck, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4306

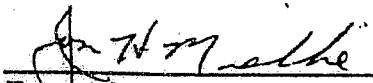
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Casselton, North Dakota local exchange area.

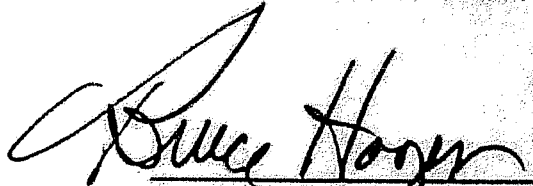
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4307

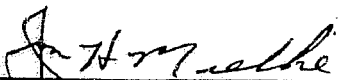
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Dickinson, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4308

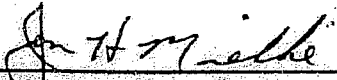
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Emerado, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4309

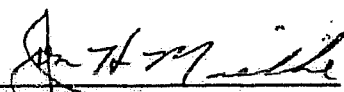
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Fairmount, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4310

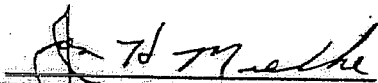
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Fargo, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4311

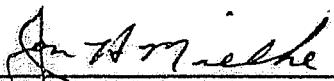
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Gardner, North Dakota local exchange area.

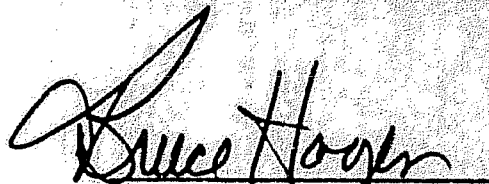
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4312

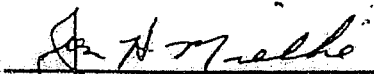
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Grafton, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4313

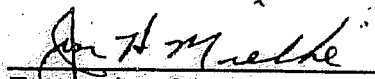
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Grand Forks, North Dakota local exchange area.

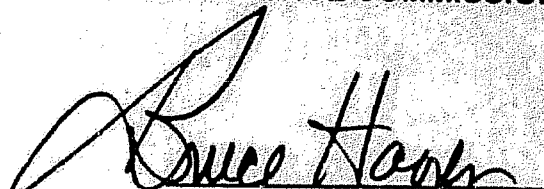
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4314

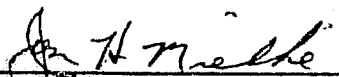
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Gwinner, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4315

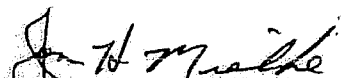
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Hatton, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4316

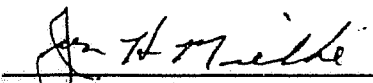
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside Hillsboro, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4317

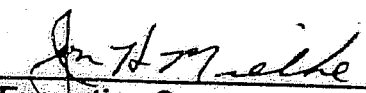
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Jamestown, North Dakota local exchange area.

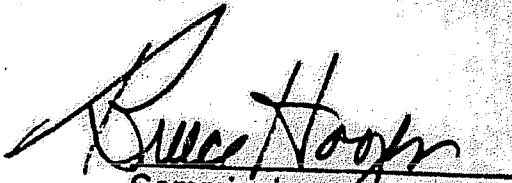
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4318

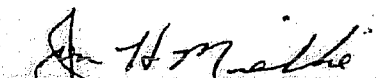
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Kindred, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4319

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

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4320

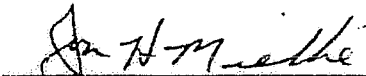
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Leonard, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4321

This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Lisbon, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4322

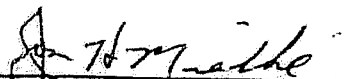
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Mandan, North Dakota local exchange area.

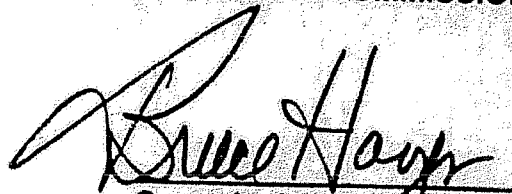
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4323

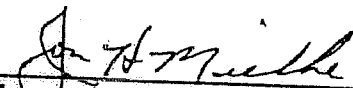
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Manvel, North Dakota local exchange area.

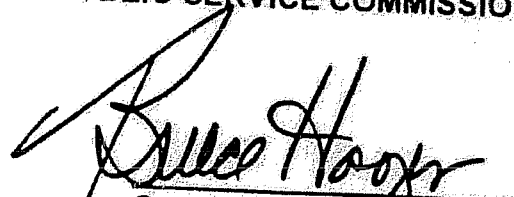
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4324

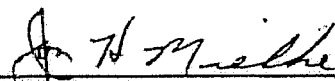
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Mayville, North Dakota local exchange area.

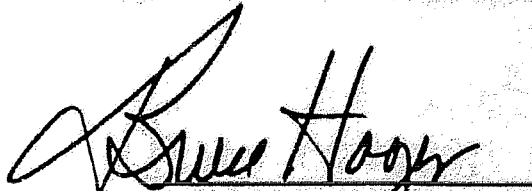
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4325

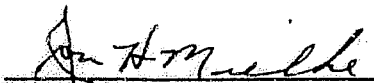
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Minto, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4326

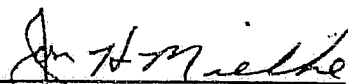
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Northwood, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4327

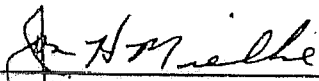
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Pembina, North Dakota local exchange area.

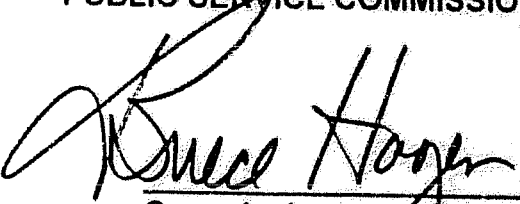
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4328

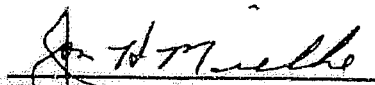
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Reynolds, North Dakota local exchange area.

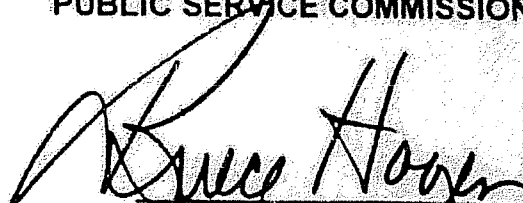
This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4329

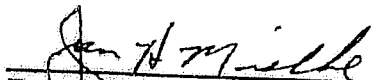
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Thompson, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4330

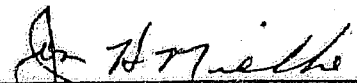
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Valley City, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4331

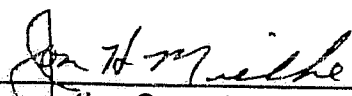
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Wahpeton, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4332

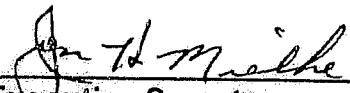
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Watford City, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4333

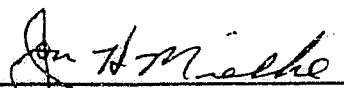
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Williston, North Dakota local exchange area.

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4334

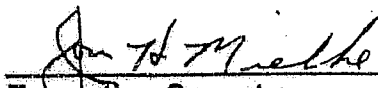
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the Wyndmere, North Dakota local exchange area.

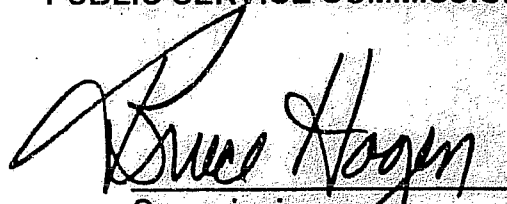
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Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4335

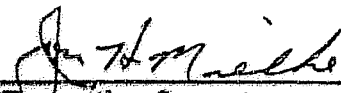
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the suburban territory near Fairview, Montana, part of the Fairview local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

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

STATE OF NORTH DAKOTA

Certificate of Public Convenience and Necessity

Corrected Certificate Number 4336

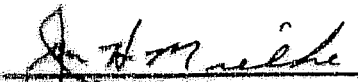
This is to certify that public convenience and necessity require, and permission is granted for Integra Telecom of Minnesota, Inc., a telecommunications public utility, to provide local exchange telecommunications services inside the rural territory near Sidney, Montana, part of the Sidney local exchange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

This certificate is issued in Case No. PU-2199-99-618 and is conditioned upon Integra Telecom of Minnesota, Inc. securing the franchise or other authority of the proper municipal or other public authority for the exercise of these rights and privileges, and other conditions and limitations noted in the Order dated January 26, 2000.

Bismarck, North Dakota, January 26, 2000.

ATTEST:

PUBLIC SERVICE COMMISSION


Executive Secretary


Commissioner

Roster of Officers and Directors

Of Integra Telecom, Inc.

The following Officers of Integra Telecom, Inc. are all located at Integra Telecom, Inc., 19545 NW Von Neumann, Suite 200, Beaverton, Oregon 97006. Telephone Number 503-748-1000.

1. Dudley Slater, CEO and Director.
2. James H. Huesgen, President and COO.
3. Wayne Graham, Senior Vice President, Finance.
4. Kit Nidever, Vice President and Controller.
5. Juanita Lint, Sr. Vice President, Information Technology Services.
6. Deborah J. Harwood, Vice President, General Counsel and Secretary.

The Board of Directors for Integra Telecom of Arizona, Inc. include:

1. Dudley Slater, President & CEO, Integra Telecom, Inc., 19545 NW Von Neumann, Suite 200, Beaverton, Oregon 97006.
2. Thadeus J. Mocarski, Fleet Equity Partners, 50 Kennedy Plaza, 12th Floor, Providence, Rhode Island 02903.
3. Robert M. Van Degna, Fleet Equity Partners, 50 Kennedy Plaza, 12th Floor, Providence, Rhode Island 02903.
4. Ralph R. Shaw, Shaw Venture Partners, 400 SW Sixth Avenue, Suite 1100, Portland, Oregon 97204.
5. George E. Morgan, Bank of America, 901 Main Street, 22nd Floor, Dallas, Texas 75202.
6. John Hunt, Boston Ventures, 23rd Floor, One Federal Street, Boston, Massachusetts 02110-2003.
7. Gilroy Arvig, 36599 ABC Drive, Crosslake, Minnesota 55442.

Integra Telecom Corporate Officers

Dudley R. Slater, President and Chief Executive Officer

Mr. Slater has over 18 years in competitive business and telecommunications experience including his role as co-founder of the Company. Since founding the Company in 1996 Mr. Slater has served in various operational, financial and administrative capacities including the positions of President, COO and CFO. Mr. Slater is also a member of the Company's Board of Directors.

Prior to co-founding the Company, Mr. Slater served as a Principal of Rural Link Communications (RLC), another company he founded which financed and completed a number of investments in operating telephone properties. Mr. Slater has extensive experience in acquiring and managing local and competitive local telephone properties. As Assistant Vice President of Business Development and Chairman of the Transition Committee for Pacific Telecom, Inc. (PTI), Mr. Slater completed definitive agreements for over 30 acquisitions, mergers, divestitures or restructurings with an aggregate value of approximately \$1 billion. Mr. Slater managed the heads of all PTI departments and relevant operating units in the process of migrating acquired properties onto PTI's common support systems and operating platforms. His experience includes many unique and highly complex transactions in the local telephone, cable television, cellular telephone and international communications industries. Mr. Slater received a Bachelor of Science degree in Geophysics from the University of California, Los Angeles and a Masters in Business Administration from the Harvard Business School.

K. Mark Nicklas, Vice President of Sales and Marketing

Mr. Nicklas has over 18 years experience in the telecommunications industry with executive experience in operations, national accounts, general business sales, strategic planning, marketing and engineering. Mr. Nicklas joined Integra after serving as Vice President of Western Region sales for Citizens Communications where he managed the sales activities of 40 local exchange companies and 24 sales offices throughout the Western Region. Mr. Nicklas began his career at AT&T prior to divestiture and worked there for nine years before becoming Director of Northwest Sales for MCI Communications. Mr. Nicklas has consulted with major telecommunications companies as Principal of CMC. At Integra Telecom, Mr. Nicklas assumes responsibilities for a rapidly expanding sales division and all marketing functions. Mr. Nicklas received his Bachelor of Science and Master of Science degrees in Engineering from Clarkson University.

Kit Nidever, Vice President and Controller

Mr. Nidever brings twenty-five years of fiscal management experience, including senior management positions with Pacific Telecom, Inc. (PTI). As Senior Manager of Revenue Accounting, Mr. Nidever's responsibilities included billing and collection of annual revenues in excess of \$600 million; processing toll from Company switches and other carriers; processing of cash receipts; maintenance of computer systems; negotiation and compliance monitoring of billing and collection contracts with long distance companies. He also has twelve years experience with Deloitte & Touche as Senior Manager, overseeing domestic and international audit teams serving telecommunications, insurance, forest products, banking, high technology, and government sectors. At Integra Telecom, he is responsible for all financial and administrative functions, including billing and collection of revenues. Mr. Nidever holds a Bachelor of Science degree from Southern Oregon University.

Jim Huesgen, President and Chief Operating Officer

Mr. Huesgen has over 16 years experience in executive management roles in telecommunications, including Executive Vice President and Chief Financial Officer for Pacific Telecom (PTI). In this role, he was responsible for finance, accounting, purchasing, business development, and information services for Pacific Telecom and all of its subsidiaries. As a representative of PTI's parent corporation, PacifiCorp, Mr. Huesgen was one of the principal negotiators of PTI's \$2.2 billion sale to CenturyTel in 1997. In 1998, he negotiated financing and acquisition as a co-founder of Alaska Communications Systems (ACS), a local exchange, wireless, and Internet service provider with over 320,000 access lines, 70,000 cellular customers, and 26,000 long distance customers throughout Alaska. Mr. Huesgen earned his Bachelor and Masters degrees in Accounting from the University of North Dakota.

Wayne Graham, Senior Vice President, Finance

Mr. Graham joined Integra Telecom after careers with Alaska Communications Services, Inc. (ACS) and Pacific Telecom. At Pacific Telecom, Mr. Graham was responsible for planning, SEC reporting, acquisitions, treasury, and financial IT services. In this role, Mr. Graham consummated over 30 transactions in excess of \$3 billion. More recently, Mr. Graham led ACS in its acquisition of substantially all of the ILEC, wireless, and Internet properties in Alaska together with raising over \$700 million in private equity, public debt, and senior syndicated bank debt. Mr. Graham has also worked from KPMG, LLP, focusing on audit-based services in the telecommunications industry. Mr. Graham has a Bachelors of Science degree in Business Administration from Georgetown University, and a Masters in Business Administration from the University of Washington.

Deborah Harwood, Vice President and General Counsel

Ms. Harwood has worked in corporate telecommunications practice for over 13 years and was previously Vice President and General Counsel for Alaska Communications Systems, Inc., a full-service telecommunications provider offering local telephone, wireless, long distance and Internet services in the state of Alaska. Prior to Alaska Communications, Ms. Harwood was Vice President and Chief Counsel for Electric Lightwave, Inc., where she was responsible for all general legal affairs, negotiating transactions, and managing material litigation. Ms. Harwood earned her Bachelors Degree from Luther College and obtained her Juris Doctorate from Northwestern School of Law at Lewis & Clark in Portland, Oregon.

Paaavo A. Pyykkonen, Executive Vice President and General Manager, Scott Rice Telephone Company, Prior Lake, MN

Mr. Pyykkonen has over 25 years of experience in Telecommunications and Information Technology industries as manager, consultant, and entrepreneur. Prior to joining Scott Rice Telephone Company in May 1998, he had been with MEANS Inc. since 1994, where he was the Director of Business Development, with responsibility for strategic planning and business development including the development of MEANS' Competitive Local Exchange Carrier business. Prior to MEANS, Mr. Pyykkonen worked in new business and product line development for Norstan, Inc., worked as an independent consultant, and founded and managed two start-up ventures. He has also managed Telecommunications and Information Technology functions at United States Air Force, St. Louis County, MN, and GE Capital. Mr. Pyykkonen has an engineering degree from Massachusetts Institute of Technology, and has done graduate study at the Sloan School of Management.

Updated: March 18, 1998

Bio

Jack F. Pestaner

Vice President, Network Development

Mr. Pestaner manages the network development strategy for Integra Telecom's Oregon and Minnesota operations. Prior to the company's designation as a competitive local exchange carrier (CLEC), he served as General Manager and began the transition of the company's network from a shared-tenant provider to a carrier-class network now serving over 30,000 access lines. Over his tenure, he has managed local exchange operations, carrier relations, customer service, and sales.

Mr. Pestaner also directs Integra's regulatory affairs efforts and has been instrumental in representing the views of competitive local exchange carriers before the Oregon Public Utilities Commission. He was responsible for designing, implementing, and operating the first DS1 and DS3 unbundled transport networks in US West and GTE regions, now serving a large percentage of Integra customers.

Mr. Pestaner previously held senior engineering management positions with Tektronix and Integrated Measurement Solutions (IMS). He received his Bachelor of Science degree with honors from Oregon State University in 1979.

Trent Anderson Biography

Trent Anderson, Vice President of Sales and Customer Service. Mr. Anderson brings over eleven years experience in the telecommunications industry with an emphasis in general business sales. Mr. Anderson joined Integra after serving as Regional Vice President of Data Sales for Electric Lightwave, Inc. where he developed and implemented the business plan for ELI's National Data Expansion into 13 tier one markets and built a sales and support team of 55 professionals while implementing regional sales plans to address the growing broadband marketplace. While there, he successfully developed an Executive Sponsorship plan for 22 sales offices and created an Express Design and Delivery Platform. Prior to joining ELI in 1996, Mr. Anderson had been the Oregon Branch Manager with MCI Telecommunications where he lead a sales team of 44 beyond their revenue projections and implemented the first Web Server and Branch Website in 1996. While with MCI, Mr. Anderson's team received the *Worst to First* Award for service excellence in 1995 as well as three MCI Masters Recipient Awards for the years 1994-1996. Mr. Anderson holds a Bachelor of Science degree from Oregon State University.

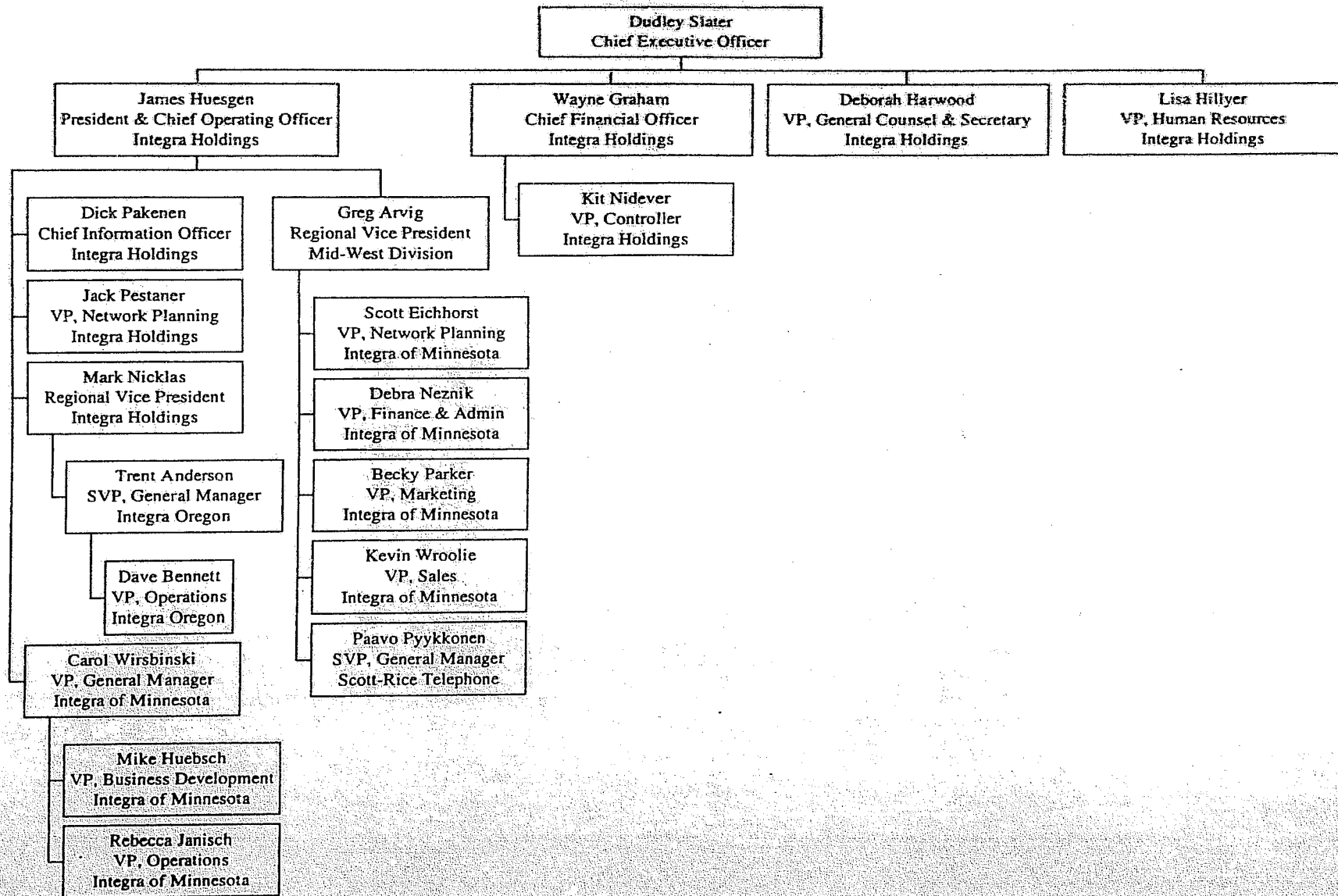
Mike Huebsch, Vice-President of Sales and Business Development. Mr. Huebsch has over 20 years experience in the telecommunications industry and business and product development. Mr. Huebsch joined Integra after serving as a telecommunications consultant for Carlson Consultants of Tacoma, WA where he developed business plans for large-scale metropolitan area networks. While with Carlson Consultants, Mr. Huebsch designed and implemented detailed feasibility studies and economic analysis for the city of Richland, WA and the Eugene Water & Electric Board in Oregon. Prior to Carlson, Mr. Huebsch was the Technical Services Director for Transdevelopment Corporation where he was responsible for technical and logistical operations for centers in Portland, Seattle, Atlanta, and Mexico City and managed the engineering and design services for the company. Mr. Huebsch was also a project manager with Tektronix, Inc. where he managed planning, design and construction of major facilities projects from 1979-1986. Mr. Huebsch received a Bachelor of Science degree from Western Oregon University and a Master of Arts degree from Ohio University in Athens, Ohio.

