

CH/KS

TC 99-121

DOCKET NO. _____

In the Matter of _____ IN THE MATTER OF THE
_____ APPLICATION OF WEBNET
_____ COMMUNICATIONS, INC. FOR A
_____ CERTIFICATE OF AUTHORITY TO
_____ PROVIDE TELECOMMUNICATIONS
_____ SERVICES IN SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

DATE		MEMORANDA
12/21 99		Decemid file;
12/23 99		Decemid Check and Deckated;
12/30 99		Weekly Strip;
2/1 00		Covered Application;
2/7 00		Kenneth Tariff Pages;
2/23 00		Osley Hunting COA;
2/23 00		Docket Closed.

TC 99-121

HELEIN & ASSOCIATES, P. C.

ATTORNEYS AT LAW

8180 GREENSBORO DRIVE
SUITE 700
MCLEAN, VA 22102

(703) 714-1300 (TELEPHONE)
(703) 714-1330 (FACSIMILE)
mail@helein.com (EMAIL)

WRITER'S DIRECT DIAL NUMBER:

(703) 714-1300

WRITER'S DIRECT EMAIL ADDRESS:

criegler@helein.com

December 20, 1999

Via Overnight Delivery

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

RECEIVED

DEC 21 1999

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

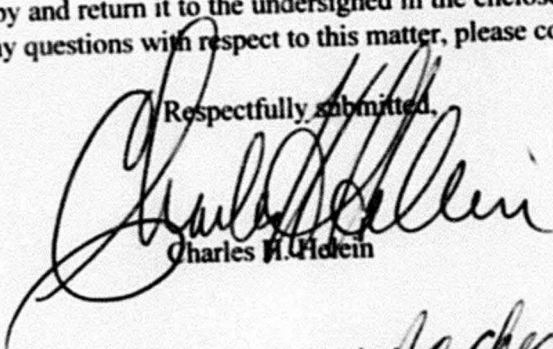
Re: Application of WebNet Communications, Inc. to Provide Intrastate Resale
Telecommunications Services In South Dakota.

Dear Mr. Bullard:

On behalf of WebNet Communications, Inc. we hereby submit an original and eight (8) copies of the application for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Resale Services. Please find enclosed a check for \$250 made payable to the Commission for the application fee.

Please date-stamp the extra copy and return it to the undersigned in the enclosed postage-prepaid envelope. Should you have any questions with respect to this matter, please contact me.

Respectfully submitted,


Charles H. Helein

Enclosures

No check enclosed.

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

**APPLICATION FOR AUTHORIZATION TO PROVIDE
INTRASTATE TELECOMMUNICATIONS RESALE SERVICES
OF**

WEBNET COMMUNICATIONS, INC.

3428 Prospect Avenue, N.W.

Washington, D.C. 20007

Charles H. Helein
The Helein Law Group, P.C.
8180 Greensboro Drive
Suite 700
McLean, VA 22102
Telephone No.: (703) 714-1300
Facsimile No.: (703) 714-1330

In the Matter of)
)
WEBNET COMMUNICATIONS, INC.)
)
Application for Authorization to)
Provide Intrastate)
Telecommunications Resale Services)
_____)

TO THE COMMISSION:

APPLICATION OF WEBNET COMMUNICATIONS, INC.

WebNet Communications, Inc. ("WebNet" or "Applicant") of Washington, D.C., herewith respectfully petitions for authorization to provide its telecommunications resale services on an intrastate basis. In support of this application, the following is shown:

A. Corporate Information

1. Applicant is a corporation formed in the State of Virginia. A copy of Applicant's Articles of Incorporation is attached to the Petition as Exhibit 1. Applicant does not own or control any subsidiaries.
2. Applicant's principal offices are located at 3248 Prospect Avenue, N.W., Washington, D.C., 20007. Its phone number is (800) 992-9545.
3. Applicant's President is M. Howard Lewis and its Secretary is Patrick Allen.
4. Applicant's officers and directors are listed in Exhibit 2.
5. A Certificate to Do Business as a Foreign Corporation is provided in Exhibit 3.
6. The Company's registered agent to receive service is listed in Exhibit 4.
7. No persons serving either by elections or appointment as officers, directors, incorporators, and person controlling or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial, or membership interest in the corporation have been convicted of a felony involving a transaction in securities, consumer fraud, or antitrust in any state or federal jurisdiction; have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, of restraining the trade or monopoly in any state or federal jurisdiction; have been or are subject to an injunction, judgment, decree, or permanent order of any state or federal court where such

injunction, judgment, decree, or permanent order involved the violation of fraud or registration provisions of the securities laws of that jurisdiction, or involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

8. Applicant, and its shareholders and directors, have not had, and have no interest in, any entity that has had any regulatory approval denied, revoked, or suspended, nor are they, individually or collectively, involved in any proceeding to deny, revoke, or suspend any regulatory approval. A list of all the states where Applicant is certified to do business and where Applicant is applying for certification is provided in Exhibit 5.

B. Description of Services

9. Applicant is a switchless reseller which will provide interstate interexchange long distance telephone service using the networks of Sprint and other underlying carriers. Intrastate interLATA and, where permitted, intraLATA telecommunications services will also be offered to the public on a resale basis. Applicant will provide its service to meet the intrastate needs of its future customers and is currently filing the requisite applications in all other states to be certified as required. Applicant proposes to provide service throughout the state of South Dakota.

10. At present, Applicant employs no switches or network facilities of its own because those will be provided by Applicant's underlying carrier, Sprint. Applicant provides service to commercial enterprises and residential customers. This application does not seek authority at this time to provide any form of operator services nor any service to payphones.

11. To provide non-facility based resale services, Applicant will arrange under the provisions of the duly published tariffs of its underlying carrier or carriers to commitments to meet the telecommunications traffic usage volumes necessary to qualify for the highest levels of discounts available under those tariffs. Applicant is responsible for all payments to the underlying carrier for such usage. Applicant then rebills its customers, at the same time passing on to them a share of the higher discounts made possible by having pooled their traffic with other Applicant's customers.

12. Customer complaints will be handled entirely in-house by Applicant's customer service staff. Customers may reach Applicant toll free by calling (800) 992-9545. In the event of a billing dispute between the customer and the Applicant, the customer shall notify Applicant of its disagreement within thirty (30) days of receiving its bill. The customer may request, and Applicant will provide, a detailed review of the disputed amount. In this event, the undisputed amount and any subsequent billing must be paid on a timely basis. If, after investigation by a manager of Applicant, there is still a disagreement about the disputed amount, the customer will

be notified by Applicant that an appeal to the state public utilities commission may be made.

13. Applicant intends to market its services to both residential and business customers. Applicant does not intend to use a multi-level marketing approach. Applicant plans to market using outside independent agents and some telemarketing.

14. Attached at Exhibit 6 are management profiles of Applicant's officers who oversee the provision of the services for which authorization is requested in this application. Applicant is a non-facilities based reseller of services offered by certificated facilities-based carriers. Therefore, the underlying carriers provide all switching and transmission services to Applicant's customers, including all ongoing network maintenance, thereby enabling Applicant's customers to gain full advantage of their resources, expertise, and technical capabilities. Additionally, Applicant has retained the services of Global Telecompetition Consultants ("GTC") to assist with all phases of its operation. A corporate resume of GTC and the resumes of its principals are also attached.

15. The Federal Communications Commission ("FCC") does not license switchless resellers. Accordingly, Applicant does not need FCC authority for its interstate operation. Applicant has obtained 214 authority from the FCC to provide international resale services.

D. Financial Background and Qualifications

16. Applicant's Proforma Statement of Assets, Liabilities, and Members Capital is provided in Exhibit 7.

E. Proposed Tariff

17. The proposed tariff of Applicant is provided in Exhibit 8.

F. Public Interest Showing

18. Applicant submits that the public interest will be served by the approval of this application. For example, Applicant's proposed service will use existing communications facilities more efficiently, will provide alternative services of the highest quality, provide increased consumer choice in billing options, as well as increased diversification and increased reliability of supply communications services.

19. Applicant's resale service offering will enhance competition for telecommunications services in this state because the addition of another supplier of telephone service will increase competition in terms of price and quality of service for the business of telephone service consumers. Also, Applicant will make available to small and medium sized businesses as well as residential consumers the high volume discounts usually available only to those larger businesses able to meet the volume commitments necessary to obtain such discounts.

G. Nationwide Service

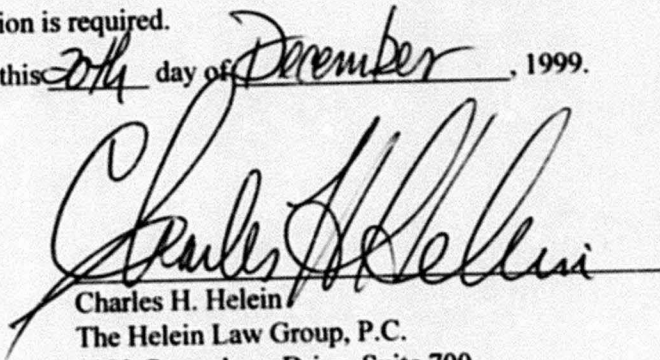
20. Applicant anticipates that the majority of its customer's traffic will be interstate and international in nature. Federal law provides for the resale of interstate telecommunications services, and a strong customer demand exists for such a service. However, intrastate services are obviously necessary to its customers. Accordingly, to accommodate the intrastate telecommunications needs of its customers along with the interstate service to which they are entitled under federal law, Applicant has undertaken to request authority to provide intrastate service in all states that regulate such activities.

21. Applicant requests that all questions and correspondence be directed to its regulatory counsel at the following address and numbers:

Charles H. Helein
The Helein Law Group, P.C.
8180 Greensboro Drive
Suite 700
McLean, VA 22102
Telephone No.: (703) 714-1300
Facsimile No.: (703) 714-1330

WHEREFORE, WebNet Communications, Inc. prays that the Commission authorize it to engage in the resale of intrastate interexchange telecommunications services to the public as proposed herein, and as set forth in the attached tariff. Applicant is seeking similar action from all states where such authorization is required.

Respectfully submitted this 20th day of December, 1999.



Charles H. Helein
The Helein Law Group, P.C.
8180 Greensboro Drive, Suite 700
McLean, VA 22102

Exhibit 1

**WEBNET COMMUNICATIONS, INC.
ARTICLES OF INCORPORATION**

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond,

June 4, 1998

This is to Certify that the certificate of incorporation of

WebNet Communications, Inc.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its business
subject to all Virginia laws applicable to the corporation and its
business. Effective date:*

June 4, 1998



State Corporation Commission

William J. Bridge
Clerk of the Commission

Guide for Articles of Incorporation

Articles of Incorporation of
WebNet Communications, Inc.

The undersigned, pursuant to Chapter 9 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is:
WebNet Communications, Inc.

2. The number (and classes, if any) of shares the corporation is authorized to issue is (are):

Number of shares authorized
10,000

Class(es)
Common

3. A. The corporation's initial registered office address, including street and number, is:

8180 Greensboro Drive, #700, McLean VA 22102
(Number) (Street) (City or Town) (ZIP Code)

B. The registered office is located in:
The City of _____ OR the County of Fairfax.

4. A. The name of the corporation's initial registered agent, whose business office is identical with the above-registered office, is: Helein & Associates, P.C.

