

TC97-112

KE/TS

TC97-112

DOCKET NO.

In the Matter of

IN THE MATTER OF THE
APPLICATION OF CAPROCK
COMMUNICATIONS CORP. FOR A
CERTIFICATE OF AUTHORITY TO
PROVIDE TELECOMMUNICATIONS
SERVICES IN SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

DATE	MEMORANDA
6/25/97	Filed and Docketed,
6/26/97	TC Log Filings
5/11/98	Letter Requesting Withdrawal of Application,
6/19/98	Order Closing Docket,
6/19/98	Docket Closed

TC97-112

NOWALSKY, BRONSTON & GOTHARD, L.L.P.
ATTORNEYS AT LAW
3500 N. CAUSEWAY BOULEVARD, SUITE 1442
METAIRIE, LOUISIANA 70002
(504) 832-1984 - PHONE
(504) 831-0892 - FAX

June 23, 1997

RECEIVED

JUN 23 1997

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Executive Secretary
South Dakota Public Utilities Commission
500 E. Capitol Avenue
Pierre, SD 57501

RE: CAPROCK COMMUNICATIONS CORP.

Dear Sir:

Enclosed herewith for filing please find an original and 10 copies of the Application of CapRock Communications Corp. for authority to provide resold interexchange telecommunications services within the State of South Dakota. The requisite \$250.00 filing fee is enclosed.

Please date stamp and return the attached copy of this letter as acknowledgment of your receipt of these documents. A self-addressed, stamped envelope has been provided for this purpose.

If you should have any questions regarding this filing, please do not hesitate to call.

Sincerely,



Monica R. Borne

Enclosure

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

IN RE: APPLICATION OF **CAPROCK**)
COMMUNICATIONS CORP. FOR AUTHORITY)
 TO PROVIDE INTEREXCHANGE)
 TELECOMMUNICATIONS SERVICES) Docket No. _____
 WITHIN THE STATE OF SOUTH DAKOTA)

APPLICATION

CAPROCK COMMUNICATIONS CORP. ("CapRock" or "Applicant") hereby submits this application for certificate of public convenience and necessity to provide resold intrastate telecommunications service within the State of South Dakota.

In support of its application, Applicant provides the following information:

1. The legal name, principal address and telephone number of the applicant corporation are:

CapRock Communications Corp.
 2 Galleria Tower
 13455 Noel Rd., Suite 1925
 Dallas, Texas 75240
 Phone: (972) 788-4800

2. Applicant is a corporation having perpetual existence which was organized under the laws of the State of Texas on January 30, 1991. The Company is authorized to transact business within South Dakota as evidenced by the Certificate of Authority attached hereto as **Exhibit "A."** The applicant corporation does not have a parent corporation and does not own or control any subsidiaries.

3. The Applicant's representative to whom all correspondence regarding this application should be addressed is:

Monica R. Borne, Attorney
Nowalsky & Bronston
3500 N. Causeway Blvd., Suite 1442
Metairie, Louisiana 70002
Phone: (504) 832-1984

4. Applicant possesses the management personnel necessary to provide the proposed services as indicated in the Management Profiles attached as **Exhibit "B."** Applicant's officers and directors are as follows:

Jere W. Thompson, Jr.
President
13455 Noel Rd.
Suite 1925
Dallas, TX 75240

Timothy Rogers
Vice President
13455 Noel Rd.
Suite 1925
Dallas, TX 75240

Timothy Terrell
Secretary/Treasurer
13455 Noel Rd.
Suite 1925
Dallas, TX 75240

5. Applicant proposes to offer resold intrastate long distance services to the public on a statewide basis in the State of South Dakota. The services to be provided are Message Toll Service, Incoming 800, Travel Card and Prepaid Calling Card services. The Applicant resells the services of underlying carriers and does not own any facilities, including switches. Applicant will resell the services of only Commission certificated underlying carriers.

6. The Company is currently authorized to provide service in Arkansas, California, Georgia, Iowa, Idaho, Illinois, Kansas, Kentucky, Louisiana, Michigan, Missouri, Montana, North Dakota, Nebraska, New Hampshire, New Mexico, Nevada, Ohio, Oklahoma, Texas, Utah, Virginia and Wyoming. The Company is applying for authorization in those states as set forth in the Initial Data Request attached as **Exhibit "C."** The Company has not been denied authorization to provide service in any state.
7. The Applicant's proposed initial tariff containing the rules, regulations, terms and conditions of service is attached hereto as **Exhibit "D."**
8. Applicant has adequate and sufficient financial resources to provide the proposed public telecommunications service properly and continuously. The Company's most recent financial statements are attached hereto as **Exhibit "E."**
9. Granting of this application will further the public interest. The resale of telecommunications services expands the availability of telecommunications services to more members of the public at more competitive prices. In addition, by lowering the costs of telecommunications, small and medium sized businesses are able to maintain their communications costs at levels that are closer to those available to larger users. The more competitively equal companies are, the more the public should benefit through products and services made and/or delivered more efficiently and more responsively to consumer needs and desires.

81433675

10. The Applicant is willing and able to conform to the Constitution and laws of the State of South Dakota and the Rules and Regulations of the Commission, now in effect or hereinafter enacted.

11. A list of shareholders owning more than a twenty percent (20%) share is attached hereto as **Exhibit "F."**


WHEREFORE, **CapRock Communications Corp.** respectfully requests that the Commission Grant Applicant a Certificate of Public Convenience and Necessity, giving Applicant authority to provide public telecommunications service, effective upon approval of this Application.

Respectfully submitted this 19th day of June, 1997

By: 

Monica R. Borne
Nowalsky & Bronston
3500 N. Causeway Blvd.
Suite 1442
Metairie, LA 70002
Ph. (504) 832-1984

AND


Jere V. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Road, Suite 1925
Dallas, Texas 75240

6. 70. 4438

EXHIBIT A

State of South Dakota



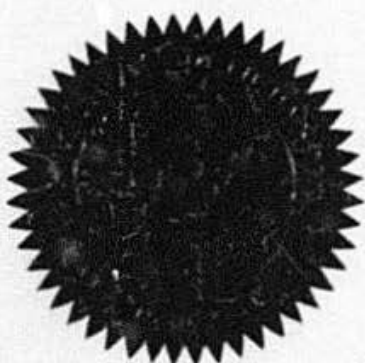
OFFICE OF THE SECRETARY OF STATE

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 CAPROCK COMMUNICATIONS CORP. (TX) to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

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 October 21, 1996.



Joyce Hazeltine
JOYCE HAZELTINE
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4850

FILE NO. _____
RECEIPT NO. _____

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of SDCL 48-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is CapRock Communications Corp.
(Exact corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is _____

(3) State where incorporated Texas Federal Taxpayer ID# 75-2361414

(4) The date of its incorporation is January 30, 1991 and the period of its duration, which may be perpetual, is perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 2 Galleria Tower, 13455 Noel Rd., Ste. 1925, Dallas, TX Zip Code 75240
mailing address if different from above is: _____ Zip Code _____

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is Suite 300 300 South Phillips Avenue, Sioux Falls, SD Zip 57102 and the name of its proposed registered agent in the State of South Dakota at that address is National Registered Agents, Inc.

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose) Provision of telecommunications services.

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
Jere W. Thompson, Jr.	Pres./Dir.	13455 Noel Rd., #1925	Dallas	TX	75240
Timothy M. Terrell	Sec/Treas/Dir	13455 Noel Rd., #1925	Dallas	TX	75240
Scott L. Roberts	Director	13455 Noel Rd., #1925	Dallas	TX	75240
Timothy W. Rogers	Director	13455 Noel Rd., #1925	Dallas	TX	75240
Mark Langdale	Director	5950 Berkshire	Dallas	TX	75225
Jere W. Thompson, Sr.	Director	3838 Oak Lawn	Dallas	TX	75219

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>100,000</u>	<u>Common</u>	<u>n/a</u>	<u>\$1.00</u>

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>4,301</u>	<u>Common</u>	<u>N/A</u>	<u>\$ 1.00</u>
_____	_____	_____	_____
_____	_____	_____	_____

(11) The amount of its stated capital is \$ 4,301.00
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING duly acknowledged by the secretary of state or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

Dated August 5, 19 96

J. W. Thompson, Jr.
(Signature)
President
(Title)

State of Louisiana
County of Jefferson

On this 5th day of August, 19 96, before me Monica R. Barbe,
personally appeared Jere W. Thompson, Jr., known to me, or proved to me, to be
the President of the corporation that is described in and that executed the
within instrument and acknowledged to me that such corporation executed same.

My Commission Expires: Upon My Death
[Signature]
(Notary Public)

Notarial Seal

The Consent of Appointment below must be signed by the registered agent listed in number six.

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, National Registered Agents, Inc., hereby give my consent to serve as the
(name of registered agent)

registered agent for CapRock Communications Corp.
(corporate name)

Dated July 16, 19 96

Charles A. Coyle
(signature of registered agent)
Charles A. Coyle - Assistant Secretary

RECEIVED

OCT 21 1996

S.D. SEC. OF STATE



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

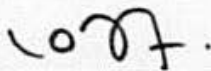
CAPROCK COMMUNICATIONS CORP.
CHARTER NO. 1180758-00

were filed in this office and a certificate of incorporation was issued on
JANUARY 30, 1991;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on September 4, 1996.*



Antonio O. Garza, Jr.
Secretary of State

MAC

EXHIBIT B

Iere W. Thompson, Jr.

Mr. Thompson was appointed by Governor Bill Clements to the Texas Turnpike Authority in 1989. He was chairman of the New Projects Committee, and a member of the Finance, Contract Awards and Executive Director Search Committees before being reappointed and named Chairman of the Texas Turnpike Authority by Governor George Bush in 1995.

