

C4/a7

DOCKET NO. _____

Public Utilities Commission of the State of South Dakota

DATE	MEMORANDA
12/22 99	Filed and Packaged;
12/23 99	Weekly Filing;
1/18 00	Revised Tariff Sheet;
2/11 00	Order Granting COA;
2/11 00	Docket Closed.

TC99-119

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

3500 N. Causeway Boulevard
Suite 1442

Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

Monica R. Borne
EllenAnn G. Sands

December 21, 1999

Via Overnight Delivery

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

RECEIVED

DEC 22 1999

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

RE: W2COM International, LLC

Dear Sir:

Enclosed herewith for filing please find an original and ten (10) copies of the Application of W2COM International, LLC for authority to provide resold interexchange telecommunications services throughout 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: David Kanstoroom, W2COM

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

IN RE:

APPLICATION OF W2COM INTERNATIONAL,)
LLC FOR AUTHORITY TO PROVIDE)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES WITHIN THE STATE OF SOUTH)
DAKOTA)

Docket No. _____

APPLICATION

W2COM INTERNATIONAL, LLC ("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:

W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414
Phone: (937) 415-1100
Fax: (937) 890-2256

2. Applicant is a limited liability company organized under the laws of the State of Ohio on August 18, 1999. 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 or parent corporation.

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 members are as follows:

Mitchell Jones
Manager/Member & President/CEO
3500 Park Center Drive
Dayton, OH 45414

Don Hoendorf
Manager/Member & Treasurer
3500 Park Center Drive
Dayton, OH 45414

Gerry Sowar
Secretary
3500 Park Center Drive
Dayton, OH 45414

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 800/888 and Travel Card services. The Applicant resells the services of underlying carriers and does not own any facilities, including switches. Applicant will initially resell the services of Frontier.

6. The Company is currently authorized to provide service in Iowa, Idaho, New Jersey, Texas, Utah and Virginia. A list of states where applications for authority are pending is contained in the Initial Data Request attached as **Exhibit F**. The Company has not been denied authorization to provide service in any state, and is in good standing with the appropriate regulatory agency in all states where it is authorized to provide services.
7. The Applicant's proposed initial tariff containing the rules, regulations, terms and conditions of service is attached hereto as **Exhibit C**.
8. Although a start-up company, the Applicant has adequate and sufficient financial resources to provide the proposed public telecommunications service properly and continuously. In accordance with ARSD 20:10:24:02(8), the Company's initial financial statements are attached hereto as **Exhibit D**.
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 E.**
12. The Company's Federal Employer Identification Number is 31-1664906.
13. The Company has not had any complaints filed against it with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered.

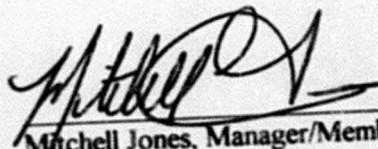
WHEREFORE, W2COM International, LLC respectfully requests that the Commission Grant Applicant a Certificate of Public Convenience and Necessity, giving Applicant authority to provide public telecommunications service, effective upon approval of this Application.

Respectfully submitted this 20th day of December, 1999.

By: 

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

AND



Mitchell Jones, Manager/Member
President/CEO
W2COM International, LLC
3500 Park Center Drive
Dayton, OH 45414

EXHIBIT A

CERTIFICATE OF AUTHORITY

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 **W2COM INTERNATIONAL, LLC** 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.

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 5, 1999.



A handwritten signature in cursive script, reading "Joyce Hazeltine".

Joyce Hazeltine
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
100 E. CAPITOL AVE.
SIOUX FALLS, S.D. 57501
(605) 773-4845
X (605) 773-4550

**CERTIFICATE OF AUTHORITY APPLICATION
OF A
FOREIGN LIMITED LIABILITY COMPANY**

RECEIVED
NOV 05 '99
S.D. SEC. OF STATE

The name of the Foreign Limited Liability Company is: W²COM International, LLC

The name of the state or country under whose law it is organized is: Ohio

The street address of its principal office is: 3500 Park Center Drive Dayton, Ohio 45414

The address of its initial designated office in South Dakota is: _____

300 South Phillips Ave., Suite 300 Sioux Falls, SD 57102

5. The name and street address of its initial agent for service of process in South Dakota is: _____

National Registered Agents, Inc.

300 South Phillips Ave., Suite 300, Sioux Falls, SD 57102

6. The date of organization is: 8/18/99, and the period of duration is: perpetual

7. If the company is manager-managed, rather than member-managed, the name and address of each initial manager:

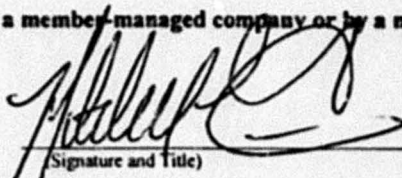
Mitchell Jones 3500 Park Center Drive Dayton, Ohio 45414

8. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c).

not applicable

The application must be signed by a member if the company is a member-managed company or by a manager if its a manager-managed company.

Date: 9/28/99


(Signature and Title) President
manager

FILING INSTRUCTIONS:

- The application for authority must be accompanied by the first Annual Report.
- One original and one exact or conformed copy must be submitted.
- The application must be accompanied by an original, currently dated *Certificate of Good Standing or Existence* from the Secretary of State in the state where it is organized.

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

**FIRST ANNUAL REPORT
OF A
LIMITED LIABILITY COMPANY**

RECEIVED

OCT 14 '99

S.D. SEC. OF STATE

RECEIVED

NOV 05 '99

S.D. SEC. OF STATE

1. The name of the Limited Liability Company is: W²COM International, LLC

2. The state or country under whose law it is organized is: Ohio

3. The address of its registered office and the name and address of its registered agent for service of process in South Dakota is:

National Registered Agents, Inc.