B. The initial registered agent is (mark appropriate box):

- (1) An individual who is a resident of Virginia and
☐ An initial director of the corporation
☐ A member of the Virginia State Bar

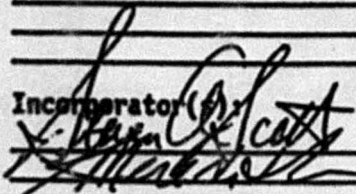
OR

- (2) ☒ A professional corporation registered under the provisions of Section 54.1-3902, Code of Virginia.

5. The names and addresses of the initial directors (required if the initial registered agent is an initial director) are:

Marc Lewis

6. Incorporator(s):



Steven A. Scott
Kia M. Meredith

Signature(s)

Printed name(s)

Exhibit 2

**WEBNET COMMUNICATIONS, INC.
OFFICERS AND DIRECTORS**

M. Howard Lewis	President/ CEO/ Treasurer
Patrick Allen	Secretary
M. Howard Lewis	Chairman

Exhibit 2

**WEBNET COMMUNICATIONS, INC.
OFFICERS AND DIRECTORS**

M. Howard Lewis	President/ CEO/ Treasurer
Patrick Allen	Secretary
M. Howard Lewis	Chairman

Exhibit 3

**WEBNET COMMUNICATIONS, INC.
CERTIFICATE TO DO BUSINESS AS A FOREIGN CORPORATION**

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 **WEBNET COMMUNICATIONS, INC. (VA)** 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 September 9, 1999 .



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

Joyce Hazeltine
Secretary of State



Secretary of State
State Capitol
500 E. Capitol Ave.
Pierre SD 57501
Phone 605-773-4845
Fax 605-773-4550

FILE NO. _____

RECEIPT NO. _____

RECEIVED

AUG 30 1999

S.D. SEC. OF STATE

Application for Certificate of Authority

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is WebNet Communications, Inc.
(exact corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is _____

(3) State where incorporated Virginia Federal Taxpayer ID# 58-2411946

(4) The date of its incorporation is June 4, 1998 and the period of its duration, which may be perpetual, is perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 8180 Greensboro Drive, # 700, McLean, VA Zip Code 22102
mailing address if different from above is:

3248 Prospect Avenue, NW
Washington, DC Zip Code 20007

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 503 S. Pierre St. Pierre, SD Zip Code 57501

and the name of its proposed registered agent in the State of South Dakota at that address is Corporation Service Company

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

Telecommunications Services

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

Name	Officer Title	Street Address	City	State	Zip
<u>M. Howard Lewis</u>	<u>Pres/Sec/Dir</u>	<u>3248 Prospect Ave.</u>	<u>NW</u>		
<u>Patrick H. Allen</u>	<u>Secretary</u>	<u>Washington, DC</u>	<u>20007</u>		

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>10,000</u>	<u>Common</u>	<u>—</u>	<u>\$0.01</u>

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000	Common	-	\$0.01

(11) The amount of its stated capital is \$ 5000
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

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

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

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

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

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

Dated 8/25/99 19__

Robert H. Allen
(Signature)

Secretary
(Title)

STATE OF VIRGINIA

COUNTY OF FAIRFAX

I, Gene H. Klein a notary public, do hereby certify that on this 23rd day of August 1999, personally appeared before me Patrick H. Allen who, being by me first duly sworn, declared that he/she is the Secretary of Whelan Comm., Inc. that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

8/31/99
My Commission Expires

Gene H. Klein
(Notary Public)

Notarial Seal

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

Consent of Appointment by the Registered Agent

I, Harin L. Deen Corporation Service Company
(name of registered agent), hereby give my consent to serve as the registered
agent for WebNet Communications, Inc.
(corporate name)

Dated 8/10 19 99

Harin L. Deen
(signature of registered agent)

The proper filing fee must accompany the application. Make checks payable to the Secretary of State.

FEE SCHEDULE

Authorized capital stock of	25,000	or less	\$ 90
Over \$25,000 and not exceeding	100,000		110
Over \$100,000 and not exceeding	500,000		130
Over \$500,000 and not exceeding	1,000,000		150
Over \$1,000,000 and not exceeding	1,500,000		200
Over \$1,500,000 and not exceeding	2,000,000		250
Over \$2,000,000 and not exceeding	2,500,000		300
Over \$2,500,000 and not exceeding	3,000,000		350
Over \$3,000,000 and not exceeding	3,500,000		400
Over \$3,500,000 and not exceeding	4,000,000		450
Over \$4,000,000 and not exceeding	4,500,000		500
Over \$4,500,000 and not exceeding	5,000,000		550

For each additional \$500,000, \$40 in addition to \$550.

For purposes only of computing fees under this section, the dollar value of each authorized share having a par value shall be equal to par value and the value of each authorized share having no par value shall be equal to one hundred dollars per share. The maximum amount charged under this subdivision may not exceed sixteen thousand dollars.

FILING INSTRUCTIONS:

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or its president, or any other officer. One original and one photocopy of the application must be submitted.

The application must be accompanied by an original, currently dated, **CERTIFICATE OF FACT** or a **CERTIFICATE OF GOOD STANDING** from the Secretary of State in the state where incorporated. A photocopy of a certificate is not acceptable. It should be dated within ninety (90) days of submitting it to our office.

South Dakota law requires every corporation to continuously maintain a resident of this state as the registered agent (number six on the application). The registered agent's address is considered the registered office address of the corporation in South Dakota. A complete street address must be listed for service of process.

The Consent of Registered Agent portion must be signed by the South Dakota registered agent.

Mail the application, certificate, and filing fee to the Secretary of State, Corporate Division, 500 E. Capitol Avenue, Pierre, SD 57501-5070. The duplicate and a Certificate of Authority will be returned for your records.

Exhibit 4

**WEBNET COMMUNICATIONS, INC.
REGISTERED AGENT**

Corporation Service Company
503 South Pierre Street
Pierre, SD 57501

EXHIBIT 5

WEBNET COMMUNICATIONS, INC.

**STATES WHERE AUTHORIZED TO PROVIDE
INTRASTATE TELECOMMUNICATIONS SERVICES**

Arkansas
Florida
Kansas
Massachusetts
Mississippi
Missouri
New Hampshire
Pennsylvania
Wyoming

AND

STATES WHERE APPLICANTS IS APPLYING FOR CERTIFICATION

Alabama	New Mexico
Arizona	New York
Colorado	North Carolina
Florida	Ohio
Georgia	Oklahoma
Idaho	Oregon
Illinois	South Carolina
Indiana	Tennessee
Louisiana	Washington
Minnesota	Wisconsin
Nevada	
New Jersey	
New Mexico	

Exhibit 6

**WEBNET COMMUNICATIONS, INC.
MANAGEMENT PROFILES**

PATRICK H. ALLEN
1223 30th Street, N.W.
Washington, D.C. 20007
(202) 965-0356

CAREER SUMMARY

Corporate lawyer with significant experience in public and private equity and debt financing, mergers and acquisitions and corporate governance matters. Expert at transactions from both the corporate and investment banking sides. Strong independent problem solving skills; adept at grasping details and nuances. Preference for leadership responsibility on multi-faceted transactions.

PROFESSIONAL EXPERIENCE

FREER & MCGARRY, Washington, D.C.

Provided legal representation on both a national and local basis to corporations and individuals on corporate finance, mergers and acquisitions, corporate governance, broker/dealer compliance and investment company regulation. Represented citizens groups on a pro bono basis in matters involving alcoholic beverage regulation.

- Developed procedures for sales in foreign markets of securities of United States issuers in compliance with SEC Regulation S.
- Successfully brought to market a unique investment company offering retirement income.
- Succeeded in obtaining ABC Board revocation of the liquor licence of the worst bar in Georgetown.

DOW, LOHNES & ALBERTSON, Washington, D.C

Provided legal representation on a national basis to public and private corporations on corporate finance matters, mergers and acquisitions and corporate governance issues. Responsible for assembling teams of attorneys and paralegals to conduct the assignments and to complete the transactions. Interfaced with advisors in related disciplines. Trained associates in corporate and business law practice.

- Managed the legal team responsible for taking a \$1.5 billion company private without any increase in the stock purchase price, major litigation or major problem.
- Devised a successful legal strategy to obtain SEC registration of a unique bond issue to finance a continuing care retirement home after previous attempts were ineffective.

- Structured the legal transaction for a \$100 million leveraged buyout of two major clothing retailers in which financing was done on a shoe string.
- Created on behalf of an association an investment company for college and university endowment funds that is exempt from both income tax and SEC regulation.
- Organized legal activities for the formation of several cellular telephone companies, the acquisition of appropriate licenses and the initial public offerings.
- Managed the preorganization financing and public offering in connection with the start-up of an airline company.
- Supervised legal activities in the issuance of tax-exempt revenue bonds to finance construction of a new campus by a Puerto Rican educational institution in the face of an extremely tight time table.
- Represented a United States construction company involved in the construction of a military headquarters building in Saudi Arabia which had interest at the highest levels.
- Led a multi-disciplinary team in the financial restructuring and ultimate profitable resale of a communications satellite service.
- Advised corporate management on conflict of interest issues during the acquisition of related business.

CAPTAIN, UNITED STATES ARMY JUDGE ADVOCATE GENERAL'S CORPS

Assigned to Procurement Law Division, Office of The Judge Advocate General, The Pentagon, Washington, D.C. Advised on government contract law, taxation of government contractors and dispositions of government property.

EDUCATION

L.L.M., Georgetown University, Washington, D.C.
Recipient of American Jurisprudence Awards

L.L.B., University of Kansas
Editor, University of Kansas Law Review

B.A., Political Science, University of Kansas

PROFESSIONAL AND CIVIC AFFILIATIONS

Citizens Association of Georgetown (Second Vice President; Chairman, Alcoholic Beverage Control Committee)

- Structured the legal transaction for a \$100 million leveraged buyout of two major clothing retailers in which financing was done on a shoe string.
- Created on behalf of an association an investment company for college and university endowment funds that is exempt from both income tax and SEC regulation.
- Organized legal activities for the formation of several cellular telephone companies, the acquisition of appropriate licenses and the initial public offerings.
- Managed the preorganization financing and public offering in connection with the start-up of an airline company.
- Supervised legal activities in the issuance of tax-exempt revenue bonds to finance construction of a new campus by a Puerto Rican educational institution in the face of an extremely tight time table.
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EDUCATION

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Recipient of American Jurisprudence Awards

L.L.B., University of Kansas
Editor, University of Kansas Law Review

B.A., Political Science, University of Kansas

PROFESSIONAL AND CIVIC AFFILIATIONS

Citizens Association of Georgetown (Second Vice President; Chairman, Alcoholic Beverage Control Committee)

Ward 2 Democrats (Precinct 5 Representative; Chairman, Rules Committee)

Federation of Citizens Associations (Member, Executive Board)

American Bar Association, Section of Business Law (Committee on Federal Regulation of Securities) and section of Taxation (Committee on Financial Transactions)

District of Columbia Bar, Section of Corporation, Finance and Securities Law and Section of District of Columbia Affairs

Phone bank coordinator, D.C. Clinton/Gore Campaign

Precinct Captain, Charlene Drew Jarvis D.C. Council Chair Campaign

Sector Captain, John Ray Mayoral Campaign

GLOBAL TELECOMPETITION CONSULTANTS ("GTC") - THE COMPANY

GTC is a telecommunications consulting firm managed by individuals with a variety of technical expertise. GTC's collective experience includes competitive IXC operations and pricing, local and long haul network design and engineering, domestic and international services, financing, staffing, training, cost analysis, and legal and regulatory requirements for telecommunications companies using our staff attorneys.