Rebecca Janisch, Vice President of Operations. Ms. Janisch has over 18 years in telecommunications with extensive experience in operations management, financial management and business development. Prior to Integra in 1998, Ms. Janisch was the Interim Director of CLEC Services with Means Telecom where she negotiated and implemented the interconnection agreement with US West and managed the in-house development of provisioning, customer service, and the billing infrastructure. While with Means Telecom, Ms. Janisch delivered consulting services in the areas of strategic planning, strategic partnering, and business plan development for start up CLEC's. Prior to Means, Ms. Janisch spent 14 years with Frontier Corporation where, as National Sales Director-Wholesale Operator Services, she spearheaded major repositioning of department's services for all 37 subsidiaries by successfully upgrading, centralizing, and standardizing services and processes. While with Frontier, Ms. Janisch directed, developed and managed the sales strategy, sales tools, and product information for the Operator Services product lines and managed the design and implementation of the nation's first customer-driven service center. Ms. Janisch has a Bachelor of Arts in Finance from St. Cloud State University, St. Cloud, MN.

Juanita Lint, Vice President Information Technology Services. Ms. Lint brings twenty years of progressive telecommunications management experience in systems planning and implementation, management and marketing. Her experience in implementing large, complex and often revolutionary new information systems spans both large and small company environments. From 1979 through 1994 Ms. Lint directed information technology teams and lead multiple systems implementation projects, including hardware and operating system and database architecture responsibilities supporting service assurance, network and service reliability and maintenance, for Pacific Northwest Bell, Pacific Bell, and Bellcore. From 1994 through 1996, as Director-Arrowsmith Technologies, Inc., Ms. Lint had full product development, production and sales and marketing responsibilities for several information technology products utilized by the telecommunications industry. More recently, Ms. Lint worked for Earnst & Young, LLP where she managed and led project teams responsible for large operations systems integration, including process engineering for Competitive Local Exchange Carrier (CLEC) client(s). Ms. Lint holds a Bachelor of Science-Information Systems Management from the University of San Francisco and a Master of Science in Management of Technology from the National Technological University.

Integra Telecom

3/15/2000





Integra Telecom Service Overview

Integrated Communications Services For Businesses of All Sizes

From local dialtone to long distance and high-speed Internet access, Integra Telecom consolidates your communications services with an emphasis on innovation, flexibility, and value. With Integra, you now have a single point of contact for your essential business needs—one with over 15 years' experience providing critical communications services for some of the area's most dynamic companies.

Integra's Communications Services include:

- **Premium Local Service** (including toll-free extended calling area service)
- **Enhanced Calling Features** (like caller I.D., 3-way conferencing, and more)
- **Voice Messaging** (choose from a host of voice mail features)
- **Long Distance Service** (dedicated or switched domestic and international plans)
- **High-Speed Internet Access** (from dial-up to DSL to dedicated T1 service)
- **Toll-Free Services** (800/877/888 inbound calling)
- **ISDN Services** (including BRI circuits for videoconferencing)
- **UniversalLink T1** (local dialtone, long distance, and Internet over the same T1)
- **Domestic and Global Travel Calling Cards** (for the business traveler)
- **Advanced Internet Services** (including domain service, e-mail, and Web hosting)
- **Fully-Managed Telecom Solutions** (from key systems to full PBXs)

Featuring These Integra Telecom Benefits:

- A locally-based, full-service contact for all of your telecommunications needs
- Lower overall communications costs
- Full analysis, installation, and configuration of your communications systems
- A single billing statement, with useful summaries and complete detail
- Backed by a carrier-class voice and data network center

Integra Telecom offers the area's most innovative solutions for today's business users.

The advantage of Integra Telecom's integrated approach of providing the complete range of essential voice and data services—all captured on a single billing statement.



IntegraLink™ Local Services

A Value-Packed Alternative to the Local Monopoly

When it comes to your local telecommunications services, you now have an innovative alternative to the traditional monopoly. Integra Telecom introduces **IntegraLink™ Local Services**, a comprehensive and cost-effective suite of business communications services—all from a single provider with a long history of serving companies just like yours.

IntegraLink Local Services include:

Local Dialtone Service—For the first time ever, you have a new choice in local service providers. Supported by Integra's switching network, your service operates as seamlessly as ever. Integra enables you to keep your local phone numbers and also submits your white page telephone directory listings for free.

Extended Area Calling—Integra Telecom offers toll-free extended area service (EAS) calling to many outlying areas in the local metropolitan and suburban area. Ask about Integra's premium EAS calling plans.

Voice Messaging—A critical requirement for today's businesses, Integra's voice messaging services offer the advanced features that allow businesses to maintain a professional image without the investment of dedicated voice mail systems. With Integra Telecom, there's no system maintenance or programming to worry about.

Enhanced Calling Features—Integra Telecom's local services also offer a variety of enhanced features designed to make doing business easier. These include:

- Call Hunting
- Caller ID
- Call Waiting
- Call Transfer
- Conference Calling
- Speed Call
- Automatic Callback
- Authorization Codes
- Project / Department Codes
- Distinctive Ring
- Call Forwarding
- Fax Overflow
- Direct Inward Dial (DID)
- and more . . .

For over 15 years,
Integra Telecom
has been entrusted
with the telecom-
munications of
some of the area's
most dynamic busi-
nesses.

Now you have an
alternative to the
traditional
monopoly for your
local service and
telephone features.



IntegraLink™ Long Distance Service

Offering You The Savings of Dedicated Service

Combined with feature-rich local service, Integra Telecom offers a powerful benefit to small and mid-size businesses: long distance rates and services usually reserved for much larger companies. Whether it's a single business line or a full T1, Integra customers achieve substantial cost savings without the high-priced dedicated service plans normally required.

IntegraLink Long Distance Services include:

- **1+ Long Distance Service**—Take advantage of Integra Telecom's plan that gives you low long-distance rates without the requirement for expensive dedicated service connections or restrictive contracts. Integra's long distance services are available over standard analog business lines and UniversaLink T1 services.
- **International Long Distance**—Integra features aggressive outbound international rates. Call Integra Telecom for a rate comparison for those international destinations you call frequently.
- **Inbound 800/888/877 Service**—Integra offers free toll-free numbers for inbound domestic calls. Toll-free calls are billed at your dedicated long distance rate.
- **Integra Telecom Global Travel Cards**—Designed for the international traveler, Integra's Global Travel cards provide the broadest international toll-free access available. Global travel cards offer U.S. to U.S., U.S. to international, international to U.S., and international to international destination calling.
- **Integra Telecom Domestic Travel Cards**—With a low rate and no access charges per call, Integra's Domestic cards offer convenient, toll-free access for calls originating in the U.S. Domestic travel cards offer U.S. to U.S. and U.S. to international destination calling.
- **Switched Long Distance**—Manage your remote office telecommunications budget with Integra's switched long distance services. Integra's services offer one low, flat rate for your affiliated businesses and offices nationwide.

With IntegratLink services, even small to mid-size businesses can benefit from long distance rates usually reserved for larger companies.

UniversaLink™ Multi-Service T1

An Innovative Alternative to Managing Multiple Telco Circuits

Integra Telecom introduces an innovative alternative to the multiple service vendors you currently use to provide all of your telecommunications services. With Integra's UniversaLink™ service, you no longer need to buy dedicated services from multiple providers to receive the savings typically reserved for only the largest of businesses.

UniversaLink provides you "universal" T1 services—that's local dial tone, dedicated long distance, and Internet access over the same full or fractional T1. By blending local and long-distance voice services over the same network as your Internet access, you save hundreds of dollars per month in redundant telco circuit fees.

UniversaLink Services offer:

Local Dialtone Service—With UniversaLink, Integra offers the unique advantage of providing "universal" services for local and long distance calls over the same T1 trunks. Whether you need analog service for a key system or digital trunks for your PBX, Integra can tailor UniversaLink services for your distinct requirements. Integra even installs, monitors, and manages the equipment required to connect your telephone system to our network.

Extended Area Calling—Integra Telecom offers toll-free calling to many outlying areas in the local metropolitan and suburban area. Ask about Integra's premium EAS plans.

Long Distance—All Integra UniversaLink T1s, whether analog or digital services, include dedicated, low-rate long distance service, including inbound 800 calls.

Internet Access—Integra can bundle dedicated-bandwidth, high-speed Internet access over UniversaLink T1 services. From 64 Kbps to 1.54 Mbps, Integra's robust, redundant Internet upstream feeds keep you connected full-time, at a fraction of the costs associated with dedicated Internet circuits.

Managed PBX Services—As a licensed dealer for NEC America, Integra Telecom can offer a fully-integrated and managed solution for your business. With over 15 years managing mid-sized and large companies' systems and trunking requirements, Integra is uniquely qualified to install and maintain your enterprise communications requirements.

Introducing one source for local dialtone, dedicated long distance, and Internet services—all over the same circuit.

With UniversaLink, you get the service and the savings typically reserved for larger businesses.



IntegraLink™ DSL Internet Access

Get Blazing Speed For A Fraction Of Dedicated Access

Today's choices for Internet access are either painfully slow, dial-up accounts that require modems and extra phone lines, or fast, dedicated Internet connections at prices far out of reach for most small and mid-sized businesses. With Integra Telecom's services, even the smallest business can make productive use of the Internet without breaking the bank.

Introducing **IntegraLink™ DSL**, offering a minimum 256 Kbps (kilobits per second) connection with upward speeds of 7 Mbps. That's 12 to 125 times faster than today's fastest dial-up service! With IntegraLink DSL, you instantly have fast, full-time Internet access for a single workstation or for everyone on your local area network.

IntegraLink DSL operates over traditional phone wiring, so there's no expensive cabling or special circuits to install. All you need is a network interface card or a network hub, telephone line from Integra, a DSL and Internet service package*, and you're up and running!

IntegraLink DSL Internet Access Services include:

Affordable, High-Speed Access—Integra Telecom brings 256 Kbps and higher speeds right to your desktop. Not only can this expand your Internet capability beyond a single workstation, but it offers access at speeds unparalleled for most small and mid-sized businesses. And for companies currently using frame relay or dedicated T1 services for Internet usage, IntegraLink DSL is a proven, cost-effective alternative to expensive services.

Always-Connected Internet Availability—No more dialing up! IntegraLink DSL accounts include a routable, static IP address and unlimited connection time to the Internet.

Flexible Internet Services—Count on Integra for e-mail accounts, domain name services, network storage, data transfer, server hosting, and more. Choose from Small Business or Corporate Service plans to suit your particular needs.

Business-Critical Network Design—Compared with other DSL services targeted at residential users, Integra engineers its DSL services for peak business usage. With IntegraLink DSL, you'll experience high-bandwidth availability any time of the day or night.

* Digital subscriber line is a distance-sensitive and facilities-dependent technology. Services may not be available in all areas.

Internet access has become an essential business communication tool.

* don't settle for slow, standard dial-up services or expensive dedicated circuits.

Get IntegraLink™ DSL Service—engineered for the needs of today's business users.

teleCommunity

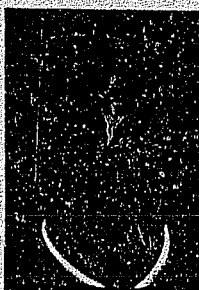
April 1999. Published monthly by Integra Telecom.

Phone (503) 748-1000, fax (503) 748-1212, email: newsletter@integratelecom.com

**Customers
are more
than just
a number
to us**

Mark Nicklas, Vice President

If there's one part of our company style that distinguishes us from other telecom providers, it has to be our commitment to take good care of our customers.



Integra's mission statement commits us to leading the competitive telecommunications industry in 'quality, user-friendly services built upon professionalism, innovation, and integration.'

It's part of our job to make sure that, in choosing Integra over another service provider, you haven't traded one set of problems for another.

All of us at Integra realize that we have a lot riding on this promise. We have to come up with the telecom solution that's right for you – then keep

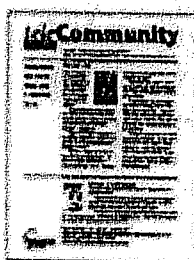
your system working smoothly and help expand it as you grow.

This means being flexible, responsive and, above all, easy to do business with. These are the standards we expect you to hold us to.

To some extent, our close relationship with customers grows out of the major service we provide – integration. We don't just sell commodity products and services to save you a few cents. Our job is to provide a personalized telecom service package.

We keep a complete record of all the details of your service. A quick call to our service or repair number will get you help fast, either on the phone or from a technician at your site.

Thanks for entrusting your critical communications needs to us. We look forward to a long history together.



Welcome to teleCommunity

Welcome to the first issue of *teleCommunity*, Integra Telecom's customer newsletter.

Each month *teleCommunity* will bring you news on Integra's latest products and services and network expansion, as well as technical tips and practical advice about your system.

To contact us, use the phone and fax numbers or email address above or drop us a line at: *teleCommunity*, Integra Telecom, 19545 NW Von Neumann Drive, Suite 190, Beaverton, Oregon 97006-6902.

New numbers for repairs and service

Make a note of Integra's new telephone numbers for repairs and customer service.

Repairs: (503) 748-2020 or (800) 360-4467.

Customer service: (503) 748-2828 or (800) 727-8484.

integra
TELECOM

Expansion doubles internet traffic capacity

Integra recently completed significant expansion and reliability improvements in our internet services, designed to accommodate increasing bandwidth demands and a growing number of mission-critical applications.

For starters, Integra doubled its upstream-traffic capacity and installed failsafe measures using dual homing with two separate Tier 1 backbone providers.

To facilitate these high-bandwidth upstream connections, Integra has also migrated its core routing services onto a new Cisco 7507 router using BGP routing protocol.

With redundant upstream feeds, Integra's upgrades ensure fault-tolerant internet service via a state-of-the-art network.



Integra's Network Operating Center

Integra becomes authorized NEC dealer

Integra Telecom was recently approved by NEC as an authorized dealer. Benefits include factory-direct support and training and a heads-up on new NEC products and features.

This supports our installed base and future customers of 1000/2000 IVS, 2400 ICS PBXs and the new Electra Elite key systems.

As part of a rigorous licensing procedure, Integra technicians received hands-on training for installation, maintenance, and troubleshooting of NEC products.

Dealer status also helps us develop products related to videoconferencing, unified messaging, voice over IP, and ATM services.

Welcome to our newest customers

Senior Investment Group
MagnaCorp Insurance
Columbia Trading Company
Cedar's Lebanese Restaurant
Michael Shirley
Shaw Management
Tokola Corporation
Progressive Dental Arts
Conerly Whelan Incorporated
Barton & Associates
Mass Mutual - Oregon Agency
Eclipse the Salon
The Associated Mortgage Group
Realty Marketing NW
Grout Company
Employers Pro Advantage
NW Falcons
Michael Purvel
Boucher Mouchka Larson Architects
P/M Industries Incorporated
Niska Sportswear
Stahanczyk, Gearing, Rackner
Robin Cady & Associates
American Leadership Forum
Gunderson & Frederick, P.C.
Dataplex Corporation
Laurence Ferar Associates Architecture
C&E Systems of Oregon
Liebowitz & Associates
Jewelry Replacement
Heffernan-Peterson Insurance
Full Circle Industries
Chaucer Court
Night's Out
Danforth & Associates, Inc.
Pediatric Services of America
Split Diamond Media
Lorentz Design
C&M Wholesale
Current Communications
Kelli Calderwood - LMT

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Phone (503) 748-1000, fax (503) 748-1212, email: newsletter@integratelecom.com

Integra grows to serve Portland, Beaverton and Salem

Several months of preparation have enabled Integra Telecom to grow its staffing and network to serve new customers in downtown Portland, Beaverton, and Salem.

After 14 years primarily serving the AmberGlen Business Park and the Oregon Graduate Institute campus, Integra becomes the first competitive local exchange carrier to offer small companies integrated voice and data services over its own network.

These new network locations offer all types of businesses a unique opportunity to migrate telephone and data services from regulated local exchange carriers.

'We've had a long history providing integrated communications solutions to larger businesses,' says Dudley Slater, Integra's President and CEO. 'Now we can offer these same services on our

network to smaller businesses who have similar critical requirements.'

New customers in these areas have access to Integra's full range of services—local dial tone, long distance, high speed internet, voice and data equipment. Integra also offers local number portability, which lets customers keep existing phone numbers when changing carriers.

Small and medium-sized businesses inadequately served by large telephone companies can now benefit from the latest technological advances and the new opportunities made possible by deregulation and competition.

With Integra's network expansion, it now makes practical and economic sense for operations with even only a few lines to switch local providers. If you know businesses in these areas who could benefit from Integra's full-service approach, they can reach us at 748-7777.

Integra names new General Manager

Integra has named Mark Nicklas to the position of Executive Vice President and General Manager of Oregon operations. Previously Vice President of Sales and Marketing, Mark assumes day-to-day responsibility for Integra's network operating center, technical staff, repair and customer service, as well as marketing and sales.

During his 18 years in telecommunications, Mark has held executive positions in sales, strategic planning, marketing and engineering. He joined Integra in 1998 after serving as Vice President of Western Region sales for Citizens Communications. Mark began his career at AT&T before divestiture, where he worked for nine years before becoming Director of Northwest Sales for MCI Communications.

Mark invites your questions and concerns regarding your services with Integra. Feel free to call him directly at 748-2032 or email to mnicklas@integratelecom.com.

integra
TELECOM

Community Involvement with Habitat for Humanity



One of Integra's community involvement projects is with Portland Habitat for Humanity, a non-profit organization that partners with businesses and community groups to build homes for low-income families.

Of 1,500 affiliates nationwide, Portland is among the top 20 in homes built.

Integra got involved with Habitat for Humanity several years ago when we donated and installed the phone system at Portland headquarters on NE Killingsworth. Recently, we expanded their system.

'As we grew we needed to upgrade our telecom system,' said Executive Director Cynthia Winter. 'So Integra came in and rewired the office *pro bono* and donated the new phones we needed.'

Visit them at www.pdxhabitat.org.

Juanita Lint joins Integra as IT VP

Juanita P. Lint was named Vice President of Information Technology Services at Integra, overseeing operations support, corporate networks and software applications.

She will be responsible for the strategic implementation of information technologies that will help Integra support customers' fast-growing business needs.

Her 20 years management experience includes positions with Pacific Bell, Bellcore and, most recently Ernst & Young.

Juanita holds a BS in Information Systems Management from the University of San Francisco and an MS in Management of Technology from the National Technical University.

Welcome to our newest customers

A&A Marketing Co.
Acordia/Potts, Davis & Co.
Alcantar & Elsesser
Armadillo Catering
Avamere-Newberg
B&O Commerce Center
Baxter Building
Bayless, Stiner, & Murphy
Baytree Company
Benge Construction
Berbati's Restaurant
BESCO
Bocci & Hoffman
Bruco Construction Co.
Carlton Hodges
Cascade Aids Project
Centerstone Diamond
Chamber Music Northwest
Claremont Group Inc.
Compass America LTD
Contract Office Group
Diana Godwin
Documart
Domaine Selections
Draneas & Gregores
Early Stage Ventures
Enron Microclimates
Eric C. Hubbs, D.C.
Esler, Stephens, & Buckley
Extreme Software
Faherty & Associates, Inc
Goldwest Corporation
Granite Insurance Services
Gray & Associates
Hanes Morgan
Harry Kylo
Hoffman, Stewart, Schmidt & McGee

teleCommunity

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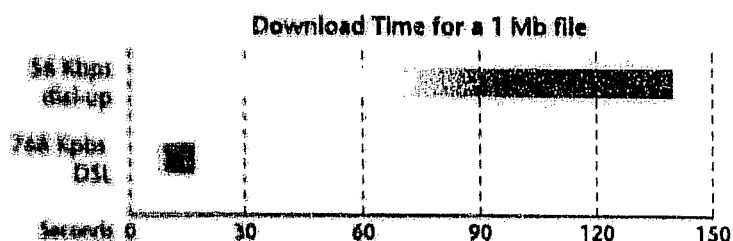
Phone (503) 748-1000, fax (503) 748-1212, email: newsletter@integratelecom.com

Integra brings high-speed internet to small business

If your company needs internet access but wants to avoid slow modem speeds and multiple dial-up accounts, Integra Telecom's fast, business-grade internet access service may be what you're looking for.

Powered by Digital Subscriber Line (DSL) technology, Integra's service brings high-speed access to individuals and corporate networks over standard telephone wires.

Upgrading your dial-up internet account to our IntegraLink™ high-speed DSL will give you speeds from 256 Kbps up to 768 Kbps (compared to 56-Kbps for analog dial-up and 128 Kbps for ISDN). This enables extremely fast web page access and file downloads/uploads – up to 13 times faster than dial-up.



