

TC 98-053

KC/TS

TC 98-053

DOCKET NO.

In the Matter of _____ IN THE MATTER OF THE _____
 _____ APPLICATION OF SATELLINK _____
 _____ PAGING, LLC FOR A CERTIFICATE OF _____
 _____ AUTHORITY TO PROVIDE _____
 _____ TELECOMMUNICATIONS SERVICES IN _____
 _____ SOUTH DAKOTA _____

Public Utilities Commission of the State of South Dakota

DATE

MEMORANDA

DATE	MEMORANDA
2/9 98	Filed and Docketed;
2/12 98	TC Fax Filing;
4/6 98	Order Granting COA;
4/6 98	Docket Closed

TC98-053
RECEIVED

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

FEB 04 1998
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

February 5, 1998

VIA AIRBORNE EXPRESS

Mr. William Bullard
Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501-5070
(605) 773-3201

Re: Satelink Paging, LLC

Dear Mr. Bullard:

Enclosed please find one original and ten (10) copies of Satelink Paging, LLC's Application for Registration of a Telecommunications Company.

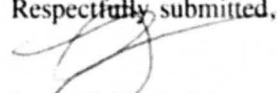
Please note that Exhibit A, the Certificate of Authority from the Secretary of State, is not attached. We have applied for the certificate and will forward a copy to the commission upon receipt.

In order to expedite the processing of this application, I would like to suggest that all requests for information by the analyst be made by either telephone or facsimile. I will make every effort to respond on the day of the request.

I have also enclosed a check in the amount of \$250.00 payable to the "South Dakota Public Utilities Commission" for the filing fee, and an extra copy of this cover letter to be date stamped and returned to me in the enclosed self-addressed prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Satelink Paging, LLC

Enclosures

cc: Robert P. Poche

APPLICATION FOR REGISTRATION
OF SATELLINK PAGING, LLC
FILED WITH THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

RECEIVED

FEB 09 1998

IN THE MATTER OF THE)
APPLICATION OF)
SATELLINK PAGING, LLC)
FOR AN ORDER)
authorizing the registration)
of applicant as a)
telecommunications company)

Docket No. _____

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

APPLICATION

Application is hereby made to the South Dakota Public Utilities Commission for an Order authorizing Satelink Paging, LLC ("Applicant") to register as a telecommunications company within the State of South Dakota. The following information is furnished in support thereof:

1. Name, Address and Telephone Number of Applicant

Satelink Paging, LLC
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076
(770) 625-2599

The Applicant will provide services under the name Satelink Paging, LLC.

All inquiries regarding regulatory matters should be addressed to:

Lance J.M. Steinhart, Esq.
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(770) 232-9200
(770) 232-9208 (Fax)

All inquiries regarding complaints against the company should be addressed to:

Robert P. Poche
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076
(800) 344-0415

2. **Registered Agent**

The name and address of the Applicant's registered agent are:

National Registered Agents, Inc.
300 South Phillips Avenue, Ste. 300
Sioux Falls, SD 57102

3. **Description of the Applicant**

Applicant was organized in the State of Georgia as Satellink Paging Southeast II, LLC on January 23, 1997 and changed its name to Satellink Paging, LLC on January 29, 1997. Applicant is a wholly-owned subsidiary of Satellink Communications, Inc., a Georgia corporation. Applicant has applied for authority to transact business as a foreign limited liability company in the State of South Dakota and will file a copy of its Certificate of Authority as Exhibit A upon receipt. A copy of the Applicant's Articles of Organization is attached as Exhibit B hereto.

4. **Facilities**

Applicant does not own or maintain any transmission facilities or switching equipment in the State of South Dakota. The Applicant will provide services through MCI, its underlying carrier.

5. Stockholders

The names and addresses of all 5% or greater equity owners of Applicant are as follows:

Name and Address	Percentage of Equity Interest and Voting Control
Satellink Communications, Inc. 1325 Northmeadow Parkway, Suite 120 Roswell, Georgia 30076 (770) 625-2599	100%

6. Officers and Directors

The name and address of the officers and directors of Applicant are as follows:

OFFICERS

Jerry W. Mayfield	President/Director
Daniel D. Lensgraf	Chief Financial Officer
Robert P. Poche	Senior VP of Operations/Director
David C. Massey	Senior VP of Sales & Mktg.

DIRECTORS

Jerry W. Mayfield
Robert P. Poche
David C. Massey
James O. Carpenter
Marc A. Comeaux
Robert D. Gage, IV
Gordon E. Kaiser
Stiles A. Kellett, Jr.

All of the above can be reached at Satellink Paging, LLC, 1325 Northmeadow Parkway, Suite 120, Roswell, Georgia 30076, (770) 625-2599.

7. Corporate Ownership

The name and address of any corporation, association or similar organization holding a five percent (5%) or greater ownership in the Applicant is as follows:

Satellink Communications, Inc.
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076
(770) 625-2599

8. Subsidiaries owned or controlled by Applicant

None

9. Description of Services

Applicant is a switch-based reseller which intends to offer 1+ direct dialing, 800 toll free, travel card and outbound dialing as an adjunct to its paging and voice mail services through the resale of telephone services provided by facilities-based interexchange carriers. As a reseller, Applicant has no points of presence in the State of South Dakota, thus Applicant neither owns, leases, nor operates any switching, transmission, or other physical facilities in the State of South Dakota, and no such facilities will be used by Applicant in providing service in the State of South Dakota. Rather, Applicant will be engaged in reselling services provided by facilities-based carriers within the State of South Dakota. Upon receiving certification, Applicant intends to provide services throughout the State of South Dakota.

Applicant intends to provide these services to customers on a jurisdictionally interstate basis subject to the FCC's

jurisdiction and Applicant intends to provide these services on jurisdictionally intrastate basis pursuant to certification, registration or tariff requirements, or on an unregulated basis, in all fifty states except Alaska, subject to the jurisdiction of various public service and utilities commissions. Applicant is currently in the process of obtaining all required authorizations from the FCC and the state regulatory agencies. Applicant is currently authorized to provide service in Alabama, Colorado, Georgia, Iowa, Michigan, Montana, New Jersey, Pennsylvania, Texas, Utah, Virginia, Washington D.C. and Wyoming. The Applicant has never been denied registration or certification in any state.

Applicant intends to provide high quality service, with an industry standard blocking rate less than P.01. Its services will be available on a full-time basis, twenty-four hours a day, seven days a week, to customers within the geographic boundaries of the State of South Dakota.

11. Customer Billings and Customer Service

The Applicant's customers will be billed directly by the company utilizing completed call detail information which it obtains from its underlying carrier or its own switching platform. Applicant's toll-free number will be on all invoices and customer service will be provided in-house by the Applicant.

12. Description of Marketing

Applicant intends to market its services to primarily to small to mid-sized businesses and residential customers. Applicant's initial target market will be subscribers to its paging and voice mail service. Applicant currently provides local, regional and nationwide paging and voice mail services to over 100,000 subscribers in the Southeastern United States. All sales personnel will have communications service experience. Applicant will market through direct sales in the form of telemarketing, through affinity groups and casual calling. Applicant does not intend to engage in multilevel marketing. Since the company has yet to begin telecommunications operations, no marketing materials are available at this time.

11. Financial Qualifications

Applicant is financially qualified to provide intrastate interexchange telecommunications services within South Dakota. In particular, Applicant has adequate access to the capital necessary to fulfill any obligations it may undertake with respect to the provision of intrastate telecommunications services in the State of South Dakota. See Exhibit C which is attached hereto, Satellink Communications, Inc.'s audited financial statements for the year ended July 31, 1997, which demonstrates that Applicant has the financial ability to provide the services that it proposes to offer.


12. Tariff

A copy of Applicant's proposed tariff is attached as Exhibit D hereto.

WHEREFORE, the undersigned Applicant requests that the South Dakota Public Utilities Commission enter an order granting this application.

DATED this 5th day of February, 1998.

Satellink Paging, LLC


By: 
Lance J.M. Steinhart, Its Counsel

6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097
(770) 232-9200

STATE OF GEORGIA

COUNTY OF FULTON

Jerry W. Mayfield, being first duly sworn, deposes and says that he is the President of Satellink Paging, LLC, the Applicant in the proceeding entitled above, that he has read the foregoing application and knows the contents thereof; that the same are true of his knowledge, except as to matters which are therein stated on information or belief, and to those matters he believes them to be true.