GTC has combined over 50 years of experience, the knowledge and the talent to support most any telecommunications undertaking, and will out-source to obtain an even broader base of knowledge and expertise for a particular project when needed.

Services available include:

- The Telecommunications Act of 1996.
- 800/888/877 RESPORG qualifications & toll free services.
- Business & Marketing Plans.
- Advertising and Promotion.
- CIC/ACNA Numbers.
- Prepaid "debit" phone card operations/services.
- Operator services.
- Cellular/Cellular Resale.
- PCS Technology and Spectrum Auction.
- Cable Television.
- FCC Eqpt. Authorization.
- International telecommunications.
- Satellite Communications.
- Network/Switch layout and design.
- Internet Services.
- Product design.
- Marketing Plans.
- ILEC, CLEC and IXC Contract negotiations and preparation.
- Company sale, acquisitions, appraisals and mergers.
- Legal Support for domestic and international telecommunications.
- Contracts & Agreements.
- Trade Mark registration.
- Tariffs and Pricing.

CHARLES H. HELEIN

Office: (703) 714-1300

Facsimile: (703) 714-1330

Experience:

1996-Present

President, CEO, Global TeleCompetition Consultants

Provide assistance to local, interexchange, and international communications carriers in all areas of business. Evaluate and counsel on executive and mid-level management, business plan development, acquisitions and mergers, regulatory compliance, inter-carrier relations, company valuations, network design, major contract negotiations, marketing plans and development, establishment of proactive customer service, credit and collection policies, churn reduction programs, state certification applications, and tariff filings.

1993-Present

Partner, Helein & Associates, P.C. - McLean, Virginia

As founder and managing partner of Helein & Associates, P.C., established a law firm which serves a wide variety of client needs, including:

Long Distance Telephone Networks: Since the inception of competition in long distance services in the early 1970s, have counseled and advised facility-based and resale carriers on all regulatory facets of federal and state regulatory requirements, including tariffs, facility authorizations, contracts and rate-making international services including international call back, debit cards, pay phones, operator services. Currently serve as General Counsel to a national trade association of long distance carriers, ACTA.

Cellular Radio: From the inception of the FCC's authorization of cellular radio services, have managed a cellular radio practice. Counseled and advised clients, wireline and non-wireline, on all facets of cellular radio regulatory requirements. Participated in the formation of a state-wide joint venture of cellular carriers and the preparation of a private placement offering in connection therewith.

Cable Television: Have represented cable television clients since 1967 in all areas, including franchise negotiations, state regulatory requirements and all federal regulatory requirements. Developed expertise in non-video uses of cable television through involvement as counsel to clients seeking to develop interactive services such as home-banking and shopping services and institutional cable networks. Have extensive experience in the emerging issues concerning the potential entry of the telephone industry into the cable business.

Telecommunications Equipment/Network Contracts: Negotiated and advised on major telecommunications equipment purchases or leases, including RFPs therefor, for telephone system/switch acquisitions, installations, operation and maintenance, complex inside wire installations, pay phone system installations and maintenance, software licenses and licensing and user agreements related thereto. On the network side, negotiated and advised on packet switching network user agreements, inter-carrier shared network contracts, and local networking agreements.

Commercial/Business Contracting: Negotiated and prepared joint venture agreements, resale contracts, executive employment agreements, distributor agreements, private placement memorandums, etc.

Litigation: Counseled, advised, and litigated complaints before the federal courts and the Federal Communication Commission involving antitrust, Communications Act, and business tort claims.

Satellites: Developed program and advised on the preparation of one of the first satellite system applications shortly after the FCC opened the application process in 1968; advised on one of the first round of Direct Broadcast Satellite applications filed; served as counsel to VSAT licensee, uplink licensees and transponder users, lessees and purchasers; and served as special counsel to lending institutions financing the lease and/or purchase of satellite transponders. Served as special counsel to clients negotiating transponder leases or purchases.

Additional Experience: Involved with the FCC's equipment authorization program, trade marks, trade dress issues, copyright matters, and legislative lobbying on telecommunications issues.

1992-1993	Partner Galland, Kharasch, Morse & Garfinkle, P.C. - Washington, D.C.
1990-1992	Partner Arter & Hadden - Washington, D.C.
1971-1990	Senior Partner Dow, Lohnes & Albertson - Washington, D.C.
1966-1971	Associate Dow, Lohnes & Albertson - Washington, D.C.

1966-1967

Associate

Cornelius B. Kennedy - Washington, D.C.

Lobbied Congress and the FCC to allocate additional land mobile radio frequencies on behalf of a major mobile radio manufacturer. Lobbied Congress on the Fair Packaging and Labeling Law for a major trade association. Served as Special Counsel to the Subcommittee on Administrative Practice and Procedures.

1963-1966

Assistant Counsel

Subcommittee on Administrative Practice and Procedures

United States Senate Committee on the Judiciary - Washington, D.C.

Selected as top law school graduate in the State of Missouri to serve as Assistant Counsel to the Subcommittee on Administrative Practice and Procedure. During this period, the Subcommittee worked on and enacted the Freedom of Information Act and recodified the Administrative Procedures Act.

Education:

St. Louis University Law School

J.D. Cum Laude, 1963 (1st in Class)

St. Louis University

B.S., Philosophy, With Honors, 1961

In Law School, served as Assistant Editor of the Law Journal; elected to Alpha Sigma Nu, the National Jesuit Honor Society; received the Wall Street Journal Law Student Achievement Award for St. Louis University Law School, 1963; and received highest honors in five study areas, including Corporate Law, Corporate Finance, Civil Procedures, Domestic Relations, and Constitutional Law.

Professional Affiliations:

Member of the District of Columbia, Virginia, and Missouri bars

Member of the Federal Communications Bar Association

ROBERT F. SCHNEBERGER
1625 Anderson Road
McLean, Virginia 22102

Professional Experience

1997 - Present

Global Telecompetition Consultants, McLean, VA

Executive Vice President (COO)

Provide assistance to interexchange and international communications carriers in evaluating and counseling on executive and mid-level management, business plan development, acquisitions and mergers, company valuations, network design, major contract negotiations, marketing plans and development, establishment of proactive customer service, credit and collection policies, churn reduction programs, state certification applications and tariff filings. In addition, serve as expert witness and technical/business advisor to the legal profession serving the telecommunications industry.

1996 - 1997

NOS Communications, Inc., Bethesda, MD

Senior Vice President

Monitored, evaluated, and reported on changes in federal and state regulations, carrier offerings, competitor product offerings, and new technology. Obtained the proper state offerings certifications and negotiated the appropriate contracts for the corporation's entrance into local exchange service, paging, cellular, internet access, conference calling, and PCS resale. Initial contact for acquisition and merger candidates.

1990 - 1996

Message Metrix, Telecommunications Consultants, San Antonio, TX

Chairman/CEO

Provided assistance to small to mid-size, switched and switchless, interexchange carriers. Assistance provided to the areas of executive and mid-level management, business plan development, acquisitions and mergers, company evaluations, network design, configuration, and optimization, ASR submittal, billing dispute resolution, carrier contract negotiations, marketing plan development, marketing seminars, product development based on geographical area, establishment of proactive customer service units to include credit and collection policies, attrition programs, state certification application and tariff filings, FCC 214 application filings IMTS, FCC interstate and international tariff filings. Provided expert witness and discovery to the legal profession.

1989 - 1990

Alamo City Long Distance, Inc., San Antonio, TX

President/CEO

Established a switched reseller at the request of several major businesses in the San Antonio area. Developed business plan, raised capital, designed network, established customer service, installed billing program, developed products and marketing staff. Sold customer base and dissolved corporation.

1984 - 1989 Texas National Telecommunications, Inc., San Antonio, TX

Executive Vice President/General Manager (COO) 1987 - 1989

Responsible to the Board of Directors for the profitable operation of the corporation. Developed business and marketing plans, established personnel policies, manpower levels, corporate compliance with employment and industry state and federal regulations, reorganized internal reporting to improve corporate efficiency, established and maintained relationships with suppliers and facility vendors and negotiated all contracts for the corporation. Established a cross-training program to allow employees to experience the jobs and responsibilities of their fellow employees. Corporation was sold to the Advantage Network, Inc. October 1988. Remained with Advantage until January 1989 to assist with the transition.

Vice President, Customer Service 1986 - 1987

Established the Departments of Customer Relations and Computer Operations. Responsible to the General Manager for all customer service policies and customer billing operations and their effect on corporate income. Established a proactive customer service unit and reduced attrition to less than 2%. Linked the customer service unit to the marketing program to improve customer satisfaction and quicker turn-up of new accounts. Established an active credit and collection program and reduced delinquent accounts by 55%. Reorganized the billing operation resulting in billing being mailed 12 - 16 hours after the close of a billing cycle. Developed a fraud control system to detect telecommunications hackers. Worked successfully with the U.S. Secret Service resulting in the first federal jury conviction of a telecommunications hacker.

Director of Marketing 1985 - 1986

Responsible to the Vice President of Marketing for establishing and meeting sales projections for three (3) sales offices. Supervised the production of three (3) sales managers and forty-five (45) sales personnel. Expanded training program to educate sales personnel on evolving industry technology and newly developed product lines. Established a customer panel to develop new product offerings in response to customer needs and competition.

Sales Manager 1984 - 1985

One of the original salesman of Texas National Telecommunications. Sold more than \$94,000 of long distance in first two months of employment resulting in promotion to sales manager. Established San Antonio sales office and staff. Developed a training program to meet the marketing needs of the corporation, instructed the sales force and monitored the effect on production. Developed an in-house telemarketing program to support the outside sales staff.

- | | |
|----------------------------------|--|
| Industry Activities | Member, America's Carriers Telecommunications Association (ACTA) 1987- Present
Chairman, ACTA Fraud and Abuse Committee, 1987
Member, Board of Directors of ACTA, 1988 - 1990
Vice President, ACTA, 1989 |
| Awards & Publications | Association of the U.S. Army Award, 1967
ACTA Presidents Award, 1990
Telecommunications Information Index, Vol. I, Co-Author, 1993 |
| Expert Testimony | United States v. Jack Brewer, United States District Court, Dallas, TX, Approximate Date 1988, Criminal

Sprint et. al. v. State of Texas (Public Utility Commission) State District Court, Austin, TX, Approximate Date 1989, TRO

Sprint et. al. v. State of Texas (Public Utility Commission) State District Court, Austin, TX, Approximate Date 1990, PI |

Advanced Communications Group, Inc v. Phoenix Network, Inc. and Qwest Communications Corp., American Arbitration Association, Washington, D.C., Aug 1999

Testified in numerous state certification proceedings for interexchange carriers, 1990 to present.

Wrote and submitted numerous Affidavits and Certifications for court proceedings but was never called to testify or to give a deposition. Some recent examples are:

Certification presented to the United States District Court for the District of Columbia, January 21, 1998, The Independent Payphone Service Providers for Consumer Choice et. al. v. Bell Atlantic Corporation and Bell Atlantic Network Services, Inc.

Plaintiff's Rule 26 Expert Report presented to the United States District Court for the District of Minnesota, Fourth District, January 31, 1998, Popp Telecom, Inc. f/k/a LDB International Corporation, Humbird Securities Company, Northern Securities Company, and Washington Sharecom, Inc., v. American Sharecom, Inc., Steven C. Simon, James J. Weinert, William J. King, William H. Thomas, and John J. Fauth.

Education

San Antonio College - major: business
U.S. Army Academy of Health Sciences
Radiology technology
Basic medical laboratory technology
Advanced immunology techniques
Advance medical laboratory technology (honor graduate)
Faculty development

Military Service

U.S. Army, 1960 - 1968

Community Activities

Catholic lay eucharistic minister, sacristan and high school CCD instructor.

References

Available upon request.

Exhibit 7

WEBNET COMMUNICATIONS, INC
PROFORMA STATEMENT OF ASSETS, LIABILITIES, & MEMBERS CAPITAL

ASSETS

CURRENT ASSETS

Cash in Banks \$ 24,000.

TOTAL CURRENT ASSETS \$ 24,000.

FIXED ASSETS

Equipment \$ 35,000.

TOTAL FIXED ASSETS \$ 67,475.

OTHER ASSETS

Start Up Costs \$ 5,000.

TOTAL OTHER ASSETS \$ 5,000.

TOTAL ASSETS \$ 64,000.

LIABILITIES

LONG TERM LIABILITIES

Owner Loans \$ 38,000.

Capital Stock \$ 30,000.

MEMBERS CAPITAL

Retained Earnings (\$ 4,000.)

TOTAL LIABILITIES AND MEMBERS CAPITAL \$ 64,000

Exhibit 8

**WEBNET COMMUNICATIONS, INC.
PROPOSED TARIFF**

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by WebNet Communications, Inc., with principal offices at 3248 Prospect Avenue, N.W., Washington, D.C., 20007. This tariff applies to services furnished within South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, where copies may be inspected during normal business hours.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

Pages 1 through 23 inclusive of this tariff are effective as of the date shown at the bottom of the respective page(s). Original and revised pages as named below comprise all changes from the original tariff and are currently in effect as of the date at the bottom of this page.

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

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

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ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

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

- (C) - Changed regulation
- (D) - Discontinued rate or regulation
- (I) - Increase in rate
- (M) - Moved to/from another tariff location
- (N) - New rate or regulation
- (R) - Reduction in rate
- (T) - Change in text only

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

TARIFF FORMAT

- A. Page Numbering - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new pages are occasionally added to the tariff. When a new page is added between pages already in effect, a decimal is added. For example, a new page added between pages 14 and 15 would be 14.1.
- B. Page Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the SDPUC. For example, 4th Revised Page 14 cancels the 3rd Revised Page 14. Because of various suspension periods, deferrals, etc. the SDPUC follows in its tariff approval process, the most current page number on file with the SDPUC is not always the tariff page in effect. Consult the Check Sheet for the page currently in effect.
- C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 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).(l).
- D. Check Sheets - When a tariff filing is made with the SDPUC, an updated check sheet accompanies the tariff filing. The check sheet lists the pages contained in the tariff, with a cross reference to the current revision number. When new pages 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 page if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular page is the most current on file with the SDPUC.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - A telephone line provided by local exchange carriers which connect a telephone or other communications device at a customer's location to WebNet Communications, Inc.'s underlying carrier's telecommunications network switching center(s).

Authorization or Account Code - A numerical code of four to eleven digits, one or more of which codes are available to a customer to enable the customer to lawfully connect its communication devices for the purpose of accessing the telecommunications networks of WebNet Communications, Inc.'s Underlying Carrier, and which thereby are used to prevent unauthorized network access and to identify the customer and its calling volumes for billing purposes.

Carrier or Company - WebNet Communications, Inc.

Customer - The person, firm, corporation, end user or other entity which orders or uses services and is responsible for the payment of charges.

Holidays - New Year's Day, Fourth of July, Labor Day, Thanksgiving Day, and Christmas Day.

Rate Center - The Points of Presence (POPs) or first point of interconnection of local exchange facilities providing access to the long distance network of the Company's Underlying Carrier and the point from which a customer's traffic is rated and billed.

SDPUC - South Dakota Public Utilities Commission.

Service Agreement - Company's standard form for the ordering and acceptance of a customer's request for and commitment to take Company's service offerings pursuant to this tariff.

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

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.3 Liabilities of the Company**

- 2.3.1 Company has no liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission or call processing of customer's communications traffic by the Underlying Carrier. The Company's liability for such damages occurring in the course of furnishing the Company's Services but not caused by its gross negligence or willful misconduct or that of its employees or agents in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which such mistakes, interruptions, omissions, delays, errors, or defects in the Company's furnishing of its Services occur.
- 2.3.2 Acceptance of the provisions of Section 2.3.1 by the Commission does not constitute its determination that the limitation of liability imposed by the Company should be upheld in a court of law, but the recognition that as it is the duty of the courts to adjudicate negligence claims and rights to recover damages therefor, so it is the duty of the courts to determine the validity of the exculpatory provisions of Section 2.3.1.
- 2.3.3 Company shall be indemnified and held harmless by the customer against:
- A. Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content of a customer's communications traffic;
 - B. Claims for patent infringement arising from a customer's use of its equipment, facilities, or systems with the Company's Services; and
 - C. All other claims arising out of any act or omission of the customer in connection with any service provided by Company.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
 WebNet Communications, Inc.
 3248 Prospect Avenue, N.W.
 Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.3** **Liabilities of the Company** (Cont'd)

- 2.3.4 Company shall not be liable to any Customer, Authorized User or third party under any law or regulation or any theory of liability, including indemnity, based on claims or because of Company's or its underlying carrier's failure or neglect to have and maintain a system, systems, a network, networks, equipment, facilities or services that are Year 2000 compliant. As the Year 2000 approaches, date information associated with any interfaces between Company and Customer and/or its Authorized User shall be considered to remain as it is. Any changes in the interfaces, interface format or formats associated with date information shall be processed and worked by Company's Y2K Compliance Division and no change of any nature may be made, used or implemented unless and until approved by Company's Y2K Compliance Division and tested successfully for Y2K compliance. Customer's service may be delayed, canceled, temporarily or permanently discontinued or terminated without liability in the event Company determines that harm to its network, equipment, facilities or services may be caused by a Customer's not having provided proof of its compliance with the Y2K phenomenon.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.4 Interruption of Service**

- 2.4.1 Credit allowance for the interruption of service is subject to the general liability provisions set forth in Section 2.3.1 herein. Customer shall receive no credit allowance for interruption of service due to Carrier's testing or adjusting, to negligence of the customer, or to the failure of channels or equipment provided by the customer. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is claimed. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission within customer's control, or is not in wiring or equipment, if any, furnished by the customer in connection with the Company's Services.
- 2.4.2 No credit is allowed in the event service must be interrupted in order to provide routine service quality or related investigations.
- 2.4.3 Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of Company or in the event Company is entitled to a credit for the failure of the facilities of Company's Underlying Carrier used to furnish customer's service.
- 2.4.4 No credit shall be allowed:
- A. For failure of services or facilities of customer; or
 - B. For failure of services or equipment caused by the negligence or wilful acts of customer.
- 2.4.5 Credit for an interruption shall commence after customer notifies Company of the interruption or when Company becomes aware thereof, and ceases when service has been restored.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.4 Interruption of Service (Cont'd)**

- 2.4.6 Before customer notifies Company of an interruption, customer shall make reasonable attempts to ascertain that customer, a third party, or its or their actions and/or equipment is/are not the cause thereof.
- 2.4.7 Credits are applicable only to that portion of service interrupted.
- 2.4.8 For purposes of credit computation, every month shall be considered to have 720 hours.
- 2.4.9 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.10 The customer shall be credited for an interruption of two 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. Calculations of the credit shall be made in accordance with the following formula.

Credit Formula:

$$\text{Credit} = \frac{\text{A}}{720} \times \text{B}$$

"A" = outage time in hours

"B" = total monthly charge for affected facility

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.5 Restoration of Service

The use and restoration of service shall be administered by the Underlying Carrier in accordance with the priority system specified in the Rules and Regulations of the South Dakota Public Utilities Commission.

2.6 Deposits

The Company does not require a deposit from its customers.

2.7 Advance Payments

The Company does not collect advance payments.

2.8 Taxes

2.8.1 Customer will be billed and is responsible for payment of applicable local, state, and federal taxes assessed in conjunction with service used.

2.8.2 All state and local taxes (i.e., sales taxes, gross receipts taxes, municipal utilities taxes, etc.) are listed as separate line items and are not included in the scheduled rates.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.9 Collections

- 2.9.1 In the event Company incurs fees or expenses, including attorneys' fees, to collect, or to attempt to collect, any charges owed Company by customer, including charges alleged to have resulted from fraud or abuse of customer's services, the Company shall charge customer all such fees and expenses, including Company's reasonable attorneys' fees, incurred to collect or to attempt to collect its charges.
- 2.9.2 In accordance with the "filed tariff doctrine," as established by judicial and regulatory decisions and precedents, customer shall pay all charges due and owing irrespective of any claims of loss, liability, set off, damages, or other claims against Company to which customer may claim to be entitled. The duty to pay such charges shall arise upon the demand for payment by Company. Customer's duty to pay can only be delayed or deferred by the initiation of a valid billing dispute by the customer.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.10 Billing Disputes

- 2.10.1 Billing disputes shall be processed by the Company or its billing agent(s) consistent with SDPUC regulations.
- 2.10.2 A valid billing dispute consists of written documentation specifically listing the total dollar amount of the dispute, the specific rate elements being disputed, and their dollar amounts. At least one of the following reasons must be given for the dispute to be considered valid:
- A. Incorrect Rate
 - B. Error in quantity (i.e., billing increments)
 - C. Service no longer exists
 - D. Incorrect customer being billed
 - E. Backbilling
- 2.10.3 Refusal to pay an entire bill or any portion thereof without written supporting documentation will not be considered a valid dispute and will be handled as a non-payment.
- 2.10.4 In the event that a billing dispute is resolved in favor of the Company, late payment charges will apply to amounts withheld pending settlement of the dispute. Late payment charges are calculated as set forth in Section 4.8 except that when the customer disputes the bill on or before the payment date and pays the undisputed amount on or before the payment date, the penalty interest period shall not begin until 10 days following the payment date.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.10 Billing Disputes (Cont'd)

2.10.5 Customer agrees that all actions, suits, or proceedings to recover charges due under this tariff shall be prosecuted in the court of competent jurisdiction of the Company's principal place of business. Customer consents to and submits to the exercise of jurisdiction over the subject matter, waives personal service of any and all process upon it, and consents that all such service of process be made by registered mail directed to customer at its address registered with Company. Service so made shall be deemed to be completed five business days after such process shall have been deposited in the mail, postage prepaid. Customer waives trial by jury, any objection based on forum non conveniens, any objection to venue or jurisdiction of any action instituted hereunder, and consents to the granting of such legal or equitable relief as deemed appropriate by the Court.

2.10.6 Customers unsatisfied with the Company's handling of a dispute may contact the South Dakota Public Utilities Commission, State Capitol, Pierre, South Dakota 57501-5070, or by phone at (800) 332-1782.

2.11 Billing

Company bills its customers directly.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.12 Form and Content of Termination Notice**

In the event that the Company proposes to terminate service to a customer pursuant to this tariff, the Company will send the customer a written notice of termination. The notice will be titled "SHUT OFF NOTICE" or "CUT OFF NOTICE" in type at least one-quarter (1/4) inch in height and will clearly indicate that it is a disconnect notice. The disconnect notice will contain the following information:

- The name and address of the customer, the telephone number or identifying number to which the service is billed, and the nature of the service provided by the Company.
- A clear and concise statement of the reasons for the proposed termination of service.
- The date after which service will be terminated unless the customer takes appropriate action.
- If the reason for termination of service is nonpayment of a delinquent account, the notice shall include a statement of the amount owed and the date of delinquency prompting termination.
- The Company's telephone number which can be called toll-free and the address of the Company's office where a customer may make inquiries, pay the bill, make a complaint, or initiate an investigation.
- A statement that any customer with an unresolved complaint may contact the SDPUC's Consumer Complaints Hotline at (800) 332-1782.
- The charge and the customer action necessary for reconnection of service.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICES

3.1 Usage Based Services

- 3.1.1 Long distance usage charges are based on the actual usage of the Company's network. Timing for all calls begin when the called party answers the call (i.e. when two-way communications are established). Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.
- 3.1.2 Chargeable time for all calls ends when one of the parties disconnects from the call.
- 3.1.3 Unless otherwise specified in this tariff, the minimum call duration for billing purposes is one (1) minute.
- 3.1.4 Unless otherwise specified in this tariff, calls are billed in one (1) minute increments.
- 3.1.5 Usage is measured and rounded up to the next higher increment for billing purposes.
- 3.1.6 There are no billing charges applied for incomplete calls.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)

3.2 Outbound Interexchange Service

The Company's service is provided for use by presubscribed Customers or Authorized Users. Calls are routed over the Company's resold transmission and switching facilities to any valid NPA-NXX in the state of South Dakota.

3.3 Calling Card Service

Carrier offers a calling card, which allows Customer to gain access to its long distance service from anywhere in South Dakota via a toll-free access number with service billed back to the Customer's account. Calling Card service allows customers to originate outbound, direct dial long distance calls.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)

3.4 Directory Assistance

The Company provides standard Directory Assistance.

3.5 Services Not Available

Carrier does not offer 900, 911, collect, or third-party billed calling.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES

4.1 Description of Rates

Services are available to subscribers under the following rate plans. Calls in each rate plan are billed in increments with minimum billing increments as specified. No charge is made for an uncompleted call.

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)**4.2 Rate Plan 1 - Direct Dial 1+ Service**

Rate Plan 1 includes 1+ outbound and calling card service. Rate Plan 1 is offered 24 hours a day, 7 days a week. Intrastate and Calling Card rates are time-of-day, day-of-week insensitive. Calls are billed in one (1) minute increments with a two (2) minute minimum. This service is available only in conjunction with Rate Plan 1 in Company's Tariff F.C.C. No. 1, Section 4.

4.2.1 1+ Outbound Service

Per Minute
or Fraction Thereof:

\$0.21

4.2.2 Calling Card

No monthly fee is required. Calls are billed in one (1) minute increments with a three (3) minute minimum. Rate Plan 1 customers' first one hundred (100) minutes of calling card usage is free. For the purposes of determining the first 100 minutes of free usage, both interstate and intrastate usage is combined; that is, the 100 minutes may be either 100% interstate, 100% intrastate, or a combination (in any percentage mix between 1 and 99) but may never exceed 100 total minutes.

Per Minute
or Fraction Thereof:

\$0.21

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)**4.3 Rate Plan 2 - Direct Dial 1+ Save Plan Service**

Rate Plan 2 includes 1+ outbound and calling card service. Rate Plan 2 is offered 24 hours a day, 7 days a week. Rates are time-of-day, day-of-week insensitive. Calls are billed in one (1) minute increments with a two (2) minute minimum. This service is available only in conjunction with Rate Plan 2 in Company's Tariff F.C.C. No. 1, Section 4.

4.3.1 1+ Outbound

Per Minute
or Fraction Thereof:

\$0.14

4.3.2 Calling Card

No monthly fee is required. Calls are billed in one (1) minute increments with a three (3) minute minimum.

Per Minute
or Fraction Thereof:

\$0.21

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
 WebNet Communications, Inc.
 3248 Prospect Avenue, N.W.
 Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)

4.4 Directory Assistance Charge

\$0.95/call

4.5 Late Payment Charge

A late fee of 1.5% per month will be charged on any past due balance.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
 WebNet Communications, Inc.
 3248 Prospect Avenue, N.W.
 Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)

4.6 Returned Check Charge

Carrier charges a fee of \$15.00 for any check returned for insufficient funds.

4.7 Method of Computing Charges

Charges for each call are totaled by rate period. If the computed charges include a fraction of a cent, the fraction is rounded up to the next whole cent (e.g., \$1.4266 would be rounded up to \$1.43).

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

HELEIN & ASSOCIATES, P. C.

ATTORNEYS AT LAW

8180 GREENSBORO DRIVE
SUITE 700
MCLEAN, VA 22102

(703) 714-1300 (TELEPHONE)

(703) 714-1330 (FACSIMILE)

mail@helein.com (EMAIL)

WRITER'S DIRECT DIAL NUMBER:

(703) 714-1300

WRITER'S DIRECT EMAIL ADDRESS:

criegler@helein.com

December 22, 1999

Via Overnight Delivery

Ms. Delaine Kolbo
South Dakota Public Utilities Commission
State Capitol
500 E. Capitol Avenue
Pierre, SD 57501

RECEIVED
DEC 23 1999
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: WebNet Communications Inc.'s additional application copies and filing fee

Dear Ms. Kolbo:

On behalf of WebNet Communications Inc., we hereby submit two additional copies of its application to Provide Intrastate Resale Telecommunications Services in South Dakota along with the \$250.00 filing fee.

Should you have any questions with respect to this matter, please contact Craig Riegler of this office.

Respectfully submitted,


Charles H. Helein

Enclosures

THE HELEIN LAW GROUP, P.C.

5323

VENDOR ID: SDPUBLICUT

CHECK NO: 00005323

DATE: 12/22/99

PAYEE: SD Public Utilities Commission MEMO:

ACCOUNT

AMOUNT

5200 Client Expenses

250.00

TC 99-121

CHECK TOTAL: *****\$250.00

THE HELEIN LAW GROUP, P.C.

8180 GREENSBORO DRIVE SUITE 700
McLEAN, VIRGINIA 22102

TYSONS NATIONAL BANK
McLEAN, VA 22102

68-541/560 1

5323

00005323

PAY

TWO HUNDRED FIFTY AND XX / 100 Dollars

DATE

12/22/99

AMOUNT

*****\$250.00

TO THE
ORDER
OF

SD Public Utilities Commission


AUTHORIZED SIGNATURE

Security Features Details on back.



⑈005323⑈ ⑆056005415⑆

⑈0007447⑈

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of December 23, 1999 through December 29, 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

CT99-089 In the Matter of the Complaint filed by Kenneth Erickson, Watertown, South Dakota, against WiTel, Inc. and OLS, Inc. Regarding Unauthorized Switching of Services.

The Complainant alleges that OLS took his long distance service without authorization. The Complainant is asking that South Dakota laws and rules be applied to these issues.

Staff Analyst: Leni Healy
Staff Attorney: Karen Cremer
Date Received and Filed: 12/23/99
Intervention Date: N/A

CT99-090 In the Matter of the Complaint filed by James Melgaard, Pierre, South Dakota, against U S WEST Communications, Inc. and Sprint Communications Company L.P. Regarding Unauthorized Switching of Services.

The complainant states that an unauthorized switch was made from AT&T to Sprint. He has only used the VarTec dial around for interstate long distance calls. The complainant wants the calls to be re-rated to \$0.10 per minute plus taxes and a credit for all overcharges billed by Sprint and U S West. The complainant also requests a letter from U S West stating there will be no further billings by U S West or Sprint for interstate calls.

Staff Analyst: Michele Farris
Staff Attorney: Camron Hoseck
Date Received and Filed: 12/23/99
Intervention Date: NA

ELECTRIC

EL99-021 In the Matter of the Petition filed by Northern States Power Company for Approval of the Inclusion of Financial Incentives in its Fuel Clause.

On December 23, 1999, Northern States Power Company filed a petition seeking approval of the inclusion of the expenses of financial instruments and linked transactions as related to the purchase of energy to be recovered within the fuel adjustment clause.

Staff Analyst: Heather Forney
Staff Attorney: Camron Hoseck
Date Filed: 12/23/99
Intervention Deadline: 01/14/2000

NATURAL GAS

NG99-010 In the Matter of the Filing by MidAmerican Energy Company for Approval of its 1999 Economic Development Report and its 2000 Economic Development Plan.

On December 29, 1999, the Commission received a filing from MidAmerican Energy Company of: (1) a report of its 1999 economic development activity as required by SD Public Utilities Commission Docket NG98-011; and (2) setting forth its 2000 economic development plan in accordance with the same docket.

Staff Analyst: Michele Farris
Staff Attorney: Karen Cremer
Date Filed: 12/29/99
Intervention Deadline: 01/14/2000

TELECOMMUNICATIONS

TC99-121 In the Matter of the Application of WebNet Communications, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

WebNet Communications, Inc. seeks a Certificate of Authority to provide resold intrastate interexchange telecommunications services. WebNet will provide service to commercial enterprises and residential customers. WebNet does not seek authority at this time to provide any form of operator services nor any service to payphones.

Staff Analyst: Keith Senger
Staff Attorney: Camron Hoseck
Date Filed: 12/23/99
Intervention Date: 01/14/2000

TC99-122 In the Matter of the Application of Adelpia Telecommunications, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

Adelphia Telecommunications, Inc. (Adelphia) seeks a Certificate of Authority to provide resold intrastate long distance telecommunication services. Adelphia intends to offer 1+ direct dialing long distance service, calling cards, international calling, "1-800/888" service, and prepaid calling cards.

Staff Analyst: Heather Forney
Staff Attorney: Karen Cremer
Date Filed: 12/23/99
Intervention Date: 01/14/2000

TC99-123 In the Matter of the Filing for Approval of a Type 2 Wireless Interconnection Agreement between U S WEST Communications, Inc. and TW Wireless, L.L.C.

On December 23, 1999, the Public Utilities Commission received an interconnection agreement between TW Wireless, L.L.C. and U S WEST Communications, Inc. for approval by the Commission. The agreement governs services for resale, certain unbundled network elements, ancillary functions and additional features to TW Wireless for TW Wireless' offering and provisioning of telecommunications services. The Agreement also sets forth the terms, conditions and prices under which the parties agree to interconnect and pay reciprocal compensation for the exchange of local traffic.

Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than January 13, 2000. Parties to the agreement may file written responses to the comments no later than January 25, 2000.

Staff Attorney: Camron Hoseck
Date Filed: 12/23/99
Comments Due: 1/13/2000

TC99-124 In the Matter of the Application of BCGI Communications Corp. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

BCGI Communications Corp. seeks a Certificate of Authority to provide resold intrastate interexchange telecommunications services. BCGI proposes initially to provide prepaid calling card services only.

Staff Analyst: Keith Senger
Staff Attorney: Karen Cremer
Date Filed: 12/27/99
Intervention Date: 01/14/2000

TC99-125 In the Matter of the Filing for Approval of an Interconnection Agreement between U S WEST Communications, Inc. and Pathnet, Inc.

On December 29, 1999, the Public Utilities Commission received an interconnection agreement between Pathnet, Inc. and U S WEST Communications, Inc. for approval by the Commission. The agreement governs services for resale, certain unbundled network elements, ancillary functions and additional features to Pathnet, Inc. for the offering and provisioning of telecommunications services by Pathnet, Inc. The Agreement also sets forth the terms, conditions and prices under which the parties agree to interconnect and pay reciprocal compensation for the exchange of local traffic.

Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than January 19, 2000. Parties to the agreement may file written responses to the comments no later than January 31, 2000.

Staff Attorney: Camron Hoseck
Date Filed: 12/29/99
Comments Due: 01/19/2000

**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/>**

Telecommunications
E-Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, P.C.

8180 Greensboro Drive
McLean, VA 22102

(703) 714-1300 (Telephone)
(703) 714-1330 (Facsimile)
mail@helein.com

Management Consulting Group
Global Telecompetition Consultants, Inc. (GTC)
(703) 714-1320 (Telephone)

RECEIVED

FEB 01 2000

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Writer's Direct Dial Number

(703) 714-1304

Writer's Email Address

criegler@helein.com

January 31, 2000

Via Overnight Delivery

Mr. Keith Senger
Utility Analyst
South Dakota Public Utilities Commission
State Capitol
500 E. Capitol Avenue
Pierre, SD 57501

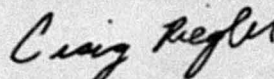
Re: WebNet Communications Inc.'s Responses to Data Request and Revised
Proposed Tariff
TC99-121

Dear Mr. Senger:

On behalf of WebNet Communication Inc., we hereby submit an original and ten copies of its application to Provide Intrastate Resale Telecommunications Services in South Dakota along with revised South Dakota tariff. This resubmission is in response to your letter of January 4, 2000 requesting additional information and a revised tariff.

An additional copy of the application and tariff is enclosed. Please date-stamp the extra copy and return it to the undersigned in the enclosed postage-prepaid envelope. Should there be any questions or should any additional information be required, please do not hesitate to contact me at the above number.

Respectfully submitted,



Craig D. Riegler

Enclosures

WEBNET COMMUNICATIONS, INC.

Application for a Certificate of Authority
to Provide Telecommunications Services
in South Dakota

TO THE COMMISSION:

APPLICATION OF WEBNET COMMUNICATIONS, INC.

WebNet Communications, Inc., ("WebNet" or "Applicant") herewith respectfully petitions for authorization to provide its telecommunications resale services on an intrastate basis. In support of this application, WebNet provides the following information as required by Administrative Rule of South Dakota (ARSD) 20:10:24:02.

(1) The name, address, and telephone number of the applicant;

WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007
(877) 550-3006

(2) The name under which the applicant will provide these services if different than in subdivision (1) of this section;

Applicant will not be utilizing a d/b/a.

(3) If the applicant is a corporation:

(a) The state in which it is incorporated, the date of incorporation, and a copy of its certificate of incorporation or, if it is an out-of-state corporation, a copy of its certificate of authority to transact business in South Dakota from the Secretary of State;

Applicant was incorporated in the Commonwealth of Virginia on June 4, 1998. A copy of WebNet's Certificate of Authority to Transact Business in South Dakota is provided in Attachment A.

(b) The location of its principal office, if any, in this state and the name and address of its

current registered agent; and

WebNet does not have, and does not plan to open, an office in South Dakota. The name and address of its current registered agent is the following:

Corporation Service Company
503 South Pierre Street
Pierre, SD 57501

(c) The name and address of each corporation, association, partnership, cooperative, or individual holding a 20 percent or greater ownership or management interest in the applicant corporation and the amount and character of the ownership or management interest;

<u>Shareholder</u>	<u>Address</u>	<u>Amount</u>	<u>Type</u>	<u>Percentage</u>
M. Howard Lewis	3248 Prospect Ave. N.W Washington, D.C. 20007	1000 shares	Common	100

(4) If the applicant is a partnership, the name, title, and business address of each partner, both general and limited;

Not applicable.

(5) A description of the telecommunications services the applicant intends to offer;

Applicant is a switchless reseller which will provide interstate interexchange long distance telephone service using the networks of Sprint and other underlying carriers. Intrastate interLATA and, where permitted, intraLATA telecommunications services will also be offered to the public on a resale basis. Applicant will provide its service to meet the intrastate needs of its future customers and is currently filing the requisite applications in all other states to be certified as required.

At present, Applicant will employ no switches or network facilities of its own because those will be provided by Applicant's underlying carrier, Sprint. Applicant will provide service to commercial enterprises and residential customers. This application does not seek authority at this time to provide any form of operator services nor any service to payphones.

(6) A detailed statement of the means by which the applicant will provide its services;

To provide non-facilities based resale services, Applicant will arrange under the provisions of the duly published tariffs of its underlying carrier or carriers to commitments to meet the telecommunications traffic usage volumes necessary to qualify for the highest levels of discounts available under those tariffs. Applicant is responsible for all payments to the underlying carrier for such usage. Applicant then rebills its customers, at the same time passing

on to them a share of the higher discounts made possible by having pooled their traffic with other Applicant's customers.

(7) The geographic areas in which the services will be offered or a map describing the service area;

Applicant proposes to provide service throughout the entire state of South Dakota.

(8) Current financial statements including a balance sheet, income statement, and cash flow statement; a copy of the applicant's latest annual report; a copy of the applicant's report to stockholders; and a copy of applicant's tariff with the terms and conditions of service;

Applicant requests a waiver of supplying this information as permissible under ARSD 20:10:24:02(15). Applicant is a start-up company and is not yet offering services in any state. Applicant does not plan to begin offering services until it is certified to provide services in every state. Applicant is aware that a bond is required in place of the financial information. If a bond is not obtained, then the Applicant understands that it may not provide prepaid calling cards, require deposits, or collect advance payments from its customers. As stated and reflected in sections 2.6, 2.7, 4.2.2, and 4.3.2 of the Applicant's proposed tariff, Applicant does not intend to provide prepaid calling cards, require deposits, or collect advance payments.

(9) The names, addresses, telephone number, fax number, E-mail address, and toll free number of the applicant's representatives to whom all inquiries must be made regarding complaints and regulatory matters and a description of how the applicant handles customer billings and customer service matters;

Customer Complaints:

Patrick H. Allen
3428 Prospect Avenue, N.W.
Washington, D.C. 20007
(877) 880-0166 (voice)
(877) 550-3004 (facsimile)

Regulatory Matters:

Craig D. Riegler
8180 Greensboro Drive
Suite 700
McLean, VA 22102
(703) 714-1304 (voice)
(703) 714-1330 (facsimile)
criegler@helein.com (email)

Customer complaints will be handled entirely in-house by Applicant's customer service staff. Customers may reach Applicant toll free by calling (877) 880-0166. In the event of a billing dispute between the customer and the Applicant, the customer shall notify Applicant of its disagreement within thirty (30) days of receiving its bill. The customer may request, and Applicant will provide, a detailed review of the disputed amount. In this event, the undisputed amount of any subsequent billing must be paid on a timely basis. If, after investigation by a manager of Applicant, there is still a disagreement about the disputed amount the customer will be notified by Applicant that an appeal to the state public utilities commission may be made.

(10) A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;

Applicant is certified to provide services in the following states:

Arkansas	New Hampshire
Florida	Ohio
Idaho	Oregon
Kansas	Pennsylvania
Massachusetts	Texas
Michigan	Wisconsin
Missouri	Wyoming
Montana	

Applicant has not been denied certification in any state and Applicant is in good standing with the various State Commissions where it is certified.

(11) A description of how the applicant intends to market its services, its target market, whether the applicant engages in any multilevel marketing, and copies of any company brochures used to assist in the sale of services;

Applicant intends to market its services to both residential and business customers. Applicant does not intend to use a multi-level marketing approach. Applicant plans to market using outside independent agents and some telemarketing.

(12) Cost support for rates shown in the company's tariff for all noncompetitive or emerging competitive services;

Every service that the Applicant proposes to offer is an established competitive service.

(13) Federal tax identification number;

58-2411946

(14) The number and nature of complaints filed against the applicant 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;

No complaints have been filed against Applicant.

(15) A written request for waiver of those rules the applicant believes to be inapplicable; and

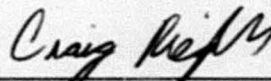
Please see response to ARSD 20:10:24:02(8).

(16) Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the interexchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.

No additional information had been requested by the Commission.

WHEREFORE, WebNet Communications, Inc. prays that the Commission authorize it to engage in the resale of intrastate interexchange telecommunications services to the public as proposed herein, and as set forth in the attached tariff.

Respectfully submitted this 31 day of January, 2000.



Craig D. Riegler
The Helein Law Group, P.C.
8180 Greensboro Drive, Suite 700
McClean, VA 22102

Attachment A

Webnet Communications, Inc.

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 **WEBNET COMMUNICATIONS, INC. (VA)** 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 September 9, 1999 .



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

Joyce Hazeltine
Secretary of State

START

OF

RETAKE

State of South Dakota



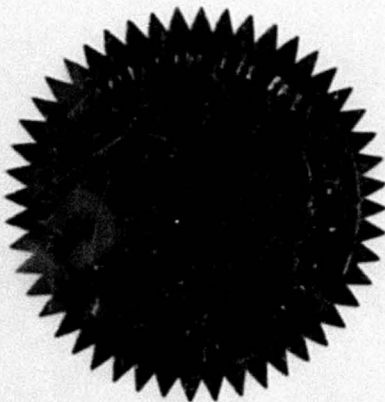
OFFICE OF THE SECRETARY OF STATE

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 **WEBNET COMMUNICATIONS, INC. (VA)** 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 September 9, 1989 .



A handwritten signature in cursive script, reading "Joyce Hazeltine", written over a horizontal line.

Joyce Hazeltine
Secretary of State



Secretary of State
State Capitol
500 E. Capitol Ave.
Pierre SD 57501
Phone 605-773-4845
Fax 605-773-4550

FILE NO. _____

RECEIPT NO. _____

RECEIVED

AUG 30 1999

S.D. SEC. OF STATE

Application for Certificate of Authority

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

(1) The name of the corporation is WebNet Communications, Inc.
(exact corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is _____

(3) State where incorporated Virginia Federal Taxpayer ID# 58-2411946

(4) The date of its incorporation is June 4, 1998 and the period of its duration, which may be perpetual, is perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 8180 Greensboro Drive, # 700, McLean, VA Zip Code 22102

mailing address if different from above is:
3248 Prospect Avenue, NW
Washington, DC Zip Code 20007

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 503 S. Pierre St. Pierre, SD Zip Code 57501

and the name of its proposed registered agent in the State of South Dakota at that address is Corporation Service Company

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

Telecommunications Services

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

Name	Officer Title	Street Address	City	State	Zip
<u>W. Howard Lewis</u>	<u>Pres/Sec/Dir</u>	<u>3248 Prospect Ave., NW</u>	<u>Washington, DC</u>	<u>20007</u>	
<u>Patrick H. Allen</u>	<u>Secretary</u>	<u>"</u>	<u>"</u>	<u>"</u>	

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>10,000</u>	<u>Common</u>	<u>—</u>	<u>\$0.01</u>

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1,000</u>	<u>Common</u>	<u>-</u>	<u>\$0.01</u>
_____	_____	_____	_____
_____	_____	_____	_____

(11) The amount of its stated capital is \$ 5000
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

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

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

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

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

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

Dated 8/25/99 19 _____

Patrick H. Allen
(Signature) Secretary
(Title)

STATE OF VIRGINIA
COUNTY OF FAIRFAX

I, Jane H. Klein, a notary public, do hereby certify that on this 23rd day of August 19 99,
personally appeared before me Patrick H. Allen who, being by me first duly sworn, declared that he/she
is the Secretary of WebNet Comm., Inc., that he/she signed the foregoing document as
officer of the corporation, and the statements therein contained are true.

8/31/99
My Commission Expires

Jane H. Klein
(Notary Public)

Notarial Seal

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

Consent of Appointment by the Registered Agent

I, David L. Quinn Corporation Service Company
(name of registered agent), hereby give my consent to serve as the registered
agent for WebNet Communications, Inc.
(corporate name)

Dated 8/10 19 99

David L. Quinn
(signature of registered agent)

The proper filing fee must accompany the application. Make checks payable to the Secretary of State.

FEE SCHEDULE

Authorized capital stock of	25,000	or less	\$ 90
Over \$25,000 and not exceeding	100,000		110
Over \$100,000 and not exceeding	500,000		130
Over \$500,000 and not exceeding	1,000,000		150
Over \$1,000,000 and not exceeding	1,500,000		200
Over \$1,500,000 and not exceeding	2,000,000		250
Over \$2,000,000 and not exceeding	2,500,000		300
Over \$2,500,000 and not exceeding	3,000,000		350
Over \$3,000,000 and not exceeding	3,500,000		400
Over \$3,500,000 and not exceeding	4,000,000		450
Over \$4,000,000 and not exceeding	4,500,000		500
Over \$4,500,000 and not exceeding	5,000,000		550

For each additional \$500,000, \$40 in addition to \$550.

For purposes only of computing fees under this section, the dollar value of each authorized share having a par value shall be equal to par value and the value of each authorized share having no par value shall be equal to one hundred dollars per share. The maximum amount charged under this subdivision may not exceed sixteen thousand dollars.

FILING INSTRUCTIONS:

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or its president, or any other officer. One original and one photocopy of the application must be submitted.

The application must be accompanied by an original, currently dated, **CERTIFICATE OF FACT** or a **CERTIFICATE OF GOOD STANDING** from the Secretary of State in the state where incorporated. A photocopy of a certificate is not acceptable. It should be dated within ninety (90) days of submitting it to our office.

South Dakota law requires every corporation to continuously maintain a resident of this state as the registered agent (number six on the application). The registered agent's address is considered the registered office address of the corporation in South Dakota. A complete street address must be listed for service of process.

The Consent of Registered Agent portion must be signed by the South Dakota registered agent.

Mail the application, certificate, and filing fee to the Secretary of State, Corporate Division, 500 E. Capitol Avenue, Pierre, SD 57501-5070. The duplicate and a Certificate of Authority will be returned for your records.

END

OF

RETAKE

Attachment B

Webnet Communications, Inc.

Proposed Tariff

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by WebNet Communications, Inc., with principal offices at 3248 Prospect Avenue, N.W., Washington, D.C., 20007. This tariff applies to services furnished within South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, where copies may be inspected during normal business hours.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

Pages 1 through 23 inclusive of this tariff are effective as of the date shown at the bottom of the respective page(s). Original and revised pages as named below comprise all changes from the original tariff and are currently in effect as of the date at the bottom of this page.

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

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

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ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

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

- (C) - Changed regulation
- (D) - Discontinued rate or regulation
- (I) - Increase in rate
- (M) - Moved to/from another tariff location
- (N) - New rate or regulation
- (R) - Reduction in rate
- (T) - Change in text only

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

TARIFF FORMAT

- A. Page Numbering - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new pages are occasionally added to the tariff. When a new page is added between pages already in effect, a decimal is added. For example, a new page added between pages 14 and 15 would be 14.1.
- B. Page Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the SDPUC. For example, 4th Revised Page 14 cancels the 3rd Revised Page 14. Because of various suspension periods, deferrals, etc. the SDPUC follows in its tariff approval process, the most current page number on file with the SDPUC is not always the tariff page in effect. Consult the Check Sheet for the page currently in effect.
- C. Paragraph Numbering Sequence - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 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).(l).
- D. Check Sheets - When a tariff filing is made with the SDPUC, an updated check sheet accompanies the tariff filing. The check sheet lists the pages contained in the tariff, with a cross reference to the current revision number. When new pages 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 page if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular page is the most current on file with the SDPUC.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - A telephone line provided by local exchange carriers which connect a telephone or other communications device at a customer's location to WebNet Communications, INC.'s underlying carrier's telecommunications network switching center(s).

Authorization or Account Code - A numerical code of four to eleven digits, one or more of which codes are available to a customer to enable the customer to lawfully connect its communication devices for the purpose of accessing the telecommunications networks of WebNet Communications, Inc.'s Underlying Carrier, and which thereby are used to prevent unauthorized network access and to identify the customer and its calling volumes for billing purposes.

Carrier or Company - WebNet Communications, Inc.

Customer - The person, firm, corporation, end user or other entity which orders or uses services and is responsible for the payment of charges.

Holidays - New Year's Day, Fourth of July, Labor Day, Thanksgiving Day, and Christmas Day.

Rate Center - The Points of Presence (POPs) or first point of interconnection of local exchange facilities providing access to the long distance network of the Company's Underlying Carrier and the point from which a customer's traffic is rated and billed.

SDPUC - South Dakota Public Utilities Commission.

Service Agreement - Company's standard form for the ordering and acceptance of a customer's request for and commitment to take Company's service offerings pursuant to this tariff.

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

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of Company**

Company undertakes to provide only those designated 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 South Dakota.

The Company's Services are available to its customers twenty four hours per day, seven days per week.

2.2 Limitations

2.2.1 Service is offered subject to the availability of the facilities of Company's Underlying Carrier and the provisions of this tariff.

2.2.2 Company reserves the right to discontinue furnishing service, or to limit the use of service necessitated by conditions beyond its control, including without limitation, for customer non-payment of charges, or when the customer's use of a service becomes or is in violation of the law or the provisions of this tariff.

2.2.3 The Services provided under this tariff are subject to the direct and exclusive control of the Company. No one may alter or affect the Services nor transfer or assign its use of the Services without the express written consent of the Company, which consent may be withheld, without limitation, by Company in its sole discretion at any time such alteration, effect, transfer or assignment would result in an interruption of the Services or a change in the customer's location to which the Services are to be provided.

2.2.4 In the event prior written permission from the Company is given for any assignment or transfer, all regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.3 Liabilities of the Company

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

- A. Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content of a customer's communications traffic;
- B. Claims for patent infringement arising from a customer's use of its equipment, facilities, or systems with the Company's Services; and
- C. All other claims arising out of any act or omission of the customer in connection with any service provided by Company.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.4 Interruption of Service**

- 2.4.1 Credit allowance for the interruption of service is subject to the general liability provisions set forth in Section 2.3.1 herein. Customer shall receive no credit allowance for interruption of service due to Carrier's testing or adjusting, to negligence of the customer, or to the failure of channels or equipment provided by the customer. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is claimed. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission within customer's control, or is not in wiring or equipment, if any, furnished by the customer in connection with the Company's Services.
- 2.4.2 No credit is allowed in the event service must be interrupted in order to provide routine service quality or related investigations.
- 2.4.3 Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of Company or in the event Company is entitled to a credit for the failure of the facilities of Company's Underlying Carrier used to furnish customer's service.
- 2.4.4 No credit shall be allowed:
- A. For failure of services or facilities of customer; or
 - B. For failure of services or equipment caused by the negligence or wilful acts of customer.
- 2.4.5 Credit for an interruption shall commence after customer notifies Company of the interruption or when Company becomes aware thereof, and ceases when service has been restored.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
 WebNet Communications, Inc.
 3248 Prospect Avenue, N.W.
 Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.4 Interruption of Service (Cont'd)**

- 2.4.6 Before customer notifies Company of an interruption, customer shall make reasonable attempts to ascertain that customer, a third party, or its or their actions and/or equipment is/are not the cause thereof.
- 2.4.7 Credits are applicable only to that portion of service interrupted.
- 2.4.8 For purposes of credit computation, every month shall be considered to have 720 hours.
- 2.4.9 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.10 The customer shall be credited for an interruption of two 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. Calculations of the credit shall be made in accordance with the following formula.

Credit Formula:

$$\text{Credit} = \frac{\text{A}}{720} \times \text{B}$$

"A" = outage time in hours

"B" = total monthly charge for affected facility

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.5 Restoration of Service

The use and restoration of service shall be administered by the Underlying Carrier in accordance with the priority system specified in the Rules and Regulations of the South Dakota Public Utilities Commission.

2.6 Deposits

The Company does not require a deposit from its customers.

2.7 Advance Payments

The Company does not collect advance payments.

2.8 Taxes

2.8.1 Customer will be billed and is responsible for payment of applicable local, state, and federal taxes assessed in conjunction with service used.

2.8.2 All state and local taxes (i.e., sales taxes, gross receipts taxes, municipal utilities taxes, etc.) are listed as separate line items and are not included in the scheduled rates.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.9 Collections

In the event Company incurs fees or expenses, including attorneys' fees, to collect, or to attempt to collect, any charges owed Company by customer, including charges alleged to have resulted from fraud or abuse of customer's services, the Company shall charge customer all such fees and expenses, including Company's reasonable attorneys' fees, incurred to collect or to attempt to collect its charges.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.10 Billing Disputes**

2.10.1 Billing disputes shall be processed by the Company or its billing agent(s) consistent with SDPUC regulations.

2.10.2 A valid billing dispute consists of written documentation specifically listing the total dollar amount of the dispute, the specific rate elements being disputed, and their dollar amounts. At least one of the following reasons must be given for the dispute to be considered valid:

- A. Incorrect Rate
- B. Error in quantity (i.e., billing increments)
- C. Service no longer exists
- D. Incorrect customer being billed
- E. Backbilling

2.10.3 Refusal to pay an entire bill or any portion thereof without written supporting documentation will not be considered a valid dispute and will be handled as a non-payment.

2.10.4 In the event that a billing dispute is resolved in favor of the Company, late payment charges will apply to amounts withheld pending settlement of the dispute. Late payment charges are calculated as set forth in Section 4.8 except that when the customer disputes the bill on or before the payment date and pays the undisputed amount on or before the payment date, the penalty interest period shall not begin until 10 days following the payment date.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.10 Billing Disputes** (Cont'd)

2.10.5 Customer agrees that all actions, suits, or proceedings to recover charges due under this tariff shall be prosecuted in the court of competent jurisdiction of the Company's principal place of business. Customer consents to and submits to the exercise of jurisdiction over the subject matter, waives personal service of any and all process upon it, and consents that all such service of process be made by registered mail directed to customer at its address registered with Company. Service so made shall be deemed to be completed five business days after such process shall have been deposited in the mail, postage prepaid. Customer waives trial by jury, any objection based on forum non conveniens, any objection to venue or jurisdiction of any action instituted hereunder, and consents to the granting of such legal or equitable relief as deemed appropriate by the Court.

2.10.6 Customers unsatisfied with the Company's handling of a dispute may contact the South Dakota Public Utilities Commission, State Capitol, Pierre, South Dakota 57501-5070, or by phone at (800) 332-1782.

2.11 Billing

Company utilizes on independent billing company to bill its customers.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.12 Form and Content of Termination Notice**

In the event that the Company proposes to terminate service to a customer pursuant to this tariff, the Company will send the customer a written notice of termination. The notice will be titled "SHUT OFF NOTICE" or "CUT OFF NOTICE" in type at least one-quarter (1/4) inch in height and will clearly indicate that it is a disconnect notice. The disconnect notice will contain the following information:

- The name and address of the customer, the telephone number or identifying number to which the service is billed, and the nature of the service provided by the Company.
- A clear and concise statement of the reasons for the proposed termination of service.
- The date after which service will be terminated unless the customer takes appropriate action.
- If the reason for termination of service is nonpayment of a delinquent account, the notice shall include a statement of the amount owed and the date of delinquency prompting termination.
- The Company's telephone number which can be called toll-free and the address of the Company's office where a customer may make inquiries, pay the bill, make a complaint, or initiate an investigation.
- A statement that any customer with an unresolved complaint may contact the SDPUC's Consumer Complaints Hotline at (800) 332-1782.
- The charge and the customer action necessary for reconnection of service.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICES

3.1 Usage Based Services

- 3.1.1 Long distance usage charges are based on the actual usage of the Company's network. Timing for all calls begin when the called party answers the call (i.e. when two-way communications are established). Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.
- 3.1.2 Chargeable time for all calls ends when one of the parties disconnects from the call.
- 3.1.3 Unless otherwise specified in this tariff, the minimum call duration for billing purposes is one (1) minute.
- 3.1.4 Unless otherwise specified in this tariff, calls are billed in one (1) minute increments.
- 3.1.5 Usage is measured and rounded up to the next higher increment for billing purposes.
- 3.1.6 There are no billing charges applied for incomplete calls.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)**3.2 Outbound Interexchange Service**

The Company's service is provided for use by presubscribed Customers or Authorized Users. Calls are routed over the Company's resold transmission and switching facilities to any valid NPA-NXX in the state of South Dakota.

3.3 Calling Card Service

Carrier offers a calling card, which allows Customer to gain access to its long distance service from anywhere in South Dakota via a toll-free access number with service billed back to the Customer's account. Calling Card service allows customers to originate outbound, direct dial long distance calls.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
 WebNet Communications, Inc.
 3248 Prospect Avenue, N.W.
 Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)

3.4 Directory Assistance

The Company provides standard Directory Assistance.

3.5 Services Not Available

Carrier does not offer 900, 911, collect, or third-party billed calling.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES

4.1 Description of Rates

Services are available to subscribers under the following rate plans. Calls in each rate plan are billed in increments with minimum billing increments as specified. No charge is made for an uncompleted call.

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)**4.2 Rate Plan 1 - Direct Dial 1+ Service**

Rate Plan 1 includes 1+ outbound and calling card service. Rate Plan 1 is offered 24 hours a day, 7 days a week. Intrastate and Calling Card rates are time-of-day, day-of-week insensitive. Calls are billed in one (1) minute increments with a two (2) minute minimum. This service is available only in conjunction with Rate Plan 1 in Company's Tariff F.C.C. No. 1, Section 4.

4.2.1 1+ Outbound Service

Per Minute
or Fraction Thereof:

\$0.21

4.2.2 Calling Card

No monthly fee is required. Calls are billed in one (1) minute increments with a three (3) minute minimum. Rate Plan 1 customers' first one hundred (100) minutes of calling card usage is free. For the purposes of determining the first 100 minutes of free usage, both interstate and intrastate usage is combined; that is, the 100 minutes may be either 100% interstate, 100% intrastate, or a combination (in any percentage mix between 1 and 99) but may never exceed 100 total minutes.

Per Minute
or Fraction Thereof:

\$0.21

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)

4.3 Rate Plan 2 - Direct Dial 1+ Save Plan Service

Rate Plan 2 includes 1+ outbound and calling card service. Rate Plan 2 is offered 24 hours a day, 7 days a week. Rates are time-of-day, day-of-week insensitive. Calls are billed in one (1) minute increments with a two (2) minute minimum. This service is available only in conjunction with Rate Plan 2 in Company's Tariff F.C.C. No. 1, Section 4.

4.3.1 1+ Outbound

Per Minute
or Fraction Thereof:

\$0.14

4.3.2 Calling Card

No monthly fee is required. Calls are billed in one (1) minute increments with a three (3) minute minimum.

Per Minute
or Fraction Thereof:

\$0.21

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)

4.4 Directory Assistance Charge

\$0.95/call

4.5 Late Payment Charge

A late fee of 1.5% per month will be charged on any past due balance.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES (Cont'd)

4.6 Returned Check Charge

Carrier charges a fee of \$15.00 for any check returned for insufficient funds.

4.7 Method of Computing Charges

Charges for each call are totaled by rate period. If the computed charges include a fraction of a cent, the fraction is rounded up to the next whole cent (e.g., \$1.4266 would be rounded up to \$1.43).

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, P.C.

8180 Greensboro Drive
McLean, VA 22102

(703) 714-1300 (Telephone)
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Global Telecompetition Consultants, Inc. (GTC)
(703) 714-1320 (Telephone)

Writer's Direct Dial Number
(703) 714-1304

Writer's Email Address
cricgler@helein.com

February 3, 2000

Via Overnight Delivery

Mr. William Bullard
Executive Secretary
South Dakota Public Utilities Commission
State Capitol Building
500 E. Capitol Avenue
Pierre, SD 57501-5070

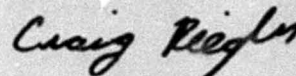
Re: Revised Proposed Tariff of WebNet Communications, Inc. For a Certificate
of Authority to Provide Telecommunications Services in South Dakota
TC99-121

Dear Mr. Bullard:

On behalf of WebNet Communications, Inc. ("WebNet"), we hereby submit an original and ten (10) copies of this letter and Original Pages 13 and 14 of WebNet's Proposed South Dakota Tariff. The Proposed Tariff has been revised as requested in Mr. Keith Senger's letter of February 3, 2000. In addition, WebNet will follow the Commission's request of allowing customers to state disagreements with a bill within 180 days after receiving the bill. This is reflected in Section 2.10.2 of the revised Proposed Tariff.

An additional copy is included. Please date-stamp the extra copy and return it to our office in the enclosed postage-prepaid envelope. Should you have any questions with respect to this matter, please do not hesitate to contact me at the above number.

Respectfully submitted,



Craig D. Riegler

Enclosures

RECEIVED

FEB 07 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.10 Billing Disputes

- 2.10.1 Billing disputes shall be processed by the Company or its billing agent(s) consistent with SDPUC regulations.
- 2.10.2 Customer agrees to notify Company of its billing disagreement within 180 days of receiving its bill.
- 2.10.3 A valid billing dispute consists of written documentation specifically listing the total dollar amount of the dispute, the specific rate elements being disputed, and their dollar amounts. At least one of the following reasons must be given for the dispute to be considered valid:
- A. Incorrect Rate
 - B. Error in quantity (i.e., billing increments)
 - C. Service no longer exists
 - D. Incorrect customer being billed
 - E. Backbilling
- 2.10.4 Refusal to pay an entire bill or any portion thereof without written supporting documentation will not be considered a valid dispute and will be handled as a non-payment.
- 2.10.5 In the event that a billing dispute is resolved in favor of the Company, late payment charges will apply to amounts withheld pending settlement of the dispute. Late payment charges are calculated as set forth in Section 4.8 except that when the customer disputes the bill on or before the payment date and pays the undisputed amount on or before the payment date, the penalty interest period shall not begin until 10 days following the payment date.

ISSUED:

EFFECTIVE:

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.10 Billing Disputes** (Cont'd)

2.10.6 Customer agrees that all actions, suits, or proceedings to recover charges due under this tariff shall be prosecuted in the court of competent jurisdiction of the Company's principal place of business. Customer consents to and submits to the exercise of jurisdiction over the subject matter, waives personal service of any and all process upon it, and consents that all such service of process be made by registered mail directed to customer at its address registered with Company. Service so made shall be deemed to be completed five business days after such process shall have been deposited in the mail, postage prepaid. Customer waives trial by jury, any objection based on forum non conveniens, any objection to venue or jurisdiction of any action instituted hereunder, and consents to the granting of such legal or equitable relief as deemed appropriate by the Court.

2.10.7 Customers unsatisfied with the Company's handling of a dispute may contact the South Dakota Public Utilities Commission, State Capitol, Pierre, South Dakota 57501-5070, or by phone at (800) 332-1782, or for the hearing-impaired, TTY Through Relay South Dakota (800) 877-1113.

2.11 Billing

Company utilizes an independent billing company to bill its customers.

ISSUED:**EFFECTIVE:**

By: Tariff Administrator
WebNet Communications, Inc.
3248 Prospect Avenue, N.W.
Washington, D.C. 20007

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

**IN THE MATTER OF THE APPLICATION OF)
WEBNET COMMUNICATIONS, INC. FOR A)
CERTIFICATE OF AUTHORITY TO PROVIDE)
TELECOMMUNICATIONS SERVICES IN)
SOUTH DAKOTA)**

**ORDER GRANTING
CERTIFICATE OF
AUTHORITY**

TC99-121

On December 23, 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 WebNet Communications, Inc. (WebNet).

WebNet is a switchless reseller who intends to provide interstate long distance, intrastate interLATA and intraLATA telecommunications services. A proposed tariff was filed by WebNet. The Commission has classified long distance service as fully competitive.

On December 30, 1999, the Commission electronically transmitted notice of the filing and the intervention deadline of January 14, 2000, to interested individuals and entities. No petitions to intervene or comments were filed and at its February 15, 2000, meeting, the Commission considered WebNet's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that WebNet not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. Commission Staff further recommended a waiver of ARSD 20:10:24:02(8).

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 WebNet has met the legal requirements established for the granting of a certificate of authority. WebNet has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. Further, the Commission finds that there is good cause to waive ARSD 20:10:24:02(8). The Commission approves WebNet's application for a certificate of authority, subject to the condition that WebNet 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 WebNet's application for a certificate of authority is hereby granted effective February 23, 2000, subject to the condition that WebNet not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

FURTHER ORDERED, that the Commission finds good cause to waive ARSD 20:10:24:02(8). It is

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

Dated at Pierre, South Dakota, this 23rd 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: Arlene Kelbo

Date: 2/23/00

(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 15, 2000, effective February 23, 2000
Docket No. TC99-121

This is to certify that

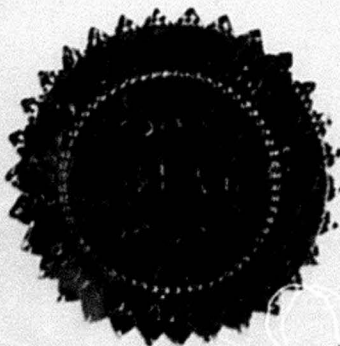
WEBNET COMMUNICATIONS, INC.

is authorized to provide telecommunications services in South Dakota.

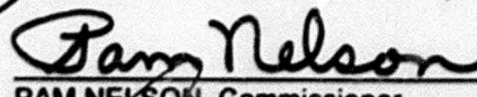
This certificate is issued in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, and is subject to all of the conditions and limitations contained in the rules and statutes governing its conduct of offering telecommunications services.

Dated at Pierre, South Dakota, this 23rd day of February, 2000.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**




JAMES A. BURG, Chairman


PAM NELSON, Commissioner


LASKA SCHOENFELDER, Commissioner