

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

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KATHERINE E. BARKER MARSHALL

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EMAIL: kbarker@kelleydrye.com

**RECEIVED**

**APR 26 2007**

**SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION**

April 25, 2007

**VIA UPS**

Pamela A. Bonrud  
Executive Director  
Public Utilities Commission  
Capitol Building, 1st Floor  
500 East Capitol Avenue  
Pierre, SD 57501-5070

Re: Completion of Transaction

Dear Mr. Bonrud:

On January 12, 2007, OPEX Communications, Inc., Premiercom Management Company and Total Call International, Inc. (collectively, the "Parties"), by their counsel, filed an a Notification regarding a transfer of control transaction. This letter is to advise the South Dakota Public Service Commission that the transaction that was the subject of the Notification has been consummated.

As described in the Notification, this change in control did not involve the transfer of operating authority, assets or customers – the Parties will continue to offer the same services at the same rates, terms and conditions.

Enclosed please find an original, ten (10) copies, a duplicate copy and a self-addressed, postage-paid envelope. Please date-stamp the envelope upon receipt and return it in the envelope provided. Should the Commission have any questions regarding this matter, please do not hesitate to contact Katherine Barker Marshall at (202) 342-8519.

Respectfully submitted,



Katherine E. Barker Marshall  
Counsel to the Parties

**KELLEY DRYE & WARREN LLP**

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Respectfully submitted,



Katherine E. Barker Marshall  
Counsel to the Parties

**RECEIVED**

**APR 23 2007**

**SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

Marc W. Taubenfeld  
State Bar No. 19679800  
David L. Woods  
State Bar No. 24004167  
McGuire, Craddock & Strother, P.C.  
500 N. Akard, Suite 3550  
Dallas, Texas 75201  
(214) 954-6800 Telephone  
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ATTORNEYS FOR ROBERT MILBANK, Jr., CHAPTER 7 TRUSTEE

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

IN RE: §  
PREMIERE NETWORK SERVICES, INC., §  
DEBTOR. §  
CASE NO. 04-33402-HDH-7  
CHAPTER 7

**CHAPTER 7 TRUSTEE'S MOTION TO APPROVE SETTLEMENT  
WITH USAA PURSUANT TO FED R. BANKR. P. 9019**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Robert Milbank Jr., the Chapter 7 Trustee of the bankruptcy estate of Premiere Network Services, Inc. (the "Trustee"), files this Motion to Approve Settlement with USAA Casualty Insurance Company d/b/a USAA ("USAA") Pursuant to FED. R. BANKR. P. 9019 (the "Motion"). In support of this Motion, the Trustee shows the Court as follows:

**NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 12TH FLOOR, FEDERAL BUILDING, 1100 COMMERCE STREET, DALLAS, TEXAS 75242, ON OR BEFORE 4:00 P.M., MAY 9, 2007, WHICH IS TWENTY (20) DAYS FROM THE DATE OF SERVICE HEREOF, PLUS THREE DAYS FOR SERVICE.**

**ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK, AND A COPY MUST BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A**

RESPONSE IS FILED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

**I. JURISDICTION AND VENUE**

1. Pursuant to 28 U.S.C. §§ 1334 and 157, the Court has jurisdiction to hear this Motion. Pursuant to 28 U.S.C. § 157(b)(2)(A) and (O), the Motion presents a core proceeding. Authority to grant the relief requested is provided by Fed. R. Bankr. P. 9019.
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

**II. BACKGROUND**

3. On March 29, 2004 (the "Petition Date"), Premiere Network Services, Inc. (the "Debtor") filed its voluntary petition for relief pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), thereby commencing this bankruptcy case.
4. On July 29, 2004, the Court converted this case to a case under chapter 7 of the Bankruptcy Code.
5. Prior to the conversion of the case, the Debtor was a reseller of telecommunications services.
6. According to the Debtor's books and records, the Debtor sold and provided to USAA telecommunication services for which the Debtor was not fully paid. The Debtor's books and records indicate that a principal amount of \$49,494.84 is due and owing from USAA to the Debtor's estate.

**IV. PRAYER**

WHEREFORE, the Trustee respectfully prays that this Court enter an Order approving the settlement with USAA in accordance with the attached Settlement Agreement, and granting the Trustee any additional relief this Court deems appropriate.

Respectfully submitted,

/s/ David L. Woods (04/16/07)  
Marc W. Taubenfeld  
State Bar No. 19679800  
David L. Woods  
State Bar No. 24004167  
McGuire, Craddock & Strother, P.C.  
3550 Lincoln Plaza  
500 N. Akard  
Dallas, TX 75201  
(214) 954-6800 - Telephone  
(214) 954-6850 - Telecopier  
**ATTORNEYS FOR ROBERT  
MILBANK Jr., CHAPTER 7 TRUSTEE**

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on April 16, 2007, he served the foregoing document by United States first class regular mail, postage prepaid, to the parties listed below:

**ATTACHED SERVICE LIST**

/s/ David L. Woods (04/16/07)  
**David L. Woods**

H:\DL\CLIENTS\MILBANK\TRUSTEE.1755\PREMIERE.31\MOTION TO APPROVE USAA SETTLEMENT.DOC

**TRUSTEE'S MOTION TO APPROVE SETTLEMENT**

Page 5 of 5

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6412 Sondra Drive  
Dallas, TX 75214

Dallas County  
c/o Linebarger Goggan Blair & Sampson  
2323 Bryan St., Suite 1600  
Dallas, TX 75201

SBC Telecommunications  
One SBC Plaza, Room 3014  
208 S. Akard Street, Room 3014  
Dallas, TX 75202

Verizon Communications Inc.  
Warren H. Smith & Associates, P.C.  
325 N. St Paul Street  
Republic Center, Suite 1275  
Dallas, TX 75201

Adamietz, Debbie  
1646 Wildflower Dr.  
Waxahachie TX 75165-7839

Ameritech-Illinois Cabs  
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Saginaw, MI 48605-18

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Isenberg Management Assoc.  
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10999 III 10 West, Su  
San Antonio, TX 7823

CT Secretary of State  
Document Review  
30 Trinity Street  
Hartford CT 06115-04

City of Dallas, Dallas 911  
City of DeSoto  
c/o Linebarger Goggan Blair  
2323 Bryan Street, Suite 1600  
Dallas, TX 75201

Premiere Network Services, Inc.  
1510 N. Hampton Road  
Suite 120  
De Soto, TX 75115

Texas Comptroller of Public Accounts  
Mark Browning (ECF eMail)  
c/o Sherri K. Simpson, Paralegal  
P.O. Box 12548  
Austin, TX 78711-2548

A. I. Credit Corp  
P. O. Box 200455  
Dallas TX 75320-0455

Aetna US Health Care  
~~P. O. Box 994913~~  
~~Los Angeles, CA 901~~  
(Return mail)

Arkansas Secretary of State  
State Capitol, Rm 25  
Little Rock, AR 7220

Bell South  
85 Annex  
Atlanta GA 30385-000

Bickerstaff, Heath, and Smiley  
1700 Frost Bank Plaz  
816 Congress Avenue  
Austin, TX 78701-24

CT Corporation  
120 South Central Av  
Clayton MO 63105

CitiCapital (Returned mail/acct cld)  
~~Dept No. 05969~~  
~~P. O. Box 39000~~  
~~San Francisco, CA 94~~

DaimlerChrysler Services N America, LLC  
Law, Snakard & Gambill, PC  
1600 W. 7th Street, Suite 500  
Fort Worth, TX 76102

Public Utility Commission of Texas  
c/o Office of the Attorney General  
Bankruptcy & Collections Division  
P. O. Box 12548 MC-008  
Austin, TX 78711-2548

UTEX Communications Corp.  
c/o Patricia B. Tomasco  
Brown McCarroll, L.L.P.  
111 Congress Avenue Suite 1400  
Austin, TX 78701

ATT Wireless Services  
P. O. Box 8220  
Aurora, IL 60572-822

Ameritech - Illinois CABS  
P. O. Box 1838  
Saginaw MI 48605-183

Assured Self Storage  
1480 N Hampton Rd  
DeSoto TX 75115

BellSouth Telecommunications  
333 Commerce St  
Suite 2101  
Nashville TN 37201-3

Brenda C West  
~~10145 La Vine St~~  
~~Atlanta, GA 301701-6009~~  
(Returned mail)

CT Dept of Revenue Services  
P. O. Box 150406  
Hartford CT 06115-04

City of Allen  
Finance-Accounting  
1 Allen Civic Plaza  
Allen, TX 75013

Isenberg Management Associates  
Attn: Jason Morahan, Vice President  
400 S. Zang Blvd., Suite 620  
Dallas, TX 75208

John Y Brown III  
Secretary of State  
P. o. Box 1150  
Frankfort KY 40602-1

Kelley Drye and Warren I.J.P  
Brad E. Mutschelkna  
1200 19th St. N.W. No  
Washington, DC 20036

Public Service Commission of M  
Fiscial Section, 16t  
6 St. Paul Street  
Baltimore MD 21201-6

Public Utility Commission of TX  
1701 N. Congress Ave  
Austin, TX 78701

Quill Corporation  
PO Box 94081  
Palatine, IL 60094-

LA Department of Revenue  
Taxpayer Services Di  
P. O. Box 201  
Baton Rouge, LA 7082

LA Secretary of State  
Commercial Division  
P. O. Box 94125  
Baton Rouge, LA 7080

Lyons, John  
~~8664 FM 1434~~  
~~Jonestown, TX 78645~~  
(Returned mail)

Qwest Wholesale Services  
P. O. Box 856184  
Louisville KY 40285-

Reliable Office Products  
850 W. Bryn Mawr Ave  
Itasca, IL 60143

SBC  
P O BOX 630047  
Dallas, TX 75263-00

Mercedes-Benz (Returned Mail)  
~~P. O. Box 530652~~  
~~Atlanta, GA 30353-06~~

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Bur. of Commercial S (Returned Mail)  
~~P. O. Box 30702~~  
~~Fansing, MI 48909-820~~

Michigan Dept. of Consumer and  
Bureau of Commercial (Returned Mail)  
~~P. O. Box 30015~~  
~~Fansing, MI 48909~~

SBC  
P. O. Box 630047  
Dallas TX 75263-0047

SMS 800 Management Team  
P. O. Box 7777-W5235  
Philadelphia, PA 191

SMU - RR RETURNED MAIL  
~~6425 Boz Lane~~  
~~Dallas TX 75205~~

Minnesota Department of Commer  
P. O. Box 1753  
St Paul MN 55101

Minnesota Secretary of State  
Records Processing D  
180 State Office Bui  
100 Constitution Ave  
St Paul, MN 55155-1

Montana Secretary of State, Bo  
P. O. Box 202802  
Helena, MT 59620-280

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~~110 Sierra Grande St~~  
~~Red Oak, TX 75154~~  
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Secretary of State  
Commercial Division  
P. O. Box 94125  
Baton Rouge, LA 7080

Secretary of State  
Corporate Section  
P. O. Box 13697  
Austin TX 78711-369

NE Secretary of State  
1305 State Capital  
P. O. Box 94608  
Lincoln NE 68509-460

NECA - CC  
80 South Jefferson  
Attn: Cash Managemen  
Room N3106  
Whippany, NJ 07981

NECA Headquarters  
80 South Jefferson R  
Attn: Cash Managemen Room N3106  
Whippany, NJ 07981

Secretary of State, Alabama  
Corporate Division  
Post Office Box 5616  
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Secretary of State, Georgia  
Corporations Divisio  
Suite 315, West Tower  
2 Martin Luther King  
Atlanta, GA 30334-15

Secretary of State, New Hampsh  
State House Room 204  
Concord, NH 03301

NECA Services Inc  
Attn: Anna Del Rosar  
80 South jefferson R  
Whippany, NJ 07981

NECA TX  
USF Department 12103  
P. O. Box 121033  
Dallas, TX 73512-103

NENA (Returned Mail)  
~~P. O. Box 360960~~  
~~Columbus, Ohio 43223~~

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Corporations Section  
1560 Broadway, Suite  
Denver CO 80202

Secretary of the Commonwealth,  
Commonwealth of Mass  
One Ashburton Place  
Boston, MA 02108-151

Service Lloyds Insurance Compa  
P. O. Box 26850  
Austin TX 78755-085

NYS Corporation Tax Processing  
P. O. Box 22038  
Albany, NY 12201-203

NYS Department of State Div.  
~~Albany NY 12221-0002~~  
  
(Remove pursuant to their request)

NYS Sales Tax Processing  
JAF Building  
P. O. Box 1205  
New York, NY 10116-1

South Dakota Public Utilities  
500 E Capital  
Pierre, SD 57501-507

South Dakota Secretary of Stat  
500 E Capital  
Pierre, SD 57501-455

Southwestern Bell  
P. O. Box 630047  
Dallas, TX 75263-00

Neu Star Inc  
P. O. Box 403034  
Atlanta, GA 30384-30

NeuStar, Inc  
P. O. Box 403034  
Atlanta, GA 30384-30

Nevada Legal Press  
3301 S Malihou Ave  
Pahrump, NV 89048-64

Southwestern Bell  
P. O. Box 630047  
Dallas, TX 75263-004

Southwestern Bell  
P. O. Box 650502  
Dallas TX 75265-0502

Southwestern Bell  
P. O. Box 650516  
Dallas TX 75265-051

Nevada Public Utilities Commss  
Attn: Fiscal Service  
1150 E. William Strc  
Carson City, NV 8970

OFC Capital  
~~P. O. Box 530101~~  
~~Dept GA00010 (Mail Returned)~~  
~~Atlanta GA 30353-010~~

OPUC Public Utility Commission  
P. O. Box 2153  
Salcm, OR 97308-2153

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Dallas, TX 75265-050

Southwestern Bell  
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Dallas, TX 75393-01

Southwestern Bell  
PO Box 930170  
Dallas, TX 75393-017

Office Depot  
P. O. Box 9020  
Des Moines IA 50368

Pacific Life and Annuity  
P. O. Box 7010  
Newport Beach CA 926

Peace, Jacquetta  
2820 County Road 206  
Alvarado, TX 75009

Southwestern Bell Telephone  
Attn: Marty Cheater  
722 N Broadway 11th  
Milwaukee, WI 53202

Southwestern Bell Telephone Co  
Attn: Marty Cheatha  
One Bell Center  
St. Louis, MO 63101

Springboard Ltd  
4800 Bryant Irving C  
Fort Worth TX 76107

## EXHIBIT "A"

### SETTLEMENT AND MUTUAL RELEASE AGREEMENT

This Settlement and Mutual Release Agreement (the "Settlement Agreement") is made and entered into by and among Robert Milbank Jr., the Chapter 7 Trustee of Premiere Network Services, Inc. (hereinafter, the "Trustee") and USAA Casualty Insurance Company d/b/a USAA (hereinafter "USAA"). The Trustee and USAA are sometimes hereinafter collectively referred to as the "Parties" or singularly as a "Party".

### RECITALS

WHEREAS, On March 29, 2004 (the "Petition Date"), Premiere Network Services, Inc. (the "Debtor") filed its voluntary petition for relief pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and thus initiated the case styled *In re Premiere Network Services, Inc.*, Case No. 04-33402-HDH-11 (the "Bankruptcy Case"), currently pending before the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court");

WHEREAS, On July 29, 2004, the Bankruptcy Court converted the Bankruptcy Case to a case under chapter 7 of the Bankruptcy Code;

WHEREAS, prior to the conversion of the Bankruptcy Case to chapter 7, the Debtor was a reseller of telecommunications services;

WHEREAS, the Trustee contends that, according to the Debtor's books and records, the Debtor sold and provided to USAA telecommunication services and that the principal amount of \$49,494.84 remains due and owing from USAA;

WHEREAS, USAA disputes the Trustee's contention and denies that any services were sold by the Debtor to USAA which were not paid for;

WHEREAS, the Trustee and USAA desire to avoid the uncertainties and expense of litigating the dispute, and settle and compromise the controversy on the terms set forth below;

WHEREAS, the Parties have had the opportunity to consult with counsel of their respective choice in connection with this Settlement Agreement and the Bankruptcy Case; and

WHEREAS, each of the Parties to this Settlement Agreement agrees to bear its own costs and expenses, including attorneys' fees, arising out of the matters related to this Settlement Agreement.

NOW, THEREFORE, in consideration of the premises aforesaid and the mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Trustee and USAA agree as follows:

1. **Recitals Incorporated.** The recitals and prefatory phrases and paragraphs set forth above are hereby incorporated in full, and made a part of, this Settlement Agreement.

IN WITNESS WHEREOF, the Parties, each by persons duly authorized, have caused the Settlement Agreement to be executed on the dates indicated below, effective April \_\_\_\_\_, 2007.

**ROBERT MILBANK JR.**

By: \_\_\_\_\_  
Title: Chapter 7 Trustee, Premiere  
Network Services, Inc.  
Date: \_\_\_\_\_

-AND-

**USAA**

By: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_