Jerry W. Mayfield

Subscribed and sworn to before this 3rd day of February, 1998.


Notary Public

My Commission expires: Notary Public, Fulton County, Georgia
~~My Commission Expires December 2, 2000~~

SD

LIST OF EXHIBITS

- A - CERTIFICATE OF AUTHORITY
- B - ARTICLES OF ORGANIZATION
- C - FINANCIAL INFORMATION
- D - PROPOSED TARIFF

EXHIBIT A - CERTIFICATE OF AUTHORITY

EXHIBIT B - ARTICLES OF ORGANIZATION

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 971620524
CONTROL NUMBER : 9702571
DATE INC/AUTH/FILED: 01/23/1997
JURISDICTION : GEORGIA
PRINT DATE : 06/11/1997
FORM NUMBER : 215

ANN T. JONES
ALSTON & BIRD
1201 W. PEACHTREE ST.
ATLANTA, GA 30309

CERTIFIED COPY

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

SATELLINK PAGING, LLC
A GEORGIA LIMITED LIABILITY COMPANY

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey

Lewis A. Massey
Secretary of State

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMB : 9702571
EFFECTIVE DATE : 01/23/1997
COUNTY : FULTON
REFERENCE : 0045
PRINT DATE : 01/23/1997
FORM NUMBER : 0356

ALSTON & BIRD
SCOTT D. DICKINSON
1201 WEST PEACHTREE ST.
ATLANTA, GA 30309

CERTIFICATE OF ORGANIZATION

I, the Secretary of State of the State of Georgia, hereby certify under the seal of my office that

SATELLINK PAGING SOUTHEAST II, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE



Secretary of State
State of Georgia

J. K. JACKSON
Director

TRANSMITTAL INFORMATION FOR GEORGIA
LIMITED LIABILITY COMPANIES

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 970230849 PENDING CONTROL # P16756 CONTROL # 97023571
 Docket Code 356 LLC Type CL
 Date Filed 1-23-97 Amount Received \$ 175.00 Check/Receipt # _____
 Jurisdiction (County) Code 060
 Examiner 45 Date Completed _____

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. LLC Name Reservation Number
Sacellink Mowing Southeast II, LLC
 LLC Name (exactly as appears on name reservation)

2. Scott D. Dickinson Telephone Number _____
 Applicant/Attorney Telephone Number _____
Alston & Bird, 1201 West Peachtree Street, Atlanta, GA 30309-3121
 Address City State Zip Code

3. Name and address of each organizer (attach additional sheets if necessary)

Organizer	Address	City	State	Zip Code
<u>Scott D. Dickinson</u>	<u>Alston & Bird, 1201 W. Peachtree Street</u>	<u>Atlanta</u>	<u>GA</u>	<u>30309-3121</u>

4. Jerry W. Mansfield
 Name of Registered Agent in Georgia
1325 Northmeadow Parkway, Suite 120
 Registered Office Street Address in Georgia
Roswell GA 30076
 City County State Zip Code

5. 1325 Northmeadow Parkway, Suite 120, Roswell, Georgia 30076
 Principal Place of Business Mailing Address City State Zip Code

6. NOTICE: This form does not replace the articles of organization. Mail or deliver to the Secretary of State at the above address the following: (1) an original and one copy of this form; (2) an original and one copy of the articles of organization; and (3) a filing fee of \$75.00 (make check payable to "Secretary of State").

[Signature]
 Authorized Signature
 (Member, Manager, or Organizer)

1/23/97
 Date

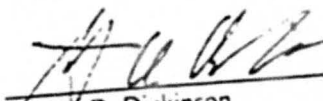
ARTICLES OF ORGANIZATION
OF
SATELLINK PAGING SOUTHEAST II, LLC

ARTICLES OF ORGANIZATION OF SATELLINK PAGING SOUTHEAST II, LLC (the "LLC"), dated January 23, 1997, to form a limited liability company under the Georgia Limited Liability Company Act (O.C.G.A. § 14-11-100 et seq.).

FIRST The name of the limited liability company formed hereby is Satelink Paging Southeast II, LLC

SECOND Management of the LLC will be vested in one or more managers

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written



Scott D Dickinson
Organizer

Jan 23 12 20 PM '97

Secretary of State

Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 970290603
CONTROL NUMBER: 9702571
EFFECTIVE DATE: 01/29/1996
REFERENCE : 0045
PRINT DATE : 01/29/1997
FORM NUMBER : 661

ALSTON & BIRD
FRANKIE SIMMONS
1201 WEST PEACHTREE STREET
ATLANTA, GA 30309

CERTIFICATE OF NAME CHANGE AMENDMENT

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SATELLINK PAGING SOUTHEAST II, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has filed articles of amendment in the office of the Secretary of State changing its name to

SATELLINK PAGING, LLC

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

970290603

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
SATELLINK PAGING SOUTHEAST II, LLC

Satellink Paging Southeast II, LLC hereby files these Articles of Amendment and states as follows:

1. The name of the limited liability company is Satellink Paging Southeast II, LLC (the "Company").
2. The Articles of Organization of the Company were filed on January 23, 1997.
3. Effective upon the date of filing of these Articles of Amendment, the Articles of Organization of the Company shall be amended by deleting Article FIRST in its entirety and substituting in lieu thereof the following:

"The name of the limited liability company formed hereby is Satellink Paging, LLC."

4. All other provisions of the Articles of Organization of the Company shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 24th day of January, 1997.

By: SATELLINK COMMUNICATIONS,
INC., its Sole Member and Manager

By: [Signature]
Title: President

SECRETARY OF STATE
JAN 29 12 05 PM '97
BSR (1)

EXHIBIT C - FINANCIAL INFORMATION

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

ARTHUR ANDERSEN LLP

Satellink Communications, Inc. and Subsidiary

**Consolidated Financial Statements
as of July 31, 1997 and 1996
Together With
Auditors' Report**

ARTHUR ANDERSEN LLP

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors of
Satellink Communications, Inc.:

We have audited the accompanying consolidated balance sheets of **SATELLINK COMMUNICATIONS, INC. AND SUBSIDIARY** (a Georgia corporation) as of July 31, 1997 and 1996 and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Satellink Communications, Inc. and subsidiary as of July 31, 1997 and 1996 and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Arthur Andersen LLP

Atlanta, Georgia
October 13, 1997

SATELLINK COMMUNICATIONS, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

JULY 31, 1997 AND 1996

	1997	1996	1997	1996
ASSETS				
CURRENT ASSETS:				
Cash	\$ 193,346	\$ 524,708	\$ 917,326	\$ 811,749
Accounts receivable, net of allowance for doubtful accounts of \$445,028 and \$198,911 in 1997 and 1996, respectively	2,698,481	2,143,173	2,340,024	1,754,339
Other receivables	147,470	44,746	372,140	395,506
Prepaid expenses and other current assets	362,053	276,135	710,361	661,785
Total current assets	3,401,350	2,988,762	88,047	99,447
PROPERTY AND EQUIPMENT, at cost:				
Paging systems equipment	9,044,247	7,029,233	74	74
Computer and terminal equipment	3,244,494	1,894,123		
Furniture and fixtures	495,133	188,377		
Leasehold improvements	107,766	81,063		
Less accumulated depreciation	12,891,640	9,192,796		
Property and equipment, net	(4,371,932)	(3,230,160)		
	8,519,708	5,962,636		
OTHER ASSETS:				
Goodwill, net of accumulated amortization of \$288,718 and \$56,257 in 1997 and 1996, respectively	9,081,211	6,584,173	3,500,000	3,500,000
Intangible assets, net of accumulated amortization of \$1,697,281 and \$1,112,743 in 1997 and 1996, respectively	3,500,905	2,171,518		
Investment in joint ventures	219,627	193,085		
Deferred tax asset	250,000	0		
Other	31,291	33,074		
Total other assets	13,085,034	8,983,850		
	\$25,006,092	\$17,935,248		
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)				
CURRENT LIABILITIES:				
Current maturities of long term debt			\$ 917,326	\$ 811,749
Accounts payable and accrued liabilities			2,340,024	1,754,339
Customer deposits			372,140	395,506
Deferred revenues			710,361	661,785
Accrued dividends on preferred stock			88,047	99,447
Total current liabilities			4,427,898	3,722,826
LONG-TERM DEBT, less current maturities				
			18,410,822	12,278,139
MINORITY INTEREST				
			5,351	2,522
COMMITMENTS AND CONTINGENCIES (Note 9)				
STOCKHOLDERS' EQUITY (DEFICIT):				
Series A convertible preferred stock, \$0.01 par value; 7,500 shares authorized; 7,360 shares issued and outstanding in 1997 and 1996, entitled to a maximum of \$290 per share plus accrued dividends in liquidation, dissolution, or windup of the Company			74	74
Series B convertible preferred stock, \$0.01 par value; 0 and 30,000 shares authorized in 1997 and 1996, respectively; 0 shares issued and outstanding			0	0
Series C convertible preferred stock, \$1,000 par value; 3,500 shares authorized; 3,500 shares issued and outstanding in 1997 and 1996, respectively; entitled to a maximum of \$1,000 per share plus accrued dividends in liquidation, dissolution, or windup of the Company				
Common stock, \$0.01 par value:				
Class A voting, 5,000,000 shares authorized; 2,271,393 and 2,236,553 shares issued and outstanding in 1997 and 1996, respectively			22,714	22,366
Class B nonvoting, 20,000 shares authorized; 535 65 and 1,071 32 shares issued and outstanding in 1997 and 1996, respectively			\$	10
Additional paid in capital			2,376,621	2,159,641
Stock warrants			4,346,722	2,573,615
Accumulated deficit			(8,084,115)	(6,323,945)
Total stockholders' equity (deficit)			2,162,021	1,931,761
			\$25,006,092	\$17,935,248