Mr. Thompson is 39, grew up in Dallas and graduated from Cistercian Preparatory School in Irving in 1974. He attended and graduated from Stanford University in 1978 with a B.A. in Economics. After working in the Corporate Finance Department of Goldman, Sachs & Co., Mr. Thompson enrolled in the University of Texas Graduate School of Business in 1980 and obtained his M.B.A. in 1982.

Mr. Thompson worked in commercial real estate through 1986, leaving Trammell Crow Company to join The Thompson Company, a family investment company. In 1991, Mr. Thompson started a telecommunications company, CapRock Fiber Network, which designed and constructed a fiber optic network in South Texas. CapRock Communications was established in 1994 and is a facilities based, wholesale long distance provider. Mr. Thompson is president of both companies.

Mr. Thompson is on the board of Cistercian Preparatory School where he has co-chaired three capital campaigns over the past eleven years. He served for six years on the board of the I Have A Dream Foundation which provides mentoring and college scholarships to minority children.

Executive Vice President's Qualifications

Timothy W. Rogers
Executive Vice President

Education:

Southwest Texas State University, BBA/Marketing, 1981 - 1986

Business Experience:

- U.S. Sprint Corporation, Account Executive, 1987-1988
- Southwest Network Services, Inc., Senior Account Executive, 1988 -1989
- West Microwave Corporation, Sales Manager, 1989-1991
- Synergy Telemanagement, Inc./CapRock Communications Corporation, Founder and Executive Vice President, 1991-Present

Executive Vice President's Qualifications

Timothy Martin Terrell
Executive Vice President

Education:

Southwest Texas State University, BBA/Marketing

Business Experience:

- U.S. Sprint Communications, Major Account Executive, 1986 - 1988
- Metromedia Long Distance, Major Account Executive, 1988 - 1989
- Qwest Communications, Inc., Director of Sales, 1989 - 1993
- Synergy Telemangement, Inc., Founder, 1993 - 1994
- CapRock Communications Corporation, Owner and Executive Vice President, 1994-Present

Executive Vice President's Qualifications

Scott L. Roberts
Executive Vice President

Education:

University of Nebraska, BS/Business Administration, 1985

Business Experience:

- U.S. Sprint Communications, Major Account Executive, 1987 - 1989
- Qwest Communications, Inc., Carrier Sales Manager, 1989 - 1992
- Synergy Telemanagement, Inc., Partner/Managing Principal, 1992 - 199_
- CapRock Communications Corporation, Owner and Executive Vice President: 199_ Present

Scott Roberts, Executive Vice President, was graduated from the University of Nebraska in 1985 with a BS in Business. After college, Mr. Roberts worked for three and one half years as a Major Account Executive at US Sprint. Mr. Roberts then worked as a Carrier Services Manager with Quest Communications for over three years. He has been with CapRock Communications since the inception of the company in January 1991.

Tim Terrell, Executive Vice President, received a BBA, with an emphasis in business marketing, from Southwest Texas State University. Over the past nine years, Mr. Terrell has worked for various major communications companies, such as US Sprint, Metromedia Long Distance and Quest Communications as a Major Account Executive and Director of Sales. Mr. Terrell joined CapRock Communications in February 1993.

Tim Rogers, Executive Vice President, was graduated from Southwest Texas State University. Mr. Rogers has worked in the telecommunications industry for the last eight years. He served as an Account Manager, as well as a Sales Manager, for several communications companies including US Sprint, Metromedia Long distance and Quest Communications. Mr. Rogers has been with CapRock Communications since the inception of the company in January 1991.

EXHIBIT C

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.1. Has the company received a certificate of authority to do business in South Dakota from the Secretary of State? If so, please provide a copy. If not, has the company made application to the Secretary of State for authority?
- A.1. Yes. The Company's certificate of authority to do business in South Dakota is attached to its application as **Exhibit A.**

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.2. Has the company retained a registered agent for service of process in the State of South Dakota? If so, provide the name, address, and telephone number of the registered agent. If not, is the company in the process of retaining a registered agent?
- A.2. The Company's registered agent within the State of South Dakota is National Registered Agents, Inc., 300 South Phillips Avenue, Suite 300, Sioux Falls, South Dakota 57102.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

Q.3. List the states in which the company is presently doing intrastate business. Also provide the date service was started in each state.

<u>A.3. State</u>	<u>Date Service Started</u>
Arkansas	07/95
California	04/97
Colorado	06/96
Georgia	07/96
Iowa	10/96
Idaho	02/97
Illinois	02/96
Indiana	06/95
Kansas	02/96
Kentucky	04/97
Louisiana	06/96
Massachusetts	04/97
Michigan	10/96
Missouri	10/95
Montana	10/96
North Dakota	04/97
Nebraska	02/96
New Hampshire	04/97
New Jersey	01/97
New Mexico	03/96
Nevada	06/95
Ohio	06/96
Oklahoma	04/97
Texas	
Utah	
Virginia	11/96
Wyoming	04/97

B
1
4
3
.
6
7
.
2
1

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.4. List the states in which the company is registered or certified to do business by the respective state public utility commission.
- A.4. The company has registered with or obtained certification from the following public utility commission(s) or comparable agencies:

State

Arkansas
California
Georgia
Idaho
Illinois
Indiana
Kansas
Kentucky
Louisiana
Massachusetts
Missouri
Montana
North Dakota
Nebraska
New Hampshire
New Mexico
Nevada
Ohio
Oklahoma
Texas
Wyoming

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.5. Does the company have any registrations or certifications pending before other state public utility commissions? If yes, list the states.
- A.5. The company has certifications or registrations pending in the following states:

States

Arizona
Connecticut
Mar land
New York
Oregon
Tennessee
Vermont
Wisconsin

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.6. Has the company been denied registration or certification by public utility commissions in any state? If so, provide the state, docket number, date of denial and reason for denial.
- A.6. No. The company has not been denied registration or certification by any public utility commission to which it has applied.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.7. What are the reasons for the company seeking authority to conduct business in South Dakota?
- A.7. The Company wishes to eventually provide service in all or most of the contiguous United States and will, therefore, have customers in other states with long distance needs in South Dakota.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.8. Is this registration part of a nationwide or regionwide application process before public utility commissions? If yes, state why South Dakota is included.
- A.8. Yes. The Company is currently applying to several other commissions for authority and does intend to eventually provide service in a majority of the contiguous United States. South Dakota is included since many customers from other states will also have needs within the state of South Dakota.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

Q.9. When does the company intend to provide intrastate service to South Dakota subscribers?

A.9. The company intends to begin providing service in South Dakota immediately upon certification.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.10. If the company is providing intrastate service in South Dakota, when was it started?
- A.10. The Company is not currently providing intrastate service in South Dakota.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.11. How does the company handle customer billings?
- A.11. The Company performs its own billing functions. Monthly bills are sent out in the Company's name with its address and toll free telephone number stated on the bill.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.12. How does the company handle customer service matters?
- A.12. The Company's customer service personnel are available via a toll free 800 telephone number which is stated on all customer bills. All customer service matters are handled in an expeditious and professional manner by the company's customer service personnel.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.13. Does the company have a toll-free telephone number for customer service? If so, what is it and is it included in the company's tariffs.
- A.13. Yes. The Company's toll-free telephone number is 1-800-687-1600. This number is included in the company's tariff.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.14. Where is the customer service department located?
- A.14. The company's customer service department is located in Dallas, Texas.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

Q.15. How many customer service personnel are available to answer customer concerns?

A.15. The company employs 4 full time customer service personnel which are available to answer all customer concerns. In addition, the Company utilizes an off-site service for 24 hour a day, seven days per week response to customer service questions.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.16. Does the company contract with other companies for customer services? If yes, provide their name, address and telephone number.
- A.16. The company does not contract with other companies for provision of its customer service functions.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.17. Does the company own any telecommunications facilities?
If so, where and what.
- A.17. The company does not own any telecommunications
facilities.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.18. Does the company have in-house service technicians to maintain the facilities? If not, who does the service?
- A.18. The company does not have any facilities to maintain.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.19. What types of intrastate telecommunication services will the company provide in South Dakota?
- A.19. The company will provide MTS, Inbound 800 service, Travel Card service and Prepaid Calling Card service.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.20. If the above services are resold services of another carrier, identify the carrier and the type of services purchased from that carrier.
- A.20. The Company resells the services of Sprint and/or other certificated carriers.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.21. How does the company intend to market its services in South Dakota?
- A.21. The company will market its services via independent agents which are skilled in the sale of long distance services and possibly print media.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.22. How will potential customers be contacted?
- A.22. Potential customers will be contacted via general print or other forms of media campaigns or by an independent agent via telephone.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.23. Will independent contractors and/or company sales people be selling the company services in South Dakota?
- A.23. Yes.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.24. If independent contractors are used, how does the company recruit such individuals?
- A.24. Any independent agents used by the Company are given a review of the history and operations of the company, are required to have experience in the telecommunications industry, and are expected to operate in a professional manner.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.25. Describe the training method undertaken by the company for independent contractors and company sale persons. Provide any materials used in the training process.
- A.25. Since the Company requires any contractors and its employees to have a telecommunications background, the need for extensive training is alleviated. No written materials are used in the training process.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.26. If sales are made through independent contractors, is there a written contract or agreement between the company and the independent contractor? If so, please provide a copy of the agreement.
- A.26. No. The Company has not currently made any arrangements with independent contractors and intends to use in-house sales personnel for marketing of its services in South Dakota.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.27. How are the sales individuals compensated, i.e. commission, salary, etc.?
- A.27. Sales agents are paid on a commission-only basis.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.28. Does the company engage in any multi-level marketing? If yes, provide a detailed explanation of the marketing procedure.
- A.28. The company does not engage in multi-level marketing.

64-76-4418

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.29. Does the company have a target market?
- A.29. The company markets its services to both residential and business customers.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.30. Does the company market through nonprofit corporations or organizations? If so, please explain the methods used. How is the organization compensated? What types of organizations does the company or its agents solicit for assistance in sales?
- A.30. The company does not market through nonprofit corporations or organizations.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.31. Provide copies of any company brochures used to assist in the sale of services.
- A.31. No sales brochures are currently available for the Company.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.32. Please indicate whether the company will provide intraLATA and/or interLATA services.
- A.32. The company will provide both interLATA and IntraLATA services to the extent authorized by the Commission.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.**

- Q.33. Does the company have a volume discount plan? If so, does it combine intrastate and interstate usage?
- A.33. The Company does not currently have a volume discount plan.

15. 26. 14. 8

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CAPROCK COMMUNICATIONS CORP.

- Q.34. Provide cost support for all rates shown in the company's tariff.
- A.34. The Company's rates are based on the rate at which the company purchases the service with an adjustment for market considerations.

Exhibit D

CAPROCK COMMUNICATIONS CORP.

SD P.U.C. Tariff No. 1
Original Sheet No. 1

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

CAPROCK COMMUNICATIONS CORP.

TARIFF NO. 1

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by CAPROCK COMMUNICATIONS CORP. with principal offices at 2 Galleria Tower, 13455 Noel Road, Suite 1925, Dallas, Texas 75240. This tariff is on file with the South Dakota Public Utilities Commission, and copies may be inspected during normal business hours at the Company's principal place of business.

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

All sheets of this tariff are effective as of the date shown at the bottom of the respective pages. Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

<u>Sheet</u>	<u>Revision</u>	<u>Sheet</u>	<u>Revision</u>
1	Original	21	Original
2	Original	22	Original
3	Original	23	Original
4	Original	24	Original
5	Original	25	Original
6	Original	26	Original
7	Original	27	Original
8	Original	28	Original
9	Original	29	Original
10	Original	30	Original
11	Original	31	Original
12	Original		
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

TABLE OF CONTENTS

Title Sheet.....	01
Check Sheet.....	02
Table of Contents.....	03
Symbols.....	04
Tariff Format.....	05
Section 1: Definitions and Abbreviations.....	06
Section 2: Rules and Regulations.....	08
Section 3: Description of Service.....	19
Section 4: Rates and Charges.....	29

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

The following are the only symbols used for the purposes indicated below:

- D - Deleted or Discontinued Material
- I - Change Resulting in a Rate Increase
- N - New Regulation, Term, Condition or Rate
- R - Change Resulting in a Rate Reduction
- T - Change In Text or Regulation, but no Change in Rates

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

TARIFF FORMAT

- A. Sheet Numbering - Sheet numbers appear in the upper-right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be Sheet 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper-right corner of the sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, 4th Revised Sheet 34 cancels 3rd Revised Sheet 34.
- C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level of coding.
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a)
 - 2.1.1.A.1.(a).I.
 - 2.1.1.A.1.(a).I.(i)
 - 2.1.1.A.1.(a).I.(i).(1)
- D. Check Sheets - When a tariff filing is made with the Commission, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the Commission.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 1 - DEFINITIONS AND ABBREVIATIONS**1.1 Definitions:**

Authorized User - A person, firm, corporation, or other entity authorized by the customer to receive or send communications.

Carrier - CapRock Communications Corp., unless stated otherwise.

Class of Service - Various categories of telephone service generally available to customers, such as business or residential.

Commission - South Dakota Public Utilities Commission.

Company - CapRock Communications Corp. hereinafter referred to as CapRock.

Completed Calls - Completed calls are calls answered on the distance end.

Customer or Subscriber - The person, firm, corporation, or other entity which orders or uses service and is responsible by law for payment for communication service from the telephone utility.

Customer Provided Equipment - Terminal equipment provided by a customer.

Delinquent Account - An account for which a bill or payment agreement for regulated services or equipment has not been paid in full on or before the last day for timely payment.

Direct Distance Dialing (DDD) - Customer dialing over the nationwide intertoll telephone network of calls to which toll charges are applicable. No operator assistance is required for DDD calls.

Due Date - The last day for payment without unpaid amounts being subject to a late payment charge or additional collection efforts.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

1.1 Definitions (continued)

Holidays - Carrier's recognized holidays are New Year's Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day and Christmas Day.

Message - A completed telephone call by a customer or user.

Premises - The space occupied by an individual customer in a building, in adjoining buildings occupied entirely by that customer, or on contiguous property occupied by the customer separated only by a public thoroughfare, a railroad right of way or a natural barrier.

Rates - Recurring amounts billed to customers for regulated services and/or equipment.

Reseller - CapRock, unless the context means otherwise.

Terminal Equipment - All telephone instruments, including pay telephone equipment, the common equipment of large and small key and PBX systems and other devices and apparatus, and associated wiring, which are intended to be connected electrically, acoustically or inductively to the telecommunication system of the telephone utility.

Underlying Carrier - The telecommunications carrier whose network facilities provides the technical capability and capacity necessary for the transmission and reception of customer telecommunications traffic.

1.2 Abbreviations:

LATA - Local Access Transport Area

LEC - Local Exchange Carrier

MTS - Message Toll Service

PBX - Private Branch Exchange

SAL - Special Access Line

V&H - Vertical and Horizontal

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS2.1 Undertaking of Company

The Company undertakes to provide only those services as are furnished under the terms and subject to the conditions and customer payment of the applicable rates of this tariff for communications originating and terminating within the State. The Company's services are provided on a statewide basis and are not intended to be limited geographically.

Communications originate when the customer accesses the network directly or through the facilities of the local service carrier via one or more access lines, equal access or on a dial-up basis. The company may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Carrier network. The customer shall be responsible for all charges stated in this tariff.

The Company's services are provided on a monthly basis unless otherwise stated in this tariff, and are available twenty-four (24) hours per day, seven (7) days per week.

2.2 Limitations on Service

- 2.2.1 Service is offered subject to the provisions of this tariff.
- 2.2.2 Carrier reserves the right to provide services only to and from locations where the necessary facilities or equipment are available.
- 2.2.4 Title to any equipment provided by Carrier under these regulations remains with Carrier. Prior written permission from the company is required before any assignment or transfer. In the event an assignment or transfer is allowed, all regulations and conditions contained in this tariff shall apply to the assignees or transferees.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.3 Use of Service

Service may not be used for any unlawful purposes.

The minimum period for service is one month (30 days) unless otherwise noted in the service description.

2.4 Liability of Carrier

- 2.4.1 Carrier shall not be liable to any person, firm or entity for damages, either direct, indirect, consequential, special, incidental, actual, punitive, or for any other damages or for any lost profits of any kind or nature whatsoever, arising out of mistakes, accidents, errors, omissions, interruptions, delays or defects in transmissions, not caused by the negligence of the customer, commencing upon activation of service and in no event exceeding an amount equivalent to the proportionate charge to the customer for the period of service during which the mistake(s), accident(s), error(s), omission(s), interruption(s), delay(s) or defect(s) in transmission occur.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.4 Liability of Carrier

2.4.2 Carrier, at its own expense, will indemnify the customer and hold it harmless in respect to any and all loss, damage, liability or expense asserted against the customer by a third party on account of any property damage or personal injury caused by any negligence or willful misconduct of Carrier or its agents or representatives arising out of performance by Carrier of any testing or other activities on the customer's premises pursuant to this tariff. Carrier's obligations under the immediately preceding sentence shall be subject to the customer's full performance of this tariff and subject further to the customer's duty to take reasonable precautions in the location, construction, maintenance and operation of all activities, facilities and equipment for the protection against hazard or injury and so as to not interfere with the services provided by Carrier.

2.4.3 Carrier shall be indemnified and held harmless by the customer against:

- A. Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name, or service mark arising out of the material, data information, or other content transmitted over the carrier's facilities; and

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.4 Liability of Carrier**2.4.3 (continued)**

- B. Claims for patent infringement of copyright or unauthorized use of any trademark, trade name, or service mark arising out of the material, data information, or other content transmitted over the carriers facilities; and
- C. All other claims arising out of any act or omission by the customer in connection with any service provided by Carrier.

2.4.4 Carrier shall not be liable for, and the customer indemnifies and holds Carrier harmless from and all loss, claims, demands, suits, or other actions, or any liability whatsoever, whether suffered, made, instituted, or asserted by the customer or by any party or persons, for a personal injury to, or death of, any person or persons, and for any loss, damage, defacement, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, condition, location, or use that is not the direct result of the Carrier's negligence. No agents or employees of other carriers shall be deemed to be agents or employees of Carrier.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.5 Interruption of Service

- 2.5.1. Carrier shall make all reasonable efforts to prevent interruptions of service. When interruptions are reported or found by Carrier to occur, Carrier shall reestablish service as quickly as possible.
- 2.5.2. When a customer's service access line is reported to be out of order and remains out of order in excess of two (2) consecutive hours, the company shall, upon request, make appropriate adjustments to the subscriber's account. This rule does not apply if the outage occurs as a result of:
- (1) A negligent or willful act on the part of the subscriber;
 - (2) A malfunction of subscriber-owned telephone equipment;
 - (3) Disasters or acts of God; or
 - (4) The inability of the company to gain access to the subscriber's premises after Carrier has requested that customer provide access to the premises.
 - (5) Carrier's provision of routine maintenance, testing or adjustments.
- 2.5.3. The customer shall be credited for an interruption of two (2) hours or more at the rate of 1/720th of the monthly charge for the service affected for each hour or major fraction thereof that the interruption continues. Credit for an interruption shall commence with the hour of the report or discovery of the interruption and will cease upon restoration of service. Any adjustments not in dispute shall be rendered within two billing periods after the billing period during which the interruption occurred.
- 2.5.4. Customers shall notify Carrier of interruptions in service. Before giving notice of interruption, the customer should ascertain whether the trouble is being caused by any action or omission by or within his control or in any wiring or equipment connected to the Carrier's terminal.

ISSUED: June 23, 1997**EFFECTIVE:****ISSUED BY:** Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.6 Responsibility of the Customer

2.6.1 All customers assume general responsibilities in connection with the provisions and use of services stated in this tariff. All customers are responsible for the following:

- A. The customer is responsible for placing orders for service, paying all charges for service rendered by Carrier and complying with all regulations governing the service. The customer is also responsible for assuring that its users comply with regulations.
- B. When placing an order for service, the customer must provide:
 - 1. The name(s) and address(es) of the person(s) responsible for the payment of service charges.
 - 2. The name(s), telephone number(s), and address(es) of the customer contact person(s).

2.6.2 Maintenance, Testing, and Adjustment

If a customer's service must be interrupted due to maintenance, Carrier shall notify the affected customer, in advance, if possible and will perform the work in such a manner as to minimize inconvenience.

Equipment provided by Carrier shall be made available to Carrier for such tests and adjustments as may be necessary to maintain them in satisfactory condition.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.6.3 Deposits

The Company may require a customer who has a proven history of late payment or whose financial responsibility is not a matter of record to make a deposit to be held as a guarantee for the payment of charges. Such a deposit shall not exceed an amount equal to two (2) months estimated or actual service or as may reasonably be required by the utility in cases involving service for short periods of time or special occasions. No written notice is required to be given of a deposit required as a prerequisite for commencing initial service.

Deposits, plus interest as prescribed by the Commission, shall be refunded after 12 consecutive months of prompt payment or upon disconnection. The deposit or any portion thereof may be applied to any charges unpaid after thirty days from the invoice date.

2.6.4 Cancellation by Customer

If a customer orders services requiring special equipment and/or facilities dedicated to the customer's use and then cancels his order before the service begins, before a completion of the minimum period mutually agreed upon by the customer and Carrier, a charge will be made to the customer for the non-recoverable portions of expenditures or liabilities incurred expressly on behalf of the customer by Carrier and not fully reimbursed by installation and monthly charges. If, based on such an order, any construction has either begun or been completed, but not such services provided, the non-recoverable cost of such construction shall be borne by the customer.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.6.5 Payment of Charges

- A. Service is provided and billed on a monthly (30 day) basis. Charges based on actual usage during a month will be billed monthly in arrears. All fixed monthly and non-recurring charges for services ordered will be billed monthly in advance.
- B. Bills are payable upon receipt of invoice. Customers will be charged a late payment penalty in the amount of one and one-half percent (1.5%) per month on delinquent amounts and will be responsible for any charges associated with disconnection and reconnection of service. A bill will be considered delinquent after thirty (30) days from rendition of the invoice.
- C. In the event of a dispute concerning a bill, Customer must pay a sum equal to the amount of the undisputed portion of the bill and proceed with complaint procedures set forth in this tariff. If notice of a dispute as to charges is not received in writing within thirty (30) days after a bill has been rendered, the billing will be considered correct and binding.
- D. Customer is responsible for payment of all state and local taxes (i.e. gross receipts tax, sales tax, municipal utilities tax) which shall be listed as separate line items and which are not included in Carrier's quoted rates.
- E. Customers will be charged a fee on all checks issued to Carrier which are returned due to non-sufficient funds.

2.6.6 Application of Charges

The charges for service are those in effect for the period that service is furnished.

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.6.7 Customer Complaint Procedure

Carrier will resolve any disputes brought to its attention as promptly and effectively as possible.

Customer inquiries, complaints or notices may be made in writing to the Company at the address stated in this tariff or via the Company's toll free Customer Service number: (1-800-687-1600). The Customer Service number shall be set forth on each prepaid calling card.

Any unresolved disputes may be directed to the attention of the South Dakota Public Utilities Commission at:

500 East Capitol Avenue
Pierre, South Dakota 57501-5070
(605) 773-3201 or
1-800-332-1782

In the event of a dispute concerning an invoice, the customer must pay a sum equal to the amount of the undisputed portion of the bill. Service shall not be disconnected for nonpayment of the disputed portion of the bill for 30 days after rendition of the disputed bill.

2.7.1 Credit Upon Cancellation

Where Carrier cancels a service and the final service period is less than the monthly billing period, a credit will be issued for any amounts billed in advance, prorated at 1/30th of the monthly recurring charge for each day the service was rendered. This credit will be issued to the customer or applied against the balance remaining on the customer's account.

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.7.2 Disconnection of Service by Carrier

Five (5) days prior notice of pending disconnection shall be rendered to customers setting forth the reason(s) for the notice and the final date by which the account is to be settled or specific action taken. Such notice shall be forwarded to the customer via U.S. mail and will be considered rendered when delivered to the last known address of the responsible party.

Transmission service will be refused or disconnected, after notice as set forth below, for any of the following reasons:

- A. Without notice in the event of a condition on the customer's premises determined by the Carrier to be hazardous.
- B. Without notice in the event of customer's use in a manner which may adversely affect the Carrier's equipment or service to others.
- C. Without notice in the event of tampering with equipment furnished and owned by the Carrier.
- D. Without notice in the event of unauthorized use.
- E. After five (5) days written notice, for violation of or noncompliance with the Carrier's rules on file with the Commission, the requirements of municipal ordinances or law pertaining to the services.
- F. After five (5) days written notice for failure of the customer to permit Carrier reasonable access to its equipment.
- G. Upon five (5) days prior written notice for nonpayment of any regulated sum due to Carrier.

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

2.7.2 Disconnection of Service by Carrier

H. After five (5) days written notice, for failure of the customer or prospective customer to furnish any service equipment, permits, certificates or rights of way specified by Carrier to be furnished as a condition for obtaining service, or for the withdrawal of that same equipment or the termination of those permissions or rights, or for the failure of the customer or prospective customer to fulfill the contractual obligations imposed upon the customer as conditions of obtaining service.

2.7.3 Fractional Charges for Monthly Billed Services

Charges for a fractional part of a month are calculated by counting the number of days remaining in the billing period before service was discontinued. The number of days remaining in the billing period is divided by thirty and the resultant fraction is then multiplied by the monthly charge to arrive at the fractional monthly charge.

2.7.4 Advance Payments

The company does not collect advance payments, but reserves the right to collect up to one (1) month's estimated charges as advance payment for service when the financial circumstances of the customer warrants. Any advance payment required will be applied towards the next month's charges and a new advance payment, if necessary, may be collected for the following month.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.1 Timing of Calls**

The customer's monthly usage charges for Carrier service are based upon the total number of minutes the customer uses and service options subscribed to. Chargeable time begins when the connection is established between the calling station and the called station or PBX. Chargeable time ends when either party "hangs up."

3.2 Service Period

For billing purposes, the start of service is the first day on which service is available for use by the customer. The end of service date is the last day or any portion of the last day for which service was provided by Carrier.

3.3 Interconnection

Service furnished by Carrier may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Carrier. Service furnished by Carrier is not part of a joint undertaking with such other carriers. Any special interface equipment shall be provided at the customer's expense.

Interconnection with the facilities or services of other carriers shall be under the applicable terms and conditions of this tariff. The customer is responsible for taking all necessary legal steps for interconnecting his customer-provided terminal equipment or communications systems with Carrier's. The customer shall secure all licenses, permits, right-of-ways, and other arrangements necessary for such interconnection.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

3.4 Terminal Equipment

- 3.4.1 Carrier's service may be used with or terminated in customer provided terminal equipment or customer provided communication systems, such as teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the customer. The customer is responsible for all costs at his premises, including customer personnel, wiring, electrical power, and the like incurred in his use of Carrier's service.
- 3.4.2 When terminal equipment is used, the equipment shall not interfere with service furnished to other customers. Additional protective equipment, if needed, shall be employed at the customer's expense.
- 3.4.3 If the customer fails to maintain and operate his terminal equipment properly, resulting in the occurrence or possibility of harm to Carrier's equipment or personnel, or impairment to the quality of service to other customers, Carrier may, upon written notice, require the use of protective equipment at the customer's expense. If this fails to produce satisfactory quality and safety of service, Carrier may, upon written notice, terminate the customer's service.

ISSUED: June 23, 1997**EFFECTIVE:****ISSUED BY:** Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

3.8 Services Offerings

The company will provide the following services:

3.8.1 Message Toll Service (MTS)

"1+" Dialing is achieved by customer's telephone lines being programmed by the local telephone company (LEC) to automatically route 1+ calls to the Company's network.

3.8.2 800 Service

800 Service is virtual banded inbound toll service which permits calls to be completed at the subscriber's location without charge to the calling party. Access to the service is gained by dialing a ten digit telephone number which terminates at the customer's location. 800 services originate via normal shared use facilities and are terminated via the customers' local exchange service access line. The 800 service offered by Carrier is available to customers as a stand-alone offering.

Carrier will accept a prospective 800 service customer's request for up to ten (10) 800 telephone numbers and will reserve such number(s) on a first come first serve basis. All requests for 800 number reservations must be made in writing, dated and signed by a responsible representative of the customer. Carrier does not guarantee the availability of number(s) until assigned. The 800 services telephone number(s) so requested, if found to be available, will be reserved for and furnished to the eligible customer.

If a customer who has received an 800 number does not subscribe to 800 service within 90 days, the company reserves the right to make the assigned number available for use by another customer.

ISSUED: June 23, 1997**EFFECTIVE:****ISSUED BY:** Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

3.8.3 Calling Card Service

Allows subscribers who are away from home or office to place calls by gaining access to the Carrier's network via an 800 number.

3.8.4 Directory Assistance

The Company will provide directory assistance at the per call charge set forth in this tariff.

3.8.5 Operator Services

The Company does not provide operator services. Operator assisted calls are defaulted to and billed directly by the underlying carrier.

All 0- and 911 calls are immediately defaulted to and handled by the underlying carrier.

3.8.5 Prepaid Calling Card ServiceA. General:

Prepaid Calling Card Service is voice grade switched telecommunications service that allows an end user to place calls charged to prepaid cards issued by the company. The end user accesses the network by dialing an 800 number printed on the back of the card via a touch-tone telephone.

Cards will be offered to customers on a first come, first served basis. The number of cards offered by the company will be subject to technical limitations.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

3.8.5 Prepaid Calling Card Service (continued)B. Unit Value:

Prepaid Calling Cards may be obtained from the company or authorized agent in various denominations with a per unit value which is inclusive of all taxes. One unit equals one minute (or fraction thereof) of domestic calling. The prices apply 24 hours per day, 7 days a week.

Unless the card is given away by the Company to its Independent Representatives as part of a promotion, the value of the long distance telephone service assigned to the card will be clearly and prominently printed on the card in dollar amounts (e.g. \$5.00, \$10.00, \$15.00, etc.) or on the individual enclosure containing the card.

The total number of minutes assigned to each card will be clearly and prominently printed on the card (e.g. 5, 10, 15, 20, 30 minutes, etc.) or on the individual enclosure containing the card.

At the time of sale, prepaid calling card customers will have information which allows them to know, or compute the price per minute of intrastate calls for the prepaid card (i.e., either the price per minute, or the price of the card and the number of minutes provided on the card, or on the individual enclosure containing the card.)

Credit allowances for failure of service will be granted in accordance with the terms set forth in this tariff.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

3.8.5 Prepaid Calling Card Service (continued)C. Collector Cards:

An additional fee will be incurred by the customer in instances where the card itself has value distinct from the value of the underlying telecommunications service. These instances occur where the card is specially printed to depict a picture of a licensed property or where the materials used in production of the card have independent value.

The tariff usage value of the prepaid calling card will be shown on one side of the card (and will apply to all telephone calls made using the card) and the independent, or collector's value may be displayed on the opposite side of the card.

D. Exclusions:

The following types of calls can not be completed with Prepaid Calling Card Service:

- 1.) Calls to 700, 800, 900 and 950 numbers;
- 2.) Calls to Directory Assistance; and
- 3.) Operator Assisted Calls at a surcharge. (Call completion will be provided by customer service personnel at no charge to the customer if the customer encounters difficulty in completing a call.)

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

3.8.5 Prepaid Calling Card Service (continued)E. Card Depletion/Renewal and Expiration:

Prepaid Calling Cards will be reduced and depleted proportionately with customer usage. At the beginning of each call, the user will be notified as to the amount of minutes available on the card. Customers will be given a notice one minute before the card balance is depleted. When the available time is depleted, the card will be terminated.

Except in the instance of cards utilized for international calling, no card will be decremented in increments that exceed one full minute. That is, rates will be charged in increments not exceeding one full minute. If a prepaid calling card expires on a certain date, that date will be clearly and prominently indicated on the card. If the card expires a certain amount of time after activation or after first use, or after last use, that will be clearly indicated. If an expiration date is not disclosed, the card will be active as long as time remains on the card.

The end user can extend the use of a Prepaid Calling Card by charging additional units on an authorized credit card. The system will "voice prompt" the user through the process necessary to purchase these additional increments or information may be provided directly to customer service representatives. An online credit check will be done to ensure that approved credit is available.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

3.8.5 Prepaid Calling Card Service (continued)E. Card Depletion/Renewal and Expiration: (cont.)

A prepaid card will have a clearly defined procedure for refunding the consumer's money or reissuing a new prepaid card should a prepaid card become unusable. Such refund shall be equal to the value remaining on the consumer's card. This information is available from the card provider either through its toll free 1-800 customer service number, or its refund and reissue policy will be printed on the card. The term "unusable" means that the issuer has ceased providing telephone service for the card, or the Commission has determined that the inadequacy of service provided makes the card unusable.

F. Special Responsibility

The company is not responsible for theft, loss or unauthorized use of any Prepaid Calling Card of the associated Personal Identification Number (PIN). Where applicable, the reseller of Prepaid Calling Cards is solely responsible for the collection and payment of all applicable federal, state and local use, excise, sales and/or privilege taxes, duties or similar fees assessed by any government body or regulatory authority in connection with the service.

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

3.8.5 Prepaid Calling Card Service (continued)G. Card Distributors

The company will make Prepaid Calling Cards available to wholesalers or distributors whose price per card will be based on the number of cards purchased and frequency of purchases.

H. Sample Prepaid Calling Cards

If a prepaid calling card is a sample (a sample card is one with no time allocated to it), or other non-functioning card, the card will clearly indicate, either on the card or on the individually enclosure containing the card, that it is a sample with no time assigned to it.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES AND CHARGES**4.1. Usage Charges and Billing Increments****4.1.1 Usage Charges**

Unless flat rated, usage charges are determined by the time of day rate periods and minutes of use within each rate period. The rate period is determined by the time and day of call origination at the customer's location.

4.1.2 Billing Increments

Usage is billed in increments set forth in the individual product rate sections.

4.1.3 Rounding

All calls are rounded to the next highest billing increment. Any partial cents per call will be rounded up to the next highest cent.

4.2 "Performance Plus" Outbound Services**4.2.1 Switched Outbound Rates**

- a. Rate Per Minute:
\$0.1551 per minute.
- b. Usage billed with a 6-second minimum and 6-second increments.

4.2.2 Dedicated Outbound Rates

- a. Rate Per Minute:
\$0.1050 per minute.
- b. Usage billed with a 6-second minimum and 6-second increments.

ISSUED: June 23, 1997**EFFECTIVE:**

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

4.3 "Performance Plus" Inbound Services4.3.1 Switched Inbound Rates

- a. Rate Per Minute:
\$0.1590 per minute.
- b. Usage billed with a 30-second minimum and 6-second increments.

4.3.2 Dedicated Inbound Rates

- a. Rate Per Minute:
\$0.1050 per minute.
- b. Usage billed with a 30-second minimum and 6-second increments.

4.4 Calling Card Service

- a. Rate Per Minute: \$0.25 per minute.
- b. No per call surcharge.
- c. Usage billed with a 30-second minimum and 6-second increments.

4.5 Prepaid Calling Cards

- a. Rate Per Minute: \$0.75 per minute.
- b. Usage billed in whole minute increments.

4.6 Directory Assistance

\$0.60 per call.

4.7 Late Payment Penalty

Customers will be charged 1.5% of any amounts owed to the Company beyond the due date as set forth within this tariff.

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

TELECOMMUNICATIONS SERVICES TARIFF

4.8 Dishonored Check Charge

All customers issuing dishonored check(s) will be charged a fee of \$20.00 per check.

4.9 Promotional Offerings

The Company may, from time to time, make promotional offerings to enhance marketing of services. These promotional offerings will be subject to Commission approval prior to implementation.

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

EXHIBIT E

Balance Sheet

As of February 29, 1997

	Jan 31,	Feb 29,
ASSETS		
Current Assets		
Checking/Savings		
Cash - Bank One	336,446.08	231,123.95
Cash - NationsBank	52.00	52.00
Petty Cash-Dallas	200.00	200.00
Petty Cash-Lubbock	100.00	100.00
Total Checking/Savings	336,798.08	231,475.95
Accounts Receivable		
Accounts Receivable-Other	5,793.24	7,442.18
Accounts Receivable-Trade	1,871,303.33	2,205,886.10
Total Accounts Receivable	1,877,096.57	2,213,327.28
Other Current Assets		
Prepaid Expense	31,022.89	17,739.40
Total Other Current Assets	31,022.89	17,739.40
Total Current Assets	2,244,917.34	2,462,542.63
Fixed Assets		
Fixed Assets	2,117,688.84	2,282,543.45
Total Fixed Assets	2,117,688.84	2,282,543.45
Other Assets		
Deferred Taxes	175,662.74	153,382.74
Cost of Incorporation	38.36	38.36
Deposits	15,144.92	15,144.92
Investments	9,002.00	9,002.00
Total Other Assets	199,848.02	177,568.02
TOTAL ASSETS	4,562,454.20	4,922,654.10
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	1,677,590.03	2,364,845.09
Total Accounts Payable	1,677,590.03	2,364,845.09
Other Current Liabilities		
Accrued Liabilities	457,386.13	124,352.64
Other Payable	1,500.62	1,500.62
Payroll Liabilities	8,717.52	5,077.33
Sales Tax Payable	31,826.44	35,810.15
Working Capital Line	30,000.00	30,000.00
Total Other Current Liabilities	527,230.71	196,541.24
Total Current Liabilities	2,204,820.74	2,561,386.33
Long Term Liabilities		
DSC Switch Financing	1,199,044.08	1,182,085.46
Notes Payable - Shareholders	112,826.78	112,826.78
Term Financing	521,396.37	521,396.37
Total Long Term Liabilities	1,833,267.21	1,816,308.59
Total Liabilities	4,038,087.95	4,377,694.92
Equity		
Opening Bal Equity	805,239.47	805,141.83
Retained Earnings	-256,212.94	-256,212.94
Net Income	-34,969.71	-3,969.71
Total Equity	524,056.82	544,959.18
TOTAL LIABILITIES & EQUITY	4,562,454.20	4,922,654.10

Profit and Loss

January through February, 1997

	Jan '97	Feb '97	TOTAL
Ordinary Income/Expense			
Income			
Sales	1,699,134.79	1,710,129.43	3,409,264.22
Total Income	1,699,134.79	1,710,129.43	3,409,264.22
Cost of Goods Sold			
CABS expense	310,280.98	236,844.99	547,125.97
Cost of Goods Sold	0.00	-1,731.42	-1,731.42
Debit Card	5,964.54	6,484.17	12,448.71
Feature Group Set Up Cost	91.81	997.58	1,089.39
Longhaul	109,829.80	126,586.61	236,416.41
Network Long Distance	2,709.14	4,364.01	7,073.15
NTS	61,590.87	64,344.18	125,935.05
Private Line Costs	39,547.01	38,137.03	77,684.04
Fiber Costs	73.80	1,072.76	1,146.56
Sales & Excise Tax	0.00	-8.04	-8.04
Terminating Minutes	912,184.46	912,645.96	1,824,830.42
Total COGS	1,442,272.41	1,389,736.83	2,832,009.24
Gross Profit	256,862.38	320,392.60	577,254.98
Expense			
Maintenance & Repair	114.56	110.42	224.98
Bad Debt	3,241.23	3,188.94	6,430.17
Training	2,680.82	3,000.00	5,680.82
Late Payment Charges	6,889.41	3,771.37	10,660.78
Association Dues	2,185.00	520.00	2,705.00
Bank Service Charges	225.00	961.17	1,186.17
Depreciation Expense	31,854.00	34,472.00	66,326.00
Dues	197.80	273.63	471.43
Insurance	2,032.22	2,032.22	4,064.44
Licenses and Permits	321.00	260.00	581.00
Marketing	25,235.57	25,688.35	50,923.92
Miscellaneous	211.77	155.28	367.05
Payroll	134,065.42	125,349.32	259,414.74
Postage & Freight	1,278.60	1,532.28	2,810.88
Professional Fees	15,594.44	14,313.25	29,907.69
Rent	2,660.42	12,139.50	14,799.92
Repairs	0.00	1,299.00	1,299.00
Stationary & Supplies	5,321.27	3,547.41	8,868.68
Subscriptions	1,247.89	1,179.04	2,426.93
Switch Site	14,090.14	14,534.69	28,624.83
Taxes	0.00	8.67	8.67
Telephone	7,006.81	6,332.80	13,339.61
Travel - Operating	2,737.20	2,062.17	4,799.37
Total Expense	259,190.37	256,731.61	515,921.98
Net Ordinary Income	-2,327.99	63,661.09	61,333.10
Other Income/Expense			
Other Income			
Interest Income	-1,669.02	0.00	-1,669.02
Total Other Income	-1,669.02	0.00	-1,669.02
Other Expense			
Interest Expense	21,478.27	20,690.52	42,168.79
Taxes - Income	-815.00	22,280.00	21,465.00
Total Other Expense	20,663.27	42,970.52	63,633.79
Net Other Income	-22,332.29	-42,970.52	-65,302.81
Net Income	-24,660.28	20,690.57	-3,969.71

CapRock Communications Corp.
BALANCE SHEET
DECEMBER 31, 1996

UNAUDITED

ASSETS

Current Assets

Cash - Bank One #1884074723	\$ (214,172.34)
Cash-Bank One (Payroll)	3,860.60
Petty Cash (Dallas)	200.00
Accounts Receivable - Trade	3,383,934.17
Allow. for Doubtful Accounts	(324,702.90)
Accounts Receivable - Other	5,604.87
A/R - Shareholders	9,002.00

TOTAL Current Assets 2,863,726.40

FIXED ASSETS

Unbilled Accounts Receivable	475,551.66
Prepaid Expenses	30,893.00
Refundable Deposits	22,125.21

TOTAL FIXED ASSETS 528,569.87

Fixed Assets :

Switching Equipment	2,912,529.14
Accum. Depr. - Switching Equip	(610,975.29)
Computer Equipment	336,977.28
Accum. Depr. - Computer Equip.	(89,230.45)
Computer Software	167,963.96
Accum. Depr. - Computer Soft.	(60,825.85)
Customer Premise Equipment	17,441.91
Accum. Depr. - CPE	(3,939.26)
Furniture & Fixtures	79,137.04
Accum. Depr. - Furn. & Fix.	(29,841.25)
Marketing Equipment	7,670.60
Accum. Depr. - Marketing Equip	(1,278.50)
Office Equipment	27,755.43
Accum. Depr. - Office Equip.	(12,383.23)

TOTAL Fixed Assets 2,741,051.53

Other Assets

Organization Costs	500.00
Accum. Amort. - Org. Costs	(500.00)
Leasehold Improvements	134,163.77
Accum. Depr. - Leasehold Imp.	(17,594.26)
Deferred Income Taxes	341,090.00

TOTAL Other Assets 457,659.51

TOTAL ASSETS

\$6,591,007.31

CapRock Communications Corp.
BALANCE SHEET
DECEMBER 31, 1996

UNAUDITED

LIABILITIES AND EQUITY

Current Liabilities

Accounts Payable - Other	52,700.10	
Accounts Payable - Trade	3,197,186.83	
Federal Excise Tax Payable	3,136.34	
Sales Tax Payable - Wash D.C.	2.26	
Sales Tax Payable - Texas	13,529.99	
Sales Tax Payable - Louisiana	33.01	
Sales Tax Payable - New Mex.	365.62	
Sales Tax Payable - Colorado	3.98	
Sales Tax Payable - Nebraska	13.56	
Sales Tax Payable - Oklahoma	1,223.95	
Sales Tax Payable - Missouri	16.29	
Sales Tax Payable - Indiana	29.20	
Sales Tax Payable - California	84.36	
Sales Tax Payable - New York	25.13	
Sales Tax Payable - Florida	518.15	
Sales Tax Payable - Kansas	202.86	
Sales Tax Payable - Alabama	76.97	
Sales Tax Payable - Arizona	1.44	
Gross Receipts Tax Pay. - TX	3,220.79	
911/Poison Control Surcharge	350.74	
FICA/Medicare Payable	2,141.39	
Employee Benefits W/H	(5,337.84)	
Customer Deposits Payable	79,100.00	
Accrued Liabilities	198,600.66	
Accrued Interest Payable	51,636.09	
Accrued Payroll	13,574.62	
Unearned Revenues	111,351.67	
S.T. Notes Pay. - DSC Finance	212,695.35	
S.T. Notes Pay. - Bank One	814,421.32	
S.T. Notes Pay. - Term Loan	521,835.46	
S.T. Notes Pay. - Bank One Term	200,000.00	

TOTAL Current Liabilities		5,422,740.29

Long Term Liabilities

L.T. Notes Pay. - DSC Finance	607,166.03	
L.T. Notes Pay. - Shareholder	120,165.24	

TOTAL Long Term Liabilities		727,331.27

TOTAL LIABILITIES		6,150,071.56

Equity

Common Stock	4,301.00	
Paid in Capital	1,037,197.32	
Treasury Stock	(325.32)	
Retained Earnings - Prior Yr	(447,696.32)	

CapRock Communications Corp.
BALANCE SHEET
DECEMBER 31, 1996

UNAUDITED

LIABILITIES AND EQUITY (Continued)

Equity (Continued)

RETAINED EARNINGS-CURRENT YEAR

\$(152,540.93)

TOTAL Equity

440,935.75

TOTAL LIABILITIES AND EQUITY

\$6,591,007.31

CapRock Communications Corp.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

+----- YEAR TO DATE -----+
ACTUAL PERCENT

REVENUE:

Revenue		
Texas	\$15,365,297.74	66.1 %
Texas	530,693.13	2.3
Texas	657,386.05	2.8
Mexico	1,670,376.33	7.2
Mexico	81,294.32	.3
Mexico	20,878.91	.1
International	2,404,253.76	10.3
International	15,835.21	.1
International	16,047.65	.1
800 - Texas	637,334.29	2.7
800 - Texas	100,865.40	.4
800 - Texas	285,456.09	1.2
800 Canada	3,521.64	.0
800 Canada	2,234.22	.0
800 Canada	2,365.42	.0
Travel - Texas	21,541.57	.1
Travel - Texas	10,261.77	.0
Travel - Texas	21,370.36	.1
Dir. Asst. - Texas	288,702.56	1.2
Dir. Asst. - Texas	8,322.73	.0
Dir. Asst. - Texas	14,476.68	.1
Private Lines	614,394.07	2.6
Private Lines	114,309.35	.5
Private Lines	42,383.44	.2
Debit Cards	50.00	.0
	-----	-----
TOTAL Revenue	22,929,652.69	98.7
Other Revenue		
Billing Service Charges	197,360.18	.8
Billing Service Charges	63,855.61	.3
Billing Service Charges	6,728.69	.0
Billing Service Charges	70,000.00	.3
Operator Service Commission	1,369.88	.0
Finance Charge	170,714.41	.7
Finance Charge	20,867.25	.1
Finance Charge	23,710.76	.1
Sales Allowances	(179,985.32)	(.8)
Sales Allowances	(52,919.56)	(.2)
Sales Allowances	(12,610.52)	(.1)
	-----	-----
TOTAL Other Revenue	309,091.38	1.3
	-----	-----
TOTAL REVENUE	23,238,744.07	100.0

COST OF GOODS SOLD:

Cost of Goods Sold		
Intermachine Trunks	19,240.87	.1
Longhaul	1,073,761.19	4.6

CapRock Communications Corp.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

+----- YEAR TO DATE -----+
ACTUAL PERCENT

(Continued)		
	ACTUAL	PERCENT
Cost of Goods Sold		
Access Transport	\$104,976.95	.5 %
F.G. Orig. - Texas	45,250.10	.2
F.G. Orig. - Texas	(469.27)	.0
F.G. Orig. - Domestic	99,767.91	.4
F.G. Orig. - Domestic	66.32	.0
FG Term. - Texas	1,082,088.38	4.7
FG Term. - Domestic	1,209,527.65	5.2
National Origination	109,155.08	.5
800 Domestic	1,090,758.84	4.7
800 Extended	29,712.23	.1
800 - Mexico	7,500.00	.0
Wats	7,320,743.92	31.5
Canada	53,783.00	.2
Mexico	2,597,184.07	11.2
International	2,740,405.89	11.3
Directory Ass'n.	226,575.39	1.0
Travel	109,497.32	.5
Debit Card	3,084.41	.0
Conference Calls	225.54	.0
Private Lines	932,834.51	4.0
Dedicated Lines	3,972.61	.0
Installations	72,423.04	.3
Fiber Build Exp.	880.23	.0
<hr/>		
TOTAL Cost of Goods Sold	18,932,966.18	81.5
Other COGS		
Other	9,362.17	.0
Prior Period COGS	(326.05)	.0
<hr/>		
TOTAL Other COGS	9,036.12	.0
<hr/>		
TOTAL COST OF GOODS SOLD	18,942,002.30	81.5
<hr/>		
GROSS MARGIN	4,296,741.77	18.5

Operating Expense

Accounting Fees	28,569.50	.1
Accounting Fees	950.79	.0
Advertising	19,630.49	.1
Advertising	106.63	.0
Advertising	288.00	.0
Advertising	2,016.90	.0
Advertising	276.00	.0
Amortization	5.19	.0
Bad Debt Expense	356,223.00	1.5
Bank Fees	10,467.09	.0
Bank Fees	8,209.40	.0
Bonuses	95,000.00	.4
Bonuses	4,000.00	.0
Bonuses	750.00	.0

CapRock Communications Corp.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

+---- YEAR TO DATE ----+
ACTUAL PERCENT

Operating Expense	(Continued)		
Bonuses	\$4,974.86	.0	%
Bonuses	250.00	.0	
Bonuses	500.00	.0	
Bonuses	8,750.00	.0	
Bonuses	31,250.00	.1	
Bonuses	2,500.00	.0	
Bonuses	750.00	.0	
Bonuses	2,055.86	.0	
Business Meals & Ent.	21,783.61	.1	
Business Meals & Ent.	35.66	.0	
Business Meals & Ent.	69.66	.0	
Business Meals & Ent.	49.20	.0	
Business Meals & Ent.	28.67	.0	
Business Meals & Ent.	127.35	.0	
Business Meals & Ent.	1,740.93	.0	
Business Meals & Ent.	3,423.43	.0	
Business Meals & Ent.	690.92	.0	
Business Meals & Ent.	237.66	.0	
Business Meals & Ent.	2,187.69	.0	
Business Meals & Ent.	1,008.46	.0	
Business Meals & Ent.	371.67	.0	
Car Allowance	3,471.33	.0	
Car Allowance	1,300.00	.0	
Club Memberships	3,953.41	.0	
Collection Expense	65.00	.0	
Collection Expense	2,498.95	.0	
Commissions - Employee	539.97	.0	
Commissions - Employee	14,169.38	.1	
Commissions - Employee	40,134.68	.2	
Commissions - Outside	7,000.00	.0	
Commissions - Outside	6,790.72	.0	
Commissions - Outside	205.10	.0	
Commissions - Outside	305,919.15	1.3	
Conferences/Seminars	10,469.57	.0	
Conferences/Seminars	45.00	.0	
Conferences/Seminars	129.40	.0	
Conferences/Seminars	742.50	.0	
Conferences/Seminars	1,185.00	.0	
Conferences/Seminars	5,985.00	.0	
Conferences/Seminars	1,185.00	.0	
Conferences/Seminars	1,577.50	.0	
Conferences/Seminars	360.00	.0	
Consulting Services	51.42	.0	
Consulting Services	43,078.40	.2	
Consulting Services	200.00	.0	
Contract Labor	23,605.00	.1	
Contract Labor	185.00	.0	
Delivery	1,766.25	.0	
Delivery	522.47	.0	
Delivery	595.25	.0	
Delivery	754.09	.0	

CapRock Communications Corp.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

+---- YEAR TO DATE ----+
ACTUAL PERCENT

Operating Expense	(Continued)	
Delivery	\$750.11	.0 %
Delivery	55.00	.0
Delivery	4,000.85	.0
Delivery	140.25	.0
Delivery	252.95	.0
Delivery	737.00	.0
Delivery	366.82	.0
Delivery	1,443.61	.0
Delivery	1,316.15	.0
Delivery	178.50	.0
Delivery	429.50	.0
Delivery	1,496.55	.0
Depreciation	28,676.19	.1
Depreciation	92,353.55	.4
Depreciation	352,673.84	1.5
Depreciation	1,278.50	.0
Depreciation	3,517.51	.0
Donations	135.00	.0
Dues/Subs./Pubs.	6,124.47	.0
Dues/Subs./Pubs.	512.34	.0
Dues/Subs./Pubs.	1,276.64	.0
Dues/Subs./Pubs.	17,891.85	.1
Dues/Subs./Pubs.	56,907.02	.2
Dues/Subs./Pubs.	3,225.00	.0
Dues/Subs./Pubs.	91.57	.0
Dues/Subs./Pubs.	1,319.33	.0
Dues/Subs./Pubs.	288.00	.0
Dues/Subs./Pubs.	1,659.00	.0
Dues/Subs./Pubs.	269.74	.0
Employee Parking	1,245.95	.0
Employee Parking	2,098.65	.0
Gifts - Business	1,944.71	.0
Gifts - Business	4,382.65	.0
Gifts - Business	54.02	.0
Gifts - Business	82.93	.0
Gifts - Business	78.97	.0
Gifts - Business	25.42	.0
Insurance - Business	25,454.79	.1
Insurance - Employee	11,764.27	.1
Insurance - Employee	4,657.22	.0
Insurance - Employee	2,920.08	.0
Insurance - Employee	5,429.95	.0
Insurance - Employee	767.40	.0
Insurance - Employee	1,809.20	.0
Insurance - Employee	2,581.79	.0
Insurance - Employee	3,265.25	.0
Insurance - Employee	5,151.05	.0
Insurance - Employee	13,916.40	.1
Insurance - Employee	1,254.32	.0
Insurance - Employee	3,913.48	.0
Insurance - Employee	2,369.46	.0

CapRock Communications Corp.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

+---- YEAR TO DATE ----+
ACTUAL PERCENT

Operating Expense	(Continued)		
Insurance - Employee	\$3,642.17	.0	%
Insurance - Employee	1,855.26	.0	
Insurance - Employee	111.53	.0	
Interest Expense	307,450.27	1.3	
Kitchen Supplies	5,012.91	.0	
Kitchen Supplies	552.98	.0	
Late Payment Charges	49,839.31	.2	
Legal Fees	76,411.14	.3	
Legal Fees	2,856.00	.0	
Licenses & Permits	17,427.77	.1	
Maintenance & Repair	999.38	.0	
Maintenance & Repair	5,702.19	.0	
Maintenance & Repair	55.02	.0	
Maintenance & Repair	38,003.83	.2	
Maintenance & Repair	12,343.15	.1	
Maintenance & Repair	210.00	.0	
Maintenance & Repair	917.45	.0	
Mileage Reimb.	28.42	.0	
Mileage Reimb.	118.26	.0	
Mileage Reimb.	2,852.55	.0	
Mileage Reimb.	25.20	.0	
Mileage Reimb.	57.42	.0	
Mileage Reimb.	256.07	.0	
Mileage Reimb.	1,707.15	.0	
Mileage Reimb.	233.74	.0	
Mileage Reimb.	3,053.06	.0	
Miscellaneous	4,193.70	.0	
Miscellaneous	(13,725.86)	(.1)	
Miscellaneous	153.23	.0	
Miscellaneous	193.89	.0	
Miscellaneous	90.79	.0	
Miscellaneous	127.92	.0	
Miscellaneous	15.41	.0	
Miscellaneous	84.57	.0	
Non-Capital Operating Supplies	184.11	.0	
Non-Capital Operating Supplies	1,853.15	.0	
Non-Capital Operating Expense	107.10	.0	
Non-Capital Operating Supplies	6,948.61	.0	
Office Services	253.00	.0	
Office Services	311.76	.0	
Office Supplies	726.52	.0	
Office Supplies	820.34	.0	
Office Supplies	23,930.60	.1	
Office Supplies	2,774.13	.0	
Office Supplies	1,956.64	.0	
Office Supplies	73.49	.0	
Office Supplies	470.78	.0	
Office Supplies	1,314.54	.0	
Office Supplies	135.88	.0	
Office Supplies	59.49	.0	
Office Supplies	202.36	.0	

UNAUDITED

CapRock Communications Corp.
 INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

----- YEAR TO DATE -----
 ACTUAL PERCENT

Operating Expense	(Continued)	
Office Supplies	5183.60	.0 %
Office Rent	171,744.58	.7
Office Rent	26,604.20	.1
Office Rent	12,246.84	.1
Penalties	2,662.29	.0
PIC Charges	1,249.87	.0
PIC Charges	3,956.71	.0
Postage	5,403.02	.0
Postage	309.21	.0
Postage	25.00	.0
Postage	134.65	.0
Postage	64.00	.0
Printing	752.82	.0
Printing	638.59	.0
Printing	1,314.80	.0
Printing	11,930.84	.1
Printing	615.13	.0
Printing	246.27	.0
Printing	847.81	.0
Printing	24.44	.0
Printing	109.11	.0
Printing	3,757.25	.0
Printing	2,773.59	.0
Printing	168.06	.0
Recruiting Fees	298.80	.0
Recruiting Fees	6,250.00	.0
Recruiting Fees	4,350.00	.0
Recruiting Fees	8,400.02	.0
Recruiting Fees	(.02)	.0
Recruiting Fees	2,400.00	.0
Recruiting Fees	7,700.00	.0
Recruiting Fees	10,353.20	.0
Rentals - Equipment	1,346.30	.0
Rentals - Equipment	2,281.47	.0
Rentals - Equipment	109.45	.0
Rentals - Equipment	21.52	.0
Rentals - Equipment	33.72	.0
Rentals - Equipment	92.83	.0
Rentals - Equipment	171.52	.0
Rentals - Equipment	52.35	.0
Rentals - Equipment	106.96	.0
Rentals - Equipment	723.84	.0
Accrued Vacation Exp.	5,000.00	.0
Salaries	459,012.50	2.0
Salaries	116,947.19	.5
Salaries	48,866.68	.2
Salaries	68,956.43	.3
Salaries	26,500.05	.1
Salaries	88,186.18	.4
Salaries	64,243.56	.3
Salaries	63,477.79	.3

