

TC97-191

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METAIRIE, LOUISIANA 70092
TELEPHONE: (504) 832-1984
FACSIMILE: (504) 831-0892

MONICA R. BORNE
JEFFREY T. GREENBERG
Of Counsel

December 11, 1997

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

RECEIVED
DEC 12 1997
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

RE: CONNECTAMERICA, INC. D/B/A CONNECT US

Dear Sir:

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

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

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

Sincerely,



Monica R. Borne

Enclosure
cc: Debra Wierus-O'Neill

BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

RECEIVED
DEC 12 1997
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

IN RE: APPLICATION OF)
CONNECTAMERICA, INC. D/B/A)
CONNECT US FOR AUTHORITY)
TO PROVIDE INTEREXCHANGE)
TELECOMMUNICATIONS SERVICES)
WITHIN THE STATE OF SOUTH DAKOTA)

Docket No. _____

APPLICATION

CONNECTAMERICA, INC. D/B/A CONNECT US ("Applicant") hereby submits this application for certificate of public convenience and necessity to provide resold intrastate telecommunications service within the State of South Dakota.

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

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

ConnectAmerica, Inc.
1842 Centre Point Drive
Suite 128
Naperville, Illinois 60563
Phone: (630) 742-5523
2. Applicant is a corporation having perpetual existence which was organized under the laws of the State of Delaware on May 25, 1995. The Company is authorized to transact business within South Dakota as evidenced by the Certificate of Authority attached hereto as Exhibit "A." The Company has no subsidiaries.

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

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

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

Timothy Sledz
President
1842 Centre Point Dr.
Suite 128
Naperville, IL 60563

Kelda Sledz
Secretary/Treasurer
1842 Centre Point Dr.
Suite 128

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

4. 27 014-10
6. The Company is currently authorized to provide service in Colorado, Iowa, Maine, Michigan New Hampshire, New Jersey, New York, Texas, Utah and Virginia and is applying for authorization to provide services in numerous additional states as set forth in the Initial Data Request attached as **Exhibit "C."** The Company has not been denied authorization to provide service in any state.
 7. The Applicant's proposed initial tariff containing the rules, regulations, terms and conditions of service is attached hereto as **Exhibit "D."**
 8. Applicant has adequate and sufficient financial resources to provide the proposed public telecommunications service properly and continuously. The Company's most recent financial statements are attached hereto as **Exhibit "E."**
 9. Granting of this application will further the public interest. The resale of telecommunications services expands the availability of telecommunications services to more members of the public at more competitive prices. In addition, by lowering the costs of telecommunications, small and medium sized businesses are able to maintain their communications costs at levels that are closer to those available to larger users. The more competitively equal companies are, the more the public should benefit through products and services made and/or delivered more efficiently and more responsively to consumer needs and desires.

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

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

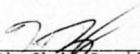
WHEREFORE, **ConnectAmerica, Inc.** respectfully requests that the Commission Grant Applicant a Certificate of Public Convenience and Necessity, giving Applicant authority to provide public telecommunications service, effective upon approval of this Application.

Respectfully submitted this 12th day of November, 1997.

By: 

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

AND


Timothy Sledz, President
ConnectAmerica, Inc.
1842 Centre Point Drive
Suite 120
Naperville, IL 60563

U.S. GOVERNMENT PRINTING OFFICE

Exhibit A

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

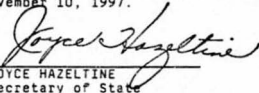
CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of CONNECTAMERICA, INC. (DE) to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this November 10, 1997.




JOYCE HAZELTINE
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL
PIERRE, S.D. 57501-5077
605-773-4845
FAX (605) 773-4550

FILE NO. _____
RECEIPT NO. _____

RECEIVED

FILED IN 101
DOY of
10/19/97
SECRETARY OF STATE

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of SOCL 47-8-1, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

- (1) The name of the corporation ConnectAmerica, Inc.
(Exact corporate name)
- (2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is _____
- (3) State where incorporated Delaware Federal Taxpayer ID# 36-4091269
- (4) The date of its incorporation is May 25, 1995 and the period of its duration, which may be perpetual, is Perpetual
- (5) The address of its principal office in the state or country under the laws of which it is incorporated is 9 East Loockerman St., Dover, Delaware Zip Code 19901
mailing address if different from above is: 1841 Centre Point Dr., Suite 135
Naperville, Illinois Zip Code 60563
- (6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 300 South Phillips Avenue, Sioux Falls, SD Zip 57102
and the name of its proposed registered agent in the State of South Dakota at that address is National Registered Agents, Inc.
- (7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose) The provision of telecommunications services.

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

Name	Officer Title	Street Address	City	State	Zip
<u>Timothy Sledz</u>	<u>President/Dir.</u>	<u>1841 Centre Point Dr.,</u>	<u>Naperville, IL</u>		<u>60563</u>
<u>Kelda Sledz</u>	<u>Sec/Treas/Dir.</u>	<u>1841 Centre Point Dr.,</u>	<u>Naperville, IL</u>		<u>60563</u>

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1,000</u>	<u>Common</u>	<u>n/a</u>	<u>\$0.10</u>

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1,000</u>	<u>Common</u>	<u>n/a</u>	<u>\$0.10</u>
_____	_____	_____	_____
_____	_____	_____	_____

(11) The amount of its stated capital is \$ 100.00
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

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

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

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

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

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

Dated Aug. 29 19 97

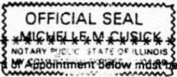
[Signature]
(Signature)
Timothy Sledz
(Title)

State of Ill.
County of Winnebago

On this 29 day of Aug, 19 97, before me Michelle Pusick personally appeared Timothy Sledz, known to me, or proved to me, to be the President of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed same.

My Commission Expires: 12/04/99 Michelle M. Pusick
(Notary Public)

Notarial Seal



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

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, National Registered Agents, Inc., hereby give my consent to serve as the

(name of registered agent)

registered agent for ConnectAmerica, Inc.

(corporate name)

Dated August 7 19 97

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

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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 "CONNECTAMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF SEPTEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2510343 8300

971295477

AUTHENTICATION#

8635882

DATE

09-04-97

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Secretary, do hereby certify that this Resolution of the Board of Directors of ConnectAmerica, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on September 24, 1997.

Resolved, that Connect America, Inc., organized and existing in the State of Delaware, hereby adopts the name Connect US for use as a fictitious name with in the State of South Dakota.

Dated: 10/24/97

Kelda Sledz
Kelda Sledz, Secretary

Exhibit B

01455
31121

Timothy J. Sledz

1841 Centre Point Drive, Suite 135
Naperville, Illinois 60563
708.505.0005

EXPERIENCE:

PRESIDENT, CHIEF OPERATING OFFICER 1995-Present
Connect America, Inc. Naperville, Illinois

Responsible for the provisioning, billing, collection and accounting of all long-distance and paging customers a fast-growing telecommunications start-up.

CHIEF OPERATING OFFICER 1993-1995
Value Tel, Inc. Naperville, Illinois

Originally, designed and developed the software and systems used in long distance resellers. Finally, responsible for the provisioning, billing, collection and accounting of all long-distance customers.

BOARD OF DIRECTORS 1995-Present
Network Long Distance, Inc. Baton Rouge, Louisiana
Member of the Board of Directors of publicly traded long distance company.

PARTNER 1992-1993
Dynamic Imaging Systems, Inc. Chicago, Illinois

Designed, developed, installed and maintained the software and hardware for several imaging projects, including a loan sale for the FDIC involving 12 sites over \$500 million in assets.

PRESIDENT 1990-1992
Nano Systems, Inc. Naperville, Illinois

Co-founder of Nano Systems, a value added reseller specializing in turnkey PC solutions, including needs analysis, manufacture, installation, training and sales of computer hardware and software.

CONSULTANT 1983-1992
PC Etc. Naperville, Illinois

Performed needs analysis, designed and developed vertical market software for computerized imaging systems, graphic analysis, insurance companies, mail order and cost reduction tracking. Developed a library of routines used by other programmers to speed the development cycle.

KELDA M. SLEDZ

8 South 323 Hampton Circle
Naperville, Illinois 60540
(708) 717-4300

EDUCATION

Luther College, Decorah, Iowa
Bachelor of Arts Degree June 1984
Major: Business

CAREER EXPERIENCE

11/95 to present

ConnectAmerica, Naperville, Illinois
Customer Service and Agent Relations
Responsibilities included general office tasks, agent services, assisted in end user, carrier and vendor relations

10/91 to 10/95

Discount Network Services, Naperville, Illinois
Customer Service and Agent Relations
Responsibilities included general office tasks, agent services, assisted in end user, carrier and vendor relations

10/85 to 10/87

Henrotin Hospital, Chicago, Illinois
Personnel Coordinator. Assisted personnel director with new applicants and interdepartmental transfers. Reviewed employee performance reports. Reviewed and recommended salary changes based on those reports.

6/85 to 10/85

Harris Bank Naperville, Naperville, Illinois
Receptionist. Customer relations and office related projects.

10/84 to 6/85

Snelling and Snelling, Madison, Wisconsin.
Personnel Recruiter. Recruited and placed personnel for new and existing businesses and customers.

01-11-2012 11:44:30

Exhibit C

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

A.3. State Date Service Started

Arkansas	10/97
Colorado	03/97
Iowa	03/97
Kentucky	09/97
Maine	04/97
Massachusetts	09/97
Michigan	03/97
Mississippi	10/97
Missouri	10/97
Montana	10/97
New Hampshire	06/97
New Jersey	04/97
New York	09/97
North Dakota	11/97
Oregon	09/97
Texas	08/97
Utah	03/97
Virginia	03/97

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

Q.4. List the states in which the company is registered or certified to do business by the respective state public utility commission.

A.4. The company has registered with or obtained certification from the following public utility commission(s) or comparable agencies:

Arkansas
Kentucky
Maine
Massachusetts
Mississippi
Missouri
Montana
New Hampshire
New York
North Dakota
Oregon
Texas

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

Florida
Georgia
Illinois
Indiana
Louisiana
Maryland
Minnesota
Nebraska
Oklahoma
South Carolina
Tennessee
Washington

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

Q.6. Has the company been denied registration or certification by public utility commissions in any state? If so, provide the state, docket number, date of denial and reason for denial.

A.6. No.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/S/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.9. When does the company intend to provide intrastate service to South Dakota subscribers?
- A.9. The company intends to begin providing service in South Dakota immediately upon certification.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.10. If the company is providing intrastate service in South Dakota, when was it started?
- A.10. No. The company has not and is not currently providing intrastate service in South Dakota.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.11. How does the company handle customer billings?
A.11. The Company bills its customers directly.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.12. How does the company handle customer service matters?
- A.12. The Company has Customer Service personnel available via a toll free number which is set forth on all bills.

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State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.13. Does the company have a toll-free telephone number for customer service? If so, what is it and is it included in the company's tariffs.
- A.13. 1-888-742-5523. This toll free number is set forth in the Company's tariff.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.14. Where is the customer service department located?
- A.14. The Company's customer service department is located in Naperville, Illinois.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.15. How many customer service personnel are available to answer customer concerns?
- A.15. The Company currently has 6 customer service personnel.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

Q.16. Does the company contract with other companies for customer services? If yes, provide their name, address and telephone number.

A.16. No.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, IEC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.21. How does the company intend to market its services in South Dakota?
- A.21. The company will market its services via independent agents and in-house sales representatives.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.23. Will independent contractors and/or company sales people be selling the company services in South Dakota?
- A.23. The Company will use company sales personnel and independent sales agents.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.24. If independent contractors are used, how does the company recruit such individuals?
- A.24. The Company has an Agent Support Unit which provides nationally-based agent recruitment, development and support.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.25. Describe the training method undertaken by the company for independent contractors and company sale persons. Provide any materials used in the training process.
- A.25. The Company's Inside Sales supports the nationwide Agent Network with appointment setting, direct sales and identification of potential customers. The Company's Inside Sales division consists of highly qualified telecommunications personnel.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.26. If sales are made through independent contractors, is there a written contract or agreement between the company and the independent contractor? If so, please provide a copy of the agreement.
- A.26. The Company will not use independent contractors within South Dakota.

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State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.27. How are the sales individuals compensated, i.e. commission, salary, etc.?
- A.27. Commissions are paid based on volume of sales.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

- Q.31. Provide copies of any company brochures used to assist in the sale of services.
- A.31. None.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

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State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

Q.33. Does the company have a volume discount plan? If so,
does it combine intrastate and interstate usage?

A.33. No.

State of South Dakota
Public Utilities Commission

INITIAL STAFF DATA REQUEST

REGARDING APPLICATION OF
CONNECTAMERICA, INC. D/B/A CONNECT US

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

Exhibit D

CONNECTAMERICA, INC.

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

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

CONNECTAMERICA, INC.

TARIFF NO. 1

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by CONNECTAMERICA, INC. with principal offices at 1842 Centre Point Drive, Suite 128, Naperville, Illinois 60563. 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.

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CONNECTAMERICA, INC.

SD P.U.C. Tariff No. 1

Original Sheet No. 2

TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

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

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

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CONNECTAMERICA, INC.

SD P.U.C. Tariff No. 1
Original Sheet No. 3

TELECOMMUNICATIONS SERVICES TARIFF

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TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

TARIFF FORMAT

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

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 1 - DEFINITIONS AND ABBREVIATIONS

1.1 Definitions:

Application for Service - A standard order form which includes all pertinent billing, technical, and other descriptive information which will enable the carrier to provide the communication service as required.

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

Carrier - ConnectAmerica, Inc., unless stated otherwise.

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

Commission - South Dakota Public Utilities Commission.

Company - ConnectAmerica, Inc.

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

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

Customer Provided Equipment - Terminal equipment provided by a customer.

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

1.1 Definitions (continued)

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

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

Measured Use Service - The provision of long distance measured time communications telephone service to customers who access the carrier's services at its switching and call processing equipment by means of access facilities obtained from another carrier by the customer or otherwise provided at its own expense (the customer is responsible for arranging for the access line).

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

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

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

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

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

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SD P.U.C. Tariff No. 1
Original Sheet No. 8

TELECOMMUNICATIONS SERVICES TARIFF

1.2 Abbreviations:

LATA - Local Access Transport Area

LEC - Local Exchange Carrier

MTS - Message Toll Service

PBX - Private Branch Exchange

SAL - Special Access Line

V&H - Vertical and Horizontal

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS2.1 Undertaking of Company

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

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

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

2.2 Limitations on Service

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

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2.3 Use of Service

Service may not be used for any unlawful purposes.

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

2.4 Liability of Carrier

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

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2.4 Liability of Carrier

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

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

2.4 Liability of Carrier

2.4.3 (continued)

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

2.5 Interruption of Service

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

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2.6 Responsibility of the Customer

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

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

2.6.2 Maintenance, Testing, and Adjustment

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

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

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2.6.3 Deposits

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

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

2.6.4 Cancellation by Customer

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

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2.6.5 Payment of Charges

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

2.6.6 Application of Charges

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

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TELECOMMUNICATIONS SERVICES TARIFF

2.6.7 Customer Complaint Procedure

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

Customer inquiries, complaints or notices may be made in writing to the Company at the address stated in this tariff or via the Customer Services 800 number: 1-888-742-5523.

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

500 East Capitol Avenue
Pierre, South Dakota 57501-5070
(605) 773-320 or
1-800-332-1782

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

2.7.1 Credit Upon Cancellation

Where Carrier cancels a service and the final service period is less than the monthly billing period, a credit will be issued for any amounts billed in advance, prorated at 1/30th of the monthly recurring charge for each day the service was not rendered. This credit will be issued to the customer or applied against the balance remaining on the customer's account.

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2.7.2 Disconnection of Service by Carrier

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

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

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

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2.7.2 Disconnection of Service by Carrier

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

2.7.3 Fractional Credits for Monthly Billed Services

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

2.7.4 Advance Payments

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

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TELECOMMUNICATIONS SERVICES TARIFF

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

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

3.2 Service Period

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

3.3 Interconnection

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

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

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3.4 Terminal Equipment

- 3.4.1 Carrier's service may be used with or terminated in customer provided terminal equipment or customer provided communication systems, such as teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the customer. The customer is responsible for all costs at his premises, including customer personnel, wiring, electrical power, and the like incurred in his use of Carrier's service.
- 3.4.2 When terminal equipment is used, the equipment shall not interfere with service furnished to other customers. Additional protective equipment, if needed, shall be employed at the customer's expense.

3.5 Calculation of Distance

Usage charges for any mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The company uses the rate centers and associated vertical and horizontal coordinates generally used within the industry.

Formula:
$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

3.6 Minimum Call Completion Rate

The customer can expect a call completion rate of 99% of calls attempted during peak use periods for Feature Group D (1+) services.

3.7 Special Services

A Special Service is deemed to be any service requested by the customer for which there is no prescribed rate in this tariff. Special Services charges will be developed on an individual case basis and filed in this tariff.

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3.8 Services Offerings

The company will provide the following services:

3.8.1 Message Toll Service (MTS)

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

3.8.2 800 Service

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

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

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

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3.8.3 Travel Card Service

Allows subscribers who are away from home or office to place calls by gaining access to the network via an 800 number and personal identification number issued by the Company.

3.8.4 Directory Assistance

Directory Assistance will be provided by the Carrier at the per call charge as set forth in Section 4 of this tariff.

3.8.5 Operator Services

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

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

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

4.1.2 Billing Increments

Usage is billed in accordance with the billing increments set forth in the individual product rate sections of this tariff. All partial usage will be rounded up to the next highest applicable billing increment.

4.1.3 Rounding

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

4.2 Outbound MTS Rates**4.2.1 Program PL3:**

- A. Intrastate Rate Per Minute: \$0.186
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per location.

4.2.2 Program LP3:

- A. Intrastate Rate Per Minute: \$0.197
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per location.

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TELECOMMUNICATIONS SERVICES TARIFF

4.2 Outbound MTS Rates (continued)4.2.3 **PL4 Flat Rate Program:**

This program allows customers to have one rate for interstate and intrastate service.

- A. Rate Per Minute: \$0.129
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per location.

4.2.4 **LP4 Flat Rate Program:**

This program allows customers to have one rate for interstate and intrastate service.

- A. Rate Per Minute: \$0.134
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$5.00 per location.

4.3 Inbound 800 Rates4.3.1 **Program P13:**

- A. Intrastate Rate Per Minute: \$0.186
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$1.00 per 800 number.

4.3.2 **Program L13:**

- A. Intrastate Rate Per Minute: \$0.197
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$1.00 per 800 number.

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ConnectAmerica, Inc.
1842 Centre Point Dr., Suite 128
Naperville, Illinois 60563

TELECOMMUNICATIONS SERVICES TARIFF

4.3 Inbound 800 Rates (continued)4.3.3 Pl4 Flat Rate Program:

This program allows customers to have one rate for interstate and intrastate service.

- A. Rate Per Minute: \$0.134
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$1.00 per 800 number.

4.3.4 L14 Flat Rate Program:

This program allows customers to have one rate for interstate and intrastate service.

- A. Rate Per Minute: \$0.139
- B. Usage is billed with an 18 second initial increment and in 6 second increments thereafter.
- C. Monthly Recurring Charge: \$1.00 per 800 number.

4.4 Travel Card Rates

- A. Rate Per Minute: \$0.2050
- B. Usage is billed in one (1) minute increments.
- C. Per Call Surcharge: None.

ISSUED:**EFFECTIVE:**

ISSUED BY: Timothy Sledz, President
ConnectAmerica, Inc.
1842 Centre Point Dr., Suite 128
Naperville, Illinois 60563

TELECOMMUNICATIONS SERVICES TARIFF

4.5 Directory Assistance

Directory assistance will be provided at a charge of \$0.85 per call.

4.6 Late Payment Penalty

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

4.7 Dishonored Check Charge

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

4.8 Promotional Offerings

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

ISSUED:

EFFECTIVE:

ISSUED BY:

Timothy Sledz, President
ConnectAmerica, Inc.
1842 Centre Point Dr., Suite 128
Naperville, Illinois 60563

07-10-5410

Exhibit E

CONNECT AMERICA, INC.
BALANCE SHEET
September 30, 1997
(Internally Prepared)

ASSETS

<u>CURRENT ASSETS</u>		
CASH		\$ 123,536
ACCOUNTS RECEIVABLE		1,226,731
MISCELLANEOUS RECEIVABLE		65,133
EMPLOYEES ADVANCES		4,475
PREPAID EXPENSES		<u>1,817</u>
TOTAL CURRENT ASSETS		\$ 1,421,692
<u>PROPERTY AND EQUIPMENT</u>		
TRANSPORTATION EQUIPMENT	\$ 46,165	
COMPUTER EQUIPMENT	85,492	
OFFICE FURNITURE & FIXTURES	<u>34,282</u>	
	\$165,939	
LESS: ACCUMULATED DEPRECIATION	(79,184)	86,555
<u>OTHER ASSETS</u>		
PURCHASED CUSTOMER BASE	\$340,486	
ORGANIZATION EXPENSE (NET)	<u>9,317</u>	<u>349,803</u>
TOTAL ASSETS		\$ <u>1,885,104</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

<u>CURRENT LIABILITIES</u>		
NOTE PAYABLE - WORLDWOM		\$ 31,200
NOTE PAYABLE - OTHER		106,309
ACCOUNTS PAYABLE & ACCRUED EXPENSES		1,904,479
SHAREHOLDERS' LOAN		<u>182,626</u>
TOTAL CURRENT LIABILITIES		\$ 2,224,614
<u>SHAREHOLDERS' EQUITY</u>		
COMMON STOCK	\$ 1,000	
RETAINED (DEFICIT)	88,988	
NET (LOSS) FOR YEAR	<u>(24,388)</u>	(24,388)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ <u>1,885,104</u>

CONNECT AMERICA, INC.
STATEMENT OF INCOME
For The Period Ended September 30, 1997
(Originally Prepared)

SALES	\$ 6,048,501
COST OF SALES	<u>4,454,453</u>
GROSS PROFIT	\$ 1,594,048

OPERATING EXPENSES

COMMISSIONS	\$ 475,260
OUTSIDE SERVICES	36,168
SALARIES & WAGES	293,621
PAYROLL TAXES	21,993
RENT EXPENSE	39,333
BAD DEBT EXPENSE	116,630
TELEPHONE EXPENSE	120,300
UTILITIES	7,335
REPAIRS & MAINTENANCE	10,167
OFFICE EXPENSE	22,773
EXCISE, LOCAL AND MISC. TAXES	257,722
AUTO & LOCAL TRANSPORTATION	14,281
TRAVEL EXPENSE	34,124
POSTAGE & DELIVERY EXPENSE	71,282
PRINTING EXPENSE	57,351
INSURANCE EXPENSE	80,973
BANK AND COLLECTION FEES	12,069
BILLING EXPENSES	30,444
COMPUTER EXPENSE	8,889
ENTERTAINMENT EXPENSE	11,636
ADVERTISING/PROMOTION	24,546
DEPRECIATION/AMORTIZATION	29,332
MISCELLANEOUS EXPENSE	6,798
PROFESSIONAL FEES	12,764
INTEREST (NET)	<u>15,632</u>
TOTAL OPERATING EXPENSES	\$ 1,848,400
NET (LOSS)	\$ (<u>254,352</u>)

100-20544-3

Exhibit F

SHAREHOLDER OF CONNECTAMERICA

<u>Shareholder</u>	<u>Percentage of Shares Held</u>
Brian Siedz	50%
Timothy Siedz	50%

4100-103-0114-8

NEXT

DOCUMENT (S)

DISREGARD

BACKGROUND

1245

FIRST MIDWEST BANK

82697

South Dakota Public Utilities Commission

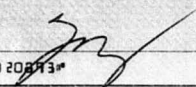
\$**250.00

Two Hundred Fifty and 00/100

DOLLARS

South Dakota Public Utilities Commission

MEMO



⑈001245⑈ ⑆071901604⑆ 8100020513⑈

Security Features include: Security Mark

MP

TC97-044	Wireless Interconnection Agreement between U S WEST Communications, Inc. and CommNet Cellular, Inc. The amendment consists of lowering the current nonrecurring charge for trunk routing changes from that of charging on a per trunk basis to charging on a per trunk group basis. This nonrecurring charge applies only when changing from Direct Final to Alternate Final to Direct Final. Any party wishing to comment on the parties' amendment may do so by filing written comments with the Commission and the parties to the agreement no later than December 29, 1997. Parties to the amendment may file written responses to the comments no later than January 8, 1998. (Staff: CH)	12/12/97	Responses Due 12/29/97
NONCOMPETITIVE TELECOMMUNICATIONS FILING			
TC96-107	U S WEST Communications filed tariff sheets implementing the Commission's November 24, 1997, decision establishing switched access rates effective December 1, 1997. This filing does not waive the right of U S WEST to appeal the Commission's decision, nor does it waive any issues concerning this matter which may be waived in any other regulatory or judicial proceedings." (Staff: HB/KC)	12/17/97	NA
TC97-194	U S WEST Communications filed to eliminate the South Dakota Telephone Assistance and Link-Up programs, effective January 1, 1998, consistent with the Commission Order in Docket TC97-150. This filing also includes the FCC Lifeline program which will begin January 1, 1998. Changes have been made to the eligibility criteria for both the Telephone Assistance Plan and Link-Up Plans, as well as a change in the credit the customer receives. Also attached is the following page from our Exchange and Network Services Catalog which adds language regarding Toll Restriction for Lifeline customers." (Staff: HB/KC)	12/17/97	12/26/97
REQUEST FOR ELIGIBLE TELECOMMUNICATIONS COMPANY STATUS			
TC97-195	Heartland Telecommunications Company of Iowa d/b/a Hickory Tech Corporation pursuant to 47 U.S.C. 214(e) and 47 C.F.R. 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Hickory Tech Corporation is the facilities based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: West Hawarden (605) 547 and West Arkon (605) 565 Hickory Tech Corporation, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	12/17/97	12/26/97

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

TELECOMMUNICATIONS SERVICE FILINGS			
These are the telecommunications service filings that the Commission has received for the period of: 12/11/97 through 12/18/97 If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact Delaine Kolbo within five days of this filing.			
DOCKET NUMBER	TITLE/STAFF/SYNOPSIS	DATE FILED	INTERVENTION DEADLINE
REQUEST FOR CERTIFICATE OF AUTHORITY			
TC97-191	Application by ConnectAmerica, Inc. d/b/a Connect US for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/KC) Applicant proposes to provide Message Toll Service, Incoming 800 and Travel Card services.	12/12/97	01/02/98
TC97-193	Application by New Century Telecom, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/CH) Applicant proposes to provide Outbound Interexchange Service, 800/888 Service, Calling Card Service and Directory Assistance. Applicant will not offer 900, 911, collect, or third-party billed calling services.	12/15/97	01/02/98
PETITION FOR ORDER TO SHOW CAUSE FILED			
TC97-192	In The Matter Of U S WEST Communications, Inc. And Its Ability To Serve South Dakota Customers. In its Petition for Order to Show Cause Commission staff stated that by failing to provide adequate service, USWC could endanger the health, safety, and welfare of South Dakota citizens if those citizens cannot reach, for example, emergency numbers, doctors, hospitals, police and fire protection. Further, the inability of citizens and businesses to have telecommunications services timely installed and be otherwise reliable affects economic development and commerce and the welfare of the entire state of South Dakota. The convenience of the public can be and is negatively affected. The foregoing factors raise questions as to the competency, sufficiency and quality of management of USWC in South Dakota and the taxpayers in South Dakota, to prevent out-of-service conditions and to otherwise manage USWC in a manner which delivers reliable service in a timely manner to its customers and those wanting to become its customers. (Staff: HB/CH)	12/12/97	NA
AMENDMENT TO NEGOTIATED INTERCONNECTION AGREEMENT FILED			
TC96-160	Wireless Interconnection Agreement between U S WEST Communications, Inc. and Western Wireless Corporation. The amendment consists of lowering the current nonrecurring charge for trunk routing changes from that of charging on a per trunk basis to charging on a per trunk group basis. This nonrecurring charge applies only when changing from Direct Final to Alternate Final to Direct Final. Any party wishing to comment on the parties' amendment may do so by filing written comments with the Commission and the parties to the agreement no later than December 29, 1997. Parties to the amendment may file written responses to the comments no later than January 8, 1998. (Staff: CH)	12/12/97	Responses Due 12/29/97
TC97-032	First Amendment to Agreement For Service Resale between U S WEST Communications, Inc. and FirstTel, Inc. This amendment adds or replaces language in the original agreement. Any party wishing to comment on the parties' amendment may do so by filing written comments with the Commission and the parties to the agreement no later than December 29, 1997. Parties to the amendment may file written responses to the comments no later than January 8, 1998. (Staff: CH)	12/12/97	Responses Due 12/29/97

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
CONNECTAMERICA, INC. D/B/A CONNECT)	CERTIFICATE OF
US FOR A CERTIFICATE OF AUTHORITY TO)	AUTHORITY
PROVIDE TELECOMMUNICATIONS)	
SERVICES IN SOUTH DAKOTA)	TC97-191

On December 12, 1997, 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 ConnectAmerica, Inc. d/b/a Connect US (Connect US).

Connect US seeks statewide authority to offer inbound, outbound, conference, directory assistance, calling card, prepaid calling card, and private line services to presubscribed business customers and residential customers in the state of South Dakota. Connect US does not and will not offer alternative operator services. A proposed tariff was filed by Connect US. The Commission has classified long distance service as fully competitive.

On December 18, 1997, the Commission electronically transmitted notice of the filing and the intervention deadline of January 2, 1998, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled February 3, 1998, meeting, the Commission considered Connect US' request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that Connect US 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 Connect US has met the legal requirements established for the granting of a certificate of authority. Connect US 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 Connect US' application for a certificate of authority, subject to the condition that Connect US 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 Connect US' application for a certificate of authority is hereby granted, effective February 12, 1998, subject to the condition that Connect US not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

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

Dated at Pierre, South Dakota, this 13th day of February, 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 Melanie Kelbo

Date: 2/13/98

(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 February 3, 1998, effective February 12, 1998
Docket No. TC97-191

This is to certify that

CONNECTAMERICA, INC. D/B/A CONNECT US

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 15th day of February, 1998.

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner

Laska Schoenfelder

LASKA SCHOENFELDER, Commissioner