300 South Phillips Ave., Suite 300, Sioux Falls, SD 57102

4. The address of its principal office is: 3500 Park Center Drive Dayton, Ohio 45414

5. The names and business addresses of any managers:

Mitchell Jones 3500 Park Center Drive Dayton, Ohio 45414

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ 100,000

Date:

President
manager

(Signature and Title)

*** FILING FEE:**

AGREED CONTRIBUTION

Not in excess of \$50,000

\$50,001 to \$100,000

In excess of \$100,000

FEE

\$ 90

\$150

\$150 for first \$100,000 plus \$.50
for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000.).

llcar.doc

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

RECEIVED

OCT 14 '99

S.D. SEC. OF STATE

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show W2COM INTERNATIONAL, LLC, an Ohio Limited Liability Company, Registration No. 1093548, registered to transact business in Ohio on August 18, 1999 and said registration is currently in FULL FORCE AND EFFECT upon the records of this office.



WITNESS my hand and official seal
at Columbus, Ohio on
September 27, 1999

J. Kenneth Blackwell

J. Kenneth Blackwell
Secretary of State

EXHIBIT B

MANAGEMENT PROFILES

EXECUTIVE BIO

Name: Mitchell E. Jones
Title: Chairman, President & CEO
Age: 38

Business experience with the Company and previous employers:

- ◆ Founded Space Asset Management Inc. - 1988
- ◆ In 1993, Mitchell was named the Entrepreneur of the Year for southwest Ohio, and his businesses have appeared on the Inc. 500 list of top companies from 1993 - 1995.
- ◆ Speaks at local business functions and colleges on Entrepreneurship
- ◆ Founded W2COM, LLC - 1995

Education and special skills or qualifications:

- ◆ B.S. Degree in Aeronautical Engineering - Embry-Riddle

EXECUTIVE BIO

Name: David A. Kanstoroom
Title: Director of Operations, Network Services
Age: 35

Business experience with the Company and previous employers:

- David Kanstoroom was brought to W2COM to establish and build the Network Services division. He will have overall responsibility for strategic planning, marketing strategies, staffing and contract negotiations. He will also oversee the regulatory and compliance process for W2COM to become certified as a nationwide telecommunications provider.
- Mr. Kanstoroom has more than 8 years of senior management experience in high-growth segments of the telecommunications industry. He was founder of Intelicom and Served as Chairman of the Board and Chief Executive Officer from 1992-1999. He was responsible for developing the sales and marketing structure that enabled Intelicom to be cash flow positive from inception until its sale in April of 1999. Mr. Kanstoroom's prior management experience includes a high level of expertise in contract negotiations, sales and marketing strategies and overall strategic planning. He also has exceptional in-depth experience crafting results oriented telecommunications strategies and plans, implementing cost-effective business processes, and in working with investment bankers

Education and special skills or qualifications:

- ♦ David received his BS Degree in Business Administration and Computer Science and attended the MBA program at the University of Florida.

EXECUTIVE BIO

Name: Doug Burnside
Title: Director of Operations - Network Services
Age: 31

Business experience with the Company and previous employers:

- ◆ Doug has been with W2Com since August of 1999 as Director of Network Services. As Director of Operations for Network Services, Doug has responsibility for strategic planning, pricing, vendor relations, billing, service provisioning, customer & order tracking, staffing, customer relations, margin analysis and customer credit procedures. He is also involved in the e-business strategies and implementation process. During the start-up period, Doug will oversee vendor contracts and establish the processes and procedures that will be the stepping-stones for W2COM to become a world-class telecommunications provider.
- ◆ Doug has over 9 years of senior management experience with facility based telecommunication carriers. He managed both switched service operations and wholesale customer support for WiTel during a period of tremendous revenue growth (8% per month). Upon his departure from WiTel, the Wholesale base he supported billed in excess of \$500,000,000 annually. He then worked for Advantis (IBM Global Networks) and helped build a long distance (5) NorTel DMS250 switch network. As the network rolled out, he coordinated the conversion of many large company's (Sears, Allstate, Dean Witter) switched services to the Advantis network.
- ◆ Most recently, Mr. Burnside worked for LCI/Qwest communications again in a dual role of operations and customer support. Within 1 year at LCI, he modified business processes within the provisioning organization that resulted in an estimated \$12million of additional revenue, a cost savings of over \$2 million, and as a by-product greatly improved customer satisfaction. Mr. Burnside was instrumental in the success of both the network and billing integrations when Qwest acquired LCI. Also during his tenure with Qwest, Doug was responsible for the wholesale (switchless reseller) base that was billing over \$10 million per month with significant growth (averaging 2.5 new VARs per week) at the time of his departure to W2Com. Doug also provided the system requirements for Qwest's "Remote Control", which is a web based application for VARs to submit, review & re-work switched service requests as well as pick up and process call detail records. Upon its completion, Remote Control provided the Qwest Wholesale organization a competitive advantage over other carriers. Mr. Burnside has managed small groups (6) and large groups (65) of people with various management personal reporting to him.

Education and special skills or qualifications:

- ◆ Bachelors degree in Business Administration, Major - Finance, Double Minors in Management and Business Administration from Western Michigan University. Also attended Illinois Institute of Technology in Electrical Engineering.

EXECUTIVE BIO

Name: Donald R. Hoendorf
Title: CFO
Age: 45

Business experience with the Company and previous employers:

- ◆ See attached Resume

Education and special skills or qualifications:

- ◆ B.S. in Accountancy from Wright State University - 1982

Name: Donald R. Hoendorf
Title: Chief Financial Officer
Age: 45, 7/11/54
Responsibilities: See attached job description
Education: B.S. in Accountancy from Wright State University - 1982

Business Experience:

W2COM

January, 1998 - Present

Started working with Mitch Jones and Bill Matthews in a consulting role in January, 1998. I assisted in putting together the business plan that was presented to CYMI to determine their level of investment interest. After CYMI made the decision to partner with Mitch, I was offered the CFO/COO position. I worked in a consulting role (still working fulltime at NCO) until I started fulltime with W2COM on April 20, 1998.

I have been responsible for all Finance and Operations and very involved in the hiring of most of our Key Managers (Schulte, McArthur, Kohr, etc.). I have also been responsible for all vendor agreements and strategic relationships including the Ameritech Reseller Agreement and vendor agreements with PictureTel, Polycom, Accord, Sony, Pioneer, AMX, etc.

In the Finance area, I hired Brian Kohr as our first Controller in October, 1998. Brian assumed responsibility for accounting, purchasing, inventory control and warehousing (including shipping and receiving). Brian currently has three accountants, one purchasing agent and two warehouse personnel. Key accomplishments in this area is developing inventory control procedures and our accurate and timely financial reporting.

In the Human Resource area, we have been using an outside consultant for assistance in recruiting, employee relation issues, policy development, job description development, salary structure development, etc. and I hired a part-time, experienced HR person to handle the day-to-day activities such as offer letters, benefit administration, etc. We have been evaluating the need for a fulltime person to replace the consultant but have not made a final decision. Key accomplishments in this area has been developing new hire process and developing a comprehensive benefit package.

Until September of this year, I also had responsibility for Operations, this included Project Management and Field Engineering. During this time, we have increased our Project Management staff from one to five and our Field Engineering staff from two to eight. In September, 1999 our Senior

Management Team made the decision that we needed to hire a senior level person to take responsibility of this area. Andy Flick is now responsible for these two areas. Key accomplishment in this area is the development of Field Engineering Installation Packet.

In July, 1999 I assumed responsibility for our internal Information Technology area. At that time, we had one network administrator trying to handle all of our Company's IT requirements. I currently have a consultant working in the IT Director position and he has two people working for him, a LAN Administrator and a WAN Administrator. During the past six months we have focused our IT efforts on bringing our new sites on line, finalizing our WAN architecture, migrating our network from Novell to NT, developing an internal help desk and documenting and evaluating our existing architecture.

Besides the day-to-day requirements of the jobs in these areas, we have spent a lot of our time developing policies, procedures, processes and methods for doing business.

**Advantage Financial Services, Inc. (Acquired by NCO Group, Inc. 9/30/97)
October, 1995 - April, 1998**

I started with AFS in October, 1995 as CFO and Vice-President of Operations. I was hired along with two other people (General Manager and Vice-President of Sales) to position the company to be sold. Our goal was to increase the value of the business as quickly as possible and deliver the financial results that would be attractive to a buyer. I had responsibility for Finance and all Operations including MIS, Administration, Legal and the Collection Staff.

During the two years I was involved in this company we were able to increase the value of the business by approximately 33%. This was done by increasing the customer base, increasing internal production rates and controlling expenses. This was all done during a time when the average fee rate for collecting an account dropped from 28-30% to 23-25%. We sold the company for approximately \$5,500,000 on September 30, 1997.

As part of the purchase, NCO Group offered me the General Manager position with a three year contract, with an option out anytime during the first twelve months (with two months notice). I was responsible for the transition phase of the acquisition which included a significant reduction of personnel in the non-production areas, converting our automated collection system over to NCO's system and implementing NCO's operating processes and procedures.

One of my reasons for leaving NCO and pursuing the career opportunity with W2COM was the change in industry. I was ready to get out of the collection industry.

Work experience prior to October, 1995 - See attached resume

JOB DESCRIPTION

POSITION TITLE: Chief Financial Officer
DEPARTMENT: Administration
DATE: May 1998
REVISION DATE: October 1999
POSITION REPORTS TO: President/CEO

BASIC PURPOSE

The essential job function is to plan, direct, and coordinate financial and administrative activities.

MAJOR RESPONSIBILITIES:

1. Manage all facets of the Company's finances, which include but are not limited to, accounting practices, fiscal recordkeeping, financial data gathering and reporting, general and property accounting, cost accounting and budgetary controls.
2. Manage Company's Internal Information Technology requirements.
3. Manage Company's Human Resources requirements.
4. Appraise and make recommendations to management and Board of Directors regarding operating results in terms of costs, budgets, operations, trends, increased profit opportunities, and expense overages.
5. File corporate tax returns, payment of other taxes, and licensing. Oversee coordination of staff involved in related activities and programs.
6. Participate in strategic planning process.
7. Monitor and analyze internal and external factors affecting finances so that opportunities may be pursued and the effects of competitive activity may be minimized.
8. Provide leadership and direction for functional department management and staff members. Develop and manage staff - identifying and attracting unusually well-qualified employees.
9. Manage Accounting, IS, and Human Resources.
10. Maintain current knowledge of, and adheres to, corporate and accounting procedures, guidelines and standards.
11. Carry out supervisory responsibilities in accordance with the organization's policies and applicable laws.
12. Arrange for audits of company accounts.
13. Inform CEO (and Board of Directors, if necessary) of legal, auditing or other significant problems.
14. Perform other job related duties and activities as requested.

EDUCATION AND TRAINING:

- BS in Accounting or Finance or equivalency
- 15+ years experience as Controller or CFO

DIRECT REPORTING POSITIONS:

ANNUAL DOLLAR ACCOUNTABILITY:

DIRECT

INDIRECT

SKILLS, KNOWLEDGE, ABILITIES:

1. Current knowledge of and ability to apply generally accepted accounting principles, standards and procedures.
2. Ability to compile reports, letter preparation, group presentation and other related communications skills.
3. Ability to effectively present information to top management and/or boards of directors.
4. Ability to respond to inquiries or complaints from executives or employees, regulatory agencies or members of the business community.
5. Ability to comprehend, analyze and interpret financial journals, reports, and related legal documents or instructions.
6. Ability to work with mathematical concepts, such as probability and statistical inference, and apply concepts such as fractions, percentages, ratios and proportions to practical situations.
7. Work independently; consult with President on overall goals and objectives, as well as project strategies.
8. Ability to establish and maintain effective working relationships with executives, managers, employees and vendors.
9. Ability to define problems, collect data, establish facts and draw valid conclusions.
10. Ability to remain composed and make appropriate decisions under stressful conditions, which may involve dealing with a range of responsibilities, large sums of money and timetables.
11. Must be able to shift attention quickly and accurately from one matter to another.
12. Ability to attend meetings or perform other assignments at locations outside the office, if necessary.
13. Ability to work long hours when necessary.

PHYSICAL REQUIREMENTS:

1. Grasping - Applying pressure to an object with the fingers, palm, hand and upper body.
2. Hearing - Ability to receive detailed information through oral communication.
3. Repetitive Motions - Substantial movements (motions) of the wrists, hands and/or fingers.
4. Sitting - Maintaining body position by resting upon the buttocks at desk or workstation.
5. Talking - Expressing or exchanging ideas through verbal means, including those activities in which one must convey detailed, spoken instructions to others accurately and/or quickly.
6. Visual - Requires vision sufficient to perform work dealing largely with preparing and analyzing data and figures, operating computer terminal, and reading.

Donald R. Hoendorf
1386 Stoney Springs Rd.
Vandalia, OH 45377
Home: (513) 890-4492
Work: (513) 429-7929

SUMMARY OF QUALIFICATIONS

- | | |
|--------------------|--------------------------|
| o High Integrity | o Problem Solver |
| o Leadership | o Financial Management |
| o Results Oriented | o Excellent Communicator |
| o Team Player | o Self-Motivated |
| o Conscientious | o Organized |

EDUCATION

Wright State University, Dayton, OH
B.S., June 1982
Major: Accounting

Completed "Creating Strategic Partnerships" course conducted by the Fuqua School of Business Executive Education at Duke University, May, 1994.

EXPERIENCE

June, 1992 - Present: TRW Inc. - Avionics and Surveillance Group (A&SG) Military Electronics and Avionics Division (MEAD), Dayton, Ohio

Position: Offsite Business Manager

Duties: Financial and Operational responsibility for engineering offices in Dayton, OH and Oklahoma City, OK that have a total contract base of \$86M with annual sales totaling \$20M and an annual operating expense budget of \$5M. Responsible for all financial reporting and forecasting. Manage a team of ten financial personnel and three computer service center personnel. Also responsible for all operations at both sites that include proposal pricing, procurement, subcontract management and real estate. Provide financial analysis on all proposal efforts.

Member of Site Management Team at both sites. These teams are responsible for providing the strategic leadership and planning at the site. Member of T&SSD Computer Resource Center Council providing all financial support and guidance.

ACCOMPLISHMENTS:

- * Winner of 1993 MEAD Man of Achievement Award - Awarded to seven employees out of a population of 1200 for combining outstanding job performance with a significant amount of community involvement.
- * Member of Oklahoma City Lead Team - Winner of 1992 MEAD & A&SG Annual Team Award - Guided fastest growing MEAD site to outstanding financial performance. My contribution was focused on instituting financial procedures and controls and providing strategic business management direction.

October, 1986 to June, 1992: TRW Inc. - A&SG/MEAD, Dayton, Ohio

Position: Dayton Engineering Lab Business Manager

Duties: Responsibilities began as a business support person with limited duties primarily focusing on day-to-day operations and low-level forecasting. Each year more of the financial responsibility was delegated to the site until all the responsibilities had been assumed. The Dayton site was always the leader in assuming responsibilities, developing processes and procedures and implementing them locally and then across other TRW offices.

Performed financial analysis on all proposals including \$20M Navy contract that lead to the birth of a new site in Pax River, Maryland.

ACCOMPLISHMENTS:

- * Member of MEAD Finance Team - *Winner of 1991 MEAD & A&SG Annual Team Award* for reducing Division Days Sales Receivable (DSR) which in turn had a significant effect on Division Return On Assets Employed.
- * *Received Special Award* for negotiating sub-lease agreement for excess office space that resulted in over \$150,000 in savings.
- * Reduced Dayton's DSR 50% by directing the development and implementation of a custom designed PC software program that reduced invoice preparation time.
- * As a result of our organization winning a \$20M Navy contract in Pax River, Maryland, I was responsible for opening a new site, which included site survey, facility identification and lease negotiation, staffing and development and implementation of an operation plan.

March, 1985 to October, 1986: TRW, Inc. - FSG, Washington DC

Position: Senior Business Administrator

Duties: Responsibilities included forecasting, cost analysis and financial reporting for the East Coast Facilities Organization that was responsible for 14 office buildings in Washington, D.C. area. I was responsible for tracking all east coast personnel and billing their appropriate organization through a space occupancy rate as well as financial responsibility of the operating budget.

ACCOMPLISHMENTS:

- * Directed the development of a software system that combined a personnel database with AutoCAD drawings. The system assisted us in significantly increasing the accuracy of our information for space planning purposes.

March, 1983 to March, 1985: Automotive Warehouse Division of AI, Dayton, OH

Position: Division Controller

Duties: Responsible for all Division financial strategies, financial reporting including month-end and year-end close, budget development and internal operations. Annual sales volume grew from \$13M to \$23M during this time period. Also provided financial analysis and was a member of the decision team on numerous acquisitions.

ACCOMPLISHMENTS

- * Assumed Division Manager position for a three month period of time while a replacement was being sought.

EXHIBIT C

PROPOSED INITIAL TARIFF

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

W2COM INTERNATIONAL, LLC

TARIFF NO. 1

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by **W2COM International, LLC** with principal offices at 3500 Park Center Drive, Dayton, Ohio 45414. 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.

ISSUED:

EFFECTIVE:

ISSUED BY: Mitchell Jones, Manager/Member
W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

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		
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15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		

ISSUED:**EFFECTIVE:**

ISSUED BY: Mitchell Jones, Manager/Member
W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

TELECOMMUNICATIONS SERVICES TARIFF

TABLE OF CONTENTS

Title Sheet.....	01
Check Sheet.....	02
Table of Contents.....	03
Symbols.....	04
Tariff Format.....	05
Section 1: Definitions and Abbreviations.....	06
Section 2: Rules and Regulations.....	09
Section 3: Description of Service.....	20
Section 4: Rates and Charges.....	24

EFFECTIVE:

ISSUED:

ISSUED BY: Mitchell Jones, Manager/Member
W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

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**

ISSUED:

EFFECTIVE:

ISSUED BY: Mitchell Jones, Manager/Member
W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

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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W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

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 - W2COM International, LLC, 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 - W2COM International, LLC

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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W2COM International, LLC
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Dayton, Ohio 45414

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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Dayton, Ohio 45414

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS**2.1 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 assignee or transferee.

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TELECOMMUNICATIONS SERVICES TARIFF

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

The provisions of this section are not intended to restrict or limit a customer's rights under SDCL 49-13-1 and 49-13-1.1. If any provisions of this section conflict with SDCL 49-13-1 or 49-13-1.1, then the applicable South Dakota law shall prevail.

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 carrier.

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TELECOMMUNICATIONS SERVICES TARIFF

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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W2COM International, LLC
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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.**

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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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W2COM International, LLC
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Dayton, Ohio 45414

TELECOMMUNICATIONS SERVICES TARIFF

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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W2COM International, LLC
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2.6.3 Deposits

The Company will not require a deposit for service.

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.
- 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 180 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 toll free number: 1-877-922-6699.

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) 773-3201 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 paid 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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TELECOMMUNICATIONS SERVICES TARIFF

2.7.2 Disconnection of Service by Carrier

- A. 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.
- B. Transmission service will be refused or disconnected, after notice as set forth below, for any of the following reasons:
1. Without notice in the event of a condition on the customer's premises determined by the Carrier to be hazardous.
 2. Without notice in the event of customer's use in a manner which may adversely affect the Carrier's equipment or service to others.
 3. Without notice in the event of tampering with equipment furnished and owned by the Carrier.
 4. Without notice in the event of unauthorized use.
 5. 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.
 6. After five (5) days written notice for failure of the customer to permit Carrier reasonable access to its equipment.
 7. Upon five (5) days prior written notice for nonpayment of any regulated sum due to Carrier.

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TELECOMMUNICATIONS SERVICES TARIFF

2.7.2 Disconnection of Service by Carrier (contd.)

8. 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 will not collect advance payments.

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W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

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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3500 Park Center Drive
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TELECOMMUNICATIONS SERVICES TARIFF

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

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 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.

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Dayton, Ohio 45414

TELECOMMUNICATIONS SERVICES TARIFF

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 Inbound 800/888 Service

Inbound 800/888 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. Inbound 800/888 services originate via normal shared use facilities and are terminated via the customers' local exchange service access line.

Carrier will accept a prospective Inbound 800/888 service customer's request for up to ten (10) telephone numbers and will reserve such number(s) on a first come first serve basis. All requests for 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 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 800/888 number does not subscribe to the Company's Inbound 800/888 service within 90 days, the Company reserves the right to make the assigned number available for use by another customer.

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W2COM International, LLC
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TELECOMMUNICATIONS SERVICES TARIFF

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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W2COM International, LLC
3500 Park Center Drive
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TELECOMMUNICATIONS SERVICES TARIFF

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.

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TELECOMMUNICATIONS SERVICES TARIFF

4.2 Outbound Service

4.2.1 Switched Access Outbound Rates

\$0.2034 per minute

Billed in six second increments.

4.2.2 Current Dedicated Access Outbound Rates

\$0.1105 per minute.

Billed in six second increments.

4.3 Inbound Service

4.3.1 Switched Access Inbound Rates

\$0.2034 per minute.

Billed in six second increments.

4.3.2 Current Dedicated Access Inbound Rates

\$0.1105 per minute.

Billed in six second increments.

4.4 Travel Card Rates

\$0.1900 per minute.

Billed in six (6) second increments with a thirty (30) second minimum.

Per call surcharge: None.

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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.

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W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

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.

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Dayton, Ohio 45414

TELECOMMUNICATIONS SERVICES TARIFF

4.9 Presubscribed Interexchange Carrier Charge (PICC)

A monthly Federal PICC shall be charged to each telephone number that is presubscribed to carrier per the following:

Primary residential line	\$1.03/line
Additional or secondary residential line	\$2.50/line
Single line business line	\$1.03/line
Multi-line business line	\$4.25/line
Centrex line	\$0.51/line
Minimum monthly charge for centrex	\$4.25
ISDN BRI	\$2.50/BRI
ISDN PRI	\$21.21/PRI

4.10 Universal Service Fund Charge

A monthly Federal Universal Service Fund tax shall be added to each bill based upon the total billed revenues.

4.11 Pay Telephone (Payphone) Surcharge

A surcharge shall be assessed for each call made from a pay telephone to an 800 number or using a travel card and dialing the carrier prefix in the form 101XXXX. Although collected on the customer's bill, this charge is reimbursed to pay telephone service provider.

ISSUED:**EFFECTIVE:**

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W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

EXHIBIT D

FINANCIAL STATEMENTS

**W2COM INTERNATIONAL
1999 YTD FINANCIAL RESULTS**

	<u>Actual</u>
Network Services Commissions	-
Total Revenues	-
Allocation for IVC Install and Service	-
Total Cost of Sales	-
Total Margins	-
Salaries and Related Expenses	-
Allocation for IVC Install and Service	-
Emp. Agency & Recruiting Fees	-
Rent	-
Travel and Entertainment	-
Marketing and Advertising	-
Telephone	-
Employee Benefits	-
Professional Fees	-
Depreciation	-
Other	-
Total SG&A	-
Earnings Before Interest & Taxes	-
Interest Expense	-
Loss on Disposal of Fixed Assets	-
Interest Income	\$ -
Total Loss	-

START

OF

RETAKE

**W2COM INTERNATIONAL
1999 YTD FINANCIAL RESULTS**

	<u>Actual</u>
Network Services Commissions	-
Total Revenues	-
Allocation for IVC Install and Service	-
Total Cost of Sales	-
Total Margins	-
Salaries and Related Expenses	-
Allocation for IVC Install and Service	-
Emp. Agency & Recruiting Fees	-
Rent	-
Travel and Entertainment	-
Marketing and Advertising	-
Telephone	-
Employee Benefits	-
Professional Fees	-
Depreciation	-
Other	-
Total SG&A	-
Earnings Before Interest & Taxes	-
Interest Expense	-
Loss on Disposal of Fixed Assets	-
Interest Income	-
Total Loss	\$ -

**W2COM INTERNATIONAL
OPENING
BALANCE SHEET**

Cash	\$ 100,000.00
Accounts Receivable, net	-
Inventory	-
Vendor Deposits and other	-
Equipment and Leasehold Improvements	-
Other Assets	-
Total Assets	<u>\$ 100,000</u>
Accounts Payable	\$ -
Accruals	-
Equity	<u>100,000</u>
Total Liabilities and Equity	<u>\$ 100,000</u>

END

OF

RETAKE

EXHIBIT E

LIST OF 20% OR GREATER SHAREHOLDERS

<u>Name and Business Address</u>	<u>% of Shares Held</u>
W2COM, LLC	100%

EXHIBIT F

INITIAL DATA REQUESTS

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

- 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
W2COM International, LLC**

- 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
W2COM International, LLC**

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.	<u>State</u>	<u>Date</u>
	Idaho	Authorized 11/12/99 - currently initiating service.
	Iowa	1+ resale is not regulated - currently initiating service.
	New Jersey	Authorized 11/16/99 - currently initiating service.
	Texas	Registered 12/10/99 - currently initiating service.
	Utah	1+ resale is not regulated - currently initiating service.
	Virginia	1+ resale is not regulated - currently initiating service.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

- 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:

<u>State</u>	<u>Date</u>
Idaho	Authorized 11/12/99.
New Jersey	Authorized 11/16/99.
Texas	Registered 12/10/99.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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:

Arkansas	New Hampshire
Delaware	New York
Georgia	Nevada
Kentucky	Oklahoma
Louisiana	Oregon
Maryland	Rhode Island
Minnesota	South Carolina
Missouri	West Virginia
North Carolina	
Nebraska	

The Company is in the process of applying for authority/certification in all remaining states.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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
W2COM International, LLC**

- 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 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
W2COM International, LLC**

- 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 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
W2COM International, LLC**

- 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 as soon as is practical after its certification.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

Q.10. If the company is providing intrastate service in South Dakota, when was it started?

A.10. 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
W2COM International, LLC**

Q.11. How does the company handle customer billings?

A.11. The Company's customers are billed directly on a monthly basis.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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. 1-877-922-6699. 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
W2COM International, LLC**

Q.14. Where is the customer service department located?

A.14. The Company's customer service department is located in Dayton, Ohio.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

Q.15. How many customer service personnel are available to answer customer concerns?

A.15. The Company currently has 5 customer service personnel.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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
W2COM International, LLC**

Q.17. Does the company own any telecommunications facilities? If so, where and what.

A.17. No. The company does not own any telecommunications facilities.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

- Q.18. Does the company have in-house service technicians to maintain the facilities? If not, who does the service?
- A.18. No. The company does not have any facilities and, therefore, does not have any in-house service technicians.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

Q.19. What types of intrastate telecommunication services will the company provide in South Dakota?

A.19. The company will provide resold MTS, Inbound 800/888 service, and Travel Card service.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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 Frontier.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

Q.21. How does the company intend to market its services in South Dakota?

A.21. The company will market its services using print media or telephone sales.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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
W2COM International, LLC**

Q.23. Will independent contractors and/or company sales people be selling the company services in South Dakota?

A.23. The Company may use company sales personnel and independent sales agents in South Dakota, but has no agents at this time.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

Q.24. If independent contractors are used, how does the company recruit such individuals?

A.24. The Company will recruit agents which are experienced in telecommunications sales.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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. All training is performed at the Company's Corporate Training Center.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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 has no agents at this time.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

Q.27. How are the sales individuals compensated, i.e. commission, salary, etc.?

A.27. Commissions are paid based on volume of sales or level of sales.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

Q.28. Does the company engage in any multi-level marketing? If yes, provide a detailed explanation of the marketing procedure.

A.28. No.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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
W2COM International, LLC**

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
W2COM International, LLC**

Q.31. Provide copies of any company brochures used to assist in the sale of services.

A.31. No brochures are available since the Company is in initially stages of its operations.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

- 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.

**State of South Dakota
Public Utilities Commission**

INITIAL STAFF DATA REQUEST

**REGARDING APPLICATION OF
W2COM International, LLC**

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
W2COM International, LLC**

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.



W²COM LLC
3500 PARK CENTER DRIVE
DAYTON, OH 45414

NATIONAL CITY BANK
ASHLAND, OHIO

56-389412

NO.

0007630

DATE 12/16/99

AMOUNT 250.00

PAY TO THE ORDER OF
Two hundred Fifty dollars and ⁰⁰/₁₀₀ —
South Dakota Public Utilities

TWO SIGNATURES REQUIRED FOR AMOUNT OVER \$2500.00

⑈007630⑈ ⑆041203895⑆ 0014728⑈

South Dakota Public Utilities Commission

WEEKLY FILINGS

For the Period of December 16, 1999 through December 22, 1999

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact
Delaine Kolbo within five business days of this filing.
Phone: 605-773-3705 Fax: 605-773-3809

CONSUMER COMPLAINTS

CT99-081 In the Matter of the Complaint filed by Myrna Mork, Pierpont, South Dakota, against One Star Long Distance, Inc. Regarding Unauthorized Switching of Services.

On December 14, 1999, the Commission received a complaint from Myrna Mork of Pierpont, South Dakota, against One Star regarding unauthorized switching of services. The complainant alleges that her long distance provider was switched to One Star without her authorization.

Staff Analyst: Keith Senger
Staff Attorney: Camron Hoseck
Date Received: 12/14/99
Date Filed: 12/16/99
Intervention Date: N/A

CT99-082 In the Matter of the Complaint filed by Glenn and Delores Beutow, Watertown, South Dakota, against OLS, Inc. Regarding Switching Telecommunications Services Through Deceptive Tactics.

The Complainants indicate that they received two calls concerning their telephone service and that they indicated they did not want to switch. When they received their billings, they were assessed change fees and toll charges from OLS, Inc.

Staff Analyst: Leni Healy
Staff Attorney: Karen Cremer
Date Received and Filed: 12/17/99
Intervention Date: NA

CT99-083 In the Matter of the Complaint filed by Rodney Mick on behalf of Farmers Union Coop Elevator, Kennebec, South Dakota, against U S Republic Communications, Inc. Regarding Unauthorized Switching of Services.

The complainant states that an unauthorized switch was made from AT&T to US Republic Communications, Inc. Complainant requests reimbursement from US Republic

Communications, Inc. for all charges that were wrongfully billed to him. He also wants to have his interstate long distance service switched back to AT&T, and any fees or fines imposed to keep them from doing this again.

Staff Analyst: Michele Farris
Staff Attorney: Camron Hoseck
Date Received and Filed: 12/17/99
Intervention Deadline: NA

CT99-084 In the Matter of the Complaint filed by Rodney Mick on behalf of Farmers Union Coop Elevator, Kennebec, South Dakota, against Preferred Billing Regarding Unauthorized Switching of Services.

The complainant states that an unauthorized switch was made from AT&T to Preferred Billing. Complainant requests reimbursement from Preferred Billing for all charges that were wrongfully billed to him. He also wants to have his interstate long distance service switched back to AT&T, and any fees or fines imposed to keep them from doing this again.

Staff Analyst: Michele Farris
Staff Attorney: Camron Hoseck
Date Received and Filed: 12/17/99
Intervention Deadline: NA

CT99-085 In the Matter of the Complaint filed by Lela O. Wiese, Madison, South Dakota, against OLS, Inc. Regarding Switching Telecommunications Services Through Deceptive Tactics.

The Complainant indicates that as a result of deceptive telemarketing, her long distance service was switched.

Staff Analyst: Leni Healy
Staff Attorney: Karen Cremer
Date Received and Filed: 12/20/99
Intervention Deadline: NA

CT99-086 In the Matter of the Complaint filed by Carol Bullene, Watertown, South Dakota, against OLS, Inc. Regarding Switching Telecommunications Services Through Deceptive Tactics.

The Complainant claims that she was contacted by someone representing themselves as U S WEST employees who assured her that no changes would be made. Her service was switched as a result of that call. The Complainant wants all charges refunded and OLS's service restricted.

Staff Analyst: Leni Healy
Staff Attorney: Karen Cremer

Date Received and Filed: 12/20/99

Intervention Date: NA

CT99-087 In the Matter of the Complaint filed by Jerry Ogan on behalf of Ogan Construction, Blunt, South Dakota, against Sprint Communications Company L.P. Regarding Unauthorized Switching of Services.

The Complainant indicates that his long distance service was switched without his authorization. For relief, the Complainant requests that the Commission apply all appropriate rules and laws.

Staff Analyst: Heather Forney

Staff Attorney: Camron Hoseck

Dated Received and Filed: 12/20/99

Intervention Deadline: NA

CT99-088 In the Matter of the Complaint filed by Tim Sachtjen, Pierre, South Dakota, against Qwest Communications, Inc. Regarding Billing Issues.

The Complainant claims he was offered 5 cents per minute for interstate long distance. Later he was told it would be 9 cents per minute decreasing to 5 cents per minute depending on the length of the call. He was also charged for calls which were not answered. The Complainant requests that the company be investigated.

Staff Analyst: Leni Healy

Staff Attorney: Camron Hoseck

Date Received and Filed: 12/22/99

Intervention Deadline: NA

ELECTRIC

EL99-020 In the Matter of the Filing by MidAmerican Energy Company for Approval of Tariff Revisions.

MidAmerican Energy Company is filing to revise the South Dakota Electric Tariff No. 1 to add energy and maintenance price codes for the 70-watt, 100-watt and 1000-watt High Pressure Sodium outdoor lights.

Staff Analyst: Keith Senger

Staff Attorney: Karen Cremer

Date Filed: 12/17/99

Intervention Deadline: 01/07/2000

TELECOMMUNICATIONS

TC99-117 In the Matter of the Filing by U S WEST Communications, Inc. for Approval of Revisions to its Exchange and Network Services Tariff.

On December 16, 1999, U S WEST Communications, Inc. (U S WEST) filed an application for approval of revisions to its exchange and network services tariff. The purpose of the filing is to introduce a consistent method for applying charges when a customer cancels or defers service.

Staff Analyst: Heather Forney
Staff Attorney: Camron Hoseck
Date Filed: 12/16/99
Intervention Date: 01/07/2000

TC99-118 In the Matter of the Application of Qwest Communications Corporation for a Certificate of Authority to Provide Local Exchange Services in South Dakota.

Qwest Communications Corporation (Qwest) intends to provide facilities-based and resold competitive local exchange services. Qwest requests authority to provide services throughout U S West territories.

Staff Analyst: Keith Senger
Staff Attorney: Karen Cremer
Date Filed: 12/21/99
Intervention Date: 01/07/2000

TC99-119 In the Matter of the Application of W2COM International, LLC for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

W2COM International, LLC (W2COM) seeks a Certificate of Authority to provide resold intrastate long distance telecommunication services. W2COM intends to offer Message Toll Service, Incoming 800/888, and Travel Card services throughout South Dakota.

Staff Analyst: Heather Forney
Staff Attorney: Camron Hoseck
Date Filed: 12/22/99
Intervention Date: 01/07/2000

TC99-120 In the Matter of the Application of Arrival Communications, Inc. for a Certificate of Authority to Provide Telecommunications Services, Including Local Exchange Services, in South Dakota.

Arrival Communications, Inc. has filed a request for a Certificate of Authority to operate as a provider of resold and facilities-based local exchange and interexchange telecommunications services in South Dakota. Arrival Communications will focus on the provision of digital subscriber line and other advanced services to residential and business customers. Arrival may also provide local dial tone, switched access, and interexchange services.

Staff Analyst: Michele Farris

Staff Attorney: Camron Hoseck

Date Filed: 12/22/99

Intervention Date: 01/07/2000

You may receive this listing and other PUC publications via our website or via internet e-mail.
You may subscribe or unsubscribe to the PUC mailing lists at <http://www.state.sd.us/puc/>

Arrival Communications, Inc. has filed a request for a Certificate of Authority to operate as a provider of resold and facilities-based local exchange and interexchange telecommunications services in South Dakota. Arrival Communications will focus on the provision of digital subscriber line and other advanced services to residential and business customers. Arrival may also provide local dial tone, switched access, and interexchange services.

Staff Analyst: Michele Farris
Staff Attorney: Camron Hoseck
Date Filed: 12/22/99
Intervention Date: 01/07/2000

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You may subscribe or unsubscribe to the PUC mailing lists at <http://www.state.sd.us/puc/>

1077-111

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

3500 N. Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

Monica R. Borne
EllenAnn G. Sands

January 13, 2000

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

RECEIVED
JAN 13 2000
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

RE: W2COM International, LLC

Dear Sir:

In response to Staff's January 4th correspondence, the Company submits the following information:

- 1.) The Company does intend to provide services under the name W2COM International, LLC.
- 2.) The Company agrees not to offer any prepaid services or collect any customer deposits or advanced payments, until such time that the Company's financial capability can be determined by the Commission. These facts are currently set forth in the Company's tariff.
- 3.) The Company's representative to whom all inquiries regarding complaints and regulator matters can be referred is:

Mitchell Jones, Manager/Member
Fx. (937) 890-2256
E-Mail: mjones@w2com.com

- 4.) I have enclosed an original and ten (10) copies of amended tariff sheet 10 removing section 2.4.1 regarding liability limitations.

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

Sincerely,



Monica R. Borne

Enclosure
cc: David Kanstoroom, W2COM

1077-111

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company
Attorneys at Law

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Edward P. Gothard

3500 N. Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Facsimile: (504) 831-0892

Monica R. Borne
EllenAnn G. Sands

January 13, 2000

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

RECEIVED
JAN 13 2000
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

RE: W2COM International, LLC

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Mitchell Jones, Manager/Member
Fx. (937) 890-2256
E-Mail: mjones@w2com.com

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

Sincerely,



Monica R. Borne

Enclosure
cc: David Kanstoroom, W2COM

TELECOMMUNICATIONS SERVICES TARIFF

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

The provisions of this section are not intended to restrict or limit a customer's rights under SDCL 49-13-1 and 49-13-1.1. If any provisions of this section conflict with SDCL 49-13-1 or 49-13-1.1, then the applicable South Dakota law shall prevail.

2.4.1 Reserved for Future Use.

ISSUED:

EFFECTIVE:

ISSUED BY: Mitchell Jones, Manager/Member
W2COM International, LLC
3500 Park Center Drive
Dayton, Ohio 45414

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
W2COM INTERNATIONAL, LLC FOR A)	CERTIFICATE OF
CERTIFICATE OF AUTHORITY TO PROVIDE)	AUTHORITY
TELECOMMUNICATIONS SERVICES IN)	
SOUTH DAKOTA)	TC99-119

On December 22, 1999, 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 W2COM International, LLC (W2COM).

W2COM proposes to offer resold intrastate long distance services which include message toll service, incoming 800/888 and travel card services. A proposed tariff was filed by W2COM. The Commission has classified long distance service as fully competitive.

On December 23, 1999, the Commission electronically transmitted notice of the filing and the intervention deadline of January 7, 2000, to interested individuals and entities. No petitions to intervene or comments were filed and at its February 2, 2000, meeting, the Commission considered W2COM's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that W2COM 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 SDCL Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission finds that W2COM has met the legal requirements established for the granting of a certificate of authority. W2COM 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 W2COM's application for a certificate of authority, subject to the condition that W2COM 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 W2COM's application for a certificate of authority is hereby granted, effective February 22, 2000, subject to the condition that W2COM not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

FURTHER ORDERED, that W2COM shall file informational copies of tariff changes with the Commission as the changes occur.

Dated at Pierre, South Dakota, this 11th day of February, 2000.

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 Kalbo

Date: 2/14/00

(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 2, 2000, effective February 22, 2000
Docket No. TC99-119

This is to certify that

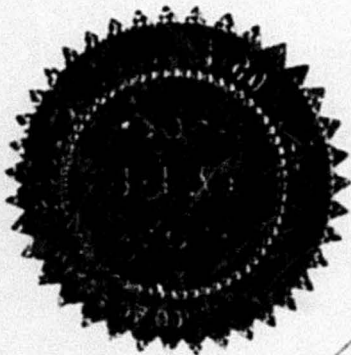
W2COM INTERNATIONAL, LLC

is authorized to provide telecommunications services in South Dakota.

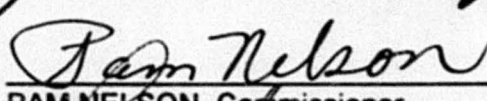
This certificate is issued in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, and is subject to all of the conditions and limitations contained in the rules and statutes governing its conduct of offering telecommunications services.

Dated at Pierre, South Dakota, this 11th day of February, 2000.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**




JAMES A. BURG, Chairman


PAM NELSON, Commissioner


LASKA SCHOENFELDER, Commissioner