The accompanying notes are an integral part of these consolidated balance sheets

SATELLINK COMMUNICATIONS, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF OPERATIONS

FOR THE YEARS ENDED JULY 31, 1997 AND 1996

	1997	1996
SERVICE AND MAINTENANCE REVENUE	\$16,308,042	\$ 9,839,199
PRODUCT SALES	<u>1,264,418</u>	<u>975,144</u>
	17,572,460	10,814,343
OPERATING EXPENSES:		
Services, rent, and maintenance	6,541,774	3,878,639
Selling and marketing	2,313,930	1,602,467
General and administrative	2,983,120	1,714,291
Engineering	638,387	515,599
Depreciation and amortization	2,241,518	1,204,478
Cost of products sold	<u>1,201,271</u>	<u>959,575</u>
Total operating expenses	<u>15,920,000</u>	<u>9,875,049</u>
OPERATING INCOME	<u>1,652,460</u>	<u>939,294</u>
OTHER INCOME (EXPENSE):		
Other income	89,808	88,891
Interest expense	(1,526,867)	(710,454)
Accretion of stock warrants	(37,200)	(68,076)
Income (loss) from joint venture	<u>23,294</u>	<u>(95,715)</u>
	(1,450,965)	(785,354)
INCOME BEFORE INCOME TAX BENEFIT AND EXTRAORDINARY ITEM	201,495	153,940
INCOME TAX BENEFIT	<u>250,000</u>	<u>0</u>
INCOME BEFORE EXTRAORDINARY ITEM	451,495	153,940
EXTRAORDINARY LOSS ON EARLY RETIREMENT OF DEBT	<u>0</u>	<u>132,130</u>
NET INCOME	<u>\$ 451,495</u>	<u>\$ 21,810</u>

The accompanying notes are an integral part of these consolidated statements.

SATELLINK COMMUNICATIONS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

FOR THE YEARS ENDED JULY 31, 1997 AND 1996

	Common Stock			Series A		Series C		Paid-In Capital	Stock Warrants	Accumulated Equity (Deficit)	Total		
	Class A		Class B		Preferred Stock		Series C						
	Shares	Amount	Shares	Amount	Shares	Amount	Shares					Amount	
BALANCE, July 31, 1995	2,090,303	\$20,903	2,071	\$21	7,360	\$74	0	\$	0	\$1,911,093	\$1,583,000	\$45,062,967	\$(1,547,876)
Net income	0	0	0	0	0	0	0	0	0	0	0	21,810	21,810
Adjustment to increase carrying value of stock warrants to mandatory redemption price (Note 7)	0	0	0	0	0	0	0	0	854,350	(854,350)	0	0	0
Issuance of Class A common stock	81,250	813	0	0	0	0	0	249,187	0	0	0	0	250,000
Series A preferred stock dividends	0	0	0	0	0	0	0	0	0	(88,320)	0	0	(88,320)
Issuance of Series C preferred stock	0	0	0	0	0	0	3,500	3,500,000	0	0	0	0	3,500,000
Series C preferred stock dividends	0	0	0	0	0	0	0	0	0	0	0	(245,975)	(245,975)
Adjustment for conversion of Class B to Class A common stock	65,000	650	(1,000)	(11)	0	0	0	0	(639)	0	0	0	0
Adjustment for issuance of 1,912 warrants	0	0	0	0	0	0	0	0	94,682	(94,682)	0	0	0
Adjustment for repurchase of 538 warrants	0	0	0	0	0	0	0	0	(26,597)	539	0	0	(26,058)
Adjustment for issuance of 749 warrants	0	0	0	0	0	0	0	0	68,180	0	0	0	68,180
BALANCE, July 31, 1996	2,236,553	\$22,366	1,071	\$10	7,360	\$74	3,500	\$3,500,000	2,159,641	2,573,615	6,323,945	1,931,761	1,931,761
Net income	0	0	0	0	0	0	0	0	0	0	451,495	451,495	451,495
Adjustment to increase carrying value of stock warrants to mandatory redemption price (Note 7)	0	0	0	0	0	0	0	0	1,773,107	(1,773,107)	0	0	0
Series A preferred stock dividends	0	0	0	0	0	0	0	0	0	(88,320)	0	0	(88,320)
Series C preferred stock dividends	0	0	0	0	0	0	0	0	0	0	(350,238)	0	(350,238)
Adjustment for conversion of Class B to Class A common stock	34,840	348	(536)	(5)	0	0	0	0	(343)	0	0	0	0
Issuance of stock options (Note 7)	0	0	0	0	0	0	0	0	217,323	0	0	0	217,323
BALANCE, July 31, 1997	2,271,393	\$22,714	535	\$5	7,360	\$74	3,500	\$3,500,000	\$2,376,621	\$4,346,722	\$18,084,115	\$2,162,021	\$2,162,021

The accompanying notes are an integral part of these consolidated statements.

SATELLINK COMMUNICATIONS, INC. AND SUBSIDIARY

STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JULY 31, 1996 AND 1995

	1997	1996
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 451,495	\$ 21,810
Adjustments to reconcile net income to net cash provided by operating activities:		
Minority interest	2,829	2,522
Depreciation and amortization	2,241,518	1,204,478
Extraordinary loss on early retirement of debt	0	132,130
Changes in operating assets and liabilities:		
Accounts receivable	(425,434)	(970,305)
Other receivables	(82,724)	54,509
Prepaid expenses and other current assets	(85,918)	(125,206)
Deferred income taxes	(250,000)	0
Other assets	(462,137)	(291,312)
Accounts payable and accrued liabilities	574,285	576,804
Customer deposits	(23,366)	47,180
Deferred revenues	48,576	105,453
Total adjustments	1,537,629	736,253
Net cash provided by operating activities	1,989,124	758,063
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of businesses, net of cash acquired	(4,386,230)	(8,949,546)
Purchases of property and equipment, net	(3,647,266)	(1,910,553)
Investment in joint venture	(26,542)	(62,754)
Net cash used in investing activities	(8,060,038)	(10,922,853)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of preferred stock	0	3,500,000
Payment of preferred stock dividends	(438,558)	(334,295)
Proceeds from issuance of long-term debt, net	6,238,260	7,185,388
Proceeds from issuance of common stock	0	250,000
Other financing activities	(60,150)	42,122
Net cash provided by financing activities	5,739,552	10,643,215
NET (DECREASE) INCREASE IN CASH	(331,362)	478,425
CASH AT BEGINNING OF YEAR	524,708	46,283
CASH AT END OF YEAR	\$ 193,346	\$ 524,708
CASH PAID FOR INTEREST	\$1,412,766	\$ 632,729

The accompanying notes are an integral part of these consolidated statements.

SATELLINK COMMUNICATIONS, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

JULY 31, 1997 AND 1996

1. ORGANIZATION AND BUSINESS OPERATIONS

Satellink Communications, Inc. (the "Company") (a Georgia corporation), formerly Satellink Paging Inc., is a communications company providing local, regional, and nationwide paging and voice mail services to approximately 95,000 subscribers.

The Company has a distribution agreement with CUE Paging Corporation ("CUE"), a nationwide satellite paging company presently offering service in over 500 cities throughout the United States and Canada, to construct and operate regional paging systems utilizing FM subcarrier technology in the states of Georgia and Alabama. CUE currently owns approximately 13% and 12% of the Company's Class A common stock and Series A preferred stock, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Satellink Paging LLC. All significant intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from these estimates.

Property and Equipment

Property and equipment are stated at cost. Expenditures for renewals and improvements are capitalized, and replacements, maintenance, and repairs which do not improve or extend the lives of the respective assets are expensed as incurred. Depreciation is provided on a straight-line basis over the remaining estimated useful lives, as follows:

Paging equipment	5 years
Paging systems	10 to 20 years
Computers and terminal equipment	5 to 10 years
Furniture and fixtures	5 to 10 years
Leasehold improvements	5 to 10 years

Capitalized costs of the paging systems include direct and indirect engineering costs, system maintenance, financing costs, and other preoperating expenses incurred during the construction phase of the Company's various paging systems. As of July 31, 1997 and 1996, such capitalized costs were approximately \$693,000 and \$616,000, respectively, net of accumulated depreciation of approximately \$391,000 and \$337,000, respectively.

Intangible Assets

Intangible assets, net of accumulated amortization, at July 31, 1997 and 1996 consisted of the following:

	1997	1996
Affiliate fees	\$ 468,941	\$ 268,518
Acquired subscriber bases	1,991,236	1,190,333
Debt issuance costs	230,476	230,566
Organizational costs	501,031	109,289
Noncompete agreements	255,139	374,812
FCC licenses	54,082	0
	<u>\$3,500,905</u>	<u>\$2,173,518</u>

Affiliate fees and acquired subscriber bases related to the Company's acquisitions are amortized to income on a straight-line basis over periods ranging from 5 to 20 years. Organizational costs related to the start-up of certain of the Company's operations are amortized to income on a straight-line basis over a period of three years.

In connection with the Company's acquisitions (Note 3), it entered into noncompete agreements with certain shareholders of the sellers. These amounts are being amortized on a straight-line basis to income over three to five years in accordance with the terms of the related agreements.

The excess of cost over the fair market value of the assets acquired ("goodwill") is being amortized to income on a straight-line basis over a period of 30 years. The goodwill relates primarily to the acquisitions of certain assets. The Company periodically reviews the carrying values assigned to goodwill based on expectations of future cash flows and operating income generated by the underlying tangible assets in determining whether goodwill is recoverable.

The Company has incurred debt issuance costs in connection with its long-term debt (Note 6). These costs are capitalized and are amortized to interest expense over the term of the related debt. During 1997, the Company restructured its long-term debt and incurred

debt issuance costs of approximately \$60,150, which will be amortized over the term of the related facility.

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities at July 31, 1997 and 1996 consisted of the following:

	<u>1997</u>	<u>1996</u>
Accounts payable	\$1,584,170	\$1,151,457
Accrued interest	347,470	196,167
Accrued professional fees	30,000	153,332
Other accrued liabilities	378,384	253,383
	<u>\$2,340,024</u>	<u>\$1,754,339</u>

Revenue Recognition and Deferred Revenues

The Company's policy is to record revenue at the time the service is provided. Deferred revenues represent advance billings for recurring charges to customers. The deferred revenues related to recurring charges are recognized when earned, primarily in the following month.

Recent Accounting Pronouncements

In March 1995, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," which becomes effective for fiscal years beginning after December 15, 1995. SFAS No. 121 established standards for determining when impairment losses on long-lived assets have occurred and how impairment losses should be measured. The effect of adopting SFAS No. 121 was not material to the Company's consolidated financial statements.

The Company accounts for its stock-based compensation plan under Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees." Effective in 1996, the Company adopted the disclosure option of SFAS No. 123, "Accounting for Stock-Based Compensation." SFAS No. 123 requires that companies which do not choose to account for stock-based compensation as prescribed by this statement shall disclose the pro forma effects on net income as if SFAS No. 123 had been adopted. Additionally, certain other disclosures are required with respect to stock compensation and the assumptions used to determine the pro forma effects of SFAS No. 123 (Note 7).

Reclassifications

Certain prior year amounts have been reclassified to conform with the current year presentation.

3. ACQUISITIONS

During the year ended July 31, 1997, Satelink Paging LLC made the following acquisitions as set forth below. The acquisitions have been accounted for as purchases in accordance with APB No. 16, and accordingly, the purchase price has been allocated to the assets acquired based on the estimated fair values as of the acquisition dates. The excess of the cost over the estimated fair value of the net tangible assets acquired has been preliminarily allocated to goodwill and certain identifiable intangible assets.

Message World ("MW")

Effective February 1, 1997, Satelink Paging LLC acquired substantially all of the assets of MW under the terms of an asset purchase agreement. The acquired assets consisted primarily of local voicemail subscribers, a voicemail system, pagers and spare parts, accounts receivable, and furniture and fixtures. The purchase price was approximately \$1,600,000 before recording certain acquisition expenses and adjustments and was financed through the Company's term loan and revolving credit facility.

Satelink, Inc. ("SLA")

Effective May 23, 1997, Satelink Paging LLC acquired all of the outstanding capital stock of SLA under the terms of a stock purchase agreement. Subsequent to the acquisition, SLA was merged into Satelink Paging LLC. The acquired assets consisted primarily of local paging subscribers, a paging terminal and transmitter, pagers and spare parts, accounts receivable, a FCC license and furniture and fixtures. The purchase price was approximately \$1,650,000 before recording certain acquisition expenses and adjustments and was financed through the Company's term loan and revolving credit facility.

Fast Communications ("Fast")

Effective May 23, 1997, Satelink Paging LLC acquired substantially all of the assets of Fast under the terms of an asset purchase agreement. The acquired assets consisted primarily of local paging subscribers, a paging terminal, pagers and spare parts, accounts receivable, an airtime credit from a paging carrier, and furniture and fixtures. The purchase price was approximately \$330,000 before recording certain acquisition expenses and adjustments and was financed through the Company's term loan and revolving credit facility.

Flint River Paging, Inc. ("Flint")

Effective May 23, 1997, Satelink Paging LLC acquired substantially all of the assets of Flint under the terms of an asset purchase agreement. The acquired assets consisted primarily of local paging subscribers, a paging terminal, pagers and spare parts, accounts receivable, a FCC license, and furniture and fixtures. The purchase price was approximately \$126,000 before recording certain acquisition expenses and adjustments and was financed through the Company's term loan and revolving credit facility.

Call One ("Call")

Effective February 1, 1997, Satelink Paging LLC acquired substantially all of the assets of Call under the terms of an asset purchase agreement. The acquired assets consisted primarily of voice mail subscribers. The purchase price was approximately \$250,000 before recording certain acquisition expenses and adjustments and was financed through the Company's term loan and revolving credit facility.

4. INVESTMENT IN JOINT VENTURE

On May 25, 1995, the Company entered into a joint venture agreement with C.R. Inc. ("CR") (which was subsequently acquired in June 1996) and an additional paging company to form and operate a third-party supplier, Nations Link, Ltd. ("Nations Link"). Under the terms of the agreement, the Company was obligated to make capital contributions to Nations Link totaling \$250,000.

In conjunction with the CR acquisition, Nations Link was reorganized and contributed all of its assets with the exception of its pager development project to Nations Link LLC. The Company's ownership percentage in both Nations Link and Nations Link LLC was 33.3%. As a result of the acquisition, the Company acquired an additional 16.7% ownership interest in Nations Link LLC, bringing its ownership percentage to 50% at July 31, 1997.

The Company accounts for its investments in Nations Link and Nations Link LCC under the equity method. Accordingly, the Company's net investment has been reported as "investment in joint ventures" on its accompanying consolidated balance sheets. The Company has adjusted the investment account balance according to its pro rata ownership percentage.

5. INVESTMENT IN DIRECTLINK COMMUNICATIONS, LLC

On December 1, 1995, the Company acquired 60% of the common stock of DirectLink Communications, LLC ("DirectLink") for \$21,300. This acquisition increased the Company's ownership stake in DirectLink to 85%. The consolidated financial statements include the accounts of Direct Link. The minority interest represents the 15% separate ownership in Direct Link.

The Company also agreed to make additional investments in DirectLink in the form of a promissory note not to exceed \$400,000. The promissory note will bear interest at the prime rate plus 2%. As of July 31, 1997, the aggregate amount outstanding under the promissory note totaled \$380,799.

6. LONG-TERM DEBT

Long-term debt at July 31, 1997 and 1996 consisted of the following:

	<u>1997</u>	<u>1996</u>
\$8,000,000 note payable to bank, variable interest rate (9.72% at July 31, 1997), net of unamortized discount of \$188,892 and \$226,182 at July 31, 1997 and 1996, respectively, payable in quarterly installments; principal due in full on March 31, 2002; secured by all of the assets of Satellink Paging LLC and a pledge of 100% of the Company's ownership interest in Satellink Paging LLC	\$ 7,811,018	\$ 5,273,818
\$17,000,000 revolving credit facility, variable interest rate (9.72% at July 31, 1997); principal payable in full on March 31, 2002; secured by all of the assets of Satellink Paging LLC and a pledge of 100% of the Company's ownership interest in Satellink Paging LLC	10,957,394	7,350,092
Notes payable to sellers, interest at 8%	<u>559,736</u>	<u>465,978</u>
	19,328,148	13,089,888
Less current portion	<u>917,326</u>	<u>811,749</u>
	<u>\$18,410,822</u>	<u>\$12,278,139</u>

In March 1997, the Company amended its term loan and revolving credit facility with Creditanstalt (the "New Credit Facility"), providing for maximum borrowings of \$25,000,000. The New Credit Facility was divided into a \$17,000,000 revolving line of credit (the "Revolver") and an \$8,000,000 term note (the "Term Note"). The Revolver and Term Note are both due in full on March 31, 2002 and bear interest at, the Company's option, at either a Eurodollar interest rate option, as defined, plus 4% or the prime rate plus 2%.

Under the most restrictive covenants of the New Credit Facility, the Company must maintain a ratio of operating cash flow to interest expense, as defined, and achieve specified levels of earnings under the terms of the agreement.

7. EQUITY

Common Stock

During 1996, the Company amended its articles of incorporation and increased the number of authorized shares of Class A voting common stock to 5,000,000 shares and approved conversion of all outstanding shares of Class B common stock into Class A

common stock. As of July 31, 1997, 1,536 shares of Class B common stock have been converted into 99,840 shares of Class A Common Stock.

During June 1997, the Company's board of directors approved a 64 share dividend of its Class A common stock. All share information has been restated to give effect to the stock dividend.

Preferred Stock

During November 1995, the Company sold 3,500 shares of Series C convertible preferred stock (the "Series C") for \$1,000 per share and received proceeds of \$3,500,000. The Series C carries a 10% cash coupon, which is paid monthly. Each share of Series C may be converted (subject to antidilution provisions), at the holder's option, at any time into approximately 209.67 shares of the Company's Class A common or 3.23 shares of Series B convertible preferred stock. The Series C shares are redeemable (at the original purchase price plus accrued dividends) on November 17, 2002.

During 1996, the Company amended its articles of incorporation and increased the number of authorized shares of Series B convertible preferred stock ("Series B") to 30,000 shares. Series B is nonvoting and the holders will receive dividends equal to those paid to the holders of the Company's common stock when such dividends are declared. In the event of liquidation, Series B stockholders are entitled to the identical privileges as the holders of the Company's common stock. Shares of Series B are convertible into 65 shares of Class A common stock of the Company.

The characteristics of the preferred stock by series as of July 31, 1997 are as follows:

	Series A	Series B	Series C
Shares authorized	7,500	30,000	3,500
Shares outstanding	7,360	0	3,500
Liquidation preference per share	\$100 plus accrued dividends and cumulative premium at \$38 per annum not to exceed \$190 per share	Same as common stock	\$1,000 per share
Annual regular dividend rate per share	12% per annum	Same as common stock	10% per annum
Accumulated unpaid regular dividend	\$70,290	\$0	\$29,167
Date callable by the Company	Any time following the third anniversary of original issue date, as defined	N/A	Redeemable November 17, 2002
Callable price	Liquidation preference, as discussed above	N/A	Liquidation preference, as discussed above
Date payable by holder	N/A	Over period from November 17, 2001 through December 3, 2006	N/A
Putable price	N/A	Pro rata share of the Company's equity at ten times operating cash flows less debt, as defined	N/A
Voting privilege	Same as common stock	None	None
Convertibility to common stock	1.65	1.65	1.209.67

Stock Warrants

In connection with the Company's original financing agreement with Creditanstalt, the Company issued a warrant to purchase either 776,815 shares of Class A common stock or 11,951 shares of Series B preferred stock at an exercise price of \$0.01. The cost of the proceeds from the term loan and facility was allocated between long-term debt and stock warrants. The estimated \$450,000 fair market value of the stock warrants at the date of grant was recorded as stock warrants in the accompanying balance sheets. Due to the Company increasing its line of credit in 1995, Creditanstalt was issued an additional warrant to purchase 124,865 shares of Class A common stock or 1,921 shares of Series B preferred stock at an exercise price of \$0.01. The estimated \$94,682 fair market value of the stock warrant at the date of grant was recorded as stock warrants in the accompanying balance sheet. During June 1996, the Company amended its credit agreement. In connection with the amendment, the Company issued additional warrants to purchase 27,040 and 21,645 shares of either Class A common stock at exercise prices of \$0.01 and \$3.08, respectively or 416 and 333 shares of Series B preferred stock at exercise prices of \$0.01 and \$200, respectively. The estimated \$68,180 fair value of the stock warrants at the date of grant was recorded as stock warrants in the accompanying balance sheets. The debt discounts are being amortized to interest expense over the term of the term loan and facility. The difference between the estimated fair market value of the stock warrants at the issue date and their estimated redemption prices will be accreted as a direct charge to retained earnings over the term of the facility and term loan. During fiscal 1997 and 1996, the Company increased the carrying value of the stock warrants by \$1,773,107 and \$854,350, respectively, to reflect the increase in the estimated redemption price of the stock warrants. In addition to the warrant issuances noted above, the Company retired 585 warrants and repurchased 34,970 warrants from Creditanstalt during fiscal year 1996.

The Company may be required to repurchase the exercised warrants over the period from November 17, 2001 through December 3, 2006 at a price per share which values the Company's equity at ten times operating cash flows for the most recent 12-month period less debt, as defined in the warrant agreement. The warrants represent rights to purchase approximately 23% of the Company's outstanding capital stock.

Stock Options

On August 1, 1995, the Company granted an option to purchase 65,000 shares of the Company's Class A common shares at an exercise price of \$2.31 per share (the estimated fair value at the date of grant). The option has a term of five years and vests ratably over a period of three years.

On May 1, 1996, the Company granted an option to purchase 130,000 shares of the Company's Class A common shares at an exercise price of \$4.78 per share (the estimated fair value at the date of grant). The option was in consideration for services provided regarding the Company's acquisitions and has been allocated to additional paid-in capital in the accompanying consolidated balance sheets.

Statement of Financial Accounting Standards No. 123

During 1995, the FASB issued SFAS No. 123, "Accounting for Stock-Based Compensation," which defines a fair value-based method of accounting for an employee stock option or similar equity instrument and encourages all entities to adopt that method of accounting for all of their employee stock compensation plans. However, it also allows an entity to continue to measure compensation cost for those plans using the method of accounting prescribed by APB Opinion No. 25, "Accounting for Stock Issued to Employees." Entities electing to remain with the accounting methodology required by APB Opinion No. 25 must make pro forma disclosures of net income as if the fair value-based method of accounting defined in SFAS No. 123 were used.

The Company has elected to account for its stock-based compensation plans under APB Opinion No. 25, under which no compensation cost has been recognized by the Company. However, the Company has computed, for pro forma disclosure purposes, the value of all options for shares of the Company's common stock granted during 1997 and 1996 using the Black-Scholes option-pricing model prescribed by SFAS No. 123 and the following weighted average assumptions:

Risk-free interest rate	6.27%-6.52%
Expected dividend yield	0%
Expected lives	Five years
Expected volatility	0%

The total fair value of the options granted during the years ended July 31, 1997 and 1996 was computed as approximately \$169,868 and \$39,367, respectively, which would be amortized over the vesting period of the options. If the Company had accounted for these plans in accordance with SFAS No. 123, the Company's reported pro forma net income for the years ended July 31, 1997 and 1996 would have been as follows:

	<u>1997</u>	<u>1996</u>
Net income:		
As reported	\$451,495	\$21,810
Pro forma	268,687	8,688

The following table summarizes the Company's portion of stock option transactions under the Company's stock option plan:

	<u>Number of Shares</u>	<u>Weighted Average Price Per Share</u>
Outstanding at July 31, 1995	0	-
Granted	<u>65,000</u>	2.31
Outstanding at July 31, 1996	65,000	2.31
Granted	<u>130,000</u>	4.78
Outstanding at July 31, 1997	<u>195,000</u>	3.96

At July 31, 1997, there were 195,000 options outstanding with a weighted average remaining contractual life of 3.33 years and a weighted average exercise price of \$3.96. There were 173,333 options exercisable at July 31, 1997 at a weighted average exercise price of \$4.17 per share.

8. INCOME TAXES

Significant components of the net deferred tax asset as of July 31, 1997 and 1996 are as follows:

	<u>1997</u>	<u>1996</u>
Deferred tax asset (liability):		
Net operating loss carryforwards	\$2,084,978	\$1,886,268
Bad debt reserve	143,480	79,564
Other	<u>57,339</u>	<u>51,072</u>
	2,285,797	2,016,904
Accelerated depreciation	<u>(1,239,386)</u>	<u>(873,057)</u>
Net deferred tax asset before valuation allowance	1,046,411	1,143,847
Valuation allowance	<u>(796,411)</u>	<u>(1,143,847)</u>
Net deferred tax asset	<u>\$ 250,000</u>	<u>\$ 0</u>

As of July 31, 1997, the Company had net operating loss carryforwards, which expire at various dates through 2010, of approximately \$5,212,000 available to offset future taxable income. The issuance of stock by the Company may result in an "ownership change" as defined by the Tax Reform Act of 1986. Therefore, the unused net operating loss carryforwards could be subject to limitation. Also, the net operating loss carryforwards used to offset any taxes calculated as alternative minimum tax could be less than the regular net operating loss carryforwards.

9. COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company leases office space, antenna sites, and subcarrier frequencies under noncancelable operating leases expiring on various dates through 2001. The majority of the subcarrier frequency leases have additional renewal terms ranging from 10 to 14 years at the option of either party. As the Company's operations are dependent upon the availability of antenna sites and subcarrier frequencies, management expects that most leases will be renewed or replaced by other leases. The Company recorded lease expenses of approximately \$846,000 and \$757,000 in 1997 and 1996, respectively, related to these operating leases.

Minimum future payments under noncancelable operating leases as of July 31, 1997 are as follows:

1998	\$ 811,000
1999	593,000
2000	390,000
2001	170,000
2002	7,000
	<u>\$1,971,000</u>

Legal Proceedings

The Company is subject to lawsuits arising in the ordinary course of business. In the opinion of management, the ultimate resolution of these pending legal proceedings will not have a material adverse effect on the Company's business or financial condition.

10. RELATED-PARTY TRANSACTIONS

The Company pays CUE monthly amounts for regional and nationwide airtime charges, various telephone charges, and co-op advertising fees. Approximately \$4,244,000 and \$2,513,000 were paid to CUE for the years ended July 31, 1997 and 1996, respectively and has been recorded in services, rent and maintenance in the accompanying consolidated statements of operations. Approximately \$356,000 and \$341,000 were payable to CUE and are included in accounts payable and accrued liabilities in the accompanying balance sheets as of July 31, 1997 and 1996, respectively.

The Company purchases pagers from Nations Link. Approximately \$1,512,000 and \$1,421,000 were paid to Nations Link for the years ended July 31, 1997 and 1996, respectively and has been recorded in property and equipment in the accompanying consolidated balance sheets. Approximately \$0 and \$112,000 were payable to Nations Link at July 31, 1997 and 1996, respectively, and are included in the accompanying balance sheets.

During 1995, NationsLink entered into a \$500,000 line of credit with a bank with Satellink serving as the guarantor. Subsequent to year-end, the line of credit was repaid in full.

11. RETIREMENT PLAN

Effective April 1, 1995, the Company adopted a 401(k) retirement plan covering substantially all employees, which provides for discretionary employer-matching contributions. The Company contributed \$20,600 and \$9,500 in 1997 and 1996, respectively.

12. SUBSEQUENT EVENT

Effective September 10, 1997, the Company acquired substantially all of the assets of Radiofone of Georgia under the terms of an asset purchase agreement. The acquired assets consisted primarily of local subscribers, paging terminal, FCC license, pagers, and furniture, and fixtures. The purchase price was approximately \$190,000 before recording certain acquisition expenses and was financed through the Company's term loan and revolving credit facility.

Effective October 1, 1997, Satelink Paging, LLC acquired substantially all of the assets of Wall Communications, Inc. under the terms of an asset purchase agreement. The acquired assets consisted primarily of paging subscribers, a Regional Affiliate Agreement with CUE Paging Corporation, pagers, furniture, and fixtures. The purchase price was approximately \$400,000 before recording certain acquisition expenses and was financed through the Company's revolving credit facility.

EXHIBIT D - PROPOSED TARIFF

SATELLINK PAGING, LLC

ORIGINAL SHEET 1
SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Satelink Paging, LLC ("SPL"), with principal offices at 1325 Northmeadow Parkway, Suite 120, Roswell, Georgia 30076. This tariff applies for services furnished within the State of South Dakota. 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: February 6, 1998

ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

EFFECTIVE:

SATELLINK PAGING, LLC

ORIGINAL SHEET 2

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

CONCURRING, CONNECTING OR
OTHER PARTICIPATING CARRIERS AND
BILLING AGENTS

1. Concurring Carriers - None
2. Connecting Carriers - None
3. Other Participating Carriers - None
4. Billing Agents - None

ISSUED: February 6, 1998

ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

EFFECTIVE:

TELECOMMUNICATIONS SERVICES TARIFFCHECK SHEET

Sheets 1 through 29 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

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

* New or Revised Sheet

ISSUED: February 6, 1998

EFFECTIVE:

ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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ISSUED: February 6, 1998

ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

EFFECTIVE:

TELECOMMUNICATIONS SERVICES TARIFFTARIFF 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 pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

C. Paragraph Numbering Sequence: There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

- 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.(1)
- 2.1.1.A.1.(a).I.(1).(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 Commission file.

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EFFECTIVE:

ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

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

- (C) to signify change in regulation
- (D) to signify a deletion
- (I) to signify a rate increase
- (L) to signify material relocated in the tariff
- (N) to signify a new rate or regulation
- (R) to signify a rate reduction
- (T) to signify a change in text, but no change in rate or regulation

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EFFECTIVE:

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

TELECOMMUNICATIONS SERVICES TARIFFSECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to SPL's location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable SPL to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Commission - Used throughout this tariff to mean the South Dakota Public Utilities Commission.

Customer - The person, firm, corporation or other legal entity which orders the services of SPL and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Company or SPL - Used throughout this tariff to mean Satellink Paging, LLC, a Georgia Limited Liability Company.

Holiday - New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. Holidays shall be billed at the evening rate from 8 a.m. to 11 p.m. After 11 p.m., the lower night rate shall go into effect.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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TELECOMMUNICATIONS SERVICES TARIFF

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

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

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ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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TELECOMMUNICATIONS SERVICES TARIFFSECTION 2 - RULES AND REGULATIONS2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate resale telecommunications services provided by SPL for telecommunications between points within the State of South Dakota. Resale services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company reserves the right to examine the credit record and check the references of all applicants and Customers. The Company may examine the credit profile/record of any applicant prior to accepting the service order. The service application shall not in itself obligate the Company to provide services or to continue to provide service if a later check of applicant's credit record is, in the opinion of the Company, contrary to the best interest of the Company. 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 a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement. The Company does not own any switching, transmission or other physical facilities in South Dakota.

ISSUED: February 6, 1998**ISSUED BY:****Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076****EFFECTIVE:**

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- 2.1.1 The services provided by SPL are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this Commission.
- 2.1.2 The rates and regulations contained in this tariff apply only to the resale services furnished by SPL and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of SPL.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use of Services

- 2.2.1 SPL's services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of SPL's services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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TELECOMMUNICATIONS SERVICES TARIFF

- 2.2.3 The use of SPL's services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.
- 2.2.4 SPL's services are available for use twenty-four hours per day, seven days per week.
- 2.2.5 SPL does not transmit messages, but the services may be used for that purpose.
- 2.2.6 SPL's services may be denied for nonpayment of charges or for other violations of this tariff.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.

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- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.
- 2.3.4 The Company's liability for damages, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects or misrepresentations shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company.
- 2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.
- 2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.

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1325 Northmeadow Parkway, Suite 120
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TELECOMMUNICATIONS SERVICES TARIFF

2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express, implied, or statutory, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by SPL on the Customer's behalf.
- 2.4.3 If required for the provision of SPL's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to SPL.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to SPL and the Customer when required for SPL personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of SPL's services.
- 2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of SPL's equipment to be maintained within the range normally provided for the operation of microcomputers.

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1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with SPL's facilities or services, that the signals emitted into SPL's network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, SPL will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to SPL equipment, personnel or the quality of service to other Customers, SPL may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, SPL may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay SPL for replacement or repair of damage to the equipment or facilities of SPL caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any SPL equipment installed at Customer's premises.
- 2.4.9 If SPL installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.

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1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

TELECOMMUNICATIONS SERVICES TARIFF

- 2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

2.5 Cancellation or Interruption of Services

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, SPL may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
- 2.5.1.A For nonpayment of any sum due SPL for more than thirty (30) days after issuance of the bill for the amount due,
- 2.5.1.B For violation of any of the provisions of this tariff,
- 2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over SPL's services, or
- 2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting SPL from furnishing its services.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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TELECOMMUNICATIONS SERVICES TARIFF

- 2.5.2 Without incurring liability, SPL may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and SPL's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.
- 2.5.3 Service may be discontinued by SPL without notice to the Customer, by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when SPL deems it necessary to take such action to prevent unlawful use of its service. SPL will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon thirty (30) days written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

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ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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TELECOMMUNICATIONS SERVICES TARIFF**2.6 Credit Allowance**

- 2.6.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence of the Customer, or to the failure of channels or equipment provided by the Customer, are subject to the general liability provisions set forth in 2.3 herein. It shall be the obligation of the Customer to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission by the Customer within his control, or is not in wiring or equipment, if any, furnished by the Customer and connected to the Company's facilities.
- 2.6.2 No credit is allowed in the event that service must be interrupted in order to provide routine service quality or related investigations.
- 2.6.3 Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company or in the event that the Company is entitled to a credit for the failure of the facilities of the Company's Underlying Carrier used to furnish service.
- 2.6.4 Credit for interruption shall commence after the Customer notifies the Company of the interruption or when the Company becomes aware thereof, and ceases when service has been restored.
- 2.6.5 For purposes of credit computation, every month shall be considered to have 720 hours.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

2.6.6 No credit shall be allowed for an interruption of a continuous duration of less than two hours.

2.6.7 The Customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = \frac{A}{720} \times B$$

"A" - outage time in hours

"B" - monthly charge for affected activity

2.7 Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in part 64, Subpart D of the Rules and Regulations of the Federal Communications Commission.

2.8 Deposit

The Company does not require deposits to commence service.

2.9 Advance Payments

SPL does not require advance payments.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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TELECOMMUNICATIONS SERVICES TARIFF2.10 Payment and Billing

- 2.10.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt. A late fee will be assessed on unpaid amounts 30 days after rendition of bills.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.
- 2.10.3 All bills are presumed accurate, and shall be binding on the customer unless objection is received by the Company in writing within 30 days after such bills are rendered. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such 30 day period.

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ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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TELECOMMUNICATIONS SERVICES TARIFF**2.11 Collection Costs**

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated or non-regulated services, equipment or facilities, or to enforce any judgment obtained against a Customer, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

2.12 Taxes

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein.

2.13 Late Charge

A late fee of 1.5% per month or the amount otherwise authorized by law, whichever is lower, will be charged on any past due balances.

2.14 Returned Check Charge

A fee of \$20.00 will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

TELECOMMUNICATIONS SERVICES TARIFFSECTION 3 - DESCRIPTION OF SERVICE3.1 Computation of Charges

3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in one minute increments. All calls are rounded up to the next whole increment.

3.1.2 Where mileage bands appear in a rate table, rates for all calls are based upon the airline distance between the originating and terminating points of the call, as determined by the vertical and horizontal coordinates associated with the exchange (the area code and three digit central office code) associated with the originating and terminating telephone numbers. If the Customer obtains access to the Company's network by a dedicated access circuit, that circuit will be assigned an exchange for rating purposes based upon the Customer's main telephone number at the location where the dedicated access circuit terminates. The vertical and horizontal (V & H) coordinates for each exchange and the airline distance between them will be determined according to industry standards.

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1325 Northmeadow Parkway, Suite 120
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- 3.1.3 Timing begins when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. SPL will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076
(800) 344-3415

Any objection to billed charges should be reported promptly to SPL. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

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1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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The Company will respond within seventy two (72) hours of receipt of an inquiry. If the Customer is dissatisfied with the Company's response to a complaint or inquiry, the Customer may file the Commission for resolution of the conflict. The South Dakota Public Utilities Commission can be reached at:

500 East Capitol
Pierre, SD 57501-5070
(605) 773-2201
(800) 332-1782

If a Customer accumulates more than One Dollar of undisputed delinquent SPL 800 Service charges, the SPL Resp. Org. reserves the right not to honor that Customer's request for a Resp. Org. change until such undisputed charges are paid in full.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of SPL or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. SPL's name and toll-free telephone number will appear on the Customer's bill.

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1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

TELECOMMUNICATIONS SERVICES TARIFF3.5 Service Offerings

3.5.1 1+ Dialing

The customer utilizes "1+" dialing, or "101XXXX" dialing followed by "1 + ten digits" for interLATA calls, or dials "101XXXX" followed by "1 + 7 digits" or "1 + 10 digits" for intraLATA calls.

3.5.2 Travel Cards.

The Customer utilizes an 11 digit "800" access number established by SPL to access a terminal. Upon receiving an automated voice prompt, the Customer is instructed to enter an Authorization Code. After entering the Authorization Code, the Customer will receive a dial tone and can enter the area code and phone number of the desired party. In order to terminate the call, the Customer may either hang up or press the pound (#) key three times, which will return the Customer to a dial tone in order to place another call.

3.5.3 800 Service (Toll free).

This service is inbound calling only where an 800 or 888 number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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3.5.4 SPL Enhanced Communication Service

SPL Enhanced Communication Service is accessed using either a unique toll-free or local access number provided to each Customer. This service is an adjunct to the Company's paging and voice mail service. After pressing the star (*) key, the caller is prompted by an automated voice response system to enter his/her Authorization Code. Upon confirmation of the Authorization Code, the caller is given a menu of choices.

3.5.4.A SPL Long Distance Calling

In order to complete a SPL Long Distance Call, the Customer is instructed to press the number two (2) key. After entering the 2 key, the Customer will receive a dial tone and can then enter the area code and phone number of the desired party. To terminate the call and return back to the menu, the Customer presses the pound (#) key three times.

3.5.4.B SPL Personal Link Service

SPL Personal Link Service allows Customers to select certain phone numbers to which the SPL Enhanced Communication Service will forward. When a caller reaches the Customer's voice mail service, the caller can press zero (0) during the voice mail greeting, and the caller will automatically be forwarded to the designated numbers in order to reach the Customer.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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TELECOMMUNICATIONS SERVICES TARIFF

3.5.4.C SPL Conference Calling

In order to utilize SPL Conference Calling, the Customer is instructed to press the number two (2) key. After entering the 2 key, the Customer will receive a dial tone and then can select Conference Calling and can then enter the area code and phone number of the desired parties.

3.5.5 Directory Assistance.

Access to long distance directory assistance is obtained by dialing 1 + 555-1212 for listings within the originating area code and 1 + (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will apply for each number requested. A charge will be applicable for each number requested, whether or not the number is listed or published.

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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3.5.6 Specialized Pricing Arrangements.

Customized service packages and competitive pricing packages at negotiated rates may be furnished on a case-by-case basis in response to requests by Customers to the Company for proposals or for competitive bids. Service offered under this tariff provision will be filed with the Commission. Specialized rates or charges will be made available to similarly situated Customers on a non-discriminatory basis.

3.5.7 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.8 Promotional Offerings

The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These offerings may be limited to certain dates, times and locations. The Company will notify the Commission of such offerings as required by Commission rules and regulations.

ISSUED: February 6, 1998

ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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SECTION 4 - RATES

4.1 1+ Dialing

\$0.25 per minute

4.2 Travel Cards

\$0.25 per minute

A service charge of \$.25 will apply per call.

4.3 800 Service (Toll Free)

\$0.20 per minute

4.4 SPL Enhanced Communication Service

\$0.15 per minute

4.1.1 Conference Calling

\$0.25 per minute per party, including the caller
\$0.50 per call service charge

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Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

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4.5 Directory Assistance

\$.75

4.6 Returned Check Charge

\$20.00

4.7 Rate Periods

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period		
5 p.m. to 11 p.m.*	Evening Rate Period		Evening Rate Period
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

4.8 Payphone Dial Around Surcharge

A dial around surcharge of \$.50 per call will be added to any completed INTRASTATE toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

ISSUED: February 6, 1998

ISSUED BY:

Jerry W. Mayfield, President
1325 Northmeadow Parkway, Suite 120
Roswell, Georgia 30076

EFFECTIVE:

SATELLINK PAGING, LLC.

OPERATING ACCOUNT

1325 N. MEADOW PKWY., STE. 120
ROSWELL, GA 30076

12449

Feb 3 1998

64-22/610
25115

PAY TO THE
ORDER OF

South Dakota Public Utilities Commissions 250.⁰⁰
Two Hundred Fifty + ⁰⁰/₁₀₀ DOLLARS

TWO SIGNATURES REQUIRED OVER \$5,000.00

**FIRST
UNION**

First Union National Bank
Atlanta, Georgia

FOR

J. O. [Signature]

⑈0 2449⑈ ⑆06 1000 227⑆ 2080000 508 368⑈

South Dakota
Public Utilities Commission
State Capitol 500 E. Capitol
Pierre, SD 57501-5070
Phone: (605) 773-3705
Fax: (605) 773-3809

TELECOMMUNICATIONS SERVICE FILINGS

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

02/06/98 through 02/12/98

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
NEGOTIATED INTERCONNECTION AGREEMENT FILED			
TC98-017	CommNet Cellular, Inc. and Accent Communications Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-018	CommNet Cellular, Inc. and Armour Independent Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-019	CommNet Cellular, Inc. and Baltic Telecom Cooperative submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-020	CommNet Cellular, Inc. and Beresford Municipal Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-021	CommNet Cellular, Inc. and Bridgewater-Canistota Independent Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-022	CommNet Cellular, Inc. and East Plains Telecom., Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98

TC98-023	CommNet Cellular, Inc. and Faith Municipal Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-024	CommNet Cellular, Inc. and Golden West Telecommunications Cooperative, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-025	CommNet Cellular, Inc. and Hanson Communications, Inc. d/b/a McCook Telecom submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-026	CommNet Cellular, Inc. and Hanson County Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-027	CommNet Cellular, Inc. and Heartland Communications, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-028	CommNet Cellular, Inc. and Interstate Telecommunications Cooperative, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-029	CommNet Cellular, Inc. and Intrastate Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-030	CommNet Cellular, Inc. and James Valley Cooperative Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-031	CommNet Cellular, Inc. and Kennebec Telephone Company Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98

TC98-032	CommNet Cellular, Inc. and McCook Cooperative Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-033	CommNet Cellular, Inc. and Midstate Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-034	CommNet Cellular, Inc. and Mobridge Telecommunications Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/CH) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-035	CommNet Cellular, Inc. and RC Communications, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-036	CommNet Cellular, Inc. and Roberts County Telephone Cooperative Association submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-037	CommNet Cellular, Inc. and Sanborn Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-038	CommNet Cellular, Inc. and SANCOM Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-039	CommNet Cellular, Inc. and Sioux Valley Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-040	CommNet Cellular, Inc. and Splitrock Properties, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98

TC98-041	CommNet Cellular, Inc. and Splitrock Telecom. Coop., Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-042	CommNet Cellular, Inc. and Stateline Telecommunications, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-043	CommNet Cellular, Inc. and Stockholm-Strandburg Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-044	CommNet Cellular, Inc. and Sully Buttes Telephone Coop., Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-045	CommNet Cellular, Inc. and Union Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-046	CommNet Cellular, Inc. and Valley Cable & Satellite Communications, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-047	CommNet Cellular, Inc. and Valley Telecommunications Coop. Assn., Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-048	CommNet Cellular, Inc. and Venture Communications, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-049	CommNet Cellular, Inc. and Vivian Telephone Company d/b/a Golden West Communications, Inc. submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff. HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98

TC98-050	CommNet Cellular, Inc. and West River Cooperative Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-051	CommNet Cellular, Inc. and West River Telecommunications Cooperative submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
TC98-052	CommNet Cellular, Inc. and Western Telephone Company submitted copy of the contract entered into between the parties for a wireless interconnection agreement. (Staff: HB/KC) Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than March 5, 1998. Parties to the agreement may file written responses to the comments no later than March 26, 1998.	02/06/98	Responses Due 03/05/98
REQUEST FOR CERTIFICATE OF AUTHORITY			
TC98-053	Application by Satelink Paging, LLC for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/KC) "Applicant is a switch-based reseller which intends to offer 1+ direct dialing, 800 toll free, travel card and outbound dialing as an adjunct to its paging and voice mail services through the resale of telephone services provided by facilities-based interexchange carriers."	02/09/98	02/27/98

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@puc.state.sd.us. Faxing the address to the Commission at 605-773-3809.

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

IN THE MATTER OF THE APPLICATION OF)
SATELLINK PAGING, LLC FOR A)
CERTIFICATE OF AUTHORITY TO PROVIDE)
TELECOMMUNICATIONS SERVICES IN)
SOUTH DAKOTA)

ORDER GRANTING
CERTIFICATE OF
AUTHORITY

TC98-053

On February 9, 1998, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20.10.24.02, received an application for a certificate of authority from Satelink Paging, LLC (Satelink).

Satelink proposes to offer 1+ direct dialing, 800 toll free, travel card and outbound dialing as an adjunct to its paging and voice mail services. A proposed tariff was filed by Satelink. The Commission has classified long distance service as fully competitive.

On February 12, 1998, the Commission electronically transmitted notice of the filing and the intervention deadline of February 27, 1998, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled March 26, 1998, meeting, the Commission considered Satelink's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that Satelink not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission.

The Commission finds that it has jurisdiction over this matter pursuant to Chapter 49-31, specifically 49-31-3 and ARSD 20.10.24.02 and 20.10.24.03. The Commission finds that Satelink has met the legal requirements established for the granting of a certificate of authority. Satelink has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. The Commission approves Satelink's application for a certificate of authority, subject to the condition that Satelink not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. As the Commission's final decision in this matter, it is therefore

ORDERED, that Satelink's application for a certificate of authority is hereby granted effective April 9, 1998, subject to the condition that Satelink not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

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

Dated at Pierre, South Dakota, this 6th day of April, 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 first class mail, in properly addressed envelopes, with charges prepaid thereon.
By <u>Arlaine Halbo</u>
Date <u>4/8/98</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

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

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

Authority was Granted March 26, 1998, effective April 9, 1998
Docket No. TC98-053

This is to certify that

SATELLINK PAGING, LLC

is authorized to provide telecommunications services in South Dakota.

This certificate is issued in accordance with SDCL 49-31-3 and ARSD 20.10.24.02, and is subject to all of the conditions and limitations contained in the rules and statutes governing its conduct of offering telecommunications services.

Dated at Pierre, South Dakota, this 6th day of April, 1998.

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:



James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner