

STATE OF Missouri)

COUNTY OF St. Louis)

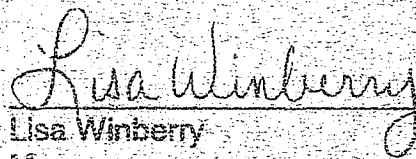
AFFIDAVIT AND VERIFICATION OF LISA WINBERRY

Before me, the Undersigned Authority, on this 22 day of November, 2005, personally appeared Lisa Winberry, Manager of BPS Telephone Company, who, upon being by me duly sworn on oath deposed and said the following:

1. My name is Lisa Winberry. I am over the age of twenty-one, of sound mind and competent to testify to the matters stated herein. I am the Manager of BPS Telephone Company ("the Company").
2. I hereby verify and affirm that I have read the foregoing *Application* and that the statements contained therein are true and correct to the best of my information and belief.
3. I have personal knowledge of the agreement between the Company and US Cellular. I have reviewed the agreement on behalf of the Company, and I have personal knowledge of the provisions.
4. The parties have negotiated diligently under the Telecommunications Act of 1996, culminating in an executed agreement ("the Agreement") by the Company and US Cellular on November 18, 2005.
5. The Agreement is the result of negotiation and compromise.

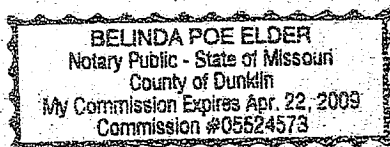
6. There are no outstanding issues between the parties that need the assistance of mediation or arbitration if this Agreement is approved.
7. Approval of this Agreement is consistent with the public interest, convenience, and necessity, as it will allow the exchange of traffic between the Company and US Cellular.
8. This Agreement does not discriminate against any telecommunications carrier. The terms of this agreement are available to any similarly situated provider in negotiating a similar agreement.
9. The Company is a Missouri corporation in good standing with the Missouri Secretary of State.
10. The Company is not aware of any pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates.
11. The Company's annual report and assessment fees are not overdue.

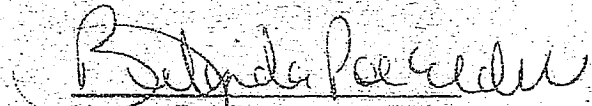
Further Affiant sayeth naught.



Lisa Winberry
Manager
BPS Telephone Company

Sworn and Subscribed to before me this 22nd day of November, 2005 to certify which witness my hand and seal of office.





Notary Public