DSL is much more cost-effective than dedicated frame relay or T1 internet access. Hardware requirements and installation costs are low, so for a modest outlay your entire business can dramatically improve online productivity with always-connected, full-time access.

Integra's high-speed DSL eliminates dial-up accounts, modems and extra phone lines. Easily integrated into corporate networks, Integra's DSL supports multiple simultaneous users on local area networks and provides options to keep your network secure.

And you can rest assured that your high-speed, business-grade throughput is backed by Integra's robust, redundant internet backbone connections.

All you need to get connected is an Integra phone line with the jack close to your PC or network hub. We provide the modem and Ethernet connection to the network interface card or LAN hub.

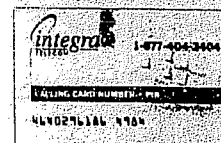
IntegraLink DSL service is available in selected areas of Portland, Beaverton, and Salem. For more information, call 748-7777.

New corporate travel cards now available

Integra is offering corporate users a travel phone card with great long distance rates. With toll-free access anywhere in the contiguous US, the card lets you stay in touch for only 22.5 cents per minute anytime for domestic calls.

The Integra card also eliminates those pesky access or 'bong' charges, which can add up to 50 cents on every call. It's easy to use and you can place multiple calls without redialing the toll-free access number.

Integra also has phone cards for international travelers. Call Customer Service at 748-2828 to order your cards today.



integra
TELECOM

Integra honored with top growth awards

Integra's rapid growth as a member of the Portland area business community was twice recognized in recent weeks.

The Portland Chamber of Commerce honored Integra with its Top 10 Growth Award, which was presented to President and CEO Dudley Slater at an awards banquet in May.

Integra also made the list of Portland *Business Journal's* Private 100 Fastest Growing Businesses. At an awards reception June 10, it was announced Integra had come in at number five.

'I attribute our company's success and growth to three essential strengths,' said Dudley. 'First, our outstanding employees, who are committed to our

mission of leading the industry in quality, user-friendly service. Then our customers, who have entrusted us with their critical communications needs. And finally our investors, who have provided the resources to fuel our success.'

'I strongly believe people buy from, and invest in, organizations and people they trust,' continued Dudley. 'Our employees have proved each of us can make a difference.'

General Manager Mark Nicklas, added: 'This recognition further solidi-

fies Integra's reputation as an innovative, thriving company. I'd like to extend a special note of thanks to all our customers, both long-term and new. We couldn't have done it without you.'



Welcome to our newest customers

Hog Wild Toys
Hollander, Lebenbaum, & Gannicott
Individual Tree Selection
J A Freeman & Son Inc
J.W. Millegan
Joe's Direct
Keelson Partners
KGA Wholesale Tropical Fish
Kingstad Meeting Centers
Kofile
Legal People, Inc.
Markson Labsales Inc.
Matrix Marketing Group
MediComm
Metra Biosystems
Meyer & Wyse, LLP
Michael & Kuhns Architects
Miles Group
North Country Productions
Oaktree Publications
Oregon Primary Care Association
Parsons & Grinage CPAs
Pie in the Sky
Portland Ear Testing Center
Power Media
Michael Purcell, Atty.

Randal B. Acker
RJ Kathrens
Sasquatch Advertising
Schwabe Williamson & Wyatt
Sports Fab
Stanley Investment
Steve Rosendahl
Symonds, Evans, & Larson P.C.
Tanasacres Nursery
Technicalities Inc.
Technology Supply Services
Telad
Telecom Contracting Services LLC
The CLM Group
The H Group
The Jewelry Replacement Source
The Uptowner Restaurant
Thorson Pacific Inc
Total Work of Art
TriplePoint, Inc.
TriVium Systems Inc.
Wall & Colby
Washington Capital Management
Western Family Foods
Willow Classic Woodworking

IntegraNet:

Inside

IntegraNet
A Division of Integra
Portland, Oregon
Telephone: 503-748-7777
Fax: 503-748-7778

integra

Integra expands network to serve small businesses

Integra Telecom has expanded its voice and data network into downtown Portland, Beaverton and Salem, becoming the first competitive local exchange carrier to offer bundled local dial tone, long-distance and internet services over its own network to small companies in these core business districts.

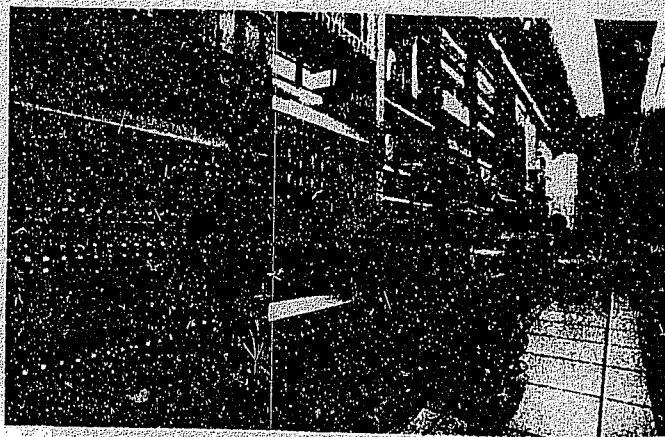
Integra's new network locations enable businesses to migrate their entire telephone and data services from their regulated local exchange carriers.

'We've provided integrated communications solutions to larger businesses for over 14 years' said Dudley Slater, Integra's President and Chief Executive Officer. 'Now we can offer these same services on our network to smaller businesses with similar critical requirements.'

**Call us at (503) 748-7777
for more information.**

'We can integrate a customer's local, long-distance and high-speed internet access needs into a single package,' Slater said, 'and deliver this innovative package to customers at prices that rival the special service offerings typically reserved for larger companies.'

Other key benefits of Integra's offering include a single bill for all communications services and a single point of contact for service and repair. Integra also offers local number portability, which lets customers keep existing phone numbers when changing carriers.



Integra's Network Operating Center

'The region's high-volume users have already been targeted by competitive local and long distance carriers,' commented Mark Nicklas, Integra's Vice President of Marketing and Sales.

'However, we feel the small and medium-sized businesses largely ignored by large telephone companies should be able to benefit from technological advances and new opportunities made possible by competition.'

'Furthermore, we will serve any sized business,' added Nicklas. 'Our network expansion lets customers with only a few lines switch local providers and receive superior service, typically at an even lower monthly cost.'

Our bottom line really is customer service

'Integra Telecom, in the areas we choose to serve, will lead the competitive telecommunications industry in providing quality, user-friendly services built upon professionalism, innovation, and integration.'

Mark Nicklas, Vice President

Integra Telecom's mission statement (on the left) really says it all, so it's a good starting point to tell you what we're all about in our first *Dialtone* column.

Our goal is to lead the industry with our 'quality, user-friendly service'. You might say it wouldn't take much to improve on the treatment many local phone subscribers receive.

Local phone monopolies have been under fire for years over poor customer service. One reason Congress passed the 1996 Telecommunications Act was to open up this market to competitive carriers to cut costs and improve service to benefit consumers. Competition is finally a reality. And Integra has been working on a unique approach to customer service, 'built upon professionalism, innovation, and integration,' as our mission states.

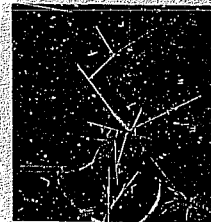
The professionalism comes from our 15 years of experience serving large businesses with highly specialized telecom needs, especially in high technology.

Innovation is our network expansion and our new package of telecom services for smaller downtown businesses. We're the first competitive local exchange carrier in Portland, Beaverton and Salem to accomplish this.

Integration, of course, is the name of our game. We provide 'one-stop shopping' for a full range of telecommunications services. Then we build a creative, flexible solution tailored to specific customer needs. This solution is the beginning of our partnership with every customer.

Integration also means one number to call for service or repair and one easy-to-understand monthly bill.

We hope we'll soon have the opportunity to serve all your telecom needs.



Welcome to *IntegraNet*

Welcome to the first issue of *IntegraNet*, the quarterly newsletter of Integra Telecom. Based in Beaverton, Integra serves a wide variety of businesses throughout Oregon with a full range of integrated communications services.

IntegraNet will keep you up to date on our new service offerings, network expansion and corporate developments, while offering technical advice and profiling customer solutions.

IntegraNet welcomes your feedback. Contact us at: Integra Telecom, phone (503) 748-1000, fax (503) 748-1212, email: newsletter@integratelecom.com.

Bring your number with you when you change carriers

One feature of deregulation that benefits all phone subscribers is 'local number portability'. This simply means you can keep your existing phone number when you choose a new local service provider.

To open the local exchange market to competition, the Telecommunications Act of 1996 requires all carriers to provide this service.

Integra is the first telecom company in Portland to offer this service, enabling customers keep their current directory numbers when moving from US West and GTE.

**Integrated
telecom
strategy
benefits
fax
software
specialist**

FaxBack, Inc., an Oregon-based software firm, proves that a growing (and moving) company can reap the benefits of an integrated telecommunications strategy.

FaxBack engineers enterprise communications software, including the award-winning NET SatisFAXtion™ fax server and the FaxBack® fax-on-demand systems.

Formed in 1984, FaxBack serves over 40% of the Fortune 500 with enhanced fax solutions and has an installed base of over 22,000 fax servers registered in North America alone. The company also holds strategic licensing agreements and partnerships with companies like AT&T, Intel, Lucent, and Symantec.



Customer training session at FaxBack

In 1998, Integra Telecom facilitated FaxBack's telecommunications migration from its two campuses in Tualatin and Beaverton to a single location in Tigard. From their new corporate headquarters, FaxBack operates a high-volume outbound telesales center and performs rigorous testing of their software products.

In January, FaxBack opened its Business Solutions Center, a hands-on training laboratory for its customers. Their requirements included dedicated voice and high-speed data services as well as the enhanced features provided by an NEC PBX.

'Integra was the only viable provider in the area that could address our unique needs,' commented Mike Oliszewski, FaxBack's Chief Technology Officer. 'Between our call center, our testing applications and our data network, we have plenty to manage.'

'By letting Integra maintain our PBX, voice mail system, and the dedicated voice and data services, we can focus on the areas that directly impact our development efforts.'

For more information about FaxBack and its growing product line, visit www.faxback.com.

**Integra
launches
fast
Internet
service
with DSL**

Integra is now offering an easy-to-use internet service for businesses that is up to 12 times faster than standard dial-up access.

It's called digital subscriber line (DSL) service, and it allows businesses to connect to the internet at high speeds using standard telephone lines. Now you can put more of your employees online by sharing the DSL bandwidth across your local area network.

Customers in downtown Portland can now view web pages, receive e-mail, and

download big files at speeds between 128 and 768 Kbps. Integra starts the service in Beaverton and Salem in May.

Integra's DSL solutions are business-grade, offering more available bandwidth per customer than your local phone company's service. Both single-user and small business solutions are available, and Integra can help you with e-mail addresses and network security needs.

Call us at (503) 748-7777 for more information.

Integra helps out Habitat for Humanity



One of Integra's community involvement projects is with Portland Habitat for Humanity, a nonprofit organization that partners with businesses and community groups to build homes for low-income families.

Of 1,500 affiliates nationwide, Portland is among the top 20 in homes built.

Integra got involved with Habitat for Humanity several years ago when we donated and installed the phone system at Portland headquarters on NE Killingsworth. Recently, we expanded their system.

'As we grew we needed to upgrade our telephone system,' said Executive Director Cynthia Winter. 'So Integra came in and rewired the office *pro bono* and donated the new phones we needed.'

Visit them at www.pdxhabitat.org.

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She will be responsible for the strategic implementation of information technologies that will help Integra support customers' fast-growing business needs.

Her 20 years management experience includes positions with Pacific Bell, Bellcore and, most recently Ernst & Young.

Juanita holds a BS in Information Systems Management from the University of San Francisco and an MS in Management of Technology from the National Technical University.



19545 NW Von Neumann Dr.
Suite 190
Beaverton OR 97006-6902

Your first issue of IntegraNet

IntegraNet

Integra's DSL brings business 'instant Internet'

Integra Telecom is now offering high-speed digital subscriber line (DSL) Internet access in selected business districts of Portland, Beaverton, Hillsboro and Salem.

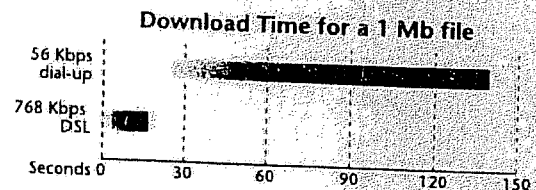
The new service is part of the IntegraLink™ package which Integra designed specifically to serve the needs of small and mid-sized businesses.

IntegraLink DSL brings full-time, always-connected Internet access to workstations and local area networks for a fraction of the cost of traditional dedicated services.

The ease of use and dramatic speed difference over dial-up access finally makes Internet usage productive for small businesses.

Call (503) 748-7777 to hear about our DSL sale – page 4

IntegraLink DSL offers speeds from 256 Kbps to 7 Mbps (compared to 56 Kbps for analog dial-up and 128 Kbps for ISDN). This enables extremely fast web page access and file downloads/uploads – 13 to 25 times faster than dial-up.

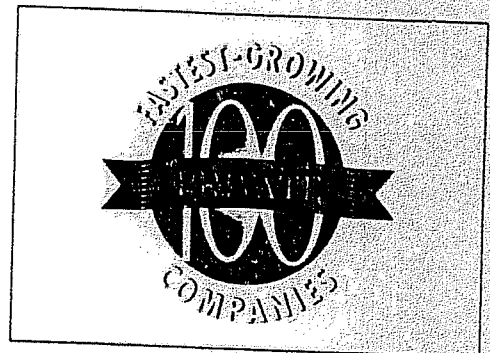


Unlike other, more expensive Internet access technologies like frame relay and T1, DSL does not require special transport lines and equipment – just the copper wires of the public telephone network.

'Once customers try IntegraLink DSL, they'll never want to go back to their old service,' says Trent Anderson, Integra's Vice President of Sales. 'It's fast, always connected and easy to install. For small businesses it's a quantum leap in productivity.'

'We recognize that Internet access has become a critical business service, even for small companies,' said Mark Nicklas, Integra Executive Vice President and General Manager.

'However, existing DSL services from the large carriers are designed for residential customers. We've designed our product specially for critical day-to-day business use, with the available bandwidth to support the speed and security business needs.'



Integra's business awards – page 2

inside

2 Division
4 Growth
6 Marketing
8 Sales
10 Management
12 DSL
14 Personal

integra

Getting ready for Oregon's new 971 area code

Jack Pestaner, VP Network Development

Oregon's new '971' area code was introduced July 11, giving phone customers a six-month transition period to reprogram equipment (and change old habits) in readiness for mandatory ten-digit dialing on January 30, 2000.

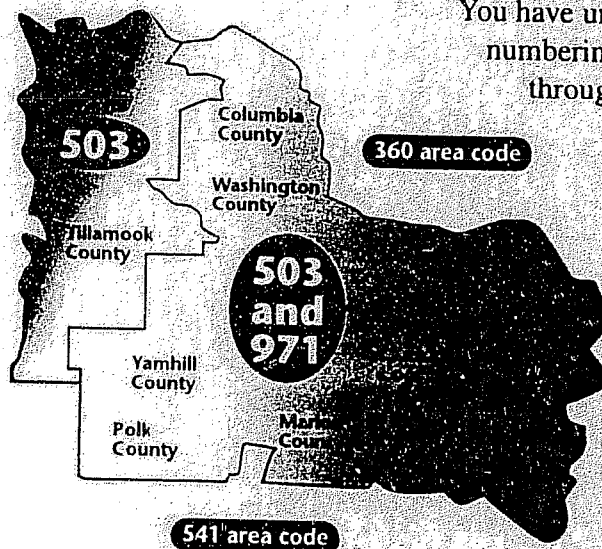
The only complicated aspect of the change is that the new code will be overlaid on most of the same geographic area as the existing 503 code. This simply means when we run out of numbers for the 503 area code, we'll start issuing numbers with the 971 code. Since the two area codes are overlaid, everyone will now have to dial all ten digits for all local calls.

You have until January 30 to get used to the new numbering system – after which you won't get through when you dial seven digits.

Oregon counties using the new area code are Columbia, Washington, Multnomah, Clackamas, Yamhill, Marion and Polk.

Now is the time to get equipment tested and adjusted. Make sure your PBX systems, fire and security alarms, electronic phones, auto-dial systems, fax machines, voicemail, afterhours notification systems and multi-line key systems are ready for ten digits.

And, of course, at Integra our customer service and technical staff are standing by to help customers with any problems.



Business awards mark Integra's rapid growth

Integra was honored twice recently with growth awards from the local business community.

Portland Chamber of Commerce presented Integra CEO Dudley Slater with a Top 10 Growth Award in May.

Integra also came in at number five on Portland Business Journal's list of Private 100 Fastest Growing Businesses, announced in June.

IntegraNet:

Summer 1999

IntegraNet is published quarterly by Integra Telecom, a locally based, full-service telecom provider for Oregon business.

Contact us at:

19545 NW Von Neumann Drive, Suite 200,
Beaverton, Oregon 97006-6902

phone (503) 748-1000

fax (503) 748-1212

email: newsletter@integratelecom.com

sales: (503) 748-7777

**Marketing
consultants
double
as DSL
test case**

Matrix Marketing, a firm of marketing consultants with offices in downtown Portland, is in many ways a typical Integra customer – a small operation totally dependent on efficient telephone and Internet connections.

So they were the perfect candidate for testing Integra's high-speed DSL Internet service before it was officially launched this summer.

Matrix works with early-stage companies to develop positioning strategies for messaging and distribution channels, explains President Paul Lyons. 'We focus on things like market research, segmentation analysis, buyer behavior – research that helps people make decisions about how to structure their product and distribution,' he adds.

Clients range from large companies like Tektronix, Avery Dennison and Intel to three Internet start-ups they are currently working with.

When Matrix moved to new offices at S.W. Ninth and Washington, they had new wiring done to accommodate an ISDN line from US West providing 128Kbps Internet access.

'Integra was already our Internet service provider after their purchase of Imagina last year,' said Paul. 'Then in June they approached us to be a beta test site for DSL, so we became their guinea pigs.'

Matrix kept the ISDN service initially and Integra technicians installed a separate circuit for the DSL. 'We ran tests for a couple of weeks, using a fetch program to clock download times on both DSL and ISDN, which showed DSL was consistently running four to six times faster,' said Paul. 'In the end, we dropped the ISDN line and shifted all our phone and Internet service over to Integra.'

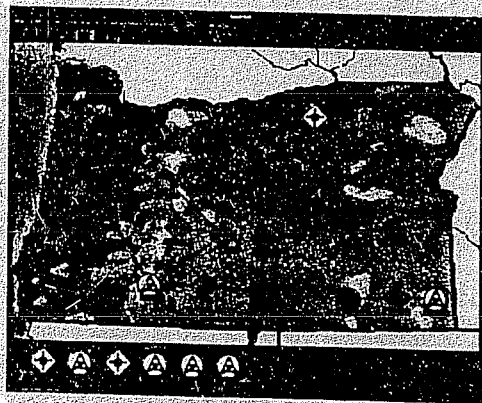
'Integra was really interested in what I had to say,' added Paul. 'They were serious about getting it right and when there was a problem, someone was over here in half an hour. At every stage, I was dealing with very attentive and responsive people.'

**New system keeps data
services healthy**

Phase I of Integra's new network management system is now complete, the first step in providing comprehensive 'health maintenance' of our data services.

Practically, it means Integra becomes more proactive in dealing with customer circuit or network problems. The system lets technicians monitor equipment status real-time 24 hours a day.

In the first few weeks of operation, technicians were able to head off outages several times. Monitor screens



Integra's network monitoring system

now provide an instant visual representation of the health of Integra's customer Internet circuits, DSL network, data network and equipment.

Special savings on high-speed Internet service

Blazing fast Internet speeds for a fraction of what large companies pay for dedicated service – that's what IntegraLink™

DSL brings small and medium sized businesses.

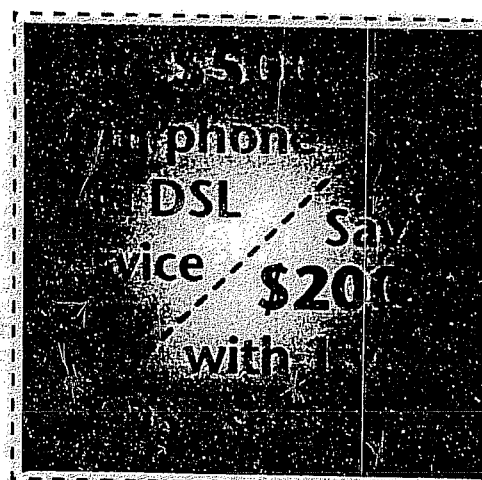
And Integra offers new customers special savings through September 30.

Digital subscriber line technology provides

Internet access 13 to 25 times faster than standard dial-up.

You're always connected, so there's no waiting. Now smaller

enterprises can make the Internet a highly productive, genuinely time-saving business tool.



Save \$500 on DSL service when you sign up for full phone service from Integra – a three-year minimum agreement for local, long distance and Internet. Or sign up for just DSL for at least one year and save

\$200 on installation.

Call Integra at (503) 748-7777 for more information.



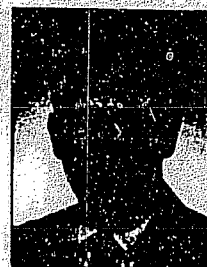
Trent Anderson is new Vice President of Sales

Integra has announced the appointment of

Trent Anderson as Vice President of Sales. He directs a rapidly growing sales effort in Oregon and southwest Washington focused on small and medium-sized businesses as well as higher profile business development.

Trent joins Integra from Electric Lightwave, Inc., where he was Regional Vice President of Data Sales, responsible for expanding ELI's data services into 13 major markets.

He also served as ELI's General Manager for Oregon and southwest Washington, before which he held positions at MCI Telecommunications.



Integra names Mike Miner Regulatory Affairs Manager

Michael D. Miner has joined Integra as Manager of

Regulatory Affairs. Mike handles regulatory and legislative issues for Integra's Oregon operations and oversees relationships with primary local exchange carriers and emerging telecom companies.

Mike previously held positions at GTE Northwest, Inc., as Staff Manager-Industry Management and Regional Administrator-Industry Affairs.

He has over 33 years experience in telecommunications, including positions in operations, analysis, business relations, industry affairs and regulatory issues.

TELECOM CONSULTING GROUP, INC.™

www.telecomconsultinggroup.com

MEMORANDUM

TO: All Certified Competitive Local Exchange Companies within the State of South Dakota

FROM: Gregory E. Bunker, Consultants for Integra Telecom of South Dakota, Inc.

DATE: April 13, 2000

RE: Integra Telecom of South Dakota, Inc.'s Application for Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services within the State of South Dakota

This is to notify you that an Application for Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services was filed by Integra Telecom of South Dakota, Inc. ("Integra") on or about April 13, 2000. Integra's Application is available for inspection during regular business hours at the offices of the South Dakota Public Utility Commission, Capitol Bldg., 1st Floor, 500 E. Capitol Avenue, Pierre, South Dakota 57501-5070 and at Integra's offices, 19545 NW Von Neumann Drive, Suite 200, Beaverton, Oregon 97006.

Integra is seeking state-wide Certification and proposes an initial operating area identical to that of the incumbent LEC, i.e., U S WEST's South Dakota operating area, as it currently exists and as it may exist in the future.

If you have any questions concerning this Application, please direct them to Gregory E. Bunker, President, Telecom Consulting Group, Inc, 5995 E. Nichols Lane, Suite 100, Englewood, Colorado 80112.

COMPETITIVE LOCAL EXCHANGE COMPANIES

Competitive Local Exchange Company	Date Certified	Type of Service	Agreeme
@link Networks, Inc. Mary Jo Grant, Regulatory Compliance Administrator 20825 Swenson Drive, Suite Waukegan WI 53186 (414) 717-2000; (414) 717-2010 fax	2/23/2000	USWC areas	
AT&T Communications of the Midwest, Inc. Rebecca Miller 1875 Lawrence Street Denver CO 80202 (303) 298-6232	10/22/96	non-rural areas	TC96-184
Atlas Communications, Ltd. John Fudesco, President 482 Norristown Road Blue Bell PA 19422 (610) 940-9040; (610) 940-9049 fax	1/13/98	USWC areas	
Avera Communication, L.L.C. Don Blerie, Esq. P.O. Box 38 Yankton SD 57078 (605) 322-7050; (605) 322-7054 fax	9/6/99	USWC areas	
Black Hills FiberCom, L.L.C. John K. Nooney P.O. Box 2115 Rapid City SD 57709 (605) 348-1701; (605) 342-1693 fax	8/5/98	USWC areas	TC98-205
CCCSD, Inc. d/b/a Connect! Carole Hamon, Regulatory Specialist 124 W. Capitol Ave, Suite 250 Little Rock AK 72201 (501) 401-7711; (501) 401-7799 fax	8/26/99	USWC areas	TC99-007
CommChoice, LLC Jill Thornton 801 River Drive, Suite 150 North Sioux City SD 57049 (605) 232-3082	6/10/97	USWC areas	TC98-075

Concord Communications Sales LLC Kevin R. McAlle, Vice President AT&T 265 N. Maple Avenue, Room 5463A2 Basking Ridge NJ 07920 (908) 321-5247	9/14/99	USWC areas	
Crystal Communications, Inc. T. Ernest Lombard P. O. Box 3248 Mankato MN 56002-3248 (507) 326-8789	8/27/97	USWC areas	
Dakota Telecom, Inc. Tom Hartz P. O. Box 127 Sioux SD 57037-0127 (605) 263-3921; (605) 263-3060 fax	10/22/96	non-rural areas, Centerville and Viborg	TC97-126 with USV TC99-097 with Fort
Dakota Telecommunications Systems, Inc. Tom Hartz P. O. Box 281 Sioux SD 57037-0281 (605) 263-3066; (605) 263-3060 fax	10/22/96	non-rural areas	TC97-126 with USV TC99-097 with Fort
DIGCA Communications, Inc. d/b/a Covad Communications Company Chitra Khanna, VP & General Counsel 2300 Central Expressway Santa Clara CA 95050 (408) 844-7500; (408) 844-7501 fax	11/18/99	USWC areas - no dial tone	TC99-017
DSLnet Communications, LLC Alan Boudou, Vice President 543 Long Wharf Drive, Fifth Floor New Haven CT 06511 (203) 772-1000; (203) 624-3812 fax	7/16/99	USWC areas	TC99-086
Easton Telecom Services Inc. Robert Moses, President 3048 Brookside Road Burlington CT 06706 (800) 223-8122; (216) 650-0379 fax	6/29/97	USWC areas	
Frontier CLEC Corporation	6/5/98	USWC areas	

Gene DeJordy, Esq. Director, Regulatory Affairs 2001 NW Sammamish Road Issaquah WA 98027 copy to: Christopher Johnson Manager, Regulatory Affairs Western Wireless Corporation 2001 NW Sammamish Road, Suite 100 Issaquah WA 98027 (425) 586-4058			
Excel Telecommunications, Inc. J. Christopher Dance, VP Legal Affairs 6750 North Central Expressway Dallas TX 75231 (214) 863-8210; (214) 863-8215 fax	12/17/96	non-rural areas	
F.D.S.D. Rapid City, Inc. Garret K. Wangen, President 8410 Kings Road Rapid City SD 57702-7757 (605) 343-1036; (605) 348-3791 fax	7/2/97	USWC areas	
FiberComm, L.C. Dennis L. Carlson, CEO P. O. Box 803 LeMars IA 51031-0603 (712) 546-1557; (712) 456-4188 fax	3/30/99	USWC areas	TC98-186
FirTel, Inc. Brad Van Leur 2900 West 11th Street Sioux Falls SD 57104-2539 (605) 782-2878; (605) 782-2958 fax	10/22/96	non-rural areas	TC98-203
GLO, Group Long Distance, Inc. Barn Hoyer, Secretary 6600 North Andrews Avenue, Ste 140 Fort Lauderdale FL 33309 (954) 771-9698; (800) 521-5422	12/1/97	USWC areas	
HLN Telecom, Inc. 3235 Satellite Boulevard, Building 400, Suite 300 Duluth GA 30096 (770) 291-2121	6/25/99	USWC areas	

regulatory matters to: Lance J.M. Steinhart, Esq. 6455 East Johns Crossing, Suite 285 Suwanee GA 30097 (770) 232-9200, (770) 232-9208 fax			
JATO Operating Two Corp. David A. Bryson, Manager - Regulatory Affairs 1099 18th Street, Suite 2200 Denver CO 80202 (303) 226-8398, (303) 297-8905 fax	9/14/99	USWC areas	TC99-103
LCI International Telecom Corp Carol P. Kuhnaw, Manager 8180 Greensboro Drive, Suite 800 McLean VA 22102 (703) 610-4836	10/3/97	USWC areas	
LDM Systems, Inc. Stephen Steiner, Treasurer 254 S. Main Street New City NY 10956 (800) 547-0090; (914) 638-0430 fax	9/17/97	USWC areas	
Level 3 Communications, LLC William P. Hunt III, Regulatory Counsel 1450 Infinite Drive Louisville CO 80027 (303) 926-3555; (303) 926-3467 fax	file surety bond	USWC areas	
Long Distance Direct Holdings, Inc. Steven Lampert, President 1 Blue Hill Plaza, Suite 1430 Pearl River NY 10965 (914) 620-0765	7/2/97	USWC areas	
MCImetro Access Transmission Services, Inc. Randee Klindworth, Tariff Administrator 8521 Leesburg Pike Vienna VA 22182 (703) 918-6000	7/2/97	USWC areas	
MCI WorldCom Communications, Inc. Leigh Ann Cox, Mgr Regulatory Analysis 500 Clinton Center Drive	10/17/97	USWC areas	

Clinton MS 39056-5630			
McLeodUSA Telecommunications Services, Inc. David R. Conn, Vice President Legal and Regulatory Affairs 6400 C Street SW P O Box 3177 Cedar Rapids IA 52406-3177 (319) 298-7200; (319) 298-7901 fax	10/22/96	Sioux Falls, North Sioux City, Rapid City, Aberdeen, and Pierre; USWC areas	TC99-057
Midco Communications, Inc. d/b/a Midcontinent Communications, Inc. W. Tom Simmons 410 South Phillips Avenue Sioux Falls SD 57104-6824 (605) 334-1200	12/16/96	non-rural areas	TC99-023
New Edge Network, Inc. d/b/a New Edge Networks Stacey Waddell 3000 Columbia House Blvd, Suite 106 Vancouver WA 98661 (360) 693-8554, (360) 693-9997 fax	12/8/99	non-rural areas	TC99-109
Northern Valley Communications, LLC Dennis W. Hagny P.O. Box 455 Bath SD 57427-0455 (605) 225-0310	5/26/98	USWC areas	TC99-018
PAM Oil, Inc. d/b/a PAM Communications Scott Scofield, CEO P. O. Box 5200 Sioux Falls SD 57117-5200 (605) 336-1788	12/17/98	non-rural areas	TC96-190
Quintelco, Inc. Claudia Newman-Hirsch, Executive VP 1 Blue Hill Plaza, Suite 1430 Pearl River NY 10965 (914) 620-0765	4/6/98	USWC areas	
Sioux Falls Cable Television Rod Carlson 3507 South Duluth Avenue Sioux Falls SD 57105-6452 (605) 339-3339	4/1/99	USWC areas	

Sprint Communications Company L.P. Donald Low 8140 Ward Parkway Kansas City MO 64114 (813) 624-6000	4/28/97	non-rural areas	TC97-149
1-800-Reconex, Inc. Todd M. Mehlman, President 3100 Industrial Avenue Hubbard, OH 47032 (402) 932-5000 (503) 982-9000 fax	11/4/98	USWC areas	
TeleSair Business Solutions, Inc. Debra A. Smith 11480 Commerce Park Drive Reston VA 20191 (703) 755-2389; (703) 755-2819 fax	10/17/97	USWC areas	
Talk 'n' Holding Corp. d/b/a The Phone Company, Inc. David Benslow, CEO 6205 Route 202 New Hope PA 18938 (215) 862-1500; (215) 862-1515 fax	6/15/97	non-rural areas	
Sprint Payphone Services, Inc. Donald Low 8140 Ward Parkway - 5E Kansas City MO 64114 (813) 624-8865, (813) 624-5681 fax	5/26/98	payphone statewide	payphones statewid

March 15, 2000

40 Competitive Local Exchange Companies (counting revoked certificate)

ORIGINAL

RECEIVED

BEFORE THE

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

APR 14 2000

IN THE MATTER OF THE APPLICATION OF)
INTEGRA TELECOM OF SOUTH DAKOTA,)
INC. FOR CERTIFICATES OF AUTHORITY)
TO PROVIDE LOCAL EXCHANGE AND)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES WITHIN THE STATE OF)
SOUTH DAKOTA)

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Docket No. _____

Proposed Initial Tariff filed in conjunction with
Integra Telecom of South Dakota, Inc.'s
Application for Certificates of Authority

Integra Telecom of South Dakota, Inc. ("Integra" and/or "Applicant"), hereby submits as its Exhibit 12 to its Application for Certificates of Authority to provide Local Exchange and Interexchange Services, its Proposed Initial Tariff containing Regulations and Schedules of Intrastate Telephone Services Applying to End-User Communications Services within the State of South Dakota.

Integra hereby requests the South Dakota Public Utilities Commission to consider and approve Integra's Proposed Initial Tariff in conjunction with the Commission's consideration and approval of Integra's Application for Certificates of Authority for the State of South Dakota.

Regulations and Schedules
of Intrastate Telephone Services
Applying to End-User Communications
Services within the
State of South Dakota

Explanation of Symbols:

The following Symbols are applicable to all sections of this Tariff schedule:

- (C) Change in listing Regulation or Condition which may affect a Rate or Charge.
- (D) Discontinued Rate, Charge, Regulation or Condition.
- (I) Increase in Rate or Charge.
- (N) New Rate, Charge, Regulation or Condition.
- (R) Reduction in Rate of Charge.
- (T) Changed text with no effect on Rate, Charge, Regulation or Condition.
- (U) Updated to current existing Rate.
- (M) Moved Rate, Charge, Regulation or Condition.

ALL MATERIAL ON THIS PAGE IS NEW

Issued: March 24, 2000

Effective: July 1, 2000

Issued By: Michael D. Miner, Industry Affairs Manager
Integra Telecom, Inc.
18545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

TABLE OF CONTENTS

Section 1	Title Sheet, Table of Contents, and Subject Index
Section 2	General Regulations
Section 3	Definitions
Section 4	Local Exchange Service
Section 5	Directory Listings
Section 6	Long Distance Interexchange Service
Section 7	Operator Service
Section 8	Directory Assistance Service
Section 9	Transmission Service
Section 10	Connection Charges
Section 11	Special Promotional Offering

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GENERAL REGULATIONS

1. GENERAL

This tariff applies to intrastate telecommunications services and facilities offered within the State of South Dakota by Integra Telecom of South Dakota, Inc. (hereinafter Integra). These services may be provided in conjunction with the company's Federal Tariff.

2. SERVICE DESCRIPTION

- A. Local service may be offered to Integra's Customers in locations that Integra determines is feasible, and receives the necessary approvals from the Commission or other regulatory bodies. Integra may offer such services via one or more of the following: resale, leased or owned facilities. In addition to dial tone, Integra will provide all of the features described in this tariff.
- B. Long distance interexchange services will include 1+, 800, Operator Services, Directory Assistance, Private Line and Special Access. Services will be offered on an IntraLATA and InterLATA basis and will be provided via a combination of leased and owned facilities. Such services may be offered in conjunction with local service or on a stand-alone basis. Customers may access the company network either directly or via facilities of the local exchange carrier.

3. UNDERTAKING OF THE COMPANY

Integra undertakes to provide the services offered in this Tariff on the terms and conditions and at the rates and charges specified. This undertaking is dependent upon the availability of facilities. The facilities used to provide a particular service shall be chosen by Integra and are not represented to be suitable for any one service.

4. RESPONSIBILITY OF THE CUSTOMER

- A. The Customer is responsible for placing any necessary orders, for complying with tariff regulations, and for assuring that any users comply with tariff regulations. The Customer shall ensure compliance with any applicable laws, regulations, orders or other requirements as they exist from time to time of any governmental entity relating to services provided to the Customer by Integra. The Customer is also responsible for the payment of charges for calls utilizing the Customer's numbers either via direct or remote access where the responsibility for charges for such calls have not been accepted by another party.
- B. The Customer is responsible for charges incurred for special construction and/or special facilities that the Customer requests and which are ordered by Integra on the Customer's behalf.
- C. The Customer is responsible for providing a suitable supply of commercial electrical power, including outlets, when and where required by Integra for the operation of any Integra-provided telecommunications equipment on the Customer's premise.

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GENERAL REGULATIONS

- D. The Customer shall ensure that the equipment and/or system is properly interfaced with Integra facilities or services, that the signals emitted into Integra's network are the proper mode, bandwidth, power, and signal level for the intended use of the Customer and in compliance with the criteria set forth in this tariff and that the signals do not damage equipment, injure personnel, or degrade service to other Customers. If the Federal Communications Commission or other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, Integra will permit such equipment to be connected with its channels without the use of protective devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting harm to Integra equipment, personnel or the quality of service to other Customers, Integra may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, Integra may terminate the Customer's service.
- E. The Customer is responsible for damage to or loss of Integra's facilities or equipment caused by the acts or omissions of the Customer or of any User, or by the noncompliance by the Customer or any User with these regulations; or by fire or theft or other casualty on the Customer's or any User's premises.
- F. The Customer must pay for the loss through theft of any Integra equipment installed at Customer's premises.

5. ACCESS TO FACILITIES

- A. If required for the provision of Integra's services, the Customer must provide access to customer premise, and any equipment, space, supporting structure, conduit and electrical power without charge to Integra.
- B. The Customer is responsible for arranging access to its premises at times mutually acceptable to Integra and the Customer when required for Integra personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of Integra's service.

6. LIMITATIONS

- A. Integra reserves the right to discontinue service when necessitated by conditions beyond its control or when the Customers in using the service are in violation of the provisions of this tariff or in violation of the law.
- B. A Customer or User may not assign, or transfer in any manner, the service or any rights associated with the service without the written consent of Integra. Integra will permit a Customer to transfer its existing service to another entity if the existing Customer has paid all charges owed to Integra. Such a transfer will be treated as a disconnection of existing service and installation of new service, and non-recurring installation charges as stated in the tariffs of Integra will apply.

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19545 NW Von Neumann Dr., Suite 200
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7. LIABILITY OF THE COMPANY

- A. The liability of Integra 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 negligence of the Customer, shall in no event exceed an amount equivalent to the proportionate charge to the Customer for the period of service during which such mistakes, omissions, interruptions, delays or errors or defects in transmission occur. No other liability shall in any case attach to Integra. The above described remedies in favor of Customer are exclusive and in no event shall Integra, its officers, agents and employees agents be liable for responsible to Customer or any other person or entity with respect to any other liability, loss or damage, arising out of, caused or alleged to be caused, directly or indirectly, by Integra, including but not limited to any death, bodily injury, an interruption of service, loss of business or profits or any indirect, incidental, special or consequential damages.
- B. The Customer indemnifies and saves Integra harmless (including costs and reasonable attorneys' fees) against the following:
1. Acts, omissions, or negligence of other companies when their facilities are used in connection with Integra's facilities to provide service, or for the unavailability or any delays in the furnishing of any services or facilities, which are provided by other companies.
 2. Any defacement or damage to the customer's premises or equipment resulting from the existence of Integra's instruments, apparatus and associated wire on such premises, or from the installation or removal thereof, when such defacement or damage is not the result of the negligence of Integra, or its employees.
 3. Failure of performance hereunder due to causes beyond its control, including but not limited to fire, flood, or other catastrophes; Acts of God; atmospheric conditions or other phenomena of nature, such as radiation; any law, order, regulation, directive, order by request of the United States Government, or any other government including state and local governments having any jurisdiction over Integra or the services provided hereunder; national emergencies, civil disorder, insurrections, riots, wars, strikes, lockouts, work stoppages, or other labor problems or regulations established or actions taken by any court or government agency having jurisdiction over Integra.
 4. Act or omission of any other entity furnishing to the Customer facilities or equipment used with the service furnished hereunder; nor shall Integra be liable for any damages or losses due in whole or in part to the fault or negligence of the Customer or due in whole or in part to the failure of Customer-provided equipment or facilities.
 5. Liability for failure to provide service or any delays in the furnishing of any services or facilities.

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Beaverton, Oregon 97006

GENERAL REGULATIONS

6. Any charges or costs incurred by Customer for use of another carriers services whether caused by failure of Integra's equipment or service or otherwise.
7. Provide listing information to US West or other appropriate Local Exchange Carrier for inclusion in LEC directories. Integra is not responsible for publication of any directories. No liability for damages arising from errors and/or omissions of directory listings, or listings obtained from the directory assistance operator shall attach to Integra.
8. Claims for libel, slander or the infringement of copyright arising directly or indirectly from the material transmitted over Integra facilities or the use thereof, claims for infringement of patents arising from combining facilities furnished by Integra with, or using the facilities in connection with, apparatus and systems of the Customer and all other claims arising out of any act or omission of the Customer in connection with facilities provided by Integra.

C. Customer Equipment and Channels

A Customer may transmit or receive information of signal via the facilities of Integra. Integra's services are designed primarily for the transmission of voice-grade telephonic signals, except as otherwise stated in this tariff. A Customer may transmit any form of signals that is compatible with Integra's equipment, but Integra does not guarantee that its services will be suitable for purposes other than voice-grade telephonic communication except as specifically stated in this tariff.

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Station Equipment

- A. Terminal equipment on the Customer's premise and the electric power consumed by such equipment shall be provided by and maintained at the expense of the Customer. The Customer is responsible for the provision of wiring or cable to connect its terminal equipment to the Integra Point of Connection.
- B. The Customer is responsible for ensuring that Customer-provided equipment connected to Integra equipment and facility is compatible with such equipment and facilities. The magnitude and character of the voltage and currents impressed on Integra-provided equipment and wiring by the connection, operations, or maintenance of such equipment and wiring shall be such as not to cause damage to Integra-provided equipment and wiring or injury to Integra's employees or to other persons. Any additional protective equipment required to prevent such damage or injury shall be provided by Integra at the Customer's expense.

Integra shall not be responsible to the Customer or otherwise if changes in the criteria, or in any of the facilities, operations or procedures of Integra render and Customer provided facilities obsolete or require modification or alteration of such facilities or otherwise affect its use or performance. Where it is reasonably foreseeable to Integra that such changes may affect Customer-provided facilities, Integra shall provide reasonable notice.

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~~Issued~~ March 24, 2000

Effective: July 1, 2000

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Integra Telecom, Inc.
19845 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

GENERAL REGULATIONS

B. PROVISION OF EQUIPMENT AND FACILITIES

A. General

Integra shall use reasonable efforts to make available services to a Customer on or before a particular date, subject to the provisions of and compliance by the Customer with the regulations contained in this tariff. Integra does not guarantee availability by any such date and shall not be liable for any delays in commencing service to any Customer except as provided by contract.

B. Maintaining facilities and equipment furnished to the Customer.

1. Integra shall use reasonable efforts to maintain only the facilities and equipment that it furnishes to the Customer. The Customer may not, nor may Customer permit other to, rearrange, disconnect, remove, attempt to repair, or otherwise interfere with any of the facilities or equipment installed by Integra, except upon the written consent of Integra.
2. Integra may substitute, change or rearrange any equipment or facility at any time and from time to time, but shall not thereby alter the technical parameters of the service provided by the Customer.
3. Integra shall not be responsible for the installation, operation, or maintenance of any Customer provided communications equipment. Where such equipment is connected to the facilities furnished pursuant to this tariff, the responsibility of Integra shall be limited to the furnishing of facilities offered under this tariff and to the maintenance and operation of such facilities. Subject to this responsibility, Integra shall not be responsible for:
 1. the transmission of signals by Customer provided equipment or for the quality of, or defects in, such transmission; or
 2. the reception of signals by Customer-provided equipment.

9. SERVICE INTERRUPTION

If, for any reason, the service is interrupted, the Customer will only be charged for the service actually used.

10. CUSTOMER COMPLAINTS

- A.** A Customer or prospective Customer may initiate a complaint with Integra on any relevant matter by telephone, in person or in writing directed to Integra. Integra's response to the complaint will generally be in the same form used by the Customer.

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Issued by: Michael D. Miner, Industry Affairs Manager
Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

GENERAL REGULATIONS

- B. The Customer may at any point during resolution of the complaint seek review by a supervisor or manager. If Customer is still not satisfied, the nature of the complaint with sufficient detail to afford an investigation should be documented and addressed to: Director of Customer Service, Integra Telecom of South Dakota, Inc., 19545 NW Von Neumann Dr., Suite 200, Beaverton, Oregon 97006

11. CANCELLATION OF APPLICATION FOR SERVICE

If Customer cancels an order for service before the service is activated, a charge equal to the unrecoverable costs incurred prior to the request for cancellation and the costs of removal, restoration, and disposal, if any, to comply with cancellation. These costs include, but are not limited to, engineering, labor and non-recoverable material and equipment expense. The maximum amount charged shall not exceed the total of all nonrecurring minimum monthly and termination charges which would have applied had the services as ordered been established.

12. PAYMENT FOR SERVICE

- A. Once service is activated, Customers are liable for all charges invoiced for usage of Integra's service.
- B. Any applicable federal, state and local use, excise, sales or privilege taxes shall be charged to and payable by Customer.
- C. Any applicable primary interexchange carrier (PICC), federal access, local number portability (LNP), and Universal Service Fund charges shall be charged to and payable by Customer.
- D. In the event that Integra must employ the services of attorneys for collection of charges due under this tariff, Integra shall be allowed to recover the costs of collection including reasonable attorney's fee.
- E. Customer shall be liable for all accrued local charges, directory charges, long distance charges and other charges arising prior to the cut-over date, and shall pay Integra for any such charges which may be assessed against Integra under the terms of any supersedure agreement. The term "cut-over date" means the date when Integra commences supplying telephone services pursuant to this Agreement.
- F. Billing for local services will be rendered monthly in advance, and in arrears for long distance services. Payment is due 21 days after date of invoice. A late payment charges of 1.5% per month, or the maximum amount authorized by state law, whichever is less, shall apply to amounts shown on a monthly bill which remain after the due date. The late payment charge does not apply to any taxes Integra is required by law to levy on a Customer.

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13. SECURITY FOR PAYMENT

- A. Integra reserves the right to require all Customers to establish credit worthiness to the reasonable satisfaction of Integra. Upon application for service, Customer shall be deemed to have authorized Integra to obtain credit information and verification as Integra shall require in accordance with its then existing credit policies.
- B. Deposit
1. Integra reserves the right to require Customer to make a deposit to guarantee payment of charges. Deposits will not exceed an estimated two months of Integra's charges.
 2. Deposits may be applied against any bills owed by Customer to Integra for service rendered hereunder to the extent that such bill(s) are unpaid more than thirty (30) days after the bill date.
 3. After initial thirty (30) days, a deposit will accrue interest at a rate not to exceed six (6) percent per annum.
 4. Upon service discontinuance, Integra will refund Customer deposit to the extent that it exceeds any unpaid charges for service to Customer.
 5. The unused portion of a deposit and accrued interest will be refunded if Customer has demonstrated its credit worthiness for a period of twelve (12) months after tender of such deposit.
 6. Refunding or crediting of Customer's deposit and accrued interest in no way relieves Customer from complying with all terms and conditions contained in Integra's tariff or for tendering payments when due.

14. DISCONNECTION OF SERVICE FOR CAUSE

- A. Integra may discontinue the furnishing of service(s) to a Customer, without incurring any liability for the following reasons:
1. Nonpayment of any sum due for service provided hereunder, including FCC approved user charges, where Customer's charges remain unpaid more than five (5) business days following notice of nonpayment from Integra. Notice shall be deemed to be effective upon mailing of written notice, postage prepaid, or via facsimile, to Customer's last known address; or

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GENERAL REGULATIONS

2. Customer's acts or omissions which constitute a violation of, or a failure to comply with, any regulation stated in this tariff governing the furnishing of service, but which violation or failure to comply does not constitute a material breach or does not pose any actual or threatened interface to Integra's operations or its furnishing of services. Integra agrees to give Customer five (5) business days notice of such violation or failure to comply prior to service; or
3. The implementation of any order of court of competent jurisdiction, or federal or state regulatory authority of competent jurisdiction, prohibiting Integra from furnishing such service; or
4. Where Integra has requested a deposit which Customer has not tendered.
5. In addition, Integra may refuse or discontinue service without notice in the event of (1) Customer use of equipment in such a manner as to adversely affect Integra's equipment or Integra's service to others; (2) tampering with the equipment furnished and owned by Integra; or (3) unauthorized or fraudulent use of service. Wherever service is discontinued for fraudulent use of service, Integra will, before restoring service, require the Customer to make, at his own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues and any expenses resulting from such fraudulent use.

15. CUSTOMER'S LIABILITY IF DENIED SERVICE

In the event that the Customer's service is disconnected by Integra for any of the reasons stated in Section 13, Customer shall be liable for all unpaid charges due and owing to Integra associated with the service. Customer's deposit and accrued interest shall be applied to all cancellation charges applicable to the service offering received by Customer.

16. RESTORATION OF SERVICE

- A. If a Customer's service is restored after having been disconnected in accordance with this tariff and an Integra service order to terminate such service has not been completed when such service is restored, the Customer will be required to pay: (1) all accrued and unpaid charges; (2) a deposit per section 12, sub-paragraph B; and (3) service charges specified in section 10 of this tariff. Monthly service rates will not apply for the period between the disconnection and reconnection.
- B. When a Customer's service has been disconnected in accordance with this tariff and the service has been terminated through the completion of an Integra service order, service will be re-established only upon the basis of an application for new service.

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17. BILLING DISPUTES

In the event that the Customer disputes any charges billed by Integra, Customer must make payment, but may request that the payment be subject to refund. Customer should submit to Integra an itemized statement in writing which identifies the disputed charges and reasonably explains the basis of the dispute. Customer's explanation must be received by Integra within ten (10) days of the bill date of the disputed bill. Integra shall resolve the dispute, within thirty (30) days of receipt of determination of whether any billing adjustment

should be made to the Customer's account. In making such determination Integra will consider all relevant and credible information provided by Customer as well as by other information reasonable available to Integra. The burden proof to establish any right to billing adjustments in Customer's favor shall be solely upon Customer. In the event Customer does not agree with the initial determination by Integra relation to the amounts in dispute and adjustments, if any, which Integra may agree to make, Customer shall so advise Integra and within ten (10) days following Integra's initial determination shall submit to Integra any additional information which Customer deems pertinent or relevant to the dispute. Within twenty (20) days of Integra's receipt of additional information, Integra shall make its final determination based upon all documentation or information available to Integra. Along with its decision, Integra shall inform the Customer of its right to fill a complaint with the South Dakota Public Service Commission.

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GENERAL REGULATIONS

18. RIGHT TO BACK-BILL FOR IMPROPER USE OF INTEGRA SERVICES

Any person or entity which uses, appropriates or secures the use of services from Integra, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to Integra and which are inconsistent with the stated uses, intents, and purposes of this tariff or any restriction, conditions, and limitations stated herein, shall be liable for an amount equal to the accrued and unpaid charges that would have been applicable to the use of Integra's services actually made by Customer.

19. LATE PAYMENT FEES

Customer will be liable for late fees on payments received after due date in the lesser of eighteen (18) percent per year computed on a daily basis or the statutory maximum, whichever is lower.

20. INTERCONNECTION WITH OTHER COMMON CARRIERS

Integra reserves the right to interconnect its services with those of any Other Common Carrier or alternate access provider and to utilize such services concurrently with its own facilities for the provision of services offered herein.

21. OWNERSHIP OF FACILITIES

Facilities furnished by Integra remain the property of Integra until transferred or abandoned.

22. LIMITING OF COMMUNICATIONS

Integra may limit communications over its facilities during emergencies, which result in a shortage of facilities.

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23. SPECIAL CONSTRUCTION

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

1. where facilities are not presently available, and there is no other requirement for the facilities so constructed;
2. of a type other than that which Integra would normally utilize in the furnishing of its services;
3. over a route other than that which Integra would normally utilize in the furnishing of its services;
4. in a quantity greater than that which Integra would normally construct;
5. on an expedited basis;
6. on a temporary basis until permanent facilities are available;
7. involving abnormal costs; or
8. in advance of its normal construction

B. Special Assemblies of Equipment or Speculative Projects, for which provision is not otherwise made in this tariff or those involving unusual costs, may be provided where practicable, if not detrimental to any of the services furnished by Integra.

1. The charge for such facilities may be in the form of an installation charge, a monthly charge, a termination charge or any combination thereof, and will include, but not limited to, when applicable, one or more of the following estimated expense items associated with the special equipment or service provided:

- A. Maintenance expense
- B. Depreciation expense – including reusable and nonrecoverable items
- C. Administration expense
- D. Taxes – including Federal Income Tax
- E. Any other specific items of expense that may be associated with the facility provided
- F. A reasonable return on investment

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GENERAL REGULATIONS

2. The estimated installation cost used in the derivation of the various expense items shall include but not limited to, the following:
 - A. Material
 - B. Material overhead
 - C. Installation labor
 - D. Installation labor overhead
- C. In connection with Marketing and Sales studies or programs, Integra reserves the right to waive Service Charges within specified areas for such periods of time as designated by Integra and filed with the Commission.

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DEFINITIONS

ACCESS LINE - A line which connects a customer to the central (switching point) office of an exchange through which local and long distance calls can be made.

ACCOUNT CODE - A Multidigit code which can be used by Customers to assign accountabilities for a call. It can be used to identify users, project, etc.

ADDITIONAL LISTING - Any listing of a name or information in connection with a Customer's telephone number beyond that to which he is entitled without additional charge in connection with his regular service.

APPLICATION - A request made orally or in writing for telephone service.

AUTHORIZED USER - A person, firm or corporation (other than the customer) on whose premise a telephone, Private Branch Exchange, or private line service or channel is located and who may communicate over such channels in accordance with the terms of the tariff.

BUSINESS SERVICE - Telephone service furnished to customers where the actual or obvious use is principally or substantially of a business, professional, or occupational nature.

CALLS - The term "calls" means telephone messages attempted by Customers or Users.

CHANNEL - A path for communication between two or more stations, or Integra offices, furnished in such a manner as Integra may elect, whether by wire, radio or a combination thereof and whether or not by a single physical facility or route.

CIRCUIT - A channel used for the transmission of electrical energy in the furnishing of telephone and other communications service.

COMMUNICATIONS SYSTEM - Channels and other facilities which are capable, when not connected to exchange telecommunications service, of two-way communications between customer-provided terminal equipment or company stations.

COMPANY - A corporation, association, partnership, or individual engaged in the business of furnished telephone service to the public under the jurisdiction of the South Dakota Public Service Commission.

CONNECTING ARRANGEMENT - The equipment provided by Integra to accomplish the direct electrical connection of customer-provided facilities with the facilities of Integra or of facilities of Integra with other facilities of Integra.

CONNECTING COMPANY - A corporation, association, partnership or individual owning or operating one or more exchanges and with who communications services are interchanged.

CONNECTOR - See "Switch".

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DEFINITIONS

CONNECTION CHARGE - See "Service Connection Charge".

CONSTRUCTION CHARGE - A separate non-recurring charge made for the construction of facilities in excess of that contemplated under the rates quoted in the exchange tariffs.

CONTRACT - Refers to the agreement between a customer and Integra under which service and facilities are furnished in accordance with the applicable provisions of the Tariffs.

COST - The cost of labor and materials, which includes appropriate amounts to cover Integra's general operating and administrative expenses.

CUSTOMER - The individual, partnership, association or corporation which contracts for telephone service and is responsible for the payment of charges and compliance with the rules and regulations of Integra.

CUSTOMER-PROVIDED EQUIPMENT - Devices, apparatus, and/or associated wiring provided by a Customer.

DEMARICATION POINT - The point of connection, provided and maintained by the Telephone Company, at which the Telephone Company service and the property owner or customer's facilities are connected. This Demarcation Point is to be mutually agreeable to the Telephone Company and the subscriber or property owner, and is normally located near the point where the Telephone Company facilities enter the building or property, on the subscriber's side of the Company's protector, or its equivalent.

The Telephone Company will provide a Demarcation Point for each residential structure having a separate ground level entrance. Residential structures sharing common walls, but not sharing common entrances or common space, such as hallways or basements, will have separate Demarcation Points.

For multiple buildings constructed on continuous business property, such as shopping centers, condominiums, industrial parks, and campuses, the Telephone Company may establish a single Demarcation Point or may designate one of the existing terminating connections on a property as a main Demarcation Point. Where feasible, one or more alternate Demarcation Points may be placed or reinforced by the Company at the request of the business customer or property owner. Charges will be applied to cover additional costs of placing or reinforcing alternate Demarcation Points. The property owner or customer is responsible for service on the customer side of the Demarcation Point.

DIRECT CONNECTION - Connection of terminal equipment to the telephone network by means other than acoustic or inductive coupling.

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DIRECTORY LISTING - A publication in the Company's alphabetical directory of information relative to a customer's name or other identification and telephone number.

END USER - Any customer of telecommunications service that is not a carrier, except that a carrier shall be deemed to be an "end user" to the extent that such carrier uses a telecommunications service for administrative purposes, without making such service available to others, directly or indirectly.

EXTENDED AREA SERVICE - Interexchange telephone service furnished at flat rate between one or more exchange areas.

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

INTERCONNECTION - The method by which telecommunications facilities of the Company are arranged to transmit to, or receive information from, Customer-provided equipment.

ISDN/PRI BUSINESS SERVICE - An ISDN Primary Rate Interface Business Service connection operating at 1.544 MBPS that is time division multiplexed in 23B channels and one D channel. The B channels carry individual voice-grade telephonic communications, each of which can be used to place or received one call at a time, while the D channel handles signaling information.

JOINT USER SERVICE - An arrangement whereby an individual, firm or corporation whose telephone needs are not such as to justify the provision of separate customer service is permitted to use the service of a customer.

LINE CONSTRUCTION CHARGES - The charges applied for additions to existing central office line facilities outside a Base Rate Area to provide service to business or residence customers.

LOCAL CHANNEL - Applies to that portion of a channel which connects a station to an interexchanging channel. A channel connecting two or more stations within an exchange area.

LOCAL EXCHANGE SERVICE - Telephone communication within Exchange Areas in accordance with the provision of Integra's Tariffs.

LOCAL MESSAGE - A completed communication between customer's stations located within the same Exchange Area.

LOCAL SERVICE AREA - The area within which telephone service is furnished under a specific schedule of rates without the application of specific charges for each message.

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DEFINITIONS

MAINTENANCE VISIT CHARGE - A charge applied when a service difficulty or trouble report results from customer provided equipment and/or inside wiring and not from the telephone company's facilities.

MILEAGE - The measurement upon which charges are computed for extension, tie, private lines and for lines serving exchange stations located outside the base rate area or outside the central office area of the connecting central office.

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

NON-RECURRING CHARGE - A one-time charge associated with certain installations, change or transfer of services, either in lieu of or in addition to recurring monthly charges.

RESIDENCE SERVICE - Telephone service furnished to customers when the actual or obvious use is for domestic purposes.

SERVICE, 800 - A bulk billed service which provides a customer a monthly flat rated message service for incoming station-to-station calling from telephones within a preset calling area. This service is offered without charge to the dialing party.

SUBSCRIBER - See Customer.

T1 BUSINESS SERVICE - Business Service connection operating at 1.544 MBPS that is time division multiplexed in 24 individual voice-grade telephonic communications channels, each of which can be used to place or received one call at a time.

TARIFF - The rates, charges, rules and regulations adopted and filed by Integra with the South Dakota Public Service Commission.

TELEPHONE COMPANY - See Company.

TERMINATION CHARGE - A charge applied under certain conditions, when a contract for service is terminated by the customer before the expiration of the minimum contract period.

TRUNK LINE - A circuit over which a customer's messages are sent between two central offices or between a central office and a private branch exchange system.

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Beaverton, Oregon 97006

INDEX

	<u>Page</u>
Call Tracing	11
Calling Number Delivery Block	9
Custom Calling Features	4
Custom Local Area Signaling Services	6
Lifeline Program	19
Link-Up Service Connection Program	16
Local Service Discounts – Residential	15
Local Service Term Plans – Business	14
Screening/Restriction Services	13
LINK-UP Connection Program	16
LIFELINE Assistance Program	18

ALL MATERIAL ON THIS PAGE IS NEW

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LOCAL EXCHANGE SERVICE

LOCAL EXCHANGE SERVICE

Local Exchange Service is telephone service that allows Customers to originate calls from Customer location to locations within local calling area. In addition the Customer may originate long distance calls which are routed to appropriate long distance carrier. The Customer may also receive calls that originate either within local service area or from other locations worldwide.

The rates for Local Exchange Service are subject to the conditions set forth herein and the General Regulations governing provision of service. The General Regulations are set forth in Section 2 of this tariff.

1. LOCAL EXCHANGE SERVICE

- A. The Local Exchange Service Rates are for service only and do not include any terminal equipment beyond the point of demarcation.
- B. The rates applicable to Local Exchange Service are composed of a Line Access Rate component plus (where applicable) an Extended Area Service (EAS) component.
- C. Extended Area Service
 - 1. EAS is a premium-type service offering made by Integra to certain exchanges, under specific conditions. The EAS charge will be equivalent to the charge of the incumbent LEC in the given serving area.
- D. In addition to service offered with this Local Exchange Service Section, Integra shall also offer individually priced services. Individually priced services shall be established in a non-discriminatory manner.

<u>Class of Service</u>	<u>Monthly Rates</u>		<u>Installation Charge</u>
	<u>Metro</u>	<u>Outstate</u>	
Business Line	\$39.00	\$38.10	(a)
Residential Line	\$19.00	\$12.28	(a)

(a) Regular applicable service connection charges apply except as noted in this section, item #3.

- 1. All local service line charges include local usage charges.
- 2. Discounts in a range of 10% - 22% are available for Customers committing to a term of from 1-5 years as noted in this Section, item 6.
- 3. All term commitments of three (3) or more years, for Business services only, include a waiver of the initial Service Connection charge.

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4. A premium residential line for metro area is available for an additional \$10.00 which includes the following custom features to be activated at the Customer's request:

Caller ID
Call Waiting
Three Way Calling
Voice Mail

5. At Customer request, Integra may assign a telephone number with the last four digits selected by the Customer. Vanity telephone numbers furnished are subject to the availability of facilities and the requirements of exchange service as defined by Integra. Integra reserves all rights to the Vanity telephone numbers assigned to Customers. The nonrecurring rates for the provision of a Vanity telephone number is as identified in service connection charge section. Regular monthly rates for the line service shall apply.

1.2 RESOLD LOCAL EXCHANGE

Integra will resell local exchange services which will be priced according to the rates established for such services in the underlying provider's effective intrastate tariffs. Integra shall apply discounts in a range of 8% - 12%.

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LOCAL EXCHANGE SERVICE

2. CUSTOM CALLING FEATURES

A. The specific custom calling features available are:

1. **Call Waiting** – provides notification to the Customer while a conversation is in process that there is another call awaiting the Customer.
2. **Call Forwarding** – allows the Customer to transfer calls automatically to a preprogrammed number. Calls forwarded beyond the local (toll free) calling area will be charged to the Customer at the direct dial station-to-station rate.
3. **Three Way Calling** – allows the Customer to call a third party and initiate a conference call.
4. **Hunting** – routes a call to an idle station in a prearranged group when the called station line is busy.
5. **Call Transfer** – allows the Customer to transfer calls to a third-party consultation hold.
6. **Speed Dialing** – allows a Customer to call other telephone numbers by dialing a code rather than a complete telephone number for up to 30 numbers.
7. **Call Pick-up** – allows the Customer to answer incoming calls from specific lines in the system.
8. **Call Hold** – allows the Customer to place calls on hold.

B. Rates

	<u>Monthly Rate</u>	<u>Installation Charge</u>
1. Single Feature Service		
A. Call Waiting	\$ 3.50	(a)
B. Call Forwarding		
Busy Line	2.50	(a)
Don't Answer	2.50	(a)
Variable	3.50	(a)
C. Three Way Calling (b)	3.50	(a)
D. Hunting	3.50	(a)
E. Call Transfer	3.50	(a)
F. Speed Dial (30#)	3.00	(a)
G. Call Hold	1.00	(a)

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C. Conditions

1. The initial service period for all features is one month.
2. Rates above are in addition to regular local service rates.
3. Transmission on calls forwarded and three way calling may vary depending on the distance and routing necessary; therefore, transmission may not meet normal standards.
4. Hunting service charge is based on per routed station number, not including the original called station. For example, a "Hunt Group" of 4 station lines would cost \$10.50 per month.

(a) Regular applicable service connection charges apply.

(b) Three Way Calling can also be used by Customers who do not want to subscribe to the service by dialing an activation code and charged on a per occurrence basis. Customers will be charged \$.75 per activation.

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3. CUSTOM LOCAL AREA SIGNALLING SERVICES (CLASS)

A. The specific CLASS features available are:

1. Repeat Dialing - enables the Customer to automatically redial the last outgoing telephone number.
2. Call Trace - enables the Customer to initiate a trace of the last incoming call completed by dialing an activation code immediately after terminating the call. Integra's equipment will record the telephone directory number, date, and time of the call. The results of the trace will not be provided to the Customer directly. Customers must contact the Sheriff's office or Integra to continue the investigation.

3. Caller ID - allows the Customer to receive the calling party's directory name and/or number on incoming calls. A caller ID Display Device (an unregulated service, not included in this filing) is required to display the calling party's telephone name and number.

Customers (both those subscribing to Caller ID and those not subscribing to Caller ID) may prevent the display of their directory number by activating Caller ID Blocking immediately prior to making a call. Caller ID Blocking is available to all customers on a per call basis at no charge.

4. Priority Ringing - provides the Customer with a distinctive alerting signal, ring or call waiting tone (if the Customer has subscribed to Call Waiting), when the Customer is called from a maximum of six (6) preselected telephone numbers.
5. Preferred Call Forwarding - enables the Customer to forward incoming calls from a maximum of six (6) specified telephone numbers to another telephone number.
6. Call Screening - enable the Customer to block up to six (6) specified telephone numbers, including the last incoming call. Callers whose number are blocked are directed to an Integra recorded announcement.
7. Special Call Acceptance - enables a Customer to designate a maximum of six (6) telephone numbers from which calls will be accepted. Calls from all other numbers will be routed to an Integra recorded announcement.

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8. **Last Call Return** – by dialing an activation code, the Customer directs the switch to recall the directory number of the last incoming call to the Customer's set. At this time, the Customer hears the directory number of the call prior to deciding whether or not to recall the number. If the call has been blocked, the Customer will hear a recording indicating the caller is "Private" or "Anonymous". At no time, however, will any indication be given to the Customer returning the last call as to the identification of the party who placed the last call. If the called station is busy, the system scans the called line for an idle condition. The scan continues for 30 minutes or until completion or cancellation. The calling station receives a distinctive ring when the called station is idle. Call setup is performed when the calling Customer answers the ringing. This feature will not work on 800 or 900 prefixed numbers, international calls, calls to a number with call forwarding active or lines with a non-unique directory number. Only the last incoming call can be returned. To use per call blocking on a call placed using Last Call Return, the Customer must activate the per call blocking prior to activating the Last Call Return.
9. **Anonymous Call Rejection** – Will be provided to all subscribers of caller identification at no charge and in the inactive state. While the feature is activated, incoming blocked calls are routed to an announcement in the central office that will indicate that the called party has chosen to reject blocked calls and the call will not be completed.

B. Feature Availability

CLASS features require Signaling System 7 to function. Therefore, the offering of these features are restricted to those central offices properly equipped.

C. Regulations

1. Subscribers to any CLASS feature are prohibited from selling any data collected or otherwise acquired through the use of these services.
2. Customers are responsible for providing premise equipment that is compatible with the feature(s) desired. Integra is not responsible for the compatibility of Customer purchased products from other vendors.
3. Integra is not responsible for damages arising from unsuccessful attempts to trace a call.

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D. Rates and Charges

1. The rates and charges apply in addition to the established rates and charges for associated services.

	<u>Rate</u>	
A. Call Trace	\$ 1.00 (a)	
Feature Rates – One Feature Per Line:		
	<u>Monthly Rate</u>	<u>Installation Charge</u>
B. Repeat Dialing (c)	\$ 3.00	(b)
C. Caller ID	5.00	(b)
D. Priority Ringing	3.00	(b)
E. Preferred Call Forwarding	3.00	(b)
F. Call Screening	3.00	(b)
G. Special Call Acceptance	3.00	(b)
H. Last Call Return (c)	3.00	(b)

(a) Per trace attempt successfully completed.

(b) Regular applicable service connection charges apply.

(c) Repeat Dialing and Last Call Return can also be used by Customers who do not subscribe to the service by dialing on the activation code and charged on a per occurrence basis. Customers will be charged \$.75 per activation.

E. Conditions

1. The initial service period for all features is one month.
2. Rates are in addition to regular local service rates.

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4. CALLING NUMBER DELIVERY BLOCK

A. Feature Description

1. Calling Number Delivery Blocking – allows Customers to control whether or not their directory number is displayed to the next party that they call. A subscriber to this service can dial an access code to change their permanent privacy indicator for the next phone call. Blocking is available to residential customers on either a per call or full time (line) basis.

Operator and 9-1-1 services take priority over calling number delivery blocking. The code for this feature must be dialed prior to either Continuous Redial or Last Call Return or the calling directory number will be displayed on the terminating end.

B. Feature Availability

CLASS features require Signaling System 7 to function. Therefore, the offering of this feature is restricted to central offices properly equipped.

C. Regulations

1. This service is only available on all lines where technically feasible.
2. Per-call blocking is available to all subscribers. There are no recurring or nonrecurring charges associated with per-call blocking. Customers do not have to subscribe to Caller ID to use per-call blocking.
3. Residential customers may order full time (line) blocking at any time. There will not be a charge to remove line blocking. Per Call Unblocking is available on line-blocked lines at no charge.
4. Line blocking is not available to business customers unless the subscriber has a demonstrated need. Business customers must show that inadvertent disclosure of the caller's number will risk harm to the caller, other persons, or property. Demonstration of need is waived for the following types of business subscribers:
 - a. Law enforcement agencies.
 - b. Shelters for battered persons.
 - c. Government agencies engaged in undercover operations.

Other business customers are required to submit written documentation describing their need for this service. Integra will review the documentation and issue a decision within a reasonable period of time. Integra will base its decision on historical precedent, nature of the Customer's business, public policy and other pertinent criteria. The Customer may appeal an unfavorable decision in writing to the South Dakota Public Service Commission. There are no recurring or non-recurring charges associated with this feature for business subscribers with a demonstrated need.

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D. Rate and Charges

1. The rates and charges apply in addition to the established rates and charges or associated services.

2. Call Blocking Rates

	Monthly Rates		Installation Charge
	<u>Residence</u>	<u>Business</u>	
A. Per Call	\$ 0.00	0.00	(a)
B. Per Line:			
Business	N/A	0.00	(a)
Demonstrated Need	N/A	0.00	(a)
Residential	0.00	N/A	(a)
C. Anonymous Call Rejection	0.00	0.00	(a)

(a) No service charge applies.

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5. CALL TRACING

A. General

Call Tracing allows for the identification and recording of the telephone numbers of some or all of the incoming calls to the telephone line of a customer.

B. Definitions

1. **Customer** – means a person, firm, partnership, limited liability company, corporation, municipality, cooperative association or organization, governmental agency, or other entity receiving telecommunications service.
2. **Customer-originated call-tracing service** – means a Customer-activated, call-specific form of call tracing available as part of a set of services called Custom Local Area Signaling Services (CLASS).
3. **Emergency** – means a situation that appears to present immediate danger to person or property.
4. **Investigative or law enforcement officer** – means an officer of the United States, a state, or a political subdivision of the United States or a state which is empowered by law to investigate or make arrests for crimes related to communications, or an attorney authorized by law to prosecute those crimes.

C. Terms and Conditions

1. Call Tracing will be provided when requested by both a Customer and an investigative or law enforcement officer and the Customer has provided consent. Normally written consent will be required.

In emergencies, call tracing will be provided upon receiving oral consent from the Customer. The Customer will be requested to provide written consent promptly and advised to seek the assistance of an investigative or law enforcement officer.

2. Information regarding the originating telephone numbers will be disclosed only to investigative or law enforcement officers, not to Customers receiving call-tracing services.
3. Integra will work with investigative or law enforcement officers to determine how long call-tracing services should be provided.
4. Integra may provide customer-originated call-tracing service (CLASS Call Trace) as an alternative to Call Tracing in response to a Call Tracing request from a Customer who is located in an exchange where CLASS Call Trace is available and where CLASS Call Trace will function as accurately as Call Tracing.

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D. Rates

1. Call Tracing Setup --

A. During Normal Business Hours No Charge

B. Outside Normal Business Hours No Charge

2. Extension of Call Tracing period at request of investigative or law enforcement agency. No Charge

3. Provision of Call Tracing information to investigative or law enforcement agency No Charge

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6. SCREENING/RESTRICTION SERVICES

- A. **Toll Restriction** - provides for exchange access lines or trunks to be restricted from dialing billable toll calls including all calls placed by initially dialing either a '1' or a '0'. Attempted violation of the restrictions are routed to an announcement.
- B. **Pay Per Call Restriction** - enables the prohibition of dialing to 1 + 900, 1 + 976, or the combination of 1 + 900 and 1 + 976.
- C. **Rates and Charges**

- 1. The rates and charges apply in addition to the established rates and charges for associated services.

	<u>Monthly Rate</u>	<u>Installation Charge</u>
A. Toll Restriction	\$ 0.00	(a)
B. Pay Per Call Restriction	0.00	(a)

(a) Regular applicable service connection charges apply.

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7. LOCAL SERVICE TERM PLANS - BUSINESS

- A. Service for all other services other than T-1 local services and associated trunks is available at discounted 1-3 year term plan rates. Discounts range between 5% and 20% per month. The specific rate will be provided in the term agreement. Charges such as taxes, late payment fees, mandatory surcharges and other service nonrecurring and monthly recurring charges will not be included in the term plan discount calculation.

If Customer terminates all or part of service under a term plan after installation and service is terminated below 80% of the minimum level set forth in the term agreement, Customer shall pay a termination charge equal to fifty percent (50%) of the monthly rate for service terminated multiplied by the number of months, or portion thereof, remaining in the term.

Term Plans will automatically renewed unless the Customer notifies Integra in writing to cancel the renewal within thirty (30) days of expiration of the current Term Plan.

- B. Service for T-1 and associated trunks (channels) is available at discounted 1-5 year term plan rates. Discounts range between 10% and 22% per month. The specific rate will be provided in the term agreement. Charges such as taxes, late payment fees, mandatory surcharges, and other service nonrecurring and monthly recurring charges will not be included in the term plan discount calculations.

If Customer terminates all or part of service under a term plan after installation and service is terminated below 80% of the minimum level set forth in the term agreement, Customer shall pay a termination charge equal to fifty percent (50%) of the monthly rate for service terminated multiplied by the number of months, or portion thereof, remaining in the term.

Term Plans will be automatically renewed unless the Customer notifies Integra in writing to cancel the renewal within (30) days of expiration of the current Term Plan.

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8. LOCAL SERVICE DISCOUNTS - RESIDENTIAL

Service is available on a month to month basis only and are subject to discounts. Discounts range between 5% and 20% per month. Discounting will include all local exchange service monthly recurring charges. Charges such as taxes, late payment fees, mandatory surcharges and other service nonrecurring and monthly recurring charges will not be included to determine discounts.

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9. LINK-UP SERVICE CONNECTION PROGRAM

A. Benefits

The Link-Up Service Connection Program is a federally sponsored lifeline assistance program designed to make telephone service accessible to low-income residential households who are currently not on the public switched network. Through this program, the service connection charge for the initial installation of the main access line, as described in Section 6, page 1, paragraph B, will be discounted to the applicant at a rate of fifty (50%) percent, not to exceed \$30.00. (The remaining portion of the service connection charge may be installment billed in increments.)

B. Eligibility Requirements

1. This discount applies on a single line at the principal place of residence for the applicant.
2. The consumer can receive the benefit of the Link-Up Service Connection Program for a second or subsequent time only for a principal place of residence with an address different from the residence address at which Link-Up assistance was provided previously.
3. An applicant may defer payment of the service connection charges. Payment may be deferred up to 12 months with a payment schedule of equal payments for up to \$200.00 assessed for commencing service. Interest will not be charged on deferred payments. These charges do not include any permissible security deposit requirements.
4. Applicant meets income requirements under criteria "5" or "6" below.
5. Applicant can show current participation in one of the following assistance programs to his or her local exchange company:
 - Aid to Families with Dependent Children
 - Medical Assistance
 - General Assistance
 - South Dakota Supplemental Aid
 - Food Stamps
 - Refugee Cash Assistance or Refugee Medical Assistance
 - Energy Assistance; or
 - Supplemental Security Income

Proof of eligibility must accompany the completed application form. Proof of eligibility can be made either in person at Integra's business office or by mailing a copy of the applicant's proof of participation and enclosing that with a completed application to Integra's business office.

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6. Applicant can show household income level of 150 percent (150%) or less of the federal poverty level. Household income is defined as total gross income from all sources for all members of the applicant's household.

The applicant must show verification of income requirements by showing previous calendar year's completed federal tax return(s) or proof that their household income level was below the federal level necessitating they file a tax return for the previous calendar year.

7. Credit and Collections

A. Credit Reference

Credit verification procedures used for all applicants who apply for service with Integra will also be used for applicants who apply for service under the Link-Up program.

B. Deposits

The deposit standards used for all applicants who apply for service with Integra will also be used for applicants who apply for service under the Link-Up program.

C. Collection Standards

Once service has been established for a Link-Up applicant, he or she will be expected to adhere to the same bill payment policies expected of any other Customer of Integra.

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10. LIFELINE ASSISTANCE

A. Definition

The Lifeline Assistance Plan (Lifeline) assists qualified low-income applicants with reductions in their monthly local exchange service rate. The assistance applies for a single telephone line at the applicant's principal place of residence.

B. Eligibility Requirements

To be eligible for assistance, an applicant must participate in one of the following:

- Medicaid
- Food Stamps
- Supplemental Security Income (SSI)
- Federal public housing assistance
- Low-Income Home Energy Assistance Program (LIHEAP)

C. Terms and Conditions

An applicant may request telephone assistance through completion of a form provided by the Company.

D. Credit

- Lifeline Assistance Plan Monthly Credit \$10.50

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1. DIRECTORY LISTINGS

A. General

The following rates are applicable to the alphabetic section of the Telephone Directory, for business or residence customers.

B. Rates	Monthly Rate	Installation Charge
1. Additional or alternate listing, per listing	\$ 1.50	\$ (a)
2. Unlisted service, per listing	1.15	(a)
3. Nonpublished service, per listing	2.45	(a)
4. Foreign exchange or non-subscriber service, per listing (See condition 4)	3.05	(a)

(a) Regular applicable service connection charges apply.

C. Conditions

1. A primary listing, which may include the name, address and telephone number of the individual, organization, firm or, corporation for whom the service has been contracted, will be furnished at no charge.
 - A. Listings will be limited to such information as is necessary for proper identification.
 - B. The length of a listing may be limited by the use of abbreviations where the clarity of the listing and the identification of the Customer will not be impaired.
 - C. Integra may refuse to insert any listing, which in its judgment does not facilitate the use of the directory.
2. An additional listing may include the same address and telephone number as the primary listing, except that a different address may be shown for off-premises stations located on other premises occupied solely by the Customer.
 - A. Additional listings may be furnished with business or residence service for persons who occupy the same premises at the rates shown above (See Joint User Service)

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DIRECTORY LISTINGS

3. An alternate call listing refers a calling party to certain other telephone numbers after business hours or on Sundays or holidays or if there is no answer on the first listed number.
4. A foreign or non-subscriber listing may be furnished to customers requesting that their listing be included in a directory of an exchange other than that from which service is rendered. The rate for a foreign company listing will be the rate of the company in whose directory the listing appears.
 - A. Bold type foreign listings appearing in the serving company's directories will be in accordance with the directory company's rates for "bold type listings".
5. Unlisted service is the omission of a Customer's listing from the telephone directory only. It may be obtained from the information operator.
6. Nonpublished service is the omission of a Customer's listing from both the telephone directory and information records.
 - A. When nonpublished service is to be furnished, the Customer will hold Integra harmless from any damages which might arise, and will absolve Integra from any responsibility for the failure of the Customer to receive calls because of the nonpublished listings.
 - B. The rate for a nonpublished service is specified in B. above.
7. The charge for additional, alternate, unlisted or nonpublished listings begin on the day the information records are posted.
8. The length of contract period for directory listings, where the listing actually appears in the directory, is the directory period. The directory period is from the day on which the directory is distributed to the Customers to the day the succeeding directory is distributed to the Customers. Unless the listing no longer serves the Customer because of disconnection, removal, etc., of the service, the minimum contract period will be for at least thirty (30) days.

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INDEX

	<u>Page</u>
8XX Dedicated Service	6
8XX Switched Service	5
Dedicated Service	4
Long Distance Interexchange Service	2
Switched Service	3
Travel Card	7

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LONG DISTANCE INTEREXCHANGE SERVICE

Long Distance Interexchange Service is telephone service that allows Customers to place calls from Customer location to locations outside local calling area. Customer may also receive calls that originate from other locations worldwide. Also included is travel card service for calling to nationwide locations while traveling.

The rates for Long Distance Interexchange Service are subject to the conditions set forth herein and the General Regulations governing provision of service. The General Regulations are set forth in Section 2 of this tariff.

1. GENERAL INFORMATION

A. Determination of Time of Day

Day, evening and night/weekend times are determined by the local time of the calling party. For domestic calls, unless otherwise specified, the time periods are as follows:

Day:	8:00 am – 5:00 pm Monday through Friday
Evening:	5:00 pm – 11:00 pm Monday through Friday and Saturday
Night/Weekend:	11:00 pm – 8:00 am Monday through Sunday and all of Saturday

B. Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the 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 that are produced by Bell Communication Research in their NPA /NXX V&H Coordinate Tape and AT&T Tariff No. 10.

Formula:

$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

C. Project Codes

Project Codes will be provided at Customer's request. Project codes allow the Customer to utilize a code prior to dialing a long distance call to provide customized billing.

- D. In addition to services offered with this Long Distance Interexchange Service section, Integra shall also offer individually priced services. Individually priced services shall be established in a non-discriminatory manner.

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2. INTEGRA SWITCHED SERVICE

Long Distance Interexchange Switched Service is offered whereby originating calls are routed by the Local Exchange Company (LEC) to Integra's network. Call termination is completed through a combination of Integra's facilities and LEC facilities.

Integra Switched Services are interstate offerings with Customers having the option of using the services for intrastate calls. Features, functions, volume discounts, term discounts, installation and monthly charges will apply as set forth in Integra's Tariff FCC No. 1.

Per minute Intrastate usage rates for these services are set forth below:

Rate Plan	Day	Evening	Night/Weekend
ISF	\$0.130	\$0.130	\$0.130
ISG	\$0.125	\$0.125	\$0.125
ISH	\$0.120	\$0.120	\$0.120
ISI	\$0.115	\$0.115	\$0.115
ISJ	\$0.110	\$0.110	\$0.110
ISK	\$0.105	\$0.105	\$0.105
ISL	\$0.100	\$0.100	\$0.100
ISM	\$0.095	\$0.095	\$0.095
ISN	\$0.155	\$0.110	\$0.110
ISO	\$0.155	\$0.125	\$0.125
ISP	\$0.090	\$0.090	\$0.090
ISQ	\$0.085	\$0.085	\$0.085
ISS	\$0.080	\$0.080	\$0.080

No service charges apply.

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1. INTEGRA DEDICATED SERVICE

Long Distance Interexchange Dedicated Service is offered whereby calls originate via dedicated facilities between the Customer's premise and Integra's point-of-presence (POP). Call termination is completed through a combination of Integra facilities and LEC facilities.

Integra Dedicated Services are interstate offerings with Customers having the option of using the services for intrastate calls. Features, functions, volume discounts, term discounts, installation and monthly charges will apply as set forth in Integra's Tariff FCC No. 1.

Per minute intrastate usage rates for these service are set forth below.

Rate Plan	Day	Evening	Night/Weekend
IDD	\$0.086	\$0.086	\$0.086
IDE	\$0.081	\$0.081	\$0.081
IDF	\$0.076	\$0.076	\$0.076
IDG	\$0.071	\$0.071	\$0.071
IDH	\$0.065	\$0.065	\$0.065
IDI	\$0.063	\$0.063	\$0.063
IDJ	\$0.061	\$0.061	\$0.061

No service charges apply.

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4. INTEGRA 8XX SWITCHED SERVICE

Long Distance Interexchange Switched 8XX (800/888/877) is offered whereby call originate via LEC facilities. Call termination is completed via local exchange lines at the Customer's premise.

Integra 8XX Services are interstate offerings with Customer's having the option of using the services for intrastate calls. Features, functions, volume discounts, term discounts, activation and monthly charges will apply as set forth in Integra's Tariff FCC No. 1.

Per minute Intrastate usage rates for these services are set forth below:

Rate Plan	Day	Evening	Night/Weekend
6SS	\$0.185	\$0.185	\$0.185
18F	\$0.130	\$0.130	\$0.130
18G	\$0.125	\$0.125	\$0.125
18H	\$0.120	\$0.120	\$0.120
18I	\$0.115	\$0.115	\$0.115
18J	\$0.110	\$0.110	\$0.110
18K	\$0.105	\$0.105	\$0.105
18L	\$0.100	\$0.100	\$0.100
18M	\$0.095	\$0.095	\$0.095
18O	\$0.090	\$0.090	\$0.090

No service charges apply.

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5. INTEGRA 8XX DEDICATED SERVICE

Long Distance Interexchange Dedicated 8XX (800/888/877) is offered whereby calls originate via LEC facilities. Call termination is completed via dedicated facilities between the Customer's premise and Integra's point-of-presence (POP).

Integra 8XX Services are interstate offerings with Customers having the option of using the services for intrastate calls. Features, function, volume discounts, term discounts, installation and monthly charges will apply as set forth in Integra's Tariff FCC No. 1.

Per minute intrastate usage rates for these services are set forth below:

Rate Plan	Day	Night	Night/Weekend
8DE	\$0.091	\$0.091	\$0.091
8DF	\$0.086	\$0.086	\$0.086
8DG	\$0.081	\$0.081	\$0.081
8DH	\$0.076	\$0.076	\$0.076
8DI	\$0.074	\$0.074	\$0.074
8DJ	\$0.068	\$0.068	\$0.068
8DS	\$0.065	\$0.065	\$0.065

No service charges apply.

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6. INTEGRA TRAVEL CARD SERVICE

Integra Travel Card Service is available for use while traveling. Access is gained by dialing an 800 number, plus "0", the called number, and the Travel Card number.

Rates for this service are set forth below:

Integra Travel Card Rate:

➤ Day	\$0.25
➤ Evening	\$0.25
➤ Night/Weekend	\$0.25

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OPERATOR SERVICE

1. OPERATOR SERVICE

- A. Integra offers local and interexchange operator services for pre-subscribed Customers, transient locations, and pre-subscribed pay telephones.
- B. The service is designed to accommodate credit card/calling card, collect, station-to-station, person-to-person, and third party calling.
- C. Billing
 - 1. Billing for credit card/calling card includes any acceptable financial card which Integra deems appropriate. Examples include Integra travel card, Visa/MasterCard, American Express, BOC credit card.
 - 2. Bill to third party is a call, which may be charged to an authorized station as determined by Integra other than the station originating the call or the station where the call is terminated. Bill to third party may be person-to-person or station-to-station as designated by the calling party.
 - 3. Charges for person-to-person and station-to-station calls may be billed against or collected from the called station indicating a "collect" call if the charges are accepted at the called station.
 - 4. Charges for busy line verify is a charge billed to Customer if operator assistance is requested to determine if a called line is actually busy or out-of-service.
 - 5. Charges for busy line interrupt is a charge billed to Customer if operator requested to interrupt conversation on a busy line and give a message to the person whose line is being interrupted.
 - 6. No billing will exceed Integra's rates, nor will a billing include a surcharge from a transient location.
 - 7. The billing of each call will be from originating to terminating points.
 - 8. Except in the case of commercial credit card bills where calling detail is not currently available, the bill will indicate the date of the call, originating point (for calls from a transient location), terminating point, length of call, and rate period applied.
 - 9. Uncompleted calls will not be billed. If an uncompleted call is billed, any amount collected will be refunded when the uncompleted nature of the call is discovered.
 - 10. Time increments for billing purposes will not exceed one (1) minute.

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OPERATOR SERVICE

- D. Emergency 0- and 911 calls will be delivered to the local exchange carrier. Where service is provided pursuant to an agreement at a transient location, the agreement will require such calls to be routed to the local exchange carrier. If an emergency call is received by Integra, the Integra operator will immediately process the call to the appropriate local emergency agency by accessing the emergency numbers obtained from an on-line database.

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- E. Standard procedures for resolution of complaints or requests for bill adjustments are set forth in Section 2, item 9.
- F. Service to transient call locations:
1. Contracts with owners of locations with calling from transient users will require that they not block access to other operator service providers who would otherwise be accessible by 800, 950, and 10XXX-0 access numbers. Where the equipment used by the transient calling premise owner cannot provide 10XXX-0 service, either Integra or the premise owner must obtain a waiver of the requirement, as a precondition to receiving service.
 2. Upon request, an end user will be advised that access may be obtained to other operator service providers, and that the necessary access information is available from the transient premise operator where available, through information on or near the telephone instrument, or from the end user's carrier of choice.
 3. Contracts with transient calling location premise owners will require them to affix a conspicuous posted notice on or near the telephone. The notice will include:
 - A. Integra's name;
 - B. dialing instructions to reach:
 - I. emergency number,
 - II. the local exchange carrier operator,
 - III. local numbers, and,
 - IV. other toll operator service providers.
 - C. a statement that rates are available at no charge upon request and instructions for requesting the rates;
 - D. the types of billing options available to the end user and specific notice that Integra's rates will apply; and
 - E. a toll free number to call Integra with complaints and inquiries.
 4. Integra will identify itself as the provider in a pre-announcement and in a post-announcement on all calls. Integra's identification will be in sufficient time to allow pre-billing disconnect for all calls handled on an automated basis.
 5. Integra will, without charge, quote its rates upon request from an end user. The rate shall include all charges to be incurred by the end user.
 6. Transient premise owners violating the requirements of this price list will have their agreements terminated.

ALL MATERIAL ON THIS PAGE IS NEW

Issued: March 24, 2000

Effective: July 1, 2000

Issued By: Michael D. Miner, Industry Affairs Manager
Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

OPERATOR SERVICE

7. Integra will also provide service to transient locations without a contract for presubscribed Customers. In those situations, the requirements of this Section F will not apply.

G. Rates for these services are set forth below:

Customer Dialed Calling Card	\$ 0.65
Operator Station-to-Station	1.40
Person-to-Person	3.15
Busy Line Verify	1.00
Busy Line Interrupt	1.50

Per Minute Usage Rates: (for calling card, station-to-station, and person-to-person calls).

<u>Mileage</u>	<u>Initial</u>	<u>Additional</u>
1-15	\$ 0.17	\$ 0.07
16-30	0.29	0.12
31-55	0.38	0.25
56-70	0.40	0.27
71-100	0.42	0.31
101-124	0.46	0.34
125-148	0.48	0.35
149-196	0.50	0.37
197-475	0.52	0.39

Time of day discounts apply as follows:

Evening	25%
Night/Weekend	45%

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Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

1. DIRECTORY ASSISTANCE SERVICE

A. General

1. Telephone calls by customers for telephone number listings will be answered and numbers given if the requested number is listed the Directory Assistance records.
2. The rates below apply for calls to Directory Assistance nationwide except as provided below.
3. Integra shall not be liable for any errors omissions, whether arising through negligence or otherwise, in the information furnished; and the customer shall indemnify and save Integra harmless against all claims and reasonable attorney's fees that may arise from the use of such information.

B. Rates

1. The charge for each direct dialed call to Directory Assistance is \$0.75.
2. Requests placed through the operator when normal Directory Assistance service is available are subject to the rate for direct dialed calls plus the charge for other operator station-to-station Operator Assistance.
3. Charges for Directory Assistance Service are not applicable to calls placed from hospitals or from customers whose physical, visual, mental or reading handicaps prevent them from using the telephone directory. The method of exempting those handicapped customers shall be via the completion of an exemption form and Integra's acceptance of that form.

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Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

TRANSMISSION SERVICES

1. Integra Private Line Service

- A. **Integra Private Line Services** are the furnishing of facilities for communications provided between two or more Customer's premises, between a Customer premise and Integra point of presence (POP) location, or between LEC hubs. Private line services can be used for transmission of local and/or long distance transmission. Multiple offerings are available.

Analog Private Line - Voice Grade Service is for the transmission of voice or data in the nominal frequency range of 300 to 3000 Hz and may be terminated two-wire or four-wire voice grade channels. Optional features and functions available include data bridging, conditioning, data capability, signaling, and effective four-wire transmission with two-wire interface.

Digital Data Service is duplex four-wire Transmission of synchronous serial data at the rate of 2.4, 4.8, 9.6, or 56 KBPS. Optional features and functions available include central office bridging capability and central office multiplexer to multiplexer connecting arrangement.

DS-1 Service is a high-capacity channel for the transmission of 1.544 MBPS isochronous serial data having a line code of bipolar with alternate mark inversion. The Customer must provide the Network Channel Terminating Equipment associated with the DS-1 channel at the Customer's premises. Optional features and functions available include automatic loop transfer, central office multiplexing-DS-1 to voice, and central office multiplexer connecting arrangement. DS-1 service can be channelized into 24 individual channels which can have local and/or long distance calling capabilities. Channels can be designed to have direct inward dialing (DID), direct outward dialing (OOD), or 2-way calling capability. Service can also be in the integrated service digital network (ISDN) format, which is time division multiplexed into 23B and 1D channels.

DS-3 Service is a high-capacity channel for the transmission of 44.736 MBPS isochronous serial data having a line code of bipolar. The Customer must provide the Network Channel Terminating Equipment associated with the DS-3 channel at the Customer's premise. Optional features available include central office multiplexing-DS-3 to DS-1.

Rates for these services are established on an Individual Case By Case Basis.

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Issued by: Michael D. Miner, Industry Affairs Manager
Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

2. INTEGRA SPECIAL ACCESS SERVICE

Special access service (entrance facility) is a digital transmission facility to connect interexchange carrier POP to the local exchange central office, located in the same service wire center. All facilities are subject to availability.

	Monthly Rate	Installation Charge
D5-1	\$ 300.00	\$ 700.00
D5-3	\$ 3,000.00	\$ 700.00

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Issued: March 24, 2000

Effective: July 1, 2000

Issued by: Michael D. Miner, Industry Affairs Manager
Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

CONNECTION CHARGES

1. GENERAL

- A. Service connection charges are those charges associated with work performed by the Integra in connection with the provisioning of service for a Customer.
- B. Service connection charges are in addition to any other scheduled rates and charges. They apply in addition to and not in lieu of nonrecurring charges or construction charges.
- C. The charges herein do not contemplate work being performed by Integra employees at a time when overtime wages apply due to the request of the Customer, nor do they contemplate work begun being interrupted by a Customer. If the Customer requests overtime labor to be performed or interrupts work once begun, a charge in addition to the specified charge will be made equal to the additional cost involved.
- D. The charges do not include work related to the installation or repair of Customer owned equipment or inside wiring.

2. CHARGES

A. Service Order Charge

- New Service \$10.00
- Existing Service \$10.00

B. Maintenance Visit Charge

- Regular Time \$30.00
- Over Time \$50.00

This hourly charge will apply for service calls by Integra employees to the Customer's premises where a service difficulty or trouble report results from Customer provided equipment and/or inside wiring and not from Integra's facilities.

C. Reconnect Charge

- Reconnect Charge \$30.00

This charge covers service order work applicable to existing service and central office connection charge.

ALL MATERIAL ON THIS PAGE IS NEW

Issued: March 24, 2000

Effective: July 1, 2000

Issued by: Michael D. Miner, Industry Affairs Manager
Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

CONNECTION CHARGES

D. Dishonored Check Charge

- Dishonored Check Charge \$25.00

This charge applies when any negotiable instrument presented for payment of service or deposit becomes dishonored, and is returned to Integra from the bank.

1. Charges for rearrangements are not applicable if the rearrangement, move, or change is required by Integra for the continuation of satisfactory service.

E. New Installation Charge

- R1 Line - Residential Service \$25.00 / line
- B1 Line - Business Service \$45.00 / line
- T1 - Business Service \$750.00 / line
- ISDN / PRI - Business Service \$1,500.00 / T1

This charge covers the time involved to install one complete outside circuit initiated by the request of a Customer to provide an average telephone circuit in accordance with industry standards.

F. Vanity Number Charge

- Vanity Number Charge \$400.00/line

G. Conditions

- A. When business or residence service is established for a different customer and all of the facilities are reconnected in place without any change, only the applicable service connection charge(s) will apply to the entire service.
- B. Service Connection Charges may apply to residence or business premises for:
 1. Establishing Service.
 2. Reconnections or re-establishment of service.
 3. Move of service from one premise to another.
 4. Assumption of service with a change in responsibility or ownership.
 5. Number change or grade of service change request by the Customer.

ALL MATERIAL ON THIS PAGE IS NEW

Issued: March 24, 2000

Effective: July 1, 2000

Issued by: Michael D. Miner, Industry Affairs Manager
Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

C. Service Connection Charges DO NOT apply:

1. When a change is made and initiated by Integra, for the convenience of the Integra, such as a change in grade of service, change in Customer's telephone number, etc.
2. When telephone service is re-established at a secondary location immediately following the rendering of a Customer's primary location as unfit for occupancy, due to fire, flood, etc. At the option of Integra, a different telephone number may be used.
3. If service is disconnected for any reason and remains disconnected for six months or more, all applicable charges necessary to restore service will be made as if this was a request for new service.

ALL MATERIAL ON THIS PAGE IS NEW

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Integra Telecom, Inc.
19545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

SPECIAL PROMOTIONAL OFFERING

From time to time, Integra may offer services at a reduced rate or free of charge for promotional, market research, or rate experimentation purposes subject to the approval of such offerings by the South Dakota Public Service Commission. Such offerings may be for a limited duration and customers will so be notified.

ALL MATERIAL ON THIS PAGE IS NEW

Issued: March 24, 2000

Effective: July 1, 2000

Issued By: Michael D. Miner, Industry Affairs Manager
Integra Telecom, Inc.
18545 NW Von Neumann Dr., Suite 200
Beaverton, Oregon 97006

ORIGINAL

BEFORE THE

RECEIVED

SOUTH DAKOTA PUBLIC SERVICE COMMISSION

APR 14 2000

IN THE MATTER OF THE APPLICATION OF)
INTEGRA TELECOM OF SOUTH DAKOTA,)
INC. FOR CERTIFICATES OF AUTHORITY)
TO PROVIDE LOCAL EXCHANGE AND)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES WITHIN THE STATE OF)
SOUTH DAKOTA)

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Docket No. _____

REQUEST FOR CONFIDENTIAL TREATMENT OF
FINANCIAL INFORMATION AND DOCUMENTS

Pursuant to Section 20:10:01 (39) through (44) of the South Dakota Public Utility Commission's Administrative Rules, Integra Telecom of South Dakota, Inc., ("Integra" and/or "Applicant") hereby requests that the Financial Information and Documents filed with the Commission as Exhibit 13 to Integra's Application for Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services, be accorded Confidential and Proprietary treatment.

On or about April 13, 2000, Integra filed with the Commission the aforementioned Application for Certificates of Authority. As Exhibit 13 to that Application, and in accordance with the Commission's rules (i.e, Sections 20:10:32:03 (11) and 20:10:24:02 (8) et seq.), and in support of its Application, Integra submitted its verified Confidential and Proprietary Financial Information and Documents, in separate sealed envelopes, marked "Confidential." Further, every page amongst the Confidential Information (i.e., all originals and all copies) contained in the sealed envelopes are likewise marked "Confidential."

Additionally, a face page marked "Confidential" on each envelope lists the financial documents contained within each sealed Confidential and Proprietary envelope.

Integra respectfully submits that the information and documents contained in Exhibit 13 is trade secret and/or confidential and proprietary financial information of Integra. Accordingly, and pursuant to Commission Rules, Integra's Confidential and Proprietary Financial Information and documents should be accorded confidential treatment and not be disclosed to the public.

In support of this Request for Confidential Treatment, Integra states as follows:

1. Integra is a privately held corporation and its financial statements have not been made part of the public record in any jurisdiction.

2. Pursuant to Sections 20:10:32:03 (11) and 20:10:24:02 (8) et seq., the financial data and other information set forth in Exhibit 13 to Integra's Application, and supplied to the Commission in support of its Application, is marked "Confidential" and filed under seal. Said Confidential and Proprietary Financial Information and Documents were prepared by and under the direction of Integra's Controller with the expectation of trade secret and/or confidentiality and that such financial information and documents would remain protected from public disclosure.

3. Integra has undertaken reasonable measures to ensure the secrecy of the financial information and documents set forth in Exhibit 13. As indicated, the information is not part of the public record in any jurisdiction, nor is it otherwise

available to the public. In addition, in every jurisdiction in which Integra has filed its financial information, Integra has, as in this proceeding, submitted the information marked "Confidential," under seal in a separate envelope, and pursuant to a request to the appropriate Commission for confidential treatment. Similarly, Integra has only submitted its financial information to the appropriate public service commission staff as required in each jurisdiction, and has not provided the information to other individuals, or otherwise made the information generally available to the public. As such, Integra has not disclosed the information in any other forum and has taken reasonable precautions to prevent its disclosure.

4. The financial information in Exhibit 13 derives independent economic value from not being generally known to and not being readily ascertainable by proper means to other persons. Specifically, the information set forth in Exhibit 5 includes information concerning Integra's capitalization, current investment infrastructure and operating revenues and expenses. Competitors of Integra would prejudicially derive economic value, as well as potential competitive advantages, from the improper public disclosure of this information.

5. Finally, attached hereto as Exhibit A to this Request for Confidential Treatment is a copy of the Face Page, which is clearly marked with a "Confidential" stamp, and which was attached to each sealed Confidential envelope filed herein. Further, the same Face Page, with a "Confidential" marking, is attached as the Face Page to each booklet of Integra's Confidential

and Proprietary Financial Information and Documents filed in conjunction with its Combined Application herein.

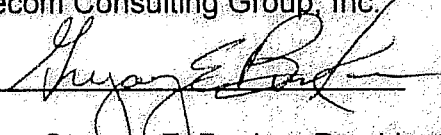
Accordingly, and based upon the foregoing, Integra has a reasonable and good faith belief that the subject financial information and documents are, in fact, confidential and therefore should be accorded confidential treatment by the Commission.

WHEREFORE, and pursuant to Section 20:10:01 (39) through (44) of the South Dakota Administrative Rules, Integra respectfully requests that Exhibit 13 to its Application for Certificates of Authority should be accorded Confidential and Proprietary treatment consistent with the Rules and Regulations of the Commission, and should not be made a part of the public record in this proceeding, or otherwise be made available for public disclosure.

Respectfully submitted this 12th day of April, 2000.

Telecom Consulting Group, Inc.

By



Gregory E. Bunker, President

5995 E. Nichols Lane
Suite 100
Englewood, Colorado 80112
(303) 850-9085

Consultants for Integra Telecom of South Dakota, Inc.

Exhibit A

**FACE PAGE TO INTERGRA'S
CONFIDENTIAL AND PROPRIETARY FINANCIAL DOCUMENTS
FILED UNDER SEAL AS EXHIBIT 13
AND IN CONJUNCTION WITH
INTERGRA'S CERTIFICATION APPLICATION**

CONFIDENTIAL

[\]

00104144

FOR SECURITY PURPOSES, THE FACE OF THIS DOCUMENT CONTAINS A COLORED BACKGROUND AND MICROPRINTING IN THE BORDER

INTEGRA TELECOM
19545 NW Von Neumann Dr #200
Beaverton, OR 97006

US Bank
Box 4412
Portland, OR 97208

DATE	CHECK NO.	AMOUNT
02/07/00	1021	\$ 250.00

Dollars

PAY TO THE ORDER OF

Two Hundred Fifty and 00/100

TO THE ORDER OF
SUB PUG

[Signature]

1430002201 1430002201

THE FIRST TWO OF THIS DOCUMENT ARE FOR OFFICIAL USE ONLY

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of April 13, 2000 through April 19, 2000

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact
Delaine Kolbo within five business days of this filing.
Phone: 605-773-3705 Fax: 605-773-3809

CONSUMER COMPLAINTS

CT00-061 In the Matter of the Complaint filed by Anna Marie Knopf, Sioux Falls, South Dakota, against Midco Communications, Inc. d/b/a Midcontinent Communications, Inc. Regarding Unauthorized Switching of Services.

The Complainant indicates she became aware that her long distance service was switched without authorization on December 30, 1999. Her long distance service was out of service for six weeks. The Complainant requests \$1000 for distress.

Staff Analyst: Leni Healy
Staff Attorney: Camron Hoseck
Dated Docketed: 04/17/00
Intervention Deadline: NA

NATURAL GAS

NG00-005 In the Matter of the Filing by MidAmerican Energy Company for Approval of Tariff Revisions.

MidAmerican Energy Company is proposing to add a provision to the Gas Tariff Rules and Regulations. The new provision is for diversion of gas service.

Staff Analyst: Keith Senger
Staff Attorney: Karen Cremer
Date Docketed: 04/13/00
Intervention Deadline: N/A

TELECOMMUNICATIONS

TC00-071 In the Matter of the Application of Integra Telecom of South Dakota, Inc. for a Certificate of Authority to Provide Telecommunications Services, Including Local Exchange Services, in South Dakota.

Integra Telecom of South Dakota, Inc. intends to provide local exchange and interexchange telecommunications services including local dial tone, extended area service, high-speed internet access, including DSL, dedicated and switched access long distance services and enhanced features via its own facilities, leased facilities and resale. Integra Telecom of South Dakota, Inc. requests authority to provide services throughout the state of South Dakota and proposes an initial operating area identical to that of U S WEST.

Staff Analyst: Michele Farris
Staff Attorney: Camron Hoseck
Date Docketed: 04/14/00
Intervention Deadline: 05/05/00

TC00-072 In the Matter of the Application of Siesta Telecom, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota

Siesta Telecom, Inc. is seeking a Certificate of Authority to provide telecommunications services, in South Dakota. The applicant is seeking to provide 101XXXX outbound dialing, toll free inbound dialing, and other telecommunications services using Qwest Communications as its underlying carrier.

Staff Analyst: Keith Senger
Staff Attorney: Karen Cremer
Date Docketed: 04/17/00
Intervention Deadline: 05/05/00

TC00-073 In the Matter of the Application of Metromedia Fiber Network Services, Inc. for a Certificate of Authority to Provide Telecommunications Services, Including Local Exchange Services, in South Dakota

Metromedia Fiber Network Services, Inc. submitted an application to provide exchange access and resold dedicated local exchange, exchange access and interconnect services and high capacity fiber optic transmission facilities and services throughout the state of South Dakota, excluding areas served by a rural telephone company. The applicant seeks authority to provide its services to other certified competitive telecommunications providers and to commercial/government customers.

Staff Analyst: Michele Farris
Staff Attorney: Karen Cremer
Date Docketed: 04/18/00
Intervention Deadline: 05/05/00

You may receive this listing and other PUC publications via our website or by e-mail. If you
You may subscribe or unsubscribe to the PUC mailing lists at any time. Please contact us if you

SDITC

South Dakota Independent
Telephone Coalition, Inc.

Richard D. Coit
Executive Director
rcsditc@sd.cybermex.net

May 2, 2000

RECEIVED

MAY - 3 2000

Mr. Bill Hullard, Executive Director
South Dakota Public Utilities Commission
State Capitol Building
100 East Capitol Ave.
Pierre, SD 57501

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

RE: Docket TC00-071 (Application of Integra Telecom of South Dakota, Inc.)

Dear Mr. Hullard:

SDITC does not intend to intervene in the above referenced proceeding, but would offer the following comment concerning the application for certification filed by Integra Telecom of South Dakota, Inc. ("Integra").

The application is confusing with respect to the certificate of authority requested for local exchange telecommunications services. More specifically, inconsistent statements are made concerning the scope of authority sought regarding such services. Pages 2 and 13 of the Application state that "Integra requests state-wide certification" but further state that "Integra proposes an initial operating area identical to that of the incumbent LEC, i.e., US West's South Dakota operating area, as it currently exists and as it may exist in the future." The Application further states that Integra "is not seeking authority within this Application to provide telecommunications services in any Rural Telephone Company serving area at this time." (Application p. 15).

If Integra is not presently seeking authority to provide local exchange telecommunications service in any rural service area, why has it made the statement that it is seeking "state-wide certification"?

The administrative rules applicable to the certification of local exchange service providers clearly indicate that before any carrier may be certified to provide competitive local exchange services in any rural service, it must show an ability to comply with the additional service obligations imposed pursuant to SDCL § 49-31-73 and ARSD § 20:10:32:15. (See ARSD §§ 20:10:32:03(16), 20:10:32:06(9), 20:10:32:15, 20:10:32:18, and 20:10:32:19). In addition, under ARSD § 20:10:32:03(8), an applicant for local exchange service authority must indicate "with particularity the geographic area proposed to be served . . ."

Integra's application indicates that the "geographic area proposed to be served" is US West's service area in South Dakota. It's request for "state-wide certification" is inconsistent with this proposed service area.



If the Commission determines that Integra should receive certification for local exchange telecommunications services, the order granting certification should recognize that Integra does not at this time intend to offer any such services in rural service areas and should be appropriately limited to non-rural service areas (the exchange areas of US WEST).

I thank the Staff and Commissioners for considering these comments.

A copy of these comments has been provided via USPS, First Class Mail, to Gregory E. Bunker of the Telecom Consulting Group, in his capacity as a consultant for Integra Telecom of South Dakota.

Sincerely,

A handwritten signature in dark ink, appearing to read 'R. D. Coit', with a stylized flourish at the end.

Richard D. Coit

Executive Director and General Counsel

cc: Gregory E. Bunker, Telecom Consulting Group, Inc.
Jack Brown, SDITC President

TELECOM CONSULTING GROUP, INC.™

www.telecomconsultinggroup.com

RECEIVED

August 14, 2000

AUG 15 2000

Via Federal Express

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

South Dakota Public Utility Commission
Capitol Bldg. 1st Floor
505 E. Capitol Avenue
Pierre, South Dakota 57501-5070

Re: Filing of Indemnity Bond of Integra Telecom of South Dakota, Inc.
Docket No. TC00-071

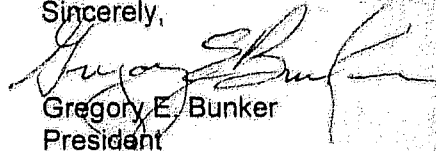
Dear PUC Staff:

Enclosed herewith for filing is the original, plus two (2) copies, of Integra Telecom of South Dakota, Inc.'s Notice of Filing of Indemnity Bond in conjunction with its Application for Certificates of Authority in PUC Docket No. TC00-071.

We also enclose a copy of the face page of the Notice of Filing of Indemnity Bond, along with a stamped self-addressed envelope, and request the forwarding of the conformed, date stamped copy of the aforementioned to the undersigned upon receipt for filing by the Commission.

Should you have any questions concerning any of the foregoing, please do not hesitate to contact the undersigned at the address or telephone number contained on this correspondence. I can also be reached by email at gbunker@telecomconsultinggroup.com.

Sincerely,



Gregory E. Bunker
President

Cc: Deborah Harwood
Integra--Vice President & Gen. Counsel
Mike Miner, Integra--Industry Affairs Manager

COPY

BEFORE THE

SOUTH DAKOTA PUBLIC SERVICE COMMISSION

IN THE MATTER OF THE APPLICATION OF)
INTEGRA TELECOM OF SOUTH DAKOTA,)
INC. FOR CERTIFICATES OF AUTHORITY)
TO PROVIDE LOCAL EXCHANGE AND)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES WITHIN THE STATE OF)
SOUTH DAKOTA)

Docket No. TC00-071

RECEIVED

AUG 15 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

INTEGRA TELECOM OF SOUTH DAKOTA, INC.'s
NOTICE OF FILING OF INDEMNITY BOND WITH THE
SOUTH DAKOTA PUBLIC SERVICE COMMISSION

Integra Telecom of South Dakota, Inc. ("Integra" and/or "Applicant"), hereby gives notice of the filing of the original of the attached Indemnity Bond with the South Dakota Public Utilities Commission (the "Commission") in conjunction with Integra's Application for Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services (hereinafter "Certificates"). Further, Integra believes the filing of the attached Indemnity Bond is the last remaining issue in conjunction with its Application herein and respectfully requests the Commission to grant its Application for Certificates of Authority and to approve its Proposed Tariff for the state of South Dakota.

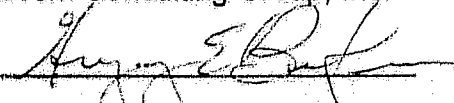
WHEREFORE, and as previously requested in its Application herein, Integra Telecom of South Dakota, Inc., respectfully requests the South Dakota Public Utilities Commission to grant Certificates of Authority authorizing it to provide Local Exchange

and Interexchange Telecommunications Services which include: local dial tone services, extended area service (EAS); high-speed Internet access, including DSL, dedicated and switched access long distance services; and enhanced features, such as voice mail and caller identification, within the entire State of South Dakota. Integra also requests the Commission to approve its Proposed Initial Tariff for Telecommunications Services within the State of South Dakota at the time when it considers and approves this Application for Certificates of Authority to provide Local Exchange and Interexchange Telecommunications Services.

Respectfully submitted this 14th day of August 2000.

Telecom Consulting Group, Inc.

By



Gregory E. Bunker, President

5995 E. Nichols Lane
Suite 100
Englewood, Colorado 80112
(303) 850-9085

Consultants for Integra Telecom of South Dakota, Inc.

INDEMNITY BOND
TO THE
PEOPLE OF THE STATE OF SOUTH DAKOTA

BOND NO. 081 S 103356781 BCM

We, Integra Telecom of South Dakota, Inc., the Principal and applicant for a CERTIFICATE OF AUTHORITY to resell long distance telecommunications services within the State of South Dakota, and Travelers Casualty & Surety Company of America, as an admitted surety insurer, bind ourselves unto the Public Utilities Commission of the State of South Dakota and the consumers of South Dakota, as Obligees in the sum of TWENTY FIVE THOUSAND AND NO/100 DOLLARS (\$25,000.00).

The conditions of the obligation are such that the Principal, having been granted such CERTIFICATE OF AUTHORITY subject to the provision that said Principal purchase this Indemnity Bond, and if said Principal shall in all respects fully and faithfully comply with all applicable provisions of South Dakota State Law, and reimburse customers of Integra Telecom of South Dakota, Inc. for any prepayment or deposits they have made which may be unable or unwilling to return to said customers as a result of insolvency or other business failure, then this obligation shall be void, discharged and forever exonerated; otherwise to remain in full force and effect.

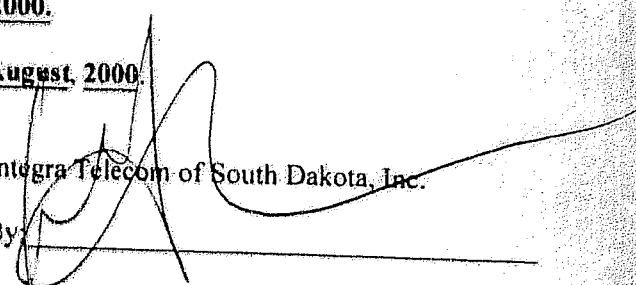
This bond shall take effect as of the date hereon and shall remain in force and effect until the Surety is released from liability by the written order of the Public Utilities Commission, provided that the Surety may cancel this Bond and be relieved of further liability hereunder by delivering thirty (30) days written notice to the Public Utilities Commission. Such cancellation shall not affect any liability incurred or accrued hereunder prior to the termination of said thirty (30) day period.

Dated this 11th day of August, 2000.

To be effective this 11th day of August, 2000.

*Original bond is
in Aldine's
bottom desk drawer.*

Integra Telecom of South Dakota, Inc.

By: 

Travelers Casualty & Surety Company of America

By: Michelle R. Stasko
Michelle R. Stasko, Attorney-In-Fact

Counter-signed this 11th day of
August, 2000.

Counter-signed for South Dakota

By: Nick Gurno
Nick Gurno Resident Agent

TRAVELLERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELLERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY
Hartford, Connecticut 06183-9062

POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELLERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, Incorporated and organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint Debra Nelson, James W. Campbell, Jim Letcher, John A. Beckerleg, Kelly Michael Jackson, Janet B. Blaskoff, Steven Michael Wagner, Michelle R. Stasko, of Seattle, Washington, their true and lawful Attorneys-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, the following instrument(s): by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto and to said said Obligations, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.

This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are hereby set forth in full force and effect:

Resolved: That the President, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe and may execute the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and replace the person given him or her.

Resolved: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

Resolved: That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Assistant Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

The Power of Attorney and Certificate of Authority is signed and sealed by facsimile under and by authority of the following Standing Resolutions voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELLERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, which Resolutions are hereby set forth in full force and effect:

Resolved: That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for execution and attestation and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate having such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and attested in such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

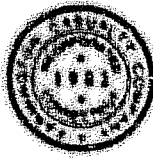
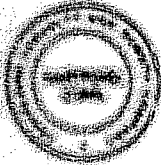
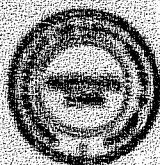
IN WITNESS WHEREOF, TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY have caused this instrument to be signed by their Senior Vice President and their corporate seals to be hereto affixed this 21st day of July, 2000.

STATE OF CONNECTICUT

16. Hartford

CITY OF HARTFORD

TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY



By 
George W. Thompson
Senior Vice President

On the 21st day of July, 2000 before me personally came GEORGE W. THOMPSON to me known, who, being by me duly sworn, he/she said and swore that he/she is Senior Vice President of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, the corporations named in and which executed the above instrument; that he/she knows the seals of said corporations; that the seals affixed to the said instrument are such corporate seals; and that he/she executed the said instrument on behalf of the corporations by authority of their office under the Standing Resolutions thereof.



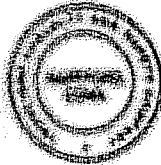
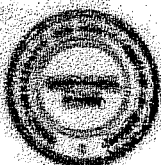
Marie C. Tetreault

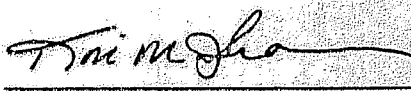
My commission expires June 30, 2001 Notary Public
Marie C. Tetreault

CERTIFICATE

I, the undersigned, Assistant Secretary of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, stock corporations of the State of Connecticut, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney and Certificate of Authority are in full force and has not been revoked; and furthermore, that the Standing Resolutions of the Boards of Directors, as set forth in the Certificate of Authority, are now in force.

Witness my hand at the Home Office of the Company, in the City of Hartford, State of Connecticut. Dated this 11th day of August, 2000.



By 
Kori M. Johanson
Assistant Secretary, Bond

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

**IN THE MATTER OF THE APPLICATION OF)
INTEGRA TELECOM OF SOUTH DAKOTA,)
INC. FOR A CERTIFICATE OF AUTHORITY TO)
PROVIDE TELECOMMUNICATIONS)
SERVICES, INCLUDING LOCAL EXCHANGE)
SERVICES, IN SOUTH DAKOTA)**

**ORDER GRANTING
CERTIFICATE OF
AUTHORITY**

TC00-071

On April 14, 2000, the Public Utilities Commission (Commission) received an application for a certificate of authority from Integra Telecom of South Dakota, Inc. (Integra).

Integra intends to provide local exchange and interexchange telecommunications services. A proposed tariff was filed by Integra.

On April 20, 2000, the Commission electronically transmitted notice of the filing and the intervention deadline of May 5, 2000, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled August 22, 2000 meeting, the Commission considered Integra's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to rural safeguards and a continuous \$25,000 surety bond. Commission Staff further recommended a waiver of ARSD 20:10:24:02(8) and 20:10:32:03(11).

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31, specifically 49-31-3 and 49-31-69 and ARSD 20:10:24:02, 20:10:24:03 and 20:10:32:03. The Commission finds that Integra has met the legal requirements established for the granting of a certificate of authority. Integra has, in accordance with SDCL 49-31-3 and 49-31-71, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. Further, the Commission finds that there is good cause to waive subparagraph (8) of ARSD 20:10:24:02 and subparagraph (11) of ARSD 20:10:32:03.

The Commission approves Integra's application for a certificate of authority, subject to rural safeguards and a continuous \$25,000 surety bond. The certificate of authority for Integra shall authorize it to offer local exchange services in South Dakota, except in those areas served by a rural telephone company. In the future, should Integra choose to provide local exchange services statewide, with respect to rural telephone companies, Integra will have to come before the Commission in another proceeding before being able to provide local service in that rural service area pursuant to 47 U.S.C. § 253(f) which allows the Commission to require a company that seeks to provide service in a rural service area to meet the requirements in 47 U.S.C. § 214(e)(1) for designation as an eligible telecommunications carrier. In addition, the granting of statewide certification will not affect the exemptions, suspensions, and modifications for rural telephone companies found in 47 U.S.C. § 251(f). It is therefore

ORDERED, that Integra's application for a certificate of authority to provide telecommunications services, including local exchange services, is granted, subject to a continuous \$25,000 surety bond; and it is

FURTHER ORDERED, that Integra shall file informational copies of tariff changes with the Commission as the changes occur; and it is

FURTHER ORDERED, that the Commission shall authorize Integra to offer its local exchange services in South Dakota, except in those areas served by a rural telephone company; and it is

FURTHER ORDERED, that the Commission finds good cause to waive subparagraph (8) of ARSD 20:10:24:02 and subparagraph (11) of ARSD 20:10:32:03

Dated at Pierre, South Dakota, this 25th day of August, 2000.

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 facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
Signed	<u>Melvin Kelbo</u>
Date	<u>8/29/00</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

To Conduct Business As A Telecommunications Company,
Including Local Exchange Services,
Within The State Of South Dakota

Authority was Granted August 22, 2000
Docket No. TC00-071

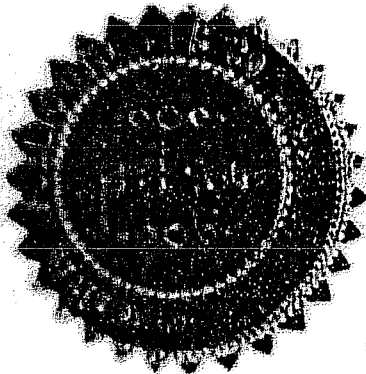
This is to certify that

INTEGRA TELECOM OF SOUTH DAKOTA, INC.

*is authorized to provide telecommunications services, including local
exchange services, in South Dakota.*

This certificate is issued in accordance with SDCL 49-31-3 and 49-31-69
and ARSD 20:10:24:02 and 20:10:32:03, 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 25th day of August, 2000.



**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**

James A. Burg
JAMES A. BURG, Chairman

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner



RECEIVED

October 21, 2002

OCT 22 2002

VIA FEDERAL EXPRESS

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Karen Kramer
South Dakota Public Utility Commission
Capitol Building, First Floor
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

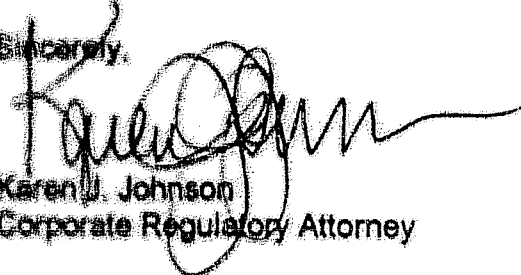
Re: Integra Telecom of South Dakota, Inc.
Scott-Rice Telephone Company
Bonds

Dear Ms. Kramer:

Please find enclosed our Indemnity Bond for \$25,000 and \$10,000 License or Permit Bond to comply with the requirements of our Certificates of Public Necessity for Integra Telecom of South Dakota, Inc. and Scott Rice Telephone Company.

Please call me at 503-748-2048 if you require further information.

Sincerely,



Karen J. Johnson
Corporate Regulatory Attorney

KJJ

Enclosures

cc Deborah Harwood (w/o copy)
Matt Fahey (w/o copy)
Carol Wirsbinski (w/o copy)
Rebecca Janisch (w/copy of Scott Rice Bond)
Scott Kaul, Bratrud & Middleton (w/o copy)

RECEIVED

OCT 22 2002

INDEMNITY BOND
To the
PEOPLE OF THE STATE OF SOUTH DAKOTA

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Bond. No. 929256821

We, Integra Telecom of South Dakota, Inc., the principal and applicant for a CERTIFICATE OF AUTHORITY, to sell long distance telecommunications services within the State of South Dakota, and Western Surety Company as an admitted surety insurer, bind ourselves unto the Public Utilities Commission of the State of South Dakota and the consumers of South Dakota as Obligees, in the sum of \$25,000.00.

The conditions of the obligation are such that the principal, having been granted such CERTIFICATE OF AUTHORITY subject to the provision that said principal purchase this Indemnity Bond, and if said principal shall in all respects fully and faithfully comply with all applicable provisions of South Dakota State Law, and reimburse customers of Integra Telecom of South Dakota, Inc. for any prepayment or deposits they have made which may be unable or unwilling to return to said customers as a result of insolvency or other business failure, then this obligation shall be void, discharges and forever exonerated, otherwise to remain in full force and effect.

This bond shall take effect as of the date hereon and shall remain in force and effect until the surety is released from liability by the written order of the Public Utilities Commission, provided that the surety may cancel this Bond and be relieved of further liability hereunder by delivering thirty (30) days written notice to the Public Utilities Commission. Such cancellation shall not affect any liability incurred or accrued hereunder prior to the termination of said thirty (30) day period.

Dated this 17th day of October, 20 02
To be effective this 22nd day of October, 20 02

Integra Telecom of South Dakota, Inc.

By J. H. F.
(Title)

Western Surety Company

By Karen Swanson
(Title) Karen Swanson, Attorney-in-Fact

Countersigned this 18th day of
October, 20 02

Countersigned for South Dakota
By Robert B. W. Moore
Resident Agent
Wickimby, Allen & Assoc.

Western Surety Company

POWER OF ATTORNEY APPOINTING INDIVIDUAL ATTORNEY-IN-FACT

Know All Men By These Presents, That WESTERN SURETY COMPANY, a South Dakota corporation, is a duly organized and existing corporation having its principal office in the City of Sioux Falls, and State of South Dakota, and that it does by virtue of the signature and seal herein affixed hereby make, constitute and appoint

Randolph J Carr, Jack P Sutton, Robert E Heilesen, Karen Swanson, Stacy J Cutbirth, Individually

of Sioux Falls, S.D. its true and lawful Attorney(s)-in-Fact with full power and authority hereby conferred to sign, seal and execute for and on its behalf bonds, endorsements and other obligatory instruments of similar nature

- In Unlimited Amounts -

and to bind it hereby as fully and to the same extent as if such instruments were signed by a duly authorized officer of the corporation and all the acts of said Attorneys, pursuant to the authority hereby given, are hereby ratified and confirmed.

This Power of Attorney is made and executed pursuant to and by authority of the By-Law printed on the reverse hereof, duly adopted, as indicated, by the shareholders of the corporation.

In Witness Whereof, WESTERN SURETY COMPANY has caused these presents to be signed by its Senior Vice President and its corporate seal to be hereunto affixed on this 10th day of June, 2002.



WESTERN SURETY COMPANY

Paul T. Bruflat

Paul T. Bruflat, Senior Vice President

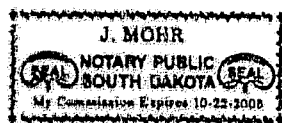
State of South Dakota }
County of Minnehaha }

ss

On the 10th day of June, 2002, before me personally came Paul T. Bruflat, to me known, who, being by me duly sworn, did depose and say: that he resides in the City of Sioux Falls, State of South Dakota; that he is the Senior Vice President of WESTERN SURETY COMPANY described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to the said instrument is such corporate seal; that it was so affixed pursuant to authority given by the Board of Directors of said corporation and that he signed his name thereto pursuant to like authority, and acknowledgments same to be the act and deed of said corporation.

My commission expires

October 22, 2008



J. Mohr

J. Mohr, Notary Public

CERTIFICATE

I, L. Nelson, Assistant Secretary of WESTERN SURETY COMPANY do hereby certify that the Power of Attorney hereinabove set forth is still in force, and further certify that the By-Law of the corporation printed on the reverse hereof is still in force. In testimony whereof I have hereunto subscribed my name and affixed the seal of the said corporation this 17th day of October, 2002.



WESTERN SURETY COMPANY

L. Nelson

L. Nelson, Assistant Secretary