



TC98-118

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JUN 22 1998

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

June 10, 1998

South Dakota Public Utilities Commission

RE: COLORADO RIVER COMMUNICATIONS CORPORATION
4/1/a CRC LONG DISTANCE Application for CPCN Authority

Dear Public Service Commission Member:

Enclosed please find an original and one copy of an original application and REQUEST FOR AUTHORITY with the accompanying TARIFF submitted on behalf of Colorado River Communications Corporation.

Please acknowledge receipt of this application and tariff by returning the "Return Copy" of this letter to my attention in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter. Please do not hesitate to call with any questions.

Sincerely,

Ms. Kelly L. Ferry
Director of Regulatory & Tax Compliance
Colorado River Communications Corporation
4275 East Sahara Avenue Suite #6
Las Vegas, NV 89104

for 702-641-7863

TC 98-118

BEFORE THE PUBLIC UTILITIES COMMISSION OF SOUTH DAKOTA

IN THE MATTER OF THE)
APPLICATION OF COLORADO)
RIVER COMMUNICATIONS)
CORPORATION d/b/a CRC) ONG)
DISTANCE for AUTHORITY)
to Operate as a resale Common Carrier) Application No. _____
of Telecommunications Services Within)
The State of SOUTH DAKOTA)

RECEIVED

JUN 22 1998

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

APPLICATION AND REQUEST FOR AUTHORITY

Application is hereby made to the SOUTH DAKOTA PUBLIC UTILITIES COMMISSION for a certificate authorizing COLORADO RIVER COMMUNICATIONS CORPORATION ("Applicant") to operate as a resale common carrier of telecommunications services pursuant to SOUTH DAKOTA PUBLIC UTILITIES COMMISSION Telecommunications Rules and Regulations. The following general information and exhibits are furnished in support thereof.

1. Applicant is a privately-held corporation, organized under the laws of the State of Nevada from November 4, 1987 to present. A copy of Applicant's articles of incorporation appears as Exhibit "B". Applicant's certificate of authority to transact business in SOUTH DAKOTA will appear as Exhibit "C", upon receipt from the SOUTH DAKOTA Secretary of State. A copy of the Secretary of State application can be found in Exhibit "C". Applicant's legal name, address of its principal offices and telephone number are:

COLORADO RIVER COMMUNICATIONS CORPORATION
4275 E. Sahara Ave. Suite 86
Las Vegas, Nevada 89104
(702)641-1177

2. Questions concerning this application should be directed to Applicant's representative:

Kelly L. Perry
COLORADO RIVER COMMUNICATIONS CORPORATION
4275 E. Sahara Ave. Suite 96
Las Vegas, Nevada 89104
(702)641-5177

3. Applicant is a switchless, non-facilities based Interexchange resale carrier providing switched and dedicated switched Interexchange telecommunications services to businesses and residences. Applicant proposes offering these services in the State of SO. DAKOTA. All network services are supplied by IXC Long Distance, Inc., US Sprint Communications Company, or AT&T Communications. From time to time, Applicant may offer other services provided by other registered Interexchange carriers. Applicant receives detailed information on magnetic medium from the carrier on which traffic is placed. From this information, Applicant obtains data for its billing services. Applicant owns and operates equipment suitable for sales, billing and customer service. Applicant does provide alternative operator services.

4. Applicant's Officers and/or Directors are:

President, CEO	H. Alec McLarty 4275 East Sahara 96 Las Vegas, NV, 89104
President, COO	Vince Miron 4275 East Sahara 96 Las Vegas, NV, 89104

Vice-President

Rochelle Shaw
4275 East Sahara #6
Las Vegas, NV 89104

5. Applicant's shareholders having a beneficial interest in 5%
or more of Applicant's voting securities are:

Name, Address, and Telephone #	# of shares Owned	% of Shares Issued	% of Voting Control
H. Alec McLarty 4275 East Sahara #6 Las Vegas, NV 89104 (702) 641-5177		100%	100%

6. Applicant is certified to provide switched and
dedicated to switched Inter-exchange telecommunications services to
businesses and residences, as described in paragraph 2, above, on an
interstate basis.

7. Applicant is certified to provide telecommunications on an intra-STATE
basis in the following states:

ALABAMA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, FLORIDA,
GEORGIA, IDAHO, ILLINOIS, INDIANA, IOWA, KANSAS,
KENTUCKY, LOUISIANA, MARYLAND, MASSACHUSETTS, MICHIGAN,
MINNESOTA, MISSISSIPPI, MISSOURI, MONTANA, NEBRASKA, NEVADA,
NEW JERSEY, NEW MEXICO, NEW YORK, N. DAKOTA, OKLAHOMA,
OHIO, OREGON, PENNSYLVANIA, S. CAROLINA, S. CAROLINA,
TENNESSEE, TEXAS, UTAH, VIRGINIA, AND WASHINGTON, WISCONSIN,

WYOMING.

Applicant currently has intra-STATE authority applications pending in the following states:

ALASKA, CONNECTICUT, DELAWARE, HAWAII, MAINE,

RHODE ISLAND, SOUTH DAKOTA, VERMONT, and WEST

VIIGENIA. In no instance has any application been denied or rejected.

8. No officer, director or shareholder having a 5% or more of Applicant's voting securities nor any of Applicant's business operations has been involved in a formal complaint or other investigation or enforcement proceeding.

9. Applicant proposes to offer switched and dedicated access "1 plus" long distance telecommunications services suitable for voice and limited data applications in the State of SO. DAKOTA. The applicant also proposes to offer "0 plus" alternative operator services. The applicant also proposes to offer prepaid calling card services. Advance Payments are not required by the Applicant.

10. Applicant proposes to provide its services originating throughout the entire State of SO. DAKOTA.

11. Applicant is a switchless, non-facilities-based reseller of telecommunications services provided over the networks of its underlying carrier(s); IXC Long Distance, Inc., US Sprint Communications, & AT&T Communications. Applicant neither owns nor leases equipment, or facilities used for transport of telecommunications. Therefore, Applicant is solely dependent on the technical capabilities of its underlying carrier(s).

12. A copy of Applicant's Unaudited financial statements for 1997 and its prior two full years of operation 1995 and 1996 respectively appear as exhibit "A".

13. Applicant is a privately held corporation, therefore no annual report is prepared.

14. Applicant has achieved profitability, therefore a break even analysis is not applicable.

15. Customer Complaints are to be addressed to:

Kelly L. Perry
COLORADO RIVER COMMUNICATIONS CORPORATION
4275 E. Sahara Ave. Suite #6
Las Vegas, Nevada 89104
(702)641-5177 Ext 106

16. Applicant submits the following reasons in support of its belief that the public interest will be served by the approval of this Application:

(a) Applicant's proposed intraSTATE telecommunications services are developed to serve the long distance needs of subscribers who can not otherwise realize similar cost savings through major carriers.

(b) An increase in the traffic generated through provision of Applicant's proposed intraSTATE services over existing major carriers' communications facilities will improve the efficiency and reduce major carrier's cost in provision of these services.

(c) The public will benefit from greater consumer choice created through the broadening of innovative telecommunications service alternatives and ongoing affordable rates maintained by the additional competitive pressure placed on other competitors.

(d) Local Exchange Carriers will realize greater access charge revenues through the increase in traffic utilizing local access.

17. The information contained in the Application and in the exhibits fully describes Applicant's business and its ability to provide end users and customers in SO. DAKOTA with a viable and economical alternative telecommunications service.

18. By this application and exhibits, Applicant demonstrates that it has the resources and ability to provide its services for the benefit of the public.

19. Upon the granting of a certificate, applicant will file its tariff establishing its proposed services and charges.

20. Applicant's Registered Agent is:
Corporation Service Company
583 South Pierre Street
Pierre, SD 57501

WHEREFORE, COLORADO RIVER COMMUNICATIONS CORPORATION requests that the SO. DAKOTA PUBLIC UTILITIES COMMISSION enter an order

granting a certificate authorizing COLORADO RIVER COMMUNICATIONS to operate as a resale common carrier of telecommunications services pursuant to the SO. DAKOTA PUBLIC UTILITIES COMMISSION Telecommunications Rules and

Regulations.

Respectfully submitted this 19th day of June 1998.

COLORADO RIVER COMMUNICATIONS

By: 

Kelly L. Perry

Director of Regulatory & Tax Compliance

Exhibit "A"

CRC CORPORATION
BALANCE SHEET
FOR THE TWELVE MONTHS ENDED 12/31/97
FOR MANAGEMENT PURPOSES ONLY

<u>ACCOUNT DESCRIPTION</u>	<u>1997</u> <u>AMOUNT</u>
ASSETS	
CASH	\$ 134,684.91
INVESTMENTS	\$ -
ACCOUNTS RECEIVABLE	\$ 2,916,457.10
RESERVE FOR BAD DEBTS	\$ (780,637.89)
NOTES RECEIVABLE	\$ 217,000.00
OTHER CURRENT ASSETS	\$ -
PROPERTY AND EQUIPMENT	\$ 1,762,996.97
ACCUM. DEPRECIATION	\$ (1,562,046.00)
OTHER ASSETS	\$ 42,257.07
TOTAL ASSETS	<u>\$ 2,730,712.16</u>
LIABILITIES AND CAPITAL	
LIABILITIES	
CURRENT PORTION LT NOTES	\$ 2,300,000.00
ACCOUNTS PAYABLE *	\$ 3,500,563.33
EXCESS CHECKS OVER BANK BAL.	\$ 192,252.43
LINE OF CREDIT	\$ 672,967.17
OTHER PAYABLE	\$ 400,026.89
ACCRUED EXPENSES	\$ 419,121.79
DEFERRED INCOME	\$ 217,000.00
NOTES PAYABLE	\$ -
TOTAL LIABILITIES	<u>\$ 7,701,931.61</u>
CAPITAL	
COMMON STOCK	\$ 2,674,929.69
ADDITIONAL PAID IN CAPITAL	\$ 495,159.34
RETAINED EARNINGS	\$ (7,146,054.87)
NET INCOME	\$ (995,253.61)
TOTAL CAPITAL	<u>\$ (4,971,219.45)</u>
TOTAL LIABILITIES & CAPITAL	<u>\$ 2,730,712.16</u>

CRC CORPORATION
INCOME STATEMENT
FOR THE TWELVE MONTHS ENDING 12/31/97
FOR MANAGEMENT PURPOSES ONLY

	MONTH	% OF REV	YEAR TQ DATE	% OF REV
OPERATING REVENUE	\$ 1,953,165.09		\$ 13,545,711.18	
OTHER OPERATING REVENUE	\$ -		\$ -	
TOTAL REVENUE	<u>\$ 1,953,165.09</u>		<u>\$ 13,545,711.18</u>	
TRANSMISSION COSTS/CofS	\$ 1,538,657.69	79%	\$ 8,838,812.74	65%
EXPENSES:				
BAD DEBT EXPENSE **	\$ 6,528.83	0%	\$ 225,808.26	2%
LEC HOLDBACK ***	\$ 40,663.02	2%	\$ 248,330.76	2%
REFUNDS AND CREDITS	\$ 27,674.39	1%	\$ 307,916.23	2%
BILLINGS AND COLLECTIONS	\$ 35,621.81	2%	\$ 218,977.44	2%
PAYROLL	\$ 62,513.99	3%	\$ 1,148,569.41	8%
PAYROLL TAXES	\$ 9,512.10	0%	\$ 112,863.91	1%
EMPLOYEE BENEFITS	\$ 9,522.94	0%	\$ 170,154.06	1%
ADVERTISING & PROMOTIONS	\$ -	0%	\$ 416.09	0%
OPERATING SRVCS & SUPPLIES	\$ 34,960.97	2%	\$ 390,998.10	3%
REPAIRS & MAINTENANCE	\$ 1,163.18	0%	\$ 4,546.16	0%
COMMISSIONS	\$ 140,770.74	7%	\$ 990,715.57	7%
UTILITIES	\$ 927.72	0%	\$ 17,883.28	0%
RENTS/LEASES	\$ 5,583.91	0%	\$ 186,256.05	1%
TELEPHONE	\$ 4,938.88	0%	\$ 72,673.91	1%
TAXES	\$ 795.18	0%	\$ 11,482.04	0%
INSURANCE	\$ 1,013.00	0%	\$ 15,249.00	0%
CONSULTING FEES/TEMP. LABOR	\$ 10,724.50	1%	\$ 202,296.89	1%
PROFESSIONAL FEES	\$ 63,510.84	3%	\$ 356,088.46	3%
INTEREST	\$ 11,639.22	1%	\$ 301,627.78	2%
DEPRECIATION	\$ 38,000.00	2%	\$ 456,000.00	3%
OTHER G & A EXPENSE	\$ 28,549.47	1%	\$ 301,054.06	2%
TOTAL EXPENSES	<u>\$ 534,614.69</u>	27%	<u>\$ 5,739,917.46</u>	42%
TOTAL OPERATING EXPENSES	\$ 2,073,272.38	106%	\$ 14,578,730.20	108%
OTHER INCOME AND EXPENSE	\$ 7,107.97	0%	\$ (37,765.41)	0%
INCOME/(LOSS)	\$ (127,215.26)	-7%	\$ (995,253.61)	-7%

** Bad debt expense now reflects actual costs not a combination of actual and percentage amounts.

*** 46% of LEC Holdbacks are normally collected and returned to us via tail payments.

BALANCE SHEETS

AT DECEMBER 31, 1996 AND 1995

	<u>1996</u>	<u>1995</u>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 492,416	\$ 20,047
Accounts receivable, less reserve for doubtful accounts of \$714,673 in 1996 and \$212,236 in 1995	<u>1,372,325</u>	<u>772,054</u>
TOTAL CURRENT ASSETS	1,864,741	792,101
INVESTMENT	193,391	193,391
EQUIPMENT AND LEASEHOLD IMPROVEMENTS - Net	631,057	889,602
OTHER ASSETS	<u>26,682</u>	<u>2,329</u>
TOTAL ASSETS	<u>\$2,715,871</u>	<u>\$1,877,453</u>
<u>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</u>		
CURRENT LIABILITIES		
Accounts payable	\$2,905,592	\$1,766,554
Excess of outstanding checks over bank balance	-	65,590
Line of credit	792,951	-
Accrued liabilities	955,847	628,125
Current portion of long-term debt	2,215,191	1,387,302
Deferred revenue	<u>191,220</u>	<u>191,220</u>
TOTAL CURRENT LIABILITIES	7,060,801	4,038,791
LONG-TERM DEBT	<u>101,648</u>	<u>178,000</u>
TOTAL LIABILITIES	<u>7,162,449</u>	<u>4,216,791</u>
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' DEFICIENCY		
Common stock, par value \$.50 per share; authorized 10,000,000 shares; issued and outstanding 3,349,860 shares at December 31, 1996 and 1995, respectively	2,674,930	2,674,930
Accumulated deficit	(7,146,054)	(5,035,814)
Unrealized holding gain on investment security	<u>24,546</u>	<u>24,546</u>
TOTAL STOCKHOLDERS' DEFICIENCY	<u>(4,446,578)</u>	<u>(2,336,338)</u>
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIENCY)	<u>\$2,715,871</u>	<u>\$1,877,453</u>

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

COLORADO RIVER COMMUNICATIONS CORP.
STATEMENTS OF OPERATIONS AND ACCUMULATED DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 1996 AND 1995

	<u>1996</u>	<u>1995</u>
REVENUES	\$ 9,969,188	\$ 9,452,230
GAIN ON SALE OF CUSTOMER ACCOUNTS	-	874,484
TOTAL REVENUES	<u>9,969,188</u>	<u>10,326,694</u>
OPERATING EXPENSES:		
Line and transmission charges	5,854,449	4,629,963
Commissions	1,597,479	1,955,066
Billing, collection and bad debts	1,005,763	1,130,742
Selling, general and administrative	2,905,757	2,663,590
Depreciation and amortization	<u>420,000</u>	<u>328,841</u>
TOTAL OPERATING EXPENSES	<u>11,783,448</u>	<u>10,708,202</u>
OPERATING LOSS	<u>(1,814,260)</u>	<u>(378,508)</u>
OTHER INCOME (EXPENSE):		
Interest expense	(396,549)	(171,672)
Other - net	<u>562</u>	<u>-</u>
TOTAL OTHER EXPENSE	<u>(295,980)</u>	<u>(171,672)</u>
LOSS BEFORE INCOME TAXES	(2,110,240)	(550,180)
PROVISION FOR INCOME TAXES	-	-
NET LOSS	(2,110,240)	(550,180)
ACCUMULATED DEFICIT - BEGINNING	<u>(5,035,814)</u>	<u>(4,485,624)</u>
ACCUMULATED DEFICIT - ENDING	<u>\$ (7,146,054)</u>	<u>\$ (5,035,814)</u>
NET LOSS PER COMMON SHARE	<u>\$ (-.39)</u>	<u>\$ (-.10)</u>

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

Exhibit "B"

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

1

ARTICLES OF INCORPORATION

FILED

2

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the State of Nevada, this 13th day of November, 1987.

OF

3

NEVADA.

COLORADO RIVER COMMUNICATIONS CORP.

NOV 19 3 04 PM '87

NOV 44 1387 ALL MEN BY THESE PRESENTS:

5

That the undersigned do hereby organize a corporation by

6

virtue of the Act of the Legislature of the State of Nevada, and

7

do hereby certify and adopt the following Articles of

8

Incorporation:

9

ARTICLE I

10

The name of the corporation is COLORADO RIVER COMMUNICATIONS

11

CORP.

12

ARTICLE II

13

The principal office of the corporation is 3610 South

14

Highland, Las Vegas, Nevada, in the County of Clark.

15

ARTICLE III

16

The corporation shall engage in any lawful activity. It

17

shall have perpetual existence.

18

ARTICLE IV

19

The total authorized capital stock of the corporation is

20

100,000 shares at \$0.01 par value. The stock of the corporation

21

shall not be subject to assessment.

22

ARTICLE V

23

The governing board of the corporation shall be styled

24

directors of the corporation and shall initially consist of three

25

directors. The names and addresses of the first directors are

26

as follows:

27

JOHN REED 21 Haney, Colorado Springs, Colorado 80906

28

MURRAY DALIAMD 3937 Country Trails, Bonita, CA 92002

1 LAWRENCE DAILY 3957 Acacia, Bonita, CA 92002

2 ARTICLE VI

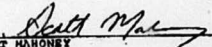
3 The names and addresses of the incorporators of this
4 corporation are as follows:

5 SCOTT MAHONEY 1500 Foremaster Lane #2, Las Vegas, Nevada

6 BARBARA CLARK 1500 Foremaster Lane #2, Las Vegas, Nevada

7 CAROL PELAN 1500 Foremaster Lane #2, Las Vegas, Nevada

8 DATED this 7th day of October, 1987.

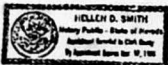
9
10 
SCOTT MAHONEY

11 
BARBARA CLARK

12
13 
14 CAROL PELAN
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1 STATE OF NEVADA)
2 COUNTY OF CLARK)

3 On this 7th day of October, 1987, before me, the undersigned
4 Notary Public in and for said County and State, personally
5 appeared SCOTT MAHONEY, BARBARA CLARK and CAROL PELAN, known to me
6 to be the persons described in, and who executed the foregoing
7 Articles of Incorporation, who acknowledged to me that they
8 executed the same freely and voluntarily and for the uses and
9 purposes therein mentioned.



Helen D. Smith
NOTARY PUBLIC

21
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RECEIVED
DEC 08 1989

SECRETARY OF STATE

FILEDIN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 7 1988

THE SECRETARY OF STATE

FILED

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
COLORADO RIVER COMMUNICATIONS CORP.

JUN 2 10 35 AM '08

No. 5465-83 Pursuant to the provisions of the General Corporation Laws of

4 the State of Nevada, the undersigned certify:

5 FIRST: The name of the corporation is COLORADO RIVER
6 COMMUNICATIONS CORP.7 SECOND: The corporation was organized and is existing under
8 and by virtue of the General Corporation Laws of the State of
9 Nevada. The Articles of Incorporation of the corporation were
10 filed in the office of the Secretary of State on the 19th day of
11 November, 1987.12 THIRD: The Board of Directors of the corporation duly
13 adopted a resolution that the Articles of Incorporation be amended
14 as set forth below; that in lieu of a vote of stockholders,
15 pursuant to N.R.S. 78.320, stockholders holding a majority of the
16 voting power of the corporation gave their written consent to
17 amendment of the Articles of Incorporation as follows:18 The Articles of Incorporation of the corporation shall be
19 amended by striking out Article IV and by inserting the following
20 in lieu thereof:21 "The total authorized capital stock of the corporation is
22 100,000 shares at no par value. The stock of the corporation
23 shall not be subject to assessment."24 FOURTH: This Certificate of Amendment is adopted in
25 accordance with the General Corporation Laws of the State of
26 Nevada as amended and supplemented.

27 IN WITNESS WHEREOF, Colorado River Communications Corporation

28 . . .

1 has heroby caused this certificate to be signed by MAURICE
 2 DALAIMO, its president, and LAURA GEURS, its secretary, this ^{25th}
 3 day of FCB, 1988.

4 COLORADO RIVER COMMUNICATIONS
 5 CORP.

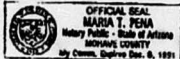
6 By Maurice Dalaimo
 7 MAURICE DALAIMO

8 By Laura Geurs
 9 LAURA GEURS

10 STATE OF ARIZONA)
 11) SS.
 12 COUNTY OF MOHAVE)

13 On the 25th day of February, 1988, personally
 14 appeared before me, a Notary Public, MAURICE DALAIMO and LAURA
 15 GEURS, who acknowledged to me that they executed the above
 16 instrument.

17 Maria T. Pena
 18 NOTARY PUBLIC in and for
 19 said County and State



26

27

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11166
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
COLORADO RIVER COMMUNICATIONS CORP.

FILED

APR 18 1989

Pursuant to the provisions of the General Corporation Laws of the State of Nevada, the undersigned certify:

WESLEY PARK
8463-57

FIRST: The name of the corporation is COLORADO RIVER COMMUNICATIONS CORP.

SECOND: The corporation was organized and is existing under and by virtue of the General Corporation Laws of the State of Nevada. The Articles of Incorporation of the corporation were filed in the office of the Secretary of State on the 4th day of November, 1987.

THIRD: The Board of Directors of the corporation duly adopted a resolution that the Articles of Incorporation be amended as set forth below; that in lieu of a vote of stockholders, pursuant to N.R.S. 78.320, stockholders holding a majority of the voting power of the corporation gave their written consent to amendment of the Articles of Incorporation as follows:

The Articles of Incorporation of the corporation shall be amended by striking out Article IV and by inserting the following in lieu thereof:

"The total authorized capital stock of the corporation is 2,000,000 (two million) shares of Class A Common Stock at \$1.00 par value. The stock of the corporation shall not be subject to assessment."

FOURTH: This Certificate of Amendment is adopted in accordance with the General Corporation Laws of the State of Nevada as amended and supplemented.

IN WITNESS WHEREOF, Colorado River Communications Corp.

1 has hereby caused this certificate to be signed by MAURICE DALAIMO,
 2 its president, and LAURA GEURS, its secretary, this 4th day of
 3 MARCH, 1989.

4
 5 COLORADO RIVER COMMUNICATIONS CORP.

6
 7 By: *Maurice Dalaimo* *Pres*
 MAURICE DALAIMO - PRESIDENT

8
 9 By: *Laura Geurs* *Secretary*
 LAURA GEURS - SECRETARY

10
 11 STATE OF NEVADA)
 12) ss:
 13 COUNTY OF CLARK)

14 On the 4th day of MARCH, 1989, personally appeared
 15 before me, a Notary Public, MAURICE DALAIMO and LAURA GEURS, who
 16 acknowledged to me that they executed the above instrument.

17 *Brian M. Adams*
 18 NOTARY PUBLIC in and for said
 County and State



NOTARY PUBLIC
 STATE OF NEVADA
 County of Clark
 BRIAN M. ADAMS
 My Appointment Expires Dec. 18, 1991

RECEIVED
 MAR 28 1989
 SECRETARY OF STATE

FILEDIN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
COLORADO RIVER COMMUNICATIONS CORP.**

JUL 30 1990

Pursuant to the provisions of the general incorporation laws of

NEVADA

I, the Secretary of State of Nevada, the undersigned

Dolly J. [Signature]
CLERK

No. 8463-87

8

FIRST:

The name of the corporation is

6

COLORADO RIVER COMMUNICATIONS CORP.

7

SECOND:

The corporation was organized and is existing under

8

and by virtue of the General Corporation Laws of the State of

9

Nevada. The Articles of Incorporation of the corporation were

10

filed in the office of the Secretary of State on the 4th day of

11

November, 1987.

12

THIRD:

The Board of Directors of the corporation, at a

13

special meeting duly assembled in the morning of Saturday, January

14

13, 1990, duly adopted a resolution that the Articles of

15

Incorporation be amended as set forth below; that at the annual

16

meeting of shareholders, duly assembled in the afternoon of

17

Saturday, January 13, 1990, said resolution of the Board of

18

Directors was presented to the shareholders for their approval and

19

ratification, at which time the shareholders holding a majority of

20

the voting power of the corporation gave their approval to amend

21

the Articles of Incorporation as follows:

22

The Articles of Incorporation of the corporation shall

23

be amended by striking out Article IV, as amended by

24

certification by the Secretary of State of the State of Nevada, on

25

April 10, 1989, and by inserting the following in lieu thereof:

26

"The total authorized capital stock of the

27

corporation is 10,000,000 (ten million) shares of

28

Class A common stock at \$0.50 par value. The stock

1 of the corporation shall not be subject to
2 assessment."

3 FOURTH: This Certificate of Amendment is adopted in
4 accordance with the General Corporation Laws of the State of
5 Nevada as amended and supplemented.

6 IN WITNESS WHEREOF, Colorado River Communications Corp. has
7 hereby caused this Certificate to be signed by MAURICE J. DALAIMO,
8 its President, and LAURA GEURS, its Secretary, this 26th
9 day of July, 1990.

10 COLORADO RIVER COMMUNICATIONS CORP.

11
12 BY: Maurice J. Dalaimo
13 MAURICE J. DALAIMO - PRESIDENT

14 BY: Laura Geurs
15 LAURA GEURS - SECRETARY

16 STATE OF NEVADA)
17) ss:
18 COUNTY OF CLARK)

19 On the 26th day of July, 1990, personally
20 appeared before me, a Notary Public, in and for said County and
21 State, MAURICE J. DALAIMO, President of Colorado River
22 Communications Corp., and LAURA GEURS, Secretary of Colorado
23 River Communications Corp., known to me to be the persons
24 described in and who executed the foregoing instrument, who
25 acknowledged to me that they executed the same freely and
26 voluntarily, and for the uses and purposes therein mentioned.

27 WITNESS my hand and official seal.

28 Brian M. Adams
NOTARY PUBLIC, in and for the County
of Clark, State of Nevada.



NOTARY PUBLIC
STATE OF NEVADA
County of Clark
BRIAN M. ADAMS
My Appointment Expires Dec. 16, 1991

Exhibit "C"

SECRETARY OF STATE

FILE NO. _____
RECEIPT NO. _____

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of SDCL 47-8-7, 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 is COLORADO RIVER COMMUNICATIONS CORPORATION
(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 NEVADA Federal Taxpayer ID# 88-0232262

(4) The date of its incorporation is Nov 4, 1997 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 4275 E. SAHARA AVE. #6 LAS VEGAS, NEVADA Zip Code 89104
mailing address if different from above is: _____ Zip Code _____

(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 503 South Pierre Street, Pierre, South Dakota Zip 57501 and the name of its proposed registered agent in the State of South Dakota at that address is Corporation Service Company

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose)
PROVIDER OF TELECOMMUNICATIONS SERVICES

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

Name	Officer Title	Street Address	City	State	Zip
<u>H. ALIC MC LARY</u>	<u>PRESIDENT, CEO</u>	<u>4275 E. SAHARA AVE #6</u>	<u>LAS VEGAS</u>	<u>NV.</u>	<u>89104</u>
<u>VINCE MURPHY</u>	<u>PRESIDENT, COO</u>	<u>4275 E. SAHARA AVE #6</u>	<u>LAS VEGAS</u>	<u>NV.</u>	<u>89104</u>
<u>RICHIE SHAW</u>	<u>VICE PRESIDENT</u>	<u>4275 E. SAHARA AVE #6</u>	<u>LAS VEGAS</u>	<u>NV.</u>	<u>89104</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>10,000,000</u>	<u>COMMON STOCK</u>		<u>\$.50</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>5,344,860</u>	<u>COMMON STOCK</u>		<u>\$.50</u>

(11) The amount of its stated capital is \$ 2,674,930.00
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 whatever 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 JUNE 2, 19 98

(Signature)

State of NEVADA
County of CLARK

(Title)
PRESIDENT

On this 2 day of JUNE, 19 98, before me FRANCES A. EPOLITO personally appeared VINCENT P. MURPHY, 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 _____
Notarial Seal



(Notary Public)

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

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Corporation Service Company, (name of registered agent) hereby give my consent to serve as the

registered agent for Corporation Service Company (corporate name)

Dated _____, 19 _____, By: _____ (signature of registered agent)

SECRETARY OF STATE

FILE NO. _____
RECEIPT NO. _____

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of SDCL 47-8-7, 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 is COLORADO RIVER COMMUNICATIONS CORPORATION
(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 NEVADA Federal Taxpayer ID# 88-0222352

(4) The date of its incorporation is Nov. 4, 1987 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 4275 E. SARAGA AVE #16 LAS VEGAS, NEVADA Zip Code 89104
mailing address if different from above is: _____ Zip Code _____

(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 303 South Pierre Street, Pierre, South Dakota Zip 57501 and the name of its proposed registered agent in the State of South Dakota at that address is Corporation Service Company

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are (state specific purpose)
RESELLER OF TELECOMMUNICATIONS SERVICES

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

Name	Officer Title	Street Address	City	State	Zip
<u>A. ALEC McLARY</u>	<u>PRESIDENT CEO</u>	<u>4275 E. SARAGA AVE #16</u>	<u>LAS VEGAS, NV</u>	<u>89104</u>	
<u>VINCE MURKINE</u>	<u>PRESIDENT, COO</u>	<u>4275 E. SARAGA AVE #16</u>	<u>LAS VEGAS, NV</u>	<u>89104</u>	
<u>RICHIE SHAW</u>	<u>VICE-PRESIDENT</u>	<u>4275 E. SARAGA AVE #16</u>	<u>LAS VEGAS, NV</u>	<u>89104</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>10,000,000</u>	<u>COMMON STOCK</u>		<u>\$.50</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>5,249,860</u>	<u>COMMON STOCK</u>		<u>\$.50</u>

(11) The amount of its stated capital is \$ 2,624,930.00
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 whatever 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 JULY 2 1998

[Signature]
(Signature)
PRESIDENT
(Title)

State of NEVADA
County of CLARK

On this 2 day of JUNE, 1998, before me FRANCIS A. EPPOLETO personally appeared VINCENT P. MURKINE, 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 12/01/98
Notarial Seal [Signature] (Notary Public)



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

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Corporation Service Company, hereby give my consent to serve as the registered agent for _____ (name of registered agent)

(corporate name) Corporation Service Company

Dated _____ 19 ____ By: _____ (signature of registered agent)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **COLORADO RIVER COMMUNICATIONS CORP.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since November 4, 1987, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on May 29, 1998.



Dean Heller

Secretary of State

By

[Signature]
Certification Clerk

COLORADO RIVER COMMUNICATIONS CORP.
OPERATOR SERVICES ACCOUNT

AMT. 12358
350.00

INV. DESCRIPTION
AUTH. APPL.

6/3/98

SD SECRETARY OF STATE

TOTAL

\$350.00

COLORADO RIVER COMMUNICATIONS CORP.

STATE OF ARIZONA
DEPARTMENT OF REVENUE

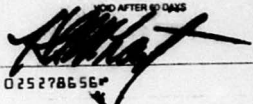
DATE AMOUNT
Jun 3, 1998 *****\$350.00

PAY
TO THE
ORDER
OF

Three Hundred Fifty and 0/100 Dollars

SD SECRETARY OF STATE

VOID AFTER 60 DAYS



⑈00012358⑈ ⑆122400724⑆

025278656⑈

Colorado River Communications Corp.

So. Dakota PUC Tariff No. 1
Original Sheet 1

TITLE SHEET

COLORADO RIVER COMMUNICATIONS CORP.

d/b/a CRC LONG DISTANCE

TARIFF NO. 1

RECEIVED

JUN 22 1998

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

This tariff contains the description, regulations, and rates applicable to furnishing of services and facilities including nonoptional operator services provided by Colorado River Communications Corp. with principal offices located at 4275 E. Sahara Avenue, Suite 6, Las Vegas, Nevada 89104, telephone: (702) 641-5177. This tariff is on file with the So. Dakota Public Utilities Commission, and copies may be inspected during normal business hours at the Company's principal place of business.

ISSUED: July 15, 1998

Effective: August 15, 1998

ADVICE LETTER: No. 1

DECISION NO.:

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

CHECK SHEET

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

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

ISSUED: July 15, 1998

Effective: August 15, 1998

ADVICE LETTER: No. 1

DECISION NO.:

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

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ISSUED: July 15, 1998
ADVICE LETTER: No. 1
DECISION NO.:

Effective: August 15, 1998

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

SYMBOLS

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

- C - Changed Regulation
- D - Discontinued Rate of Regulation
- I - Increase in Rate
- N - New Rate of Regulation
- R - Reduction in Rate
- T - Change in Text Only

ISSUED: July 15, 1998
ADVICE LETTER: No. 1
DECISION NO.:

Effective: August 15, 1998

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

TARIFF FORMAT

- A. Sheet Numbering - Sheet numbers appear in the upper-right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff.
- 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 So. Dakota Public Utilities Commission. For example, the 4th Revised Sheet 34 cancels the 3rd revised sheet 34. Consult the Check Sheet for the sheet currently in effect.
- C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level 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).1.
 - 2.1.1.A.1.(a).1.(i)
 - 2.1.1.A.1.(a).1.(i).1)
- D. Check Sheets - When a tariff filing is made with the So. Dakota Public Service Commission, an updated Check Sheet will accompany the filing. The Check Sheet list 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 (*). 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 sheet on file with the So. Dakota Public Utilities Commission.

ISSUED: July 15, 1998
ADVICE LETTER: No. 1
DECISION NO.:

Effective: August 15, 1998

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

1.1 Definitions

Access code - A sequence of numbers that, when dialed, connects the caller to the caller to the provider of operator services associated with that sequence.

Aggregator - Any person or entity that, in the ordinary course of its operations, makes telephones available to the public or to End Users of its premises for telephone calls using a provider of operator services.

Busy Hour - The two consecutive half-hours during which the greatest volume of traffic is handled.

Call Splashing - The transfer of a telephone call from one provider of operator services to another in such a manner that the subsequent provider is unable or unwilling to determine the location of the origination of the call and, because of such location of the origination of the call and, because of such inability or unwillingness, is prevented from billing the call on the basis of such location. CRC will not engage in call splashing.

Carrier - Colorado River Communications Corp. ("CRC"), unless specifically stated otherwise.

Collect Call - A billing arrangement whereby the charge for a call may be charged to the called party, provided the called party verbally accepts the charge or keys in a positive response accepting the charge.

Commission - The So. Dakota Public Utilities Commission

Company - Colorado River Communications Corp. ("CRC"), unless specifically stated otherwise.

Completed Calls - Completed calls are calls answered on the distance end or, where necessary, positive acceptance of the call by the called party. (i.e. Person-to-Person and collect calls.)

Consumer - The person initiating an intraSTATE telephone call.

Day Rate Period - For services using this rate structure, it consists of the hours of 8 a.m. to 4:59 p.m., Monday through Friday, except on holidays.

ISSUED: July 15, 1998

Effective: August 15, 1998

ADVICE LETTER: No. 1

DECISION NO.:

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

1.1 Definitions. (continued)

Directory Assistance - Directory Assistance Service consists of supplying listed telephone numbers to persons who call the Directory Assistance Bureau. Directory Assistance personnel cannot complete calls to requested telephone numbers.

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

End User - The person initiating an intraSTATE telephone call using nonoptional operator services from a subscriber location.

Evening Rate Period - For services using this rate structure, it consists of the hours of 5 p.m. to 10:59 p.m., Sunday through Friday.

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

Hospitality Service Customers - Hotels, motels, health care institutions, dormitories and other establishments whose patrons, quests or occupants have telephone instruments made available for their individual use in non-public settings, such as guest rooms. Typically these instruments will be configured as extensions behind PBX equipment. Carrier does not provide such services to prisons.

Night/Weekend Rate Period - For services using this rate structure, it consists of the hours of 11 p.m. to 7:59 a.m. every day; from 8 a.m. to 10:59 p.m. on Saturday; and from 8 a.m. to 4:59 p.m. Sunday.

Normal Business Hours - Normal Business hours are the times between 8:00 a.m. and 5:00 p.m. up to, but not including 8:00 a.m. seven days per week, regardless of weekends or holidays.

Pay Telephone - A telephone instrument equipped with a device that allows a charge to be made for each call. Operator assisted long distance service is offered by the carrier through providers of customer-owned pay telephones. Pay telephone instruments may be configured to accept or not accept coins, to read magnetically encoded cards or be a hybrid thereof.

ISSUED: July 15, 1998**Effective:** August 15, 1998**ADVICE LETTER:** No. 1**DECISION NO.:****ISSUED BY:**

Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

1.1 Definitions (continued)

Peak - For services using this rate structure, it consists of the hours from 8:00 a.m. up to, but not including 5:00 p.m. seven days per week, regardless of weekends or holidays.

Person - Any individual, firm, partnership, corporation, company, association, joint stock association and/or other legal entity.

Person-to-Person Call - A service whereby the person originating the call specifies to the Company operator a particular person to be reached, or a particular station, room number, department or office to be reached through a PBX attendant.

Presubscribed Provider of Operator Services - The provider of operator services to which the customer places a call using a provider of operator services without dialing an access code.

Rates - Amounts billed to customers for operator services.

Reseller - For purposes of this tariff, the term reseller shall refer to Colorado River Communications Corp.

Subscriber - The person, firm, partnership corporation or other entity who owns, leases, or manages the pay telephone, PBX or other switch vehicle from which an End User places as call utilizing the services of the company.

Third Party Billed Call - A billing arrangement by which the charges for a call may be billed to a number that is different from the calling number and the called number.

United States - The forty-eight contiguous United States and the District of Columbia.

ISSUED: July 15, 1998

Effective: August 15, 1998

ADVICE LETTER: No. 1

DECISION NO.:

ISSUED BY:

Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of Carrier

Carrier provides nonoptional operator services at coin-operated or coinless telephones, both public and semipublic, which require operator intervention or a synthesized message to advise the party of coins to be deposited or when the time has expired. Carrier provides nonoptional operator services to hospitality services locations and aggregator locations. Carrier does not, however, offer operator services to inmates at penal institutions or other correctional facilities.

Included in the nonoptional operator services provided by Carrier are Calling/Credit Card calls, Collect calls, Third Party Billing calls and Person-to-Person calls.

The Company's services are available twenty-four (24) hours per day, seven (7) days per week.

2.2 Limitations on Service

Service may not be used for any unlawful purposes.

Service is offered subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.

2.3 Provision of Operator Services

Carrier furnishes operator assistance services to pay telephone providers and Hospitality Service customers. Rates and charges for services are set forth in Section 4.

- A. Operator assistance services are provided primarily to subscribers that serve transient end user markets. Terminal equipment accessing Carrier's services will route operator assisted calls over designated carrier facilities to regional digital call processing switches served by the underlying carrier's operator centers.
- B. Calls requiring operator intervention such as Collect, Third Party Billed, Person-to-Person and certain Calling/Credit Card calls will be routed to an operator position by the processor. Carrier operators and automated interfaces will answer each call by identifying the services as that of the Carrier's.

ISSUED: July 15, 1998
ADVICE LETTER: No. 1
DECISION NO.:

Effective: August 15, 1998

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

2.3 Provision of Operator Services (continued)

- C. The operator will collect billing information and perform validation and call acceptance functions. If the call is authorized, the operator will release the call for completion and call timing will then be performed in the processing switch. Automated calls are validated through an automated interface and if authorized will be completed without operator intervention.
- D. Switch processors forward call message detail via magnetic tape for computer processing and application of tariffed rates. After rating has been performed billing tapes are created and forwarded to local exchange carriers and commercial credit card companies. These companies acknowledge receipt and, after processing, confirm revenues due and payable to carrier. All calls will be billed to end-users within sixty (60) days of the date of said call.
- E. Operator assistance service charges are fixed per call fees tariffed by Carrier for operator service rendered in connection with completed calls. The operator assistance service charges applied will be in accordance with the billing method selected by the End User. The applicable operator assistance service charge is added to the measured usage charge to establish the total charge for a completed operator assisted call.

2.4 Limitation of Carrier Liability

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, arising out of mistakes, accidents, errors, omissions, interruptions, delays or defects, 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, accident, error, omission, interruption, delay or defect in transmission occurred.

ISSUED: July 15, 1998
ADVICE LETTER: No. 1
DECISION NO.:

Effective: August 15, 1998

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

2.4 Limitation of Carrier Liability

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

- A. Claims for libel, slander, infringement of copyright or patent 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
- B. All other claims arising out of any act or omission by the customer in connection with any service provided by Carrier.

2.5 Interruption of Service

- A. When a subscriber's service is interrupted and remains out of service for more than 24 consecutive hours after being reported to the local exchange company or being found by the company to be out of order, whichever occurs first, the company shall 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 subscriber provide access to the premises.

ISSUED: July 15, 1998
ADVICE LETTER: No. 1
DECISION NO.:
ISSUED BY:

Effective: August 15, 1998

Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

2.6 Customer Responsibility

All customers assume general responsibility in connection with the use of services stated in this tariff, including, but not limited to the payment of charges for services.

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 the quoted rates.

Customers will be charged a late payment penalty of in the amount of one and one-half percent (1.5%) per month on all past-due amounts.

Customers will be charged \$20.00 on all checks issued to carrier, which is returned due to non-sufficient funds.

2.7 Customer Complaint Procedure

Carrier will resolve any disputes brought to its attention through its Customer Service Representatives which can be reached via the following 800 telephone number: 1-800-366-1148. Carrier will review the dispute and advise the customer of its findings within thirty (30) days of receipt of the complaint.

Any disputes unable to be resolved within thirty (30) days may be directed to the attention of the So. Dakota Public Utilities Commission :

So. Dakota Public Utilities Commission
500 East Capitol
Pierre, SD 57501
(605) 773-3201

ISSUED: July 15, 1998

Effective: August 15, 1998

ADVICE LETTER: No. 1

DECISION NO.:

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

2.8 Company Obligations

When providing operator assisted services, the Company will:

- 1) Identify itself audibly and distinctly to the customer at the beginning of each telephone call before the customer incurs any charges and a second time prior to connecting the call before the customer incurs and charges;
- 2) Permit the customer to terminate the call at no charge before the call is connected;
- 3) Disclose immediately upon request and without charge to the customer;
 - A. The rates or charges for the customer's intended call;
 - B. The methods by which such rates or charges will be collected; and
 - C. The methods by which complaints concerning rates, charges or collection practices will be resolved.
- 4) Not bill for unanswered telephone calls in areas where equal access is available;
- 5) Not knowingly bill for unanswered telephone calls where equal access is not available;
- 6) Not engage in call splashing unless the consumer requests to be transferred to another provider of operator services, the consumer is informed prior to incurring any charges that the rates for the call may not reflect the rates from the actual originating location of the call, and the consumer then consents to the transfer;
- 7) Except as provided in subparagraph 6 above, not bill for a call that does not reflect the location of the origination of the call;

ISSUED: July 15, 1998

Effective: August 15, 1998

ADVICE LETTER: No. 1

DECISION NO.:

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

2.8 Company Obligations (continued)

- 8) Ensure by contract or tariff that each aggregator for which the provider is the Presubscribed provider of operator services is in compliance with Commission requirements;
- 9) Withhold payment of any compensation to aggregators if the Company reasonably believes that the aggregator is not in compliance with Commission rules.

2.9 Emergency Calls

Upon receipt of any emergency telephone call, the company shall immediately connect the call to the appropriate emergency service of the reported location of the emergency, if known, and, if not known, to the originating location of the call.

2.10 Premise Surcharges

The company will not charge premise surcharges on behalf of an aggregator.

2.11 Aggregator Obligations

- A. Each call aggregator is required to display plainly on or in close proximity to all telephones available for customer use printed documentation containing the following information:
 - 1) The name, address, and toll-free number of the provider of operator services;
 - 2) A statement that the rates of the operator service provider are available upon request; and
 - 3) A statement that informs customers that they have the right to obtain access to the carrier of their choice and that they may contact their preferred carrier for information on accessing that carrier's service using that telephone; and
 - 4) Specific instructions on obtaining rates or charges for operator assisted local calls, including any charges per minute and operator surcharges, if applicable.

ISSUED: July 15, 1998
ADVICE LETTER: No. 1
DECISION NO.:

Effective: August 15, 1998

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

2.11 Aggregator Obligations (continued)

- B. Each aggregator must ensure that no charge by the aggregator to the consumer for using an 800, 877, 888, or a 10XXX access code is greater than the amount the aggregator charges for calls placed using the Presubscribed provider of operator services.
- C. Call aggregators shall neither require nor participate in the blocking of any customer's access to the customer's provider of choice.

2.12 Call Blocking

Call blocking occurs when an end-user is prevented from accessing the preferred operator service provider through access codes 800, 888, 877, 950, or 10XXX.

The company shall not require nor participate in the blocking of any customer's access to the customer's provider of choice.

ISSUED: July 15, 1998
ADVICE LETTER: No. 1
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Kelly L. Perry, Director of Regulatory & Tax Compliance
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Las Vegas, Nevada 89104

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

Usage charges for services are based upon the total number of minutes the customer or end user uses the operator services. Chargeable time begins when the connection is established between the calling station and the called station or PBX or when the call is completed and/or charges have been positively accepted in the case of some operator services. Chargeable time ends when either party "hangs up." If the called station "hangs up" but the calling station does not, chargeable time ends when the connection is released by automatic timing equipment within the telecommunications network.

3.2 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.

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

3.3 Minimum Call Completion Rate

The customer can expect a call completion rate of 99% per 100 calls attempted during peak use periods.

3.4 Service Options

Carrier will provide 0+ operator services. Operator assisted calls will be provided in accordance with the provisions set forth in Section 2 of this tariff.

All 0- and 911 calls will be immediately defaulted to the underlying carrier and handled in accordance with Commission rules.

ISSUED: July 15, 1998

Effective: August 15, 1998

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Las Vegas, Nevada 89104

SECTION 4 - RATES AND CHARGES

4.1 Rate Periods

Day Rate Period

All calls that occur from the hours of 8 a.m. up to, but not including 5 p.m. Monday through Friday except on Holidays.

Evening Rate Period

All calls that occur from the hours of 5 p.m. up to, but not including 11 p.m. Sunday through Friday.

Night/Weekend Rate Period

All calls that occur from the hours of 11 p.m. up to, but not including 8 a.m. Monday through Friday; from 8 a.m. up to, but not including 11 p.m. on Saturdays; and from 8 a.m. up to, but not including 5 p.m. on Sundays.

Holiday Rate Period

The evening rate period will apply to calls made on Carrier recognized Holidays listed herein, provided, however, that calls made on a Holiday during the Night/Weekend Rate Period shall be billed at the lower of the Evening Rate and the Night/Weekend Rate.

ISSUED: July 15, 1998

Effective: August 15, 1998

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Las Vegas, Nevada 89104

4.2 Usage Charges and Billing Increments**A. Usage Charges**

Usage charges are determined by time of day rate periods and minutes of use within each rate period.

B. Billing Increments

Usage is billed in six (6) second increments.

4.3 Operator Service:

The following are the service charges applicable to operator services.

Customer Dialed Calling**Card Station**

- Customer Dialed/Automated	\$1.75
- Customer Dialed and Operator Assisted	\$1.75
- Customer Dialed Operator Must Assist	\$1.75

Operator Station

- Collect	\$2.35
- Third Party Billed	\$2.35
Person-to-Person	\$4.80

Operator Service Charges are not subject to time-of-day discounts

ISSUED: July 15, 1998

Effective: August 15, 1998

ADVICE LETTER: No. 1

DECISION NO.:

ISSUED BY: Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

START

OF

RETAKE

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Las Vegas, Nevada 89104

END

OF

RETAKE

4.3 Operator Service (continued)B. Operator Service Rates Per Minute :

The following are the rates per minute applicable to operator services.

Rate	Initial	Addt.	Initial	Addt.	Initial	Addt.
Mileage	Minute	Minute	Minute	Minute	Minute	Minute
0 - 10	\$0.1900	\$0.1400	\$0.1600	\$0.1100	\$0.1100	\$0.1100
11-22	\$0.2300	\$0.1600	\$0.1800	\$0.1400	\$0.1200	\$0.1200
23-55	\$0.2700	\$0.2000	\$0.2400	\$0.1600	\$0.1400	\$0.1400
56-124	\$0.2900	\$0.2500	\$0.2500	\$0.2000	\$0.1700	\$0.1600
125-292	\$0.3000	\$0.2700	\$0.2700	\$0.2100	\$0.1800	\$0.1700
293 +	\$0.3200	\$0.2800	\$0.2800	\$0.2400	\$0.2000	\$0.1700

Rates stated above are applicable seven days per week, regardless of holidays.

4.4 Prepaid Calling Card ServiceA. General:

Prepaid Calling Card Service is voice grade switched telecommunications service that allows and end user to place calls charged to prepaid cards issued by the company. The end user accesses the network by dialing an 800 number printed on the back of the of card via a touch-tone telephone.

Cards will be offered to customers on a first come, first served basis. The number of cards offered by the company will be subject to technical limitations.

B. Unit Value:

Prepaid Calling Cards may be obtained from the company or authorized agents of the company in various denominations with a per unit value which is inclusive

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Las Vegas, Nevada 89104

4.4 Prepaid Calling Card Service (continued)

B. Unit Value: (continued)

of all taxes. One unit equals one minute (or fraction thereof) of domestic calling. The prices apply 24 hours per day, 7-days a week.

Unless the card is given away by CRC as part of a promotion, the value of the long distance telephone service assigned to the card will be clearly and prominently on the card (e.g. 5, 10, 15, 20, 30 minutes, etc.) or on the individual enclosure containing the card.

At the time of sale, prepaid calling customers will have information which allows them to know, or compute the price per minute of intraSTATE calls for prepaid card (i.e. either the price per minute, or the price of the card and the number of minutes provided on the card, or on the individual enclosure containing the card.)

Credit allowances for failure of service will be granted in accordance with the terms set forth in this tariff.

C. Collector Cards:

An additional fee will be incurred by the customer in instances where the card itself has value distinct from the value of the underlying telecommunications service. These instances occur where the card is specially printed to depict a picture of a licensed property or where the materials used in production of the card have independent value.

D. Exclusions:

The following types of calls can not be completed with Prepaid Calling Card Service:

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Effective: August 15, 1998

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ISSUED BY:

Kelly L. Perry, Director of Regulatory & Tax Compliance
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Las Vegas, Nevada 89104

4.4 Prepaid Calling Card Service (continued)**D. Exclusions: (continued)**

- 1.) Calls to 700, 800, 877, 888, 900 and 950 numbers;
- 2.) Calls to Directory Assistance; and
- 3.) Operator Assisted Calls at a surcharge. (Call completion will be provided by the customer service personnel at no charge to the customer if the customer encounters difficulty in completing a call.)

E. Card Depletion/Renewal and Expiration:

Prepaid Calling Cards will be reduced and depleted proportionately with customer usage. At the beginning of each call, the user will be notified as to the amount of minutes available on the card. Customers will be given a notice one minute before the card balance is depleted. When the available time is depleted, the card will be terminated.

Except in the instance of cards utilized for international calling, no card will be decremented in increments that exceed one full minute. That is, rates will be charged in increments that exceed one full minute. If a prepaid calling card expires on a certain date, that date will be clearly and prominently indicated on the card. If the card expires a certain amount of time after activation of after first use, or after last use, that will be clearly indicated. If an expiration date is not disclosed, the card will be active as long as time remains on the card.

The end user can extend the use of a Prepaid Calling Card by charging additional units on an authorized credit card. The system will "voice prompt" the user through the process necessary to purchase these additional increments or information may be provided directly to customer service representatives. An on-line credit check will be done to ensure that approved credit is available.

ISSUED: July 15, 1998**Effective:** August 15, 1998**ADVICE LETTER:** No. 1**DECISION NO.:****ISSUED BY:** Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104

4.4 Prepaid Calling Card Service (continued)

E. Card Depletion/Renewal and Expiration: (continued)

A prepaid card will have a clearly defined procedure for refunding the consumer's money or reissuing a new prepaid card should a prepaid card become unusable. Such refund shall be equal to the value remaining on the consumer's card. This information is available from the card provider either through its toll free 1-800 customer service number, or its refund and reissue policy will be printed on the card. The term "unusable" means that the issuer has ceased providing telephone service for the card provided such cessation of service is not due to expiration of the card.

F. Special Responsibility:

The company is not responsible for theft, loss or unauthorized use of any Prepaid Calling Card or the associated Personal Identification Number (PIN). Where applicable, the reseller of Prepaid Calling Cards is solely responsible for the collection and payment of all applicable federal, state and local use, excise, sales and/or privilege taxes, duties or similar fees assessed by any government body or regulatory authority in connection with the service.

G. Card Distributors:

The company will make Prepaid Calling Cards available to wholesalers or distributors whose price per card will be based on the number of cards purchased and frequency of purchases.

H. Prepaid Calling Card Plans:

One (1) Unit = One (1) Minute.

I. Plan A - \$.70 Per Unit.

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SECTION 5 - MISCELLANEOUS CHARGES

5.1 Non-sufficient Funds Charge

Customers will be charged a fee of \$20.00 for each check issued to the Carrier which is returned due to non-sufficient funds.

5.2 So. Dakota Universal Service Fund

All residential and business customers are subject to the So. Dakota Universal Service Fund surcharge. The surcharge is determined by applying it on most services contained in this tariff.

5.3 IntraSTATE (PICC) Primary Interexchange Carrier Charge

All residential and business customers are subject to an intraSTATE Primary Interexchange Carrier Charge. This charge will be paid to local telephone companies for access to the local network.

ISSUED: July 15, 1998

Effective: August 15, 1998

ADVICE LETTER: No. 1

DECISION NO.:

ISSUED BY:

Kelly L. Perry, Director of Regulatory & Tax Compliance
4275 E. Sahara Avenue Suite 6
Las Vegas, Nevada 89104.

COLORADO RIVER COMMUNICATIONS CORP.
OPERATOR SERVICES ACCOUNT

INV. DESCRIPTION

SD CPCH

12391
AMT. 250.00

TC 98-118

6/10/98

SOUTH DAKOTA PUBLIC SERVICE CO

TOTAL

\$250.00

COLORADO RIVER COMMUNICATIONS CORP.

OPERATOR SERVICES ACCOUNT
PH 702 641-5177 FAX 702-432-0097
4275 E SAHARA, SUITE 6
LAS VEGAS, NV 89104

BANK OF AMERICA
LAS VEGAS, NEVADA 89193-8600
94-72-1224

12391

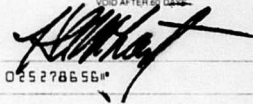
Two Hundred Fifty and 0/100 Dollars

DATE AMOUNT
Jun 10, 1998 *****\$250.00

PAY
TO THE
ORDER
OF

SOUTH DAKOTA PUBLIC SERVICE CO

VOID AFTER 60 DAYS



⑈00012391⑈ ⑈122400724⑈

025278656⑈

Security features included. Details on back.

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

TELECOMMUNICATIONS SERVICE FILINGS

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

06/19/98 through 06/25/98

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact Delaine Kolbo within five days of this filing.

DOCKET NUMBER	TITLE/STAFF/SYNOPSIS	DATE FILED	INTERVENTION DEADLINE
REQUEST FOR CERTIFICATE OF AUTHORITY			
TC98-118	Application by Colorado River Communications Corporation d/b/a CRC Long Distance for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/EM) "Applicant proposes to offer switched and dedicated access '1 plus' long distance telecommunications services suitable for voice and limited data applications in the state of South Dakota. The applicant also proposes to offer '0 plus' alternative operator services. The applicant also proposes to offer prepaid calling card services. Advance payments are not required by the applicant."	06/22/98	07/10/98
TC98-119	Application by Eagle Telecom, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: DJ/KC) "Applicant is a reseller which intends to offer 1+ direct dialing, 800/888 toll free, travel card and prepaid calling card service through the resale of telephone services provided by facilities-based interexchange carriers."	06/22/98	07/10/98
TC98-120	Application by HJN Telecom, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: HB/CH) "Applicant is a reseller which intends to offer 1+ direct dialing, 800 toll free, and travel card service through the resale of telephone services provided by facilities-based interexchange carriers."	06/22/98	07/10/98
FORMAL COMPLAINT FILED			
TC98-121	Douglas G. Pettigrew vs U S WEST Communications, Inc. (Staff: LH/KC) "For years we have had problems with loss of service for hours to days in duration. The lack of service often had to wait over the weekend after being reported to be repaired. Disruption of service occurs throughout the year but most often during the winter months or during stormy weather. In October 1997, we purchased a FAX machine for personal and business use. On some occasions faxes are sent without problem. At least 50-60% of the time, we are unable to send a fax due to 'line error.' On some occasions, we try 3-4 times before a message is faxed and on other occasions, we may have to wait a period of time before attempting again. From reports from our neighbors, our area is unable to successfully have the Caller-ID feature. This is something we would like to obtain but are unable due to the problems. In addition, we would like to purchase another computer in the future and have access to E-mail and the Internet. But again, this service is not possible for phone customers in our area. Our telephone service provider has been lacking for years in just providing basic, dependable, consistent service. We are paying for services we do not receive and, in addition, do not have the capability of receiving services or features that practically all subscribers have." The complainant requested the following relief: "I feel U S WEST Communications needs to replace the archaic system in our area as soon as possible to meet basic and future needs. We have paid for a service for years which we are not receiving and which is not meeting the subscribers' needs. Moreover, repeated problems have not been solved—only fixed temporarily."	06/22/98	NA



TC98-118

RECEIVED

AUG 27 1998

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

August 24, 1998

South Dakota Public Utilities Commission
ATTN: Ms. Kylie Tracy
State Capitol Building, 500 East Capitol Avenue
Pierre, SD 57501-5070

Exhibit "C"

Exhibit "C" – is a copy or Colorado River Communications Corp. Certificate of Authority issued by the Secretary of State or Department of Revenue to operate within the State of South Dakota. This Exhibit is to be attached to Colorado River Communications Corporation's application for a Certificate of Authority (CPCN or CCN) to operate as a reseller of long distance services.

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

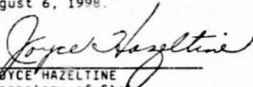
CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of COLORADO RIVER COMMUNICATIONS CORP. (NV) 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 COLORADO RIVER COMMUNICATIONS CORP.



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 August 6, 1998.


JOYCE HAZELTINE
Secretary of State

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

IN THE MATTER OF THE APPLICATION OF) COLORADO RIVER COMMUNICATIONS) CORPORATION D/B/A CRC LONG DISTANCE) FOR A CERTIFICATE OF AUTHORITY TO) PROVIDE TELECOMMUNICATIONS) SERVICES IN SOUTH DAKOTA)	ORDER GRANTING CERTIFICATE OF AUTHORITY TC98-118
--	---

On June 22, 1998, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10.24.02, received an application for a certificate of authority from Colorado River Communications Corporation d/b/a CRC Long Distance (Colorado River).

Colorado River proposes to offer switched and dedicated access "1 plus" long distance telecommunications services, "0 plus" alternative operator services and prepaid calling card services. A proposed tariff was filed by Colorado River. The Commission has classified long distance service as fully competitive.

On June 25, 1998, the Commission electronically transmitted notice of the filing and the intervention deadline of July 10, 1998, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled October 15, 1998, meeting, the Commission considered Colorado River's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that Colorado River 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 Colorado River has met the legal requirements established for the granting of a certificate of authority. Colorado River 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 Colorado River's application for a certificate of authority, subject to the condition that Colorado River 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 Colorado River's application for a certificate of authority is hereby granted, subject to the condition that Colorado River not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

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

Dated at Pierre, South Dakota, this 21st day of October, 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 Heldine Kalbs

Date 10/23/98

(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 October 15, 1998
Docket No. TC98-118

This is to certify that

**COLORADO RIVER COMMUNICATIONS CORPORATION
D/B/A CRC LONG DISTANCE**

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 21st day of October, 1998

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner

Laska Schoenfelder

LASKA SCHOENFELDER, Commissioner