CapRock Communications Corp.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

----- YEAR TO DATE -----
ACTUAL PERCENT

Operating Expense	(Continued)	
Salaries	\$314,482.25	1.4 %
Salaries	17,541.84	.1
Salaries	91,924.77	.4
Salaries	47,294.33	.2
Salaries	72,460.70	.3
Salaries	50,955.77	.2
Salaries	4,860.58	.0
Sales Promotions	5,302.24	.0
Sales Promotions	927.23	.0
Sales Promotions	2,000.00	.0
DO NOT USE	(569.02)	.0
Taxes - Employer	25,775.30	.1
Taxes - Employer	83.62	.0
Taxes - Employer	9,539.89	.0
Taxes - Employer	4,437.59	.0
Taxes - Employer	6,594.98	.0
Taxes - Employer	2,187.88	.0
Taxes - Employer	8,263.82	.0
Taxes - Employer	6,213.95	.0
Taxes - Employer	5,574.58	.0
Taxes - Employer	26,515.19	.1
Taxes - Employer	1,759.02	.0
Taxes - Employer	7,802.39	.0
Taxes - Employer	3,835.37	.0
Taxes - Employer	7,932.94	.0
Taxes - Employer	22.66	.0
Taxes - Employer	7,077.55	.0
Taxes - Employer	211.95	.0
Taxes - Employer	537.12	.0
Taxes - Telecom. Utility	5,257.00	.0
Taxes - Franchise	1,943.23	.0
Taxes - Property	358.90	.0
Taxes - Discount	(801.91)	.0
Telephone	8,829.63	.0
Telephone	31.96	.0
Telephone	797.66	.0
Telephone	68,807.98	.3
Telephone	12,261.93	.1
Telephone	1,313.40	.0
Telephone	11.59	.0
Telephone	515.95	.0
Telephone	2,622.99	.0
Telephone	1,378.00	.0
Telephone	7,791.30	.0
Telephone	2,625.44	.0
Telephone	18.17	.0
Telephone	789.04	.0
Telephone	933.40	.0
Telephone	2,141.79	.0
Temporary Employee	17,598.29	.1
Temporary Employee	2,639.77	.0

CapRock Communications Corp.
 INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

+---- YEAR TO DATE ----+
 ACTUAL PERCENT

Operating Expense	(Continued)	
Travel	\$49,770.41	.2 %
Travel	158.00	.0
Travel	639.35	.0
Travel	435.24	.0
Travel	30.25	.0
Travel	676.00	.0
Travel	70.58	.0
Travel	3,819.69	.0
Travel	22.65	.0
Travel	3,849.78	.0
Travel	7,819.42	.0
Travel	1,294.83	.0
Travel	1,269.69	.0
Travel	13,402.73	.1
Training	551.26	.0
Training	199.00	0
Training	8,086.24	.0
Training	6,340.65	.0
Utilities	642.51	.0
TOTAL Operating Expense	4,544,676.74	19.6
NET INCOME FROM OPERATIONS	(247,934.97)	(1.1)
Other Income & Expense		
Other Income	815.80	.0
Other Expense	(911.76)	.0
TOTAL Other Income & Expense	(95.96)	.0
EARNINGS BEFORE INCOME TAX	(248,030.93)	(1.1)
Income Taxes		
Income Taxes	(95,490.00)	(.4)
TOTAL Income Taxes	(95,490.00)	(.4)
NET INCOME (LOSS)	\$(152,540.93)	(.7) %

000. 100. 1110

EXHIBIT F

SHAREHOLDERS OWNING GREATER THAN 20%

<u>Name</u>	<u>Shares Owned</u>	<u>% of Shares Outstanding</u>
CapRock Investors	1,998	46.5

CapRock Communications Corp.
13455 NOEL RD #1925 LB46
DALLAS, TEXAS 75240
(972) 788-4800

BANK ONE, TEXAS, NA
DALLAS, TX
32-140/1131


8285

CHECK DATE	CHECK NUMBER	AMOUNT
06/03/97	008285	\$*****250.00

PAY Two Hundred Fifty and 00/100 -----

S. Dakota Public Utilities Com

TO THE
ORDER
OF


AUTHORIZED SIGNATURE

SECURITY FEATURES INCLUDED. DETAILS ON BACK.
⑈008285⑈ ⑆113101401⑆ ⑈9320002216⑈

TC97-112

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

TELECOMMUNICATIONS SERVICE FILINGS

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

06/20/97 through 06/26/97

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

DOCKET NUMBER	TITLE/STAFF/SYNOPSIS	DATE FILED	INTERVENTION DEADLINE
REQUEST FOR CERTIFICATE OF AUTHORITY			
TC97-106	Application by Call Plus, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/CH) "Applicant is a switchless reseller which intends to offer 1+ direct dialing, 800 toll free and travel card service (not prepaid calling cards) through the resale of telephone services provided by facilities-based interexchange carriers."	06/20/97	07/11/97
TC97-110	Application by MFS Network Technologies, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: DJ/TZ)	06/25/97	07/11/97
TC97-111	Application by Z-Tel, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/TZ) Applicant seeks authority to provide MTS, out-WATS, in-WATS, and calling card services. Applicant does not intend to provide operator services, 900 or 700 services.	06/25/97	07/11/97
TC97-112	Application by CapRock Communications Corp. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/TZ) Applicant seeks authority to provide Message Toll Service, Incoming 800, Travel Card and Prepaid Calling Card services.	06/25/97	07/11/97
REQUEST FOR ELIGIBLE TELECOMMUNICATIONS COMPANY STATUS			
TC97-108	Faith Municipal Telephone Company pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Faith Municipal Telephone Company is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchange: Faith (967). Faith Municipal Telephone Company, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/23/97	07/11/97
TC97-113	Armour Independent Telephone Company pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Armour Independent Telephone Company is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchange: Armour (724). Armour Independent Telephone Company, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/25/97	07/11/97

TC97-114	Bridgewater-Canistota Independent Telephone Company pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Bridgewater-Canistota Independent Telephone Company is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Bridgewater (729) and Canistota (296). Bridgewater-Canistota Independent Telephone Company, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/25/97	07/11/97
TC97-115	Union Telephone Company pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Union Telephone Company is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Hartford (528) and South Hartford (526). Union Telephone Company, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/25/97	07/11/97
FORMAL COMPLAINT			
TC97-107	Kathy Rottenbucher vs. Stateline Telecommunications, Inc. "I specifically requested and insisted on an unpublished address. Stateline furnished and provided U S WEST this information for [the] Northern Hills and Surrounding Areas...I want proof of written reprimands for all parties, I want proof they made changes to avoid future incidents, I want access to Board of Directors, and I want one thousand dollars for violation of trust, confidence, ... and for emotional and mental anguish and duress, and inconvenience." (LH/TZ)	06/23/97	NA
FILING OF INFORMATIONAL INTRASTATE PAYPHONE TARIFFS			
No	East Plains Telecom, Inc. on June 13, 1997	NA	NA

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

NOWALSKY, BRONSTON & GOTHARD, L.L.P.
ATTORNEYS AT LAW

LEO L. NOWALSKY
BENJAMIN W. BRONSTON
EDWARD P. GOTHARD

3500 N. CAUSEWAY BOULEVARD
SUITE 1442
METAIRIE, LOUISIANA 70002
TELEPHONE: (504) 832-1984
FACSIMILE: (504) 831-0892

MONICA R. BORNE
JEFFREY T. GREENBERG
Of Counsel

May 5, 1998

RECEIVED

MAY 11 1998

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Executive Secretary
South Dakota Public Utilities Commission
500 E. Capitol Avenue
Pierre, SD 57501

RE: CAPROCK COMMUNICATIONS CORP
SD PUC docket TC 97-112

Dear Sirs:

I am writing to request withdrawal of the above referenced application for authority to provide resold telecommunications services. The Company does not intend to provide service in South Dakota at this time. If the Company decides to operate within the state at a later date, the Company will reapply for authority at that time.

Thank you for your cooperation and understanding. If you should have any questions, please do not hesitate to call.

Sincerely,



Monica R. Borne

cc: Tammi Stangohr, SD PUC
Tim Rogers, CapRock

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

IN THE MATTER OF THE APPLICATION OF) ORDER CLOSING DOCKET
CAPROCK COMMUNICATIONS CORP. FOR A)
CERTIFICATE OF AUTHORITY TO PROVIDE) TC97-112
TELECOMMUNICATIONS SERVICES IN)
SOUTH DAKOTA)

On June 25, 1997, CapRock Communications Corp. (CapRock) filed an application with the Public Utilities Commission (Commission) for a certificate of authority to operate as a telecommunications company within the state of South Dakota.

On May 11, 1998, CapRock requested that its request for a certificate of authority be withdrawn.

At its regularly scheduled June 11, 1998, meeting, the Commission considered this matter. The Commission has jurisdiction over this matter pursuant to SDCL 49-31-3 and ARSD Chapter 20 10 24. The Commission found that CapRock's request to withdraw its request for a certificate of authority is reasonable and closed the docket. It is therefore

ORDERED that this docket is closed.

Dated at Pierre, South Dakota, this 19th day of June, 1998

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.
By <u><i>Delmar Krebs</i></u>
Date <u>6/19/98</u>
(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner