

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

Also Admitted in New York
and Maryland

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

May 15, 2000

VIA OVERNIGHT DELIVERY

Mr. Dale Roberts
Chief A.L.J./Executive Secretary
Missouri Public Service Commission
Room 250
301 W. High Street
Jefferson City, MO 65102
(573) 751-3234

Re: LD Exchange.com, Inc.

Dear Mr. Roberts:

FILED²
MAY 16 2000
Missouri Public
Service Commission

TA 2000-762

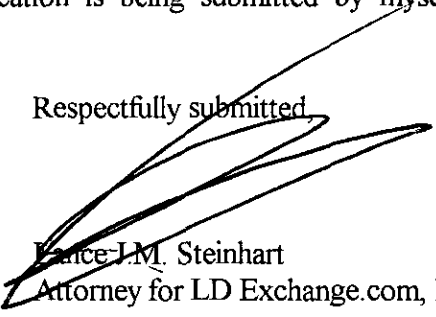
Enclosed please find an original and eight (8) copies of LD Exchange.com, Inc.'s Application for Certificate of Service Authority to Provide Interexchange Telecommunications Services Within the State of Missouri.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope.

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

Please note that this Application is being submitted by myself and Judith A. Rau, Esq., Missouri Counsel, Bar # 24856.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for LD Exchange.com, Inc.

Enclosures

cc: Dale Christensen
Office of Public Counsel

200001052

FILED²

MAY 16 2000

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

Missouri Public
Service Commission

In the matter of the
Application of
LD Exchange.com, Inc.

for a certificate of
service authority
to provide interexchange
telecommunications services

Case No. TA-2000-762

APPLICATION

LD Exchange.com, Inc., ("Applicant"), a Delaware Corporation, files this verified application respectfully requesting that the Missouri Public Service Commission ("Commission") issue an order that:

- (a) grants Applicant a Certificate of Service Authority to provide interexchange telecommunications services pursuant to Chapter 392 of the Missouri Revised Statutes.
- (b) grants competitive status to Applicant, and classifies the Applicant's services as competitive.
- (c) waives certain Commission rules and statutory provisions pursuant to Section 392.420, RSMo Cum. Supp. 1992.

In support of its request, Applicant states:

1. The legal name and principal office or place of business of the Applicant are:

LD Exchange.com, Inc.
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542
(949) 622-4566/Phone
(949) 477-6960/Facsimile

A copy of Applicant's Certificate of Incorporation, as amended, and certificate of authority from the Missouri Secretary of State to transact business in Missouri are attached hereto as Exhibit I.

2. The name and address of Applicant's in-state attorney is:

Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298

3. Applicant currently operates as a wholesale provider of international telecommunications services to other authorized US carriers. LDX intends to resell domestic long distance service from various facilities-based carriers. Applicant proposes to provide interexchange telecommunications services within Missouri including direct outbound dialing (1+ and 101XXXX), 800 and 888 (inbound Toll-Free), travel cards, and prepaid calling cards. Applicant respectfully requests authority to provide service to prospective business and residential customers throughout the State of Missouri.

4. Applicant has the experience in the telecommunications industry and the technical and financial resources to provide telecommunications services within Missouri. A brief description of the qualifications and experience of the key management employees is attached hereto as Exhibit II. A copy of the Applicant's Balance Sheet and Income Statement for the year ended December 31, 1999 is attached hereto as Exhibit III.

5. Applicant's draft Tariff is attached as Exhibit IV. The proposed tariff contains the rules and regulations applicable to its customers, a description of the services offered, and a list of rates associated with such services.

6. Applicant requests classification as a competitive telecommunications company within the State of Missouri, and that its services are classified as competitive. Applicant believes that its proposed services will be subject to sufficient competition to justify a lesser degree of regulation. Granting of this application is in the public interest as it will allow greater price and service options for telephone users.

7. Applicant also respectfully requests, pursuant to Section 392.420 RSMo (Cum. Supp. 1992), that the Commission waive the application of the following rules and statutory provisions as it relates to the regulation of Applicant:

392.210.2 Establish Uniform System of Accounts for Annual reports
392.240(1) Setting just and reasonable rates
392.270 Ascertain Property values
392.280 Establish Depreciation accounts
392.290 Issuance of securities
392.300.2 Acquisition of stock
392.310 Issuance of stock and debt
392.320 Stock Dividend Payment
392.330 Issuance of securities, debts and notes
392.340 Reorganization(s)
4 CSR 240-10.020 Depreciation fund income
4 CSR 240-30.010(2)(C) Posting exchange rates at central offices.
4 CSR 240-33.030 Inform customers of lowest price
4 CSR 240-35 Reporting of bypass
4 CSR 240-30.040 Uniform System of Accounts

The above-referenced rules and statutory provisions have been waived as to other interexchange carriers in prior cases.

8. Applicant, pursuant to Section 386.570, Cum. Supp. 1992, will comply with all applicable Commission rules except those which are specifically waived by the Commission pursuant to a request filed by the Applicant.


9. Correspondence or communications pertaining to this Application 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)

10. Grant of this Application will further the public interest by expanding the availability of competitive telecommunications services in the State of Missouri. In addition, intrastate offering of these services is in the public interest because the services will provide Missouri customers with access to new technologies and service choices, and can permit customers to achieve increased efficiencies and cost savings. In particular, the public will benefit directly, through the use of the competitive services to be offered by Applicant, and indirectly, because the presence of Applicant in this market will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service.


WHEREFORE, Applicant, LD Exchange.com, Inc., respectfully requests that the Missouri Public Service Commission grant it a certificate of service authority to provide interexchange telecommunications services within the State of Missouri. Applicant also requests classification as a competitive telecommunications company and that its services be classified as competitive. In addition Applicant requests a waiver of the above-referenced rules and statutory provisions.

Respectfully submitted,



Lance M. Steinhart, Esq.
Attorney at Law
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(770) 232-9200
Georgia Bar No. 678222

and



Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298
(618) 939-7186
Missouri Bar No. 24856

Attorneys for Applicant

ATTACHED EXHIBITS

- Exhibit I Missouri Secretary of State Authorization
 And Certificate of Incorporation, as amended
- Exhibit II Executive Officers' Qualifications and Experience
- Exhibit III Financial Information
- Exhibit IV Draft Tariff

Exhibit I
Missouri Secretary of State Authorization
and
Certificate of Incorporation, as amended

No. F00482733

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
LD EXCHANGE.COM, INC.

using in Missouri the name
LD EXCHANGE.COM, INC.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of DELAWARE.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of APRIL, 2000.



\$155.00

Rebecca McDowell Cook
Secretary of State



State of Missouri

Rebecca McDowell Cook, Secretary of State

P.O. Box 778, Jefferson City, MO 65102
Corporation Division

Rebecca McDowell Cook
SECRETARY OF STATE

APR 24 2000

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

**Application for Foreign Corporation
for a Certificate of Authority**

(Submit in duplicate with filing fee of \$155.00)

(1) The corporation's name is LD EXCHANGE.COM, INC.
and it is organized and existing under the laws of Delaware

(2) The name it will use in Missouri is _____

(3) The date of its incorporation was January 15, 1997 (month/day/year),
and the period of its duration is Perpetual

(4) The address of its principal place of business (Address/City/State/Zip)
2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542

(5) The name and address of its registered agent and office in the State of
Missouri is (Name, Address, City/State/Zip)
National Corporate Research, Ltd. 222 E. Dunklin, Suite 102, Jefferson City, Missouri 65101

(6) The specific purpose(s) of its business in Missouri are: _____
Provide Telecommunication Services

(7) The name of its officers and directors and their business addresses are as
follows:

Officers (Name/Address/City/State/Zip)

CEO	John Snedegar	2510 N. Redhill Ave, Ste 230, Santa Ana, CA 92705-5542
President	Joseph L. Putegnat	2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542
Vice President	Pat Stone	2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542
Secretary	M'Liss Jones Kane	2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542
Treasurer	Dale Christiansen	2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542


Board of Directors (Name/Address/City/State/Zip)

Director	John Snedegar	2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542
Director	Joseph L. Putegnat	2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542
Director	Patrick F. Stone	2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542
Director		2510 N. Redhill Ave.; Ste. 230, Santa Ana, CA 92705-5542

(8) The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows:

(Date may not be more than 90 days after the filing date in this office)

In affirmation thereof, the facts stated above are true.

 Treasurer 2/20/00
(Authorized signature of officer or chairman of the board) (Title) (Date)

Note: You must have a current certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters.

FILED
AND CERTIFICATE OF
AUTHORITY ISSUED

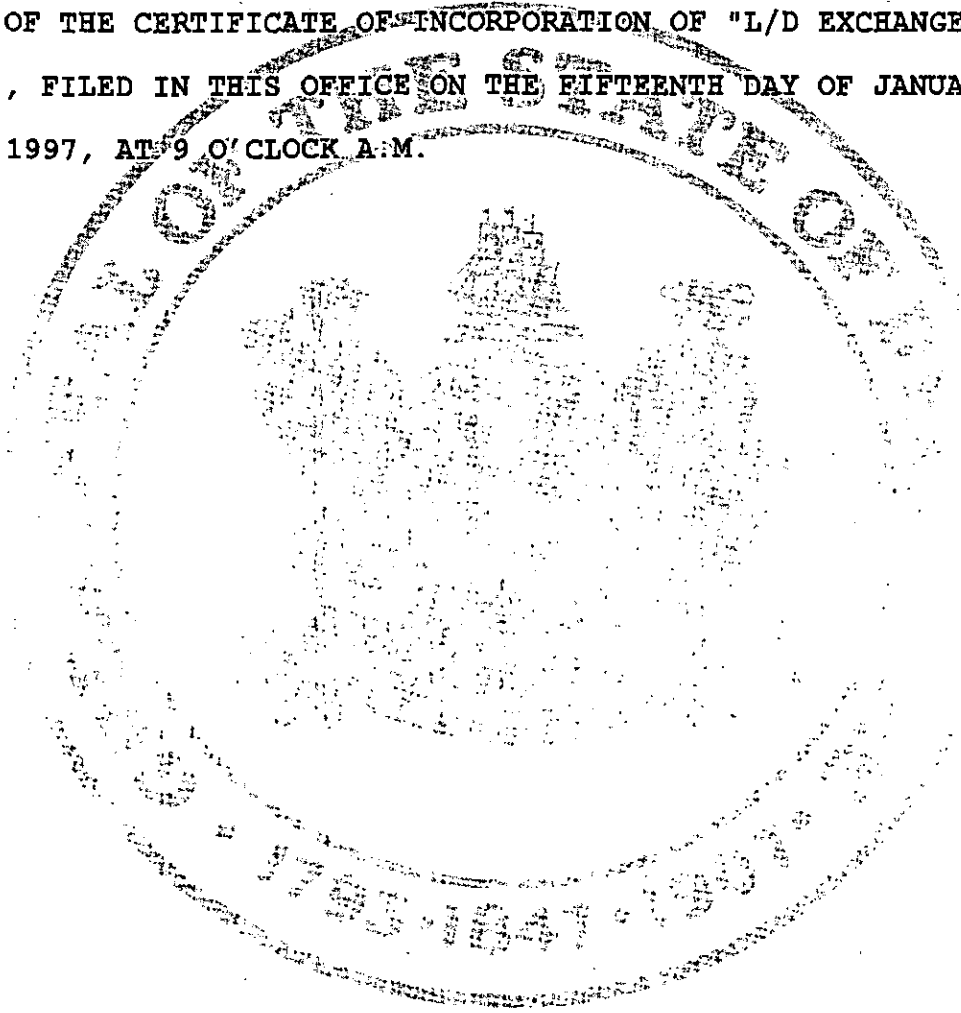
APR 24 2000

Rebecca McDowell Cook
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "L/D EXCHANGE COM. INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2706430 8100

001123089

AUTHENTICATION: 0309091

DATE: 03-10-00

FROM : THE COMPANY CORPORATION

PHONE NO. : 302 575 1346

STATE OF DELAWARE
JAN 15 1997 9:00 AM P2
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/15/1997
971015055 - 2706430

CERTIFICATE OF INCORPORATION
OF

L/D Exchange Com. Inc.

FIRST: The name of this corporation is L/D Exchange Com. Inc.

SECOND: Its registered office in the State of Delaware is to be located at 1313 N. Market Street, Wilmington DE 19801-1151, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of the total authorized capital stock of this corporation is divided into 1,500 shares of stock at NO par value.

FIFTH: The name and mailing address of the incorporator is as follows:

Regina Cephas, 1313 N. Market St., Wilmington DE 19801-1151

SIXTH: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholder; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law of the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

SEVENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED: JANUARY 15, 1997


Regina Cephas

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "L/D EXCHANGE COM. INC.", CHANGING ITS NAME FROM "L/D EXCHANGE COM. INC." TO "LD EXCHANGE.COM, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2706430 8100

001123089

AUTHENTICATION: 0309097

DATE: 03-10-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

L/D Exchange Com. Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of L/D Exchange Com. Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered 'First' so that, as amended said Article shall be and read as follows:

'First: The name of this corporation is
LD Exchange.com, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting of the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment as duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Joseph L. Putegnat has caused its corporate seal to be hereunto affixed and this certificate to be signed by

Joseph L. Putegnat its authorized officer this 5th day of March 19 97

President
Authorized Officer, Title
Joseph Lyle Putegnat II President
Printed name and title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "LD EXCHANGE.COM, INC.",
FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF OCTOBER, A.D.
1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2706430 8100

001123089

AUTHENTICATION: 0309103

DATE: 03-10-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

LD Exchange.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of LD Exchange.com, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended said Article shall be and read as follows:

"FOURTH: The amount of the total authorized capital stock of this corporation is divided into 10,000,000 shares of common stock at \$.001 par value."

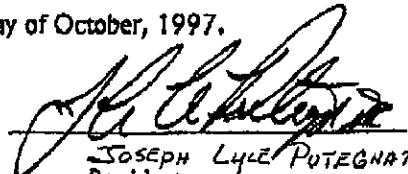
SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporations was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting of the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment as duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporations shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said LD Exchange.com, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by

Joseph Lyle Putegnat Its President and Secretary, this 6th day of October, 1997.


JOSEPH LYLE PUTEGNAT
President


State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LD MERGER CORPORATION" A DELAWARE CORPORATION,
WITH AND INTO "LD EXCHANGE.COM, INC." UNDER THE NAME OF "LD EXCHANGE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2706430 8100M

001123089

AUTHENTICATION: 0309109

DATE: 03-10-00

CERTIFICATE OF MERGER

OF

**LD MERGER CORPORATION,
a Delaware corporation**

INTO

**LD EXCHANGE.COM, INC.,
a Delaware corporation**

LD EXCHANGE.COM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), in lieu of filing the Agreement of Merger required by Section 251 of the DGCL, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations participating in the merger herein certified is as follows:

<u>Name</u>	<u>State of Incorporation</u>
LD Merger Corporation	Delaware
LD Exchange.com, Inc.	Delaware

SECOND: An Agreement and Plan of Reorganization, dated as of November 17, 1998 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the aforementioned constituent corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation in the merger herein certified is LD Exchange.com, Inc.

FOURTH: The Certificate of Incorporation of LD Exchange.com, Inc., as now in effect, shall be the Certificate of Incorporation of said surviving corporation until it is amended pursuant to the applicable provisions of the DGCL.

FIFTH: The executed Merger Agreement is on file at the office of the surviving corporation, located at 12625 High Bluff Drive, Suite 112, San Diego, California 92130.

SIXTH: A copy of the aforementioned Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.


LD EXCHANGE.COM, INC.
a Delaware corporation

By:


Joseph L. Putegast, III, President

LD MERGER CORPORATION
a Delaware corporation

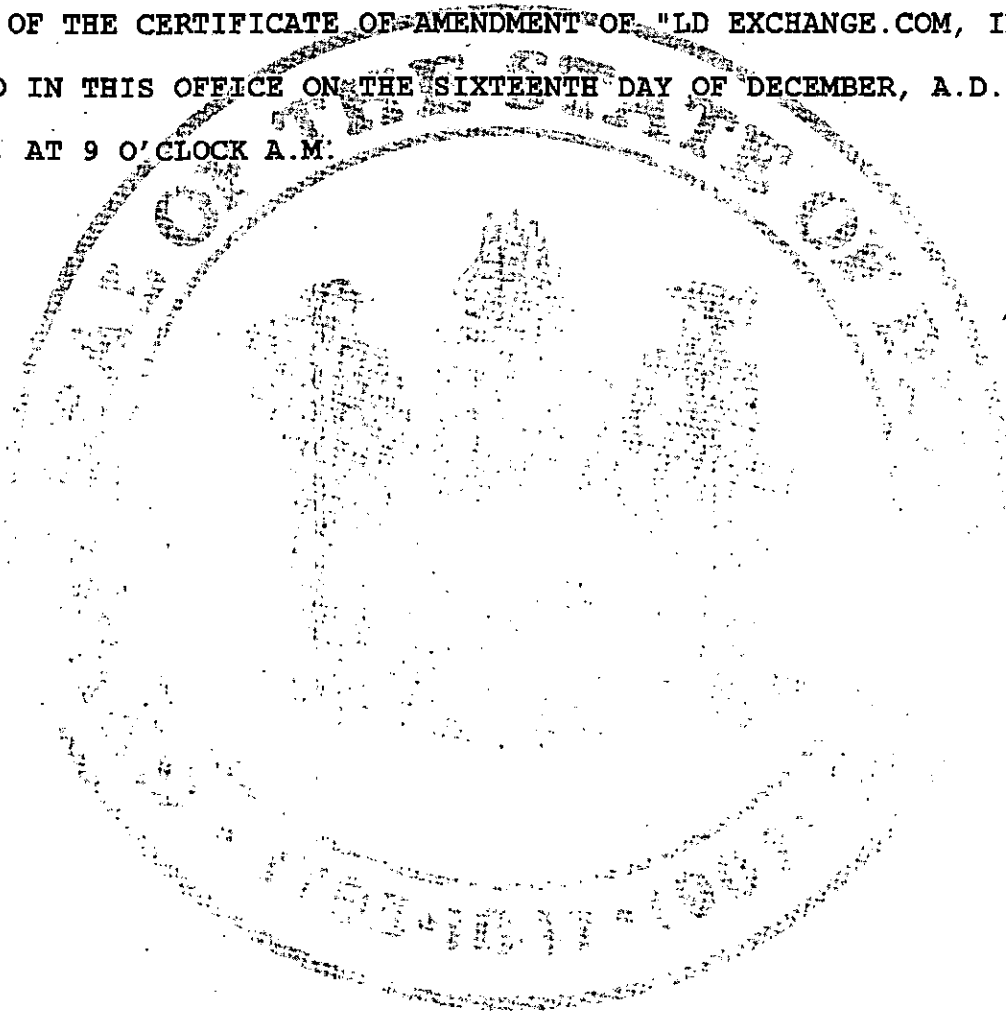
By:


Patrick F. Stone, President and
Chief Executive Officer

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "LD EXCHANGE.COM, INC.",
FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D.
1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2706430 8100

001123089

AUTHENTICATION: 0309115

DATE: 03-10-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LD EXCHANGE.COM, INC.
a Delaware corporation

LD EXCHANGE.COM, INC., a Delaware corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. The Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation, directing that said amendment be submitted to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, THAT Article Fourth of the Certificate of Incorporation is hereby amended to read in full as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is Thirty Million (30,000,000) shares of common stock, par value \$.001."

2. That thereafter, the holders of a majority of the outstanding shares of Common Stock approved the Amendment.

3. That said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, LD EXCHANGE.COM, INC. has caused this Certificate of Amendment to be signed by its duly authorized Secretary, M'Liss Jones Kane, this 18th day of November, 1999.

LD EXCHANGE.COM, INC.
a Delaware corporation

By: _____

M'Liss Jones Kane, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/16/1999
991543973 - 2706430

P. 002

TEL: 714 622 4116

DEC. - 16 99 (THU) 14:44 FIDELITY NAT. TITLE

Exhibit II
Executive Officers' Qualifications and Experience

See attached Resumes

Dale Christensen - Treasurer

Dale Christensen joined LD Exchange.com in June 1999 as the Chief Financial Officer, reporting directly to John Snedegar, Chief Executive Officer. Drawing from his extensive experience in acquisitions and public company environment, Christensen is chartered to oversee LD Exchange's financial operations. Additionally, for LD Exchange's parent company Micro General, he will focus on investor relations, and participate in planned IPO and public reporting activities. Prior to joining the company, Christensen was Chief Financial Officer for Salt Lake City, Utah-based Teltrust, Inc. from February to June, 1999. In this position, Christensen supervised the accounting, budgeting and payroll operations for one of the country's largest operator services, directory assistance, prepaid calling card and third party verification company. In addition from 1992 to 1998, he was one of the founders, the Chief Operating Officer and Chief Financial Officer for United Digital Network, Inc. based in Irving Texas. United was a regional, facilities-based long distance company that was acquired by another long distance carrier in early 1999. From 1989 to 1992, Christensen was the Controller for International Telecharge, Inc., which was at the time the nation's largest operator services company, where he was responsible for accounting, tax filings, investor relations and acquisition consolidation. Christensen also worked as V.P. Finance, for Ogden, Utah-based Foreland Corporation from 1984 to 1989, where he helped take the company public and oversaw day-to-day operations and all financial functions. He also was Controller for Satelco, Incorporated in San Antonio, Texas and Cost Accounting Supervisor/Accountant for GTE of the Southwest from 1979 through 1983. Christensen earned a Bachelor of Science degree in Accounting from Brigham Young University in 1979. In 1983, he became a Certified Public Accountant (CPA) in the state of Texas.

Kerry Pickens/Vice President

Kerry Pickens joined L.D. Exchange.com on August 9th, 1999. This newly created position is chartered to oversee retail and wholesale Sales, Customer Service and Billing, and Provisioning Quality Control for L.D. Exchange. The position reports directly to the Chief Executive Officer of LD Exchange.com, John Snedegar. Pickens brings a varied and prolific background in telecom sales, marketing and customer support, spanning over 21 years. Prior to joining L.D. Exchange, Pickens was West Region (Newport Beach, Ca.) Vice President, Wholesale for IXC Communications, headquartered in Austin, Tx. In this role, she managed existing customer accounts and new account sales. For seven years previous, Pickens was the Western Area Sales Director at Sprint Wholesale based in Costa Mesa, Ca. While in this position, Sprint's Western Wholesale revenue increased from \$50M/year to more than \$220M/year, and was accentuated by spectacular growth in international traffic through sales to switch-based-carriers and switchless resellers. Pickens' broad experience also includes sales and marketing positions with early market entrants into the deregulated telecommunications arena, such as: Telesphere and Western Union. A native Californian, Pickens attended Fullerton College. She resides in Southern California with her husband and two children. Hobbies include traveling, snow skiing and home remodeling.

John Snedegar - Chief Executive Officer

John Snedegar was elected to the Board of Directors for Micro General Corporation on August 11, 1998, and was named Chief Executive Officer and president of Micro General and LD Exchange.com, Inc. in April 1999. In this leadership role, Snedegar oversees three primary business units, which are: ACS Systems, L.D. Exchange.com, and RealEC.com. From 1990 to 1999, Snedegar was the president of United Digital Network, Inc. Prior to his involvement with United, Mr. Snedegar was the President and CEO of AmeriTel Management, Inc., a California-based provider of long distance telecommunications and management services, whose stock was traded on the Vancouver Stock Exchange. In May 1992, Snedegar led AmeriTel through the acquisition by West Coast Telecommunications, Inc. forming WCT Communications; AmeriTel was moved from the Vancouver Stock Exchange to NASDAQ. Snedegar served on the Board of Directors for this \$160M annual revenue carrier until its sale to Frontier Long Distance in early 1995. In addition to his extensive experience in telecommunications, Snedegar has been involved in the oil and gas business, land development and mineral exploration since 1976. He was a member of the first Presidential Trade Consortium to visit Mainland China in 1972, and was instrumental in implementing the first U.S. and Chinese trade activities. Today, Snedegar also serves as director for several California-based companies (StarBase Corporation [NASDAQ:SBAS - news] and ShopNow.com). In addition, he is a director of Star Telecommunications, Inc., a long distance carrier specializing in international services; Snedegar also serves as President of Kendall Venture Funding, Ltd., a reporting company in Alberta, Canada. Educated in the U.S. and Europe with an emphasis on business, economics and journalism, Snedegar has broad experience in both finance and acquisitions. Snedegar resides in Southern California with his family.

Exhibit III
Financial Information

MICRO GENERAL CORP
LD EXCHANGE
BALANCE SHEET
December 31, 1999

LDX

Assets

Current Assets

Cash and Cash Equivalents	\$121,397.21
Accounts Receivable - Trade	4,468,260.09
Accounts Receivable Trade - Fidelity	364,808.28
Allowance - Uncollected Accounts	(2,024,772.95)
Intercompany Receivable / (Payable)	(5,439,445.79)
Prepaid Expenses	1,198,816.97
Receivable-Real EC	5,527.49
Other Assets	125,859.70

Total Current Assets (1,179,549.00)

Non Current Assets

Equipment & Improvements	2,976,601.85
Accumulated Depreciation	(402,951.28)

Total Non Current Assets 2,573,650.57

Total Assets \$1,394,101.57

Liabilities

Current Liabilities

Accounts Payable - Trade	\$23,928.50
Other Payables	3,438,229.26
Accrued Liabilities	20,985.09
Accrued Taxes	41,399.65
Current Portion of Captial Leases	18,754.49

Total Current Liabilities 3,543,296.99

Non Current Liabilities

Long Term Liabilities	146,066.85
Capital Leases	75,558.57

Total Non Current Liabilities 221,625.42

	LDX
Total Liabilities	3,764,922.41

Stockholder's Equity	
Paid in Capital	361,332.28
Retained Earnings - Beginning Year	(95,499.27)
Current Year Profit / (Loss)	(2,636,653.85)

Total Stockholder's Equity	(2,370,820.84)

Total Liabilities and Stockholder's Equity	\$1,394,101.57
	=====

MICRO GENERAL CORP
LD EXCHANGE
INCOME STATEMENT

prior to 10-1-99 FISCAL YEAR 1999

		October	November	December	total year-to-date
REVENUE					
Other		0.00	0.00	25,000.00	25,000.00
Telecom - Retail	278,106.70	293,868.89	261,577.72	250,268.52	1,083,821.83
Int'l - Arbitrage (Resale)	44,484,348.54	5,272,595.61	3,196,300.70	2,487,293.28	55,440,538.13
Int'l - Vietnam		795,563.70	926,978.11	855,621.32	2,578,163.13
Int'l - Nigeria I - Lagos		153,534.57	105,511.30	190,996.41	450,042.28
Int'l - Sri Lanka I		0.00	0.00	46,577.11	46,577.11
Int'l - Sri Lanka (XSLD)		0.00	0.00	0.00	0.00
Int'l - Cambodia		0.00	0.00	0.00	0.00
TOTAL	44,762,455.24	6,515,562.77	4,490,367.83	3,855,756.64	59,624,142.48
Sales Returns		0.00	74.07	13,272.20	13,346.27
Net Revenue	44,762,455.24	6,515,562.77	4,490,293.76	3,842,484.44	59,610,796.21
COST OF GOODS SOLD					
Telecom - Retail	464,429.45	274,452.80	363,391.07	201,891.62	1,304,164.94
Int'l - Arbitrage (Resale)	42,266,155.74	5,085,896.78	3,305,335.94	3,295,125.18	53,952,513.64
Int'l - Vietnam	566,244.03	672,307.72	697,147.90	294,177.84	2,229,877.49
Int'l - Panama		0.00	0.00	62,483.34	62,483.34
Int'l - Nigeria I - Lagos		127,028.30	76,073.59	198,884.88	401,986.77
Int'l - Sri Lanka I (Primera Sprint)		0.00	0.00	64,131.46	64,131.46
Int'l - Sri Lanka (XSLD)		0.00	0.00	3,333.34	3,333.34
Int'l - India (Bombay)		0.00	0.00	10,197.81	10,197.81
Int'l - India (Ahmadabad)		0.00	0.00	0.00	0.00
Int'l - Ghana I (Primera Sprint)		0.00	0.00	11,666.67	11,666.67
Int'l - Cambodia		0.00	0.00	0.00	0.00
Int'l - Bangladesh		0.00	0.00	1,815.38	1,815.38
Total	43,296,829.22	6,159,685.60	4,441,948.50	4,143,707.52	58,042,170.84
Gross Profit	1,465,626.02	355,877.17	48,345.26	(301,223.08)	1,568,625.37
Operating Expenses					
Sales and Marketing					
Personnel Expense	65,649.94	13,083.33	7,287.64	13,476.59	99,497.50
Travel and Entertainment	18,125.33	5,561.92	15,032.30	3,868.96	42,588.51
Office and Telephone		789.46	451.11	1,743.22	2,983.79
Advertising and Promotions		3,051.60	0.00	0.00	3,051.60
Total	83,775.27	22,486.31	22,771.05	19,088.77	148,121.40
General & Administrative					
Personnel Expense	406,671.99	142,185.33	183,296.25	154,128.10	886,281.67
Building and Equipment	57,591.18	14,961.86	101,276.37	67,403.54	241,232.95
Professional Services	150,231.03	18,905.03	17,559.76	107,315.11	294,010.93
Travel and Entertainment		11,204.62	27,785.98	2,911.59	41,902.19
Office and Telephone	51,400.40	23,736.14	19,815.30	16,338.85	111,290.69
Accrued Debt	1,147,371.52	175,000.00	60,000.00	0.00	1,382,371.52
Miscellaneous	111,723.09	13,818.00	133,170.75	191,070.45	449,782.29
Total	1,924,989.21	399,810.98	542,904.41	539,167.64	3,406,872.24

MICRO GENERAL CORP
LD EXCHANGE
INCOME STATEMENT

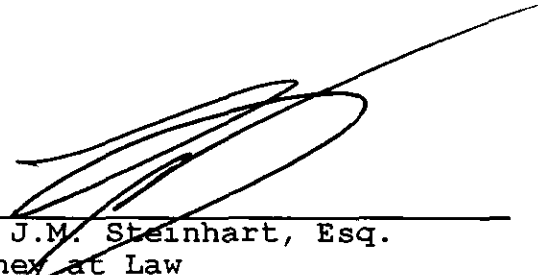
	prior to 10-1-99	FISCAL YEAR 1999			
		October	November	December	total year-to-date
Other Income and Expenses					
Depreciation	95,347.66	46,484.22	32,708.52	148,664.97	323,205.37
Amortization	58,616.93				58,616.93
Other Income and Expenses		0.00	(3,271.56)	(9,279.89)	(12,551.45)
Interest Expense	131,688.56	66,096.00	58,938.27	0.00	256,722.83
Total	285,653.15	112,580.22	88,375.23	139,385.08	625,993.68
Net Income(Loss) before Allo	(828,791.61)	(179,000.34)	(605,705.43)	(998,864.57)	(2,612,361.95)
Overhead Allocation		0.00	0.00	24,291.91	24,291.91
Net Income(Loss)	(828,791.61)	(179,000.34)	(605,705.43)	(1,023,156.48)	(2,636,653.86)
	=====	=====	=====	=====	=====

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the)	
application of)	
LD Exchange.com, Inc.)	
for a certificate of service)	Case No.
authority to provide)	
interexchange)	
telecommunications services)	

ENTRY OF APPEARANCE

COMES NOW Lance J. M. Steinhart, Attorney at Law and pursuant to rule 4 CSR 240-2.040 herewith files his Entry of Appearance on behalf of Applicant LD Exchange.com, Inc., in connection with the above-styled proceeding. With respect to his entry, Mr. Steinhart hereby advises the Commission that he is a member in good standing of the State Bar of Georgia and the New York State Bar and is admitted to practice before District Courts. He also is on inactive status with the State Bar of Maryland. Neither the undersigned nor any member of his firm is disqualified to appear in any court. I also hereby designate Judith A. Rau, of the law firm of Rau & Rau, 119 E. Mill St., Waterloo, IL 62298 to serve as our local Missouri counsel in this matter.




Lance J.M. Steinhart, Esq.
Attorney at Law
6455 East Johns Crossing, Suite 285
Duluth, Georgia 30097
(770) 232-9200
(770) 232-9208 (Fax)
Georgia Bar No. 678222

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the matter of the)	
application of)	
LD Exchange.com, Inc.)	
for a certificate of service)	Case No.
authority to provide)	
interexchange)	
telecommunications services)	

ENTRY OF APPEARANCE

COMES NOW Judith A. Rau of the Law Firm of Rau & Rau, and pursuant to rule 4 CSR 240-2.040, herewith files her Entry of Appearance as local Missouri counsel on behalf of Applicant LD Exchange.com, Inc., in connection with the above-styled proceeding.



Judith A. Rau, Esq.
Rau & Rau
119 E. Mill Street
Waterloo, Illinois 62298
(618) 939-7186
Missouri Bar No. 24856

State of California

County of Orange

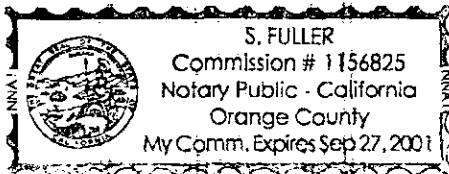
VERIFICATION

I, Dale Christensen, being duly sworn, declare that I am the Treasurer of LD Exchange.com, Inc., the Applicant. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application, and I declare that they are true and correct.

Dale Christensen

Dale Christensen
Treasurer

Sworn to before me, the undersigned Notary Public on this
9 day of May, 2000.



S. Fuller
Notary Public

S. Fuller
Print or Type Name

My commission expires:

Sept 27, 2001

Exhibit IV
Draft Tariff