

TC00-092

TC00-092



TELECOM CERTIFICATION & FILING, INC.
485 MADISON AVENUE
NEW YORK, NEW YORK 10022-5809
TEL (212) 546-6090
FAX (212) 753-8101
e-mail: dklein@telfile.com

RECEIVED

JUN 12 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

June 9, 2000

VIA FEDERAL EXPRESS

South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: RapTel Communications, LLC

Dear Sir or Madam:

Enclosed for filing, please find one original and ten (10) copies of RapTel Communications, LLC.'s Application for a Certificate of Authority to provide non-facilities based interexchange carrier telecommunications services in the State of South Dakota, along with its proposed tariff.

At your earliest convenience, please date stamp and return the copy of this cover letter to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

A handwritten signature in dark ink, appearing to read 'David O. Klein', is written over a faint, larger signature that is mostly illegible. The signature is written in a cursive style.

David O. Klein

Enc.

RECEIVED

JUN 12 2000

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

In the Matter of the Application of)
)
RapTel Communications, LLC)
for a Certificate of Public Convenience)
and Necessity to Provide Resold Long)
Distance Telecommunications Services)

Docket No. _____

**APPLICATION FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY**

RapTel Communications, LLC (hereinafter "RapTel") hereby requests that the South Dakota Public Utilities Commission ("PUC") issue a Certificate of Public Convenience and Necessity granting RapTel authority to provide resold non-facilities-based interexchange telecommunications services in the State of South Dakota. In support thereof, the following information is provided:

1. Name, Address and Telephone Number of Applicant

The full name of the Applicant and its business address is:

RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904
Telephone Number: (507) 292-5959
Facsimile Number: (507) 282-5915

2. The Name Under Which the Applicant Will Provide Services:

The name in which Applicant will provide non-facilities-based interexchange telecommunications services will be RapTel Communications, LLC.

3. Structure of Organization:

RapTel is a Limited Liability Company.

(a) RapTel was incorporated in the State of Minnesota under the name of Galaxy Telecommunications, LLC on December 9, 1999. An amendment to the Articles of Organization of Galaxy Telecommunications, LLC was filed with the Secretary of State of the State of Minnesota on February 2, 2000, amending the name from Galaxy Telecommunications, LLC to RapTel Communications, LLC. A copy of its Certificate of Organization, Articles of Organization and Amendment to the Articles of Organization are collectively attached hereto as Exhibit 1. RapTel is certified to do business as a foreign corporation in the State of South Dakota. A copy of RapTel's Certificate of Authority to transact business in the State of South Dakota from the Secretary of State is attached hereto as Exhibit 2.

(b) RapTel does not have a principal office located in the State of South Dakota. The Registered Agent in the State of South Dakota is:

CT Corporation System
319 S. Coteau Street
Pierre, South Dakota 57501

(c) The names and addresses of any individual holding a twenty percent (20%) or greater ownership or management interest in the Applicant Company and the amount and character of the ownership or management interest:

Mr. Al Carlberg
Vice President
2381 Pickwick Drive
Henderson, NV 89014
Percent Ownership: 25%
Financial Rights: 25%
Governance Rights: 25%
Units: 250

Mr. Clement Legault
President
P.O. Box 1074
Fairbault, MN 55021
Percent Ownership: 25%
Financial Rights: 25%
Governance Rights: 25%
Units: 250

RapTel's Officers and Directors are as follows:

A.E. Birdseye - Governor/Member
Donald Soderberg - Governor/Member
Andrew Chafoulias - Secretary/Treasurer
Carl George - Governor/Member
Michael Blake - Chairman of the Board
Al Carlberg - Vice President
Clement Legault - President

RapTel has the technical and managerial resources necessary to provide customers in the State of South Dakota with high-quality resold long distance telecommunications services. RapTel's management possesses extensive management and technical experience in the telecommunications industry. A list of the Officers and Directors of RapTel, together with their managerial qualifications is attached hereto as Exhibit 3. The relevant operational and managerial experience of RapTel's Executive Management staff is set forth in Exhibit 3 attached hereto.

(d) RapTel has no affiliates or subsidiaries.

4. The Services to be Offered by Applicant

RapTel intends to provide service indiscriminately to both residential and business class customers throughout the entire State of South Dakota. RapTel proposes to acquire and resell various voice and data communications services offered by interexchange carriers, and to package and provide these services for the specialized functions and needs of its customers. In particular, services will be acquired from underlying interexchange carriers at bulk rates and will be resold to Applicant's customers, so that customers will benefit from reduced pricing. The experienced management, technical, and operations expertise of the RapTel team will enable RapTel to begin offering competitive high-quality service immediately upon the grant of the authority requested herein.

In addition to reduced pricing, the introduction of RapTel services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of telephone service. Thus, PUC grant of this application will significantly serve the public interest through enhanced competition in the market for interexchange services through the addition of a well managed new entrant into the market.

5. A Detailed Statement of the Means by Which the Applicant Will Provide its Services, Including the Type and Quantity of Equipment to be Used in the Operation, the Capacity, and the Expected Use of the Equipment.

Applicant will resell the interexchange services of facilities-based carriers offering business and residential class services throughout the State of South Dakota. Applicant is a non-facilities based reseller and, as such, will not employ any equipment in the provision of services to its customers.

6. The Geographic Areas in which the Services will be Offered, Including a Map Describing the Service Area:

RapTel intends to provide resold non-facilities-based interexchange telecommunications services throughout the entire State of South Dakota. RapTel initially intends to provide telecommunications services from, to and between all exchanges in South Dakota served by its underlying carrier, Qwest Communications, to the extent permitted by federal and State law, and by the PUC's rules. In connection with the approval of their current operating authority in the State of South Dakota, to the extent that Qwest Communications has submitted to the PUC maps which illustrate in detail the exact geographical area served by it, the Applicant refers the PUC to said maps. Inasmuch as RapTel intends to provide telecommunications services in all parts of the State, to the extent authorized by law, and that maps detailing the provision of telecommunications service in South Dakota are already on file with the PUC, RapTel respectfully requests that the PUC not require the Applicant to submit the same or similar maps.

7. Current Financial Statements; 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.

In demonstration of its financial qualifications, a copy of RapTel's Profit and Loss Statement covering the period of February, 2000 through March, 2001, is attached hereto as Exhibit 4. This financial statement demonstrates that RapTel has the financial ability to provide the services that it hereby requests authority to offer to the public.

Because RapTel was incorporated in December, 1999, RapTel does not have an annual report to submit to the PUC.

RapTel's proposed tariff, containing its proposed rates, terms and conditions of service, is attached hereto as Exhibit 5. RapTel believes that the rates, terms and conditions of service contained in the proposed tariff are competitive and reasonable.

8. The Names and Addresses of the Applicant's Representatives to Whom all Inquiries Should be Made Regarding Complaints and Regulatory Matters and a Description of how the Applicant Handles Customer Billings and Customer Service Matters.

The Representative of the Applicant to whom the PUC is requested to direct correspondence regarding this Application is:

David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
Telephone Number: (212) 546-9090
Facsimile Number: (212) 753-8101
E-mail Address: dklein@telfile.com

The Representative of the Applicant to whom the PUC is requested to direct other correspondence is:

Scott Bergs, Esq.
c/o Leonard, Street and Deinard
150 South Fifth Street, Suite 2300
Minneapolis, Minnesota 55402
Telephone Number: (612) 335-1419
Facsimile Number: (612) 335-1657
E-mail Address: scott.bergs@leonard.com

Customer Billings

RapTel will bill its customers on a monthly basis.

Customer Service

RapTel understands the importance of effective customer service for interexchange service consumers.

RapTel will outsource traditional customer service department functions. All customer service related communications from subscribers will initially go to the outsourced call center for support. Subscribers may contact RapTel Customer Service by calling the Company at its toll-free customer service number (888) 876-8508. Customer support will be provided through use of a combination of a voice recognition unit ("VRU") and live customer service representative ("CSR") and customer sales representative interactions.

Subscriber billing questions will be forwarded to a RapTel CSR with on-line access to billing information. The CSR will have the authority to investigate subscriber billing issues and/or questions and make associated limited balance adjustments. If the subscriber is not satisfied with the response from the CSR, at the subscriber's request, the call will be handed off to an accounting supervisor for resolution. The subscriber's account will be appropriately debited or credited based upon the outcome of this transaction. If the subscriber remains unsatisfied after speaking with the account supervisor, he/she will be given the option of sending his/her written complaint to the Corporation's Issue Resolution Team for review.

The Issue Resolution Team, which will meet once a week, will include representation from accounting, sales, marketing and senior management. All decisions of this team will be communicated to the subscriber in writing within 24 hours after the team meeting in which the subscriber's issue was addressed.

In addition, customers may contact the Company in writing at the headquarters address listed below. The toll-free number will be printed on the customers' monthly billing statements. RapTel services will be available on a full-time basis, 24 hours a day, seven days a week.

Customer complaints can be addressed by calling RapTel's Customer Service toll-free number available 24 hours a day, seven days a week (888) 876-8508 or by writing to:

RapTel's Issue Resolution Team
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (888) 876-8508.

9. Current Business Transactions

RapTel does not currently provide any type of telecommunications service.

RapTel is in the process of petitioning the states of Arizona, California, Colorado, Florida, Illinois, Iowa, Nevada and Wisconsin for long distance resale authority. In no instance has an application been denied or rejected.

10. A Detailed Description of how Applicant Intends to Market its Services, the Qualifications of its Marketing Sales Personnel, 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 interexchange services to its target market, which consists primarily of business and residential customers, through direct marketing, direct mailings, telemarketing and, perhaps, via televised infomercials. RapTel does not engage in multilevel marketing. Copies of RapTel brochures that will be used to assist in the marketing of Company services are not available as of this date.

11. Cost Support for Rates Shown in the Company's Tariff for all Noncompetitive or Emerging Competitive Services.

All services offered by the Applicant, as detailed in its tariff attached hereto as Exhibit 5, are competitive in nature. The Applicant does not offer noncompetitive or emerging competitive services at this time.

12. Statement of Compliance

RapTel agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the PUC. RapTel certifies and agrees that its interexchange telecommunications services will be provided in compliance with the rules and regulations of the PUC.

RapTel understands that the PUC may, at its discretion, require the production of an audited financial statement and additional information from the Applicant to supplement that contained in this Application. RapTel shall notify the PUC of any changes in subdivisions (1), (2), (6), (8), and (10), as they occur.

RapTel understands that certification as a public utility to provide interexchange telecommunications services is nontransferable and may be revoked by the PUC for violation of rules and regulations of the PUC.

13. Expeditious Treatment

RapTel desires to be licensed to offer the benefits of its services to the public at the earliest possible date. Therefore, it is requested that this Application be given expeditious treatment.

CONCLUSION

In view of the foregoing, RapTel Communications, LLC respectfully submits that the Public Convenience and Necessity would be served by grant of its petition for certification to operate as resold non-facilities-based provider of long distance telecommunications services within the State of South Dakota.

Respectfully submitted.

RapTel Communications, LLC

By: 

David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022
Representative of RapTel Communications, LLC

STATE OF MINNESOTA

COUNTY OF _____

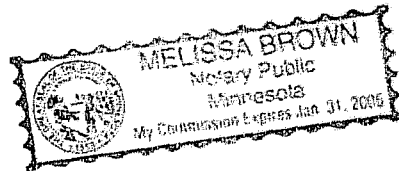
VERIFICATION

I, Clement Legault, declare that I am the President of RapTel Communications, LLC. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application and I declare that they are true and correct. In addition, I hereby assert my willingness to comply with all applicable federal and State laws, and the rules and orders of the Commission. Furthermore, I attest that for each area or exchange(s) that RapTel Communications, LLC proposes to serve, RapTel Communications, LLC agrees to offer the provisioning of service to all end-users within that area or exchange(s) on a non-discriminatory basis.

Clement Legault
Clement Legault

Sworn to me before, the undersigned Notary Public on this the 18 day of June, 2000.

Melissa Brown
Notary Public



Melissa Brown
Print or Type Name

EXHIBIT 1

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

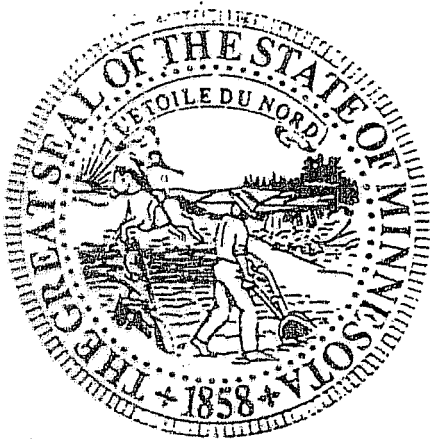
This limited liability company is now legally organized under the laws of Minnesota.

Name: GALAXY TELECOMMUNICATIONS, LLC

Charter Number: 14193-LLC

Chapter Formed Under: 322B

This certificate has been issued on 12/13/1999.



Mary Kiffmeyer
Secretary of State

17110

**ARTICLES OF ORGANIZATION OF
GALAXY TELECOMMUNICATIONS, LLC**

The undersigned organizer, being a natural person of 18 years of age or older, in order to form a limited liability company under the provisions of Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

ARTICLE I

NAME AND REGISTERED OFFICE

1.01 **Name.** The name of this limited liability company is GALAXY TELECOMMUNICATIONS, LLC. je

1.02 **Registered Office.** The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 111 South Broadway, Suite 301, Rochester, MN 55904.

ARTICLE II

MEMBERS AND MEMBERSHIP INTERESTS

2.01 **Membership Interests.** The membership interests of this limited liability company shall be ordinary membership interests entitled to vote as provided by law consisting of one class, without series, with equal rights and preferences in all matters unless and until separate classes and/or series of membership interests are authorized by the Board of Governors pursuant to Section 2.02 of these Articles of Organization.

2.02 **Classes and Series of Membership Interests.** The Board of Governors of this limited liability company may, from time to time, establish by resolution different classes and/or series of membership interests and may fix the rights and preferences of said membership interests in any class or series.

2.03 **Preemptive Rights.** No member of this limited liability company shall have any of the preemptive rights provided in Minn. Stat. Section 322B.33.

2.04 **Cumulative Voting.** No member of this limited liability company shall have the right to cumulate his, her or its votes in the election of governors or for any other purpose whatsoever.

2.05 **Transfer of Governance Rights.** A member may assign and transfer his, her or its governance rights with less than unanimous consent of the members of this limited liability company if and to the extent permitted in a member control agreement.

727866

MINUTES OF THE FIRST MEETING OF
THE BOARD OF GOVERNORS OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned, being all of the Governors of GALAXY TELECOMMUNICATIONS, LLC, a Minnesota limited liability company, who are named as first Governors in the Record of Action of the Organizer of the company dated December 9, 1999, which has been placed in the minute book preceding these minutes, and constituting a quorum of the Board of Governors of said Company, held the first meeting at the offices of the Company in Rochester, Minnesota, on the 9th day of December, 1999 at 10:00 A.M.

The following Governors of the Company were present:

A. E. Birdseye
Donald Soderberg
Andrew Chafoulias
Carl George
Michael Blake
Al Carlberg
Clement LeGault

Upon motion and by unanimous vote, _____ was elected temporary Chairman and _____ was elected temporary Secretary of the meeting.

The Chairman announced that the meeting was held pursuant to a Written Consent and Waiver of Notice signed by the Board of Governors of the Company named as such in the Record of Action of the Organizer; such Waiver and Consent was presented to the meeting and, upon motion duly made, seconded and unanimously carried, was made a part of the records of the meeting and now precedes the minutes of this meeting in the minute book of the Company.

The Chairman stated that the original Articles of Organization of the Company had been filed in the office of the Minnesota Secretary of State on December 9, 1999. The Chairman presented to the meeting a certified copy of said Articles of Organization which were unanimously approved by the Board of Governors and the Secretary was instructed to insert the Articles in the minute book of the Company.

The matter of the adoption of the Operating Agreement for the regulation of the Company was next considered. The Secretary presented to the meeting a form of Operating Agreement which Operating Agreement was duly considered and discussed. Upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Operating Agreement presented to this meeting and discussed be and the same is hereby approved and adopted as the Operating Agreement of the Company.

RESOLVED FURTHER, that the Secretary of this Company be and he hereby is directed to execute a certificate of adoption of said Operating Agreement and to insert said Operating Agreement as so certified in the minute book of the Company in the place provided therefor.

The matter of the adoption of the Member Control Agreement was next considered. The Secretary presented to the meeting a form of Member Control Agreement which Member Control Agreement was duly considered and discussed. Upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Member Control Agreement presented to this meeting and discussed be and the same is hereby approved and adopted as the Member Control Agreement of the Company.

RESOLVED FURTHER, that the Secretary of this Company be and he hereby is directed to execute a certificate of adoption of said Member Control Agreement and to insert said Member Control Agreement as so certified in the minute book of the Company in the place provided therefor.

After some discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the Company hereby accepts the Contribution Agreements of A. E. Birdseye, Donald Soderberg, Andrew Chafoulias, Carl George, Michael Blake, Al Carlberg and Clement LeGault and that the Company issue units of one class, common, and one series, voting, to the aforementioned persons in the following amounts:

A. E. Birdseye	100 units
Donald Soderberg	100 units
Andrew Chafoulias	100 units
Carl George	100 units
Michael Blake	100 units
Al Carlberg	250 units
Clement LeGault	250 units

RESOLVED FURTHER, that the Financial Rights and Governance Rights of the Members shall be as specified in Schedule A of the Member Control Agreement, to-wit:

	<u>Financial Rights</u>	<u>Governance Rights</u>	<u>Units</u>
A. E. Birdseye	10%	10%	100
Donald Soderberg	10%	10%	100
Andrew Chafoulias	10%	10%	100
Carl George	10%	10%	100
Michael Blake	10%	10%	100
Al Carlberg	25%	25%	250
Clement LeGault	25%	25%	250

RESOLVED FURTHER, that the value of the contribution of each Member shall be as stated in the Contribution Agreement of each member and/or as valued on Schedule "A" to the Member Control Agreement.

After some discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the acts and contracts of the organizer of this Company pertaining to the organization of this Company are hereby ratified and approved, and the Managers of this Company are authorized and directed to pay the expenses of organization and to reimburse the persons advancing funds to the Company for this

purpose.

The meeting proceeded to the election of Managers of the Company.

The following persons were duly elected to the offices indicated after their names, and their salaries were set as follows:

_____	President (Chief Manager)	\$
_____	Vice President	\$
_____	Secretary	\$
_____	Treasurer	\$

Each accepted their respective office, and thereafter the President presided at the meeting as Chairman and the Secretary recorded the minutes.

The Chairman stated that it would be desirable to authorize a Company bank account with _____ . After discussion, upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that this organization establish one or more deposit accounts with _____ upon such terms as may be agreed upon with that bank and that the President and Treasurer of this organization are authorized to establish such an account.

RESOLVED FURTHER, that _____ are authorized to draw checks on that account, signed, as provided herein with signatures certified to the bank by the Secretary of this organization. The bank is authorized to honor and pay all checks so signed, including those drawn to the order of any manager or any person authorized to sign them.

The President next proposed that it would be advisable for the Company to establish the Company's fiscal year. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the fiscal year of this Company shall end on December 31 of each year.

The President then stated that it would be appropriate to establish the date the Company would commence doing business. After noting that everything appeared to be in order to commence business, and after further discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that this Company commence doing business the 9th day of December, 1999.

There being no further business to come before the meeting, on motion duly made, seconded and unanimously carried, the meeting was adjourned.

IN WITNESS WHEREOF, the undersigned, being all of the Governors of the Company, hereby subscribe their names.

A. E. Birdseye

Donald Soderberg

Andrew Chafoulias

Carl George

Michael Blake

Al Carlberg

Clement LeGault

RECORD OF ACTION OF THE ORGANIZER

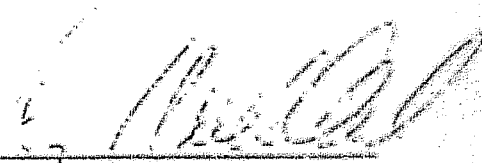
OF

GALAXY TELECOMMUNICATIONS, LLC

INASMUCH as Minnesota Statutes, Section 322B.60 provides that the organizer of a limited liability company may, by written action, elect the first board of governors of the company.

NOW, THEREFORE, the undersigned, being the organizer of GALAXY TELECOMMUNICATIONS, LLC records that effective the 9th day of December, 1999, he hereby elects the following persons as governors of the company to serve until the next regular meeting of members and until their successors shall have been elected and shall have qualified:

A. E. Birdseye
Donald Soderberg
Andrew Chafoulias
Carl George
Michael Blake
Al Carlberg
Clement LeGault



Craig W. Wendland

14190-LLC

AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
GALAXY TELECOMMUNICATIONS, LLC

I, the undersigned Organizer of GALAXY TELECOMMUNICATIONS, LLC, a limited liability company subject to the provisions of Chapter 322B Minnesota Statutes, do hereby certify that the resolutions as hereinafter set forth were adopted by the unanimous written authorization of the members and governors of this Company on January 31, 2000.

"RESOLVED, that Article I. of the Articles of Organization of this Company dated December 8, 1999, as same may have been amended from time to time, be amended vacated, abrogated and repealed and replaced with amended Article I. to read as follows:

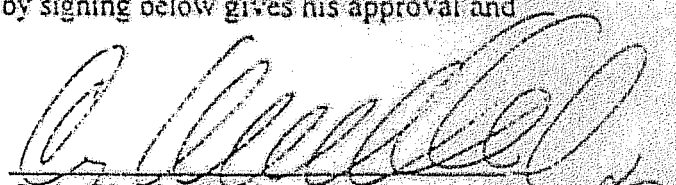
ARTICLE I.

NAME AND REGISTERED OFFICE

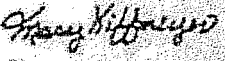
1.01 Name. The name of this limited liability company is RapTel Communications, LLC.

1.02 Registered Office. The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 111 South Broadway, Suite 301, Rochester, MN 55904.

IN WITNESS WHEREOF, the undersigned by signing below gives his approval and ratification to such action.


Craig W. Wendland

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB - 2 2000

Secretary of State

JOINT WRITTEN RECORD OF ACTION IN LIEU OF
A MEETING OF THE GOVERNORS AND MEMBERS OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned, being all of the governors and members of GALAXY TELECOMMUNICATIONS, LLC do hereby certify that the following is a written record of action as permitted by Minnesota Statutes effective as of January 31, 2000.

1. RESOLVED, that the governors and members of this Company hereby recommend, approve and adopt the proposed Amendment to the Articles of Organization of this Company ("Amendment") and hereby authorize and direct Craig W. Wendland, as attorney for the Company and as organizer of the Company, to execute the Amendment and send same to the appropriate office for filing.

IN WITNESS WHEREOF, the undersigned by signing below give their approval and ratification to such action.

A. E. Birdseye

Donald Soderberg

Andrew Chafoulias

Carl George

Michael Blake

Al Carlberg

Clement LeGault

EXHIBIT 2

State of South Dakota

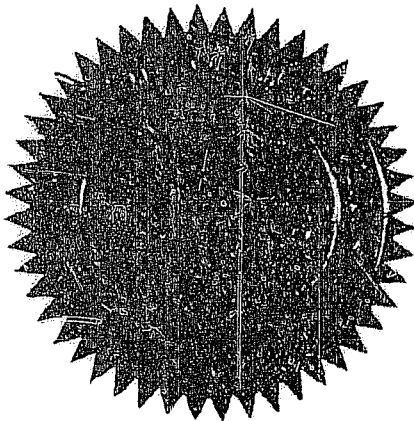


OFFICE OF THE SECRETARY OF STATE Certificate of Authority Limited Liability Company

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **RAPTEL COMMUNICATIONS, LLC (MN)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, 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 for certificate of authority.

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 May 15, 2000.



Joyce Hazeltine
Secretary of State

GenAuthLLC May 15 2000

Secretary of State
State of South Dakota
500 E. Capitol
Pierre SD 57501-5070
605-773-4845

RECEIVED
MAY 03 00
S.D. SEC. OF STATE
RECEIVED
MAY 15 00
S.D. SEC. OF STATE

FIRST ANNUAL REPORT OF A LIMITED LIABILITY COMPANY

1. The name of the Limited Liability Company is:
RapTel Communications, LLC
2. The state or country under whose law it is organized is:
Minnesota
3. The address of its registered office and the name and address of its registered agent for service of process in South Dakota is:
CT CORPORATION SYSTEM, c/o CT CORPORATION SYSTEM, 319 S. Coteau Street, Pierre, South Dakota 57501
4. The address of its principal office is:
111 South Broadway, Suite 301
Rochester, MN 55904
5. The names and business addresses of any managers:
See attached list.
6. The dollar amount of the total agreed contributions to the limited liability company is
\$ 125,000*

Date: 5-3-00

Clement Legault
Signature & Title
Clement Legault, Member

* FILING FEE:

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$ 90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150 for first \$100,000 plus \$.50 for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars.

EXHIBIT 3

PARTNERS

Clement Legault
P.O. Box 1074
Fairbault, MN 55021
507-292-5959
fax 507-282-5915

Al Carlberg
2381 Pickwick Drive
Henderson, NV 89014
702-454-5703

Mike Blake
910 Folwell Drive SW
Rochester, MN 55902
507-252-5300
fax 507-252-5511

Carl George
2212 Olive Ave South
Minneapolis, MN 55405
612-381-1283
fax 612-333-3299

Art Birdseye
Rochester Intern. Airport
Rochester, MN 55902
507-288-5969
fax 941-498-1229 (FL)

Don Soderberg
P.O. Box 7101
Rochester, MN 55903
507-288-4213
fax 507-288-8208

Andy Chafoulias
P.O. Box 249
Rochester, MN 55903
507-289-5556
fax 507-282-5915

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

AL CARLBERG

2331 Pickwick Dr.
Henderson, Nevada 89014
Phone: (702) 454-5703

MANAGEMENT QUALIFICATIONS

- Twenty five (25) plus years of successful experience in marketing, sales, management.
- Sound organizational skills.
- Superior ability to select, hire, train, supervise and build a successful marketing and sales team.
- Excellent speaker, motivator and leader.
- Success in exceeding goals for marketing and sales.
- Outstanding interpersonal skills.

EDUCATIONAL ACHIEVEMENTS

WHITWORTH COLLEGE, Spokane, Washington
M.A. in Education 1969

THE COLLEGE OF IDAHO, Caldwell, Idaho
B.A. in English and Social Studies 1963

WORK EXPERIENCE

RAPIEL COMMUNICATIONS, Inc., (1999-Present)

Co-Owner

- Designed national marketing program.
- Worked jointly with owners and board members to complete required phases to obtain national re-seller agreement from Qwest Communications.
- Assist with budget.
- Design marketing tools.

NOS COMMUNICATIONS, 1998-1999

Manager

- Supervised Long Distance Sales team.
- Trained Sales Representatives.
- Assisted sales staff with final closing.
- Provided routine management reports.

U S WEST COMMUNICATIONS, 1997-1998

Marketing Representative

- Successfully completed three month training program of information regarding all products and services offered to residential and business customers of U S West.
- Initiated, processed and follow-up work provided for orders requesting: local and long distance service, market expansion lines, toll over numbers, set up of 800 numbers, voice mail, all variations of call forwarding, dial service, internet, wireless, all variations of fax lines and services, pagers, centers.

MARKETING AND SALES CONSULTANT, Scottsdale, AZ (1972-1996)

Self employed as a Marketing/Sales Consultant for retirement communities, assisted living and skilled nursing facilities.

SPRING MANAGEMENT COMPANY, Phoenix, AZ (1969-1972)

Vice President of Marketing.

RETIREMENT CENTERS OF AMERICA, Phoenix, AZ (1963-1969)

Regional Marketing Director.

Retirement Centers of America developed and operated CCRC and life-care retirement communities. My responsibilities included all aspects of the marketing of Retirement Communities and Health Care Centers throughout the United States.

EVERGREEN REALTY, Coeur d'Alene, Idaho (1972-1983)

Owner and Broker.

- owned and operated real estate firm.
- Listed, sold, developed and managed all forms of real property.

MIDDLETON HIGH SCHOOL, Moscow, Idaho (1963-1972)

- Teacher in Government and History.
- Head Basketball Coach and Athletic Director.

References Available Upon Request

Jonathan R. Ewing

1322 E. Sheena Dr.
Phoenix, Az 85022

Tel # (602) 789-1110

Fax # (602) 789-1010

Summary of Qualifications

Proven Professional offering more than 20 years of highly successful Sales and Management experience reflecting demonstrated performance and recognized accomplishment in the following significant areas:

Sales/Marketing

- > Strong prospecting, territory development, and cold calling
- > Solid account management, client relations, customer service and satisfaction
- > Developing and implementing successful sales programs and marketing strategies

Operations

- > Providing leadership, motivation and direction
- > Instituting standards of quality and service
- > Controlling costs and increasing profitability

Personal Development

- > Promoting teamwork with emphasis on communication and customer service
- > Recruiting, selection, training and motivation of quality staff
- > Assisting in employee development and advancement

Quickly establish positive client rapport and beneficial ongoing relations.
Personably and imaginatively relate to customers across socio-economic levels.

Exceptional, intuitive negotiation and closing skills. Profit oriented, assertive and persuasive, yet flexible when meeting changing needs of customers.

Excellent oral and written communicator with a strong phone presence. Carefully listen to quality potential client, assess needs, and influentially recommend products and services.

Extremely organized. Efficiently set and achieve emergent schedules and agendas. Productively perform independently or as a contributing member of a group.

Proven Team Player!

Attentive to detail and thorough follow through enhance ability to render prompt, knowledgeable decisions and diplomatic, cost-effective resolution to problems and client concerns.

Conscientious, confident, and extremely dependable producer. Voluntarily put forth extra effort to achieve goals and objectives.

Professional Overview:

Mar. 1999- Team Manager

Present

N.O.S. Communications

Successfully manage team of employees cold calling in a nationwide telecommunications industry. Teach and develop opening prospects and closing skills.

April 1997- Sales Consultant-

Jan. 1998

US West Communications

1993-

Sales Consultant-

1997

MCI Communications

1989-

Directory Assistance Operator-

1993

US West Communications

1980-

General Manager / President

1989

Jonathan Rwing Company, Phoenix, Arizona

Successfully manage all aspects of this profitable home improvement and residential remodeling concern including all sales, personnel, administrative and accounting functions.

Effectively conduct market research and territory development. Create and implement sales strategies and promotions, as well as write and purchase advertising. Develop sales goals and quotas, plus initiate sales programs and direct the activities of five sales closing specialists.

Successfully prospect and cold call potential clients; perform account management and continued customer service to achieve maximum customer satisfaction. Established and sustain a highly productive referral / networking system and beneficial client relations base.

Recruit, interview and hire telemarketing, production and support personnel. Provide ongoing training, motivation and supervision for up to 30 employees prepare project and staff schedules.

Serve as principal liaison with manufacturers, conduct vendor negotiations and all production material purchases. Review invoicing to ensure agreement terms and billing accuracy.

Monitor office operations, institute incentive programs, evaluate, assist and advance staff to ensure a positive, motivated working environment. Observe onsite progress, troubleshoot and resolve problems, conduct final inspection of complete projects.

> Profitably developed and cultivated \$30-thousand in weekly sales and an overall multi-million dollar sales portfolio.

1975-

Independent Manufacturer's Representative

Clement D. Legault

PROFESSIONAL EXPERIENCE:

1992 to Present

Independent Consultant

Clement D. Legault develops, implements, and consults to a variety of clients focusing on enhancing present distribution and developing new channels of distribution, focusing on sales and marketing development.

Offers comprehensive, modular marketing approach to various distribution channels.

1988 to 1992

CAMBRIDGE CELLULAR, INC.

Vice President, Sales and Marketing

Reported directly to the President. Responsible for local, regional, and national marketing and sales activities.

Directed strategic forces of Ameritech Mobile Communications, Inc. via Agent Program to balance sales/marketing approach focusing on retailers.

Introduced new channels of distribution. Personally developed the True Value and Ace Hardware programs making them the largest channels of distribution in the country.

1984 to 1988

SALES DYNAMICS, INC.

President

Sales and Marketing firm specializing in developing channels of distribution and implementing the system designed. Developed sales training system for various companies. Focused on planning, directing, and coordinating the efforts of marketing and sales personnel toward the accomplishment of corporate objectives. Clients included Fortune 100, Fortune 500, and various small companies. Responsible for the 800 Doctor Program - teaching doctors how to increase patient base.

1980 to 1984

GALAXY FURNITURE, INC.

President

Coordinated and directed the activities of the corporation in accordance with the policies and objectives established by the directors. Specific functions included assisting in the development of policies regarding all corporate functions and directing management in all business activities. Responsibilities also included directing the buying and merchandising activities of the corporation.

1975 to 1980

INTERNATIONAL HOME MARKETING, INC.
INTERNATIONAL HOME FURNISHINGS, INC.
Sales Manager, Store Manager
Director of Marketing

Responsibilities included the operation and profitability of the retail stores. Duties included controlling operating costs; implementing merchandising/sales programs; supervising store management; and supervising all other store related activities.

Responsibilities grew to marketing the company's products and services in compliance with such corporate objectives as maximizing sales volume, profitability, and market share. Developed sales programs and appraised their results against planned objectives and approved the expense budgets for sales personnel for all stores. Increased sales for international home marketing ten fold.

1972 to 1975

STEED INDUSTRIES, INC.
Sales Representative, Sales Manager, Sales Trainer

Responsibilities included the sales and marketing of the company's products to the automotive after market dealer. Responsibilities grew to include managing sales force within that market. Reported, tracked, and developed sales goals for regional area. Areas of responsibility grew to include all sales training and developing sales training programs. Became the company's youngest national sales trainer and established all new sales performance records.

1970 to 1972

STATE LIFE INSURANCE
Sales Representative

Responsibilities included sales effort in marketing various insurance benefits to clients. Attained Million Dollar Round Table within four months and by first year and ranked sixth nationwide.

EDUCATIONAL CREDENTIALS:

Bachelor of Arts and Science
Southern Illinois University, Carbondale, Illinois

In an effort to develop and grow both personally as well as professionally, I have actively participated in sales and marketing seminars such as Zig Ziglar, J. Douglas Edwards, and Dale Carnegie Institute.

EXHIBIT 4

CONTINUATION

1

-

Profit & Loss Statement

	2000 Feb	2000 Mar	2000 Apr	2000 May	2000 Jun	2000 Jul	2000 Aug	2000 Sep	2000 Oct	2000 Nov	2000 Dec	2001 Jan	2001 Feb	2001 Mar	Total
Revenues:															
Number of new Mels	-	-	-	500	1,000	2,000	4,000	6,000	10,000	15,000	25,000	25,000	50,000	50,000	188,500
Profit per Mel	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00
Mel Profits	\$ -	\$ -	\$ -	\$ 2,500	\$ 5,000	\$ 10,000	\$ 20,000	\$ 30,000	\$ 50,000	\$ 75,000	\$ 125,000	\$ 125,000	\$ 250,000	\$ 250,000	\$ 942,500
Number of new inmates															
Average phone bill	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00
	\$ -	\$ -	\$ -	\$ 9,000	\$ 18,000	\$ 36,000	\$ 72,000	\$ 108,000	\$ 180,000	\$ 270,000	\$ 450,000	\$ 450,000	\$ 900,000	\$ 900,000	\$ 3,393,000
Prior month revenues	\$ -	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 172,500	\$ 280,600	\$ 460,690	\$ 730,710	\$ 1,180,705	\$ 1,630,700	\$ 2,530,690	\$ 7,113,099
Less: Customer loss prior mo.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (29,900)	\$ (49,910)	\$ (74,960)	\$ (125,005)	\$ (125,005)	\$ (250,010)	\$ (274,988)	\$ (929,799)
Carry over from prior month	\$ -	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 142,600	\$ 230,690	\$ 385,710	\$ 605,705	\$ 1,055,700	\$ 1,380,690	\$ 2,255,702	\$ 6,183,299
Gross Revenues	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 172,500	\$ 280,600	\$ 460,690	\$ 730,710	\$ 1,180,705	\$ 1,630,700	\$ 2,530,690	\$ 3,405,702	\$ 10,518,799
COS:															
# of Customers	-	-	-	500	1,500	3,500	7,500	12,200	20,030	31,770	51,335	70,900	110,030	148,074	
Ave # minutes	120	120	120	120	120	120	120	120	120	120	120	120	120	120	
Total minutes	-	-	-	60,000	180,000	420,000	900,000	1,464,000	2,403,600	3,812,400	6,160,200	8,508,000	13,203,600	17,768,880	54,880,680
Cost per minute	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085
	\$ -	\$ -	\$ -	\$ 5,100	\$ 15,300	\$ 35,700	\$ 76,500	\$ 124,440	\$ 204,306	\$ 324,054	\$ 523,817	\$ 723,180	\$ 1,122,306	\$ 1,510,355	\$ 4,664,850
Billing Charge (\$2/smt)	-	-	-	1,000	3,000	7,000	15,000	24,400	40,080	63,540	102,670	141,800	220,060	296,148	914,670
Gross Profit	\$ -	\$ -	\$ -	\$ 7,400	\$ 22,200	\$ 51,800	\$ 111,000	\$ 180,560	\$ 296,444	\$ 470,186	\$ 759,758	\$ 1,049,320	\$ 1,628,444	\$ 2,191,495	\$ 6,768,610
Expenses:															
Sales Salaries (Client/Al)	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 151,620
P/R: Employer Costs	-	-	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	16,920
Sales Commissions (\$0.15/pm)	-	-	-	900	2,700	6,300	13,500	21,960	36,054	57,186	92,403	127,820	198,054	266,533	823,211
Billing Service (\$1.85/customer)	-	-	-	925	2,775	6,475	13,875	22,570	37,058	58,775	94,970	131,165	203,556	273,937	846,071
Legal/Accounting	2,479	5,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	19,470
Legal-Tariffs	-	8,750	7,300	7,300	38,650	10,000	-	-	-	-	-	-	-	-	70,000
Insurance	-	300	300	300	300	300	300	300	300	300	300	300	300	300	3,600
Travel/Lodging	1,000	2,500	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	87,500
Postage/Shipping	-	-	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	45,600
Rent	-	-	-	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	13,200
Office Supplies	-	300	300	300	300	300	300	300	300	300	300	300	300	300	3,900
Printing	-	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	32,500
Telephone 800#	-	500	500	750	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	11,750
Telephone	-	350	125	125	125	125	125	125	125	125	125	125	125	125	1,625
Cell Phones	-	400	400	400	400	400	400	400	400	400	400	400	400	400	4,800
Telemarketing/customer support/adms	-	1,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	92,800
Outside Consultants	1,100	1,900	1,000	-	-	-	-	-	-	-	-	-	-	-	6,000
Miscellaneous	500	500	500	500	500	500	500	500	500	500	500	500	500	500	6,000
Administrative salaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advertising	1,300	500	5,000	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	34,300
Equip. leases	-	300	300	300	300	300	300	300	300	300	300	300	300	300	3,600
Utilities	-	75	75	75	75	75	75	75	75	125	125	150	150	150	1,100
	\$ 19,209	\$ 34,030	\$ 43,265	\$ 50,815	\$ 64,625	\$ 64,815	\$ 69,515	\$ 66,870	\$ 115,240	\$ 159,151	\$ 229,563	\$ 301,600	\$ 443,829	\$ 581,845	\$ 2,232,200
Net Profit	\$ (19,209)	\$ (34,030)	\$ (43,265)	\$ (41,815)	\$ (16,185)	\$ (13,115)	\$ 41,485	\$ 93,890	\$ 181,195	\$ 312,946	\$ 530,195	\$ 748,320	\$ 1,186,620	\$ 1,609,650	\$ 4,485,510

Additional items requiring cash:
 3 computers / printers 8000 April
 Office furnishings 10000 May

CONTINUATION

#

2

of pages

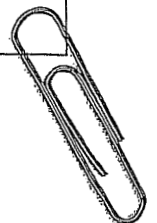


EXHIBIT 5

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by RapTel Communications, LLC with principal offices located at 111 South Broadway, Suite 301, Rochester, MN 55904. This tariff applies to services furnished within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: _____
By: _____

Effective: _____

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

CHECK SHEET

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

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

Issued: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

TABLE OF CONTENTS

Title Page 1

Check Sheet 2

Table of Contents 3

Section 1 -- Technical Terms and Abbreviations 6

Section 2 -- Rules and Regulations 8

Section 3 -- Description of Service 14

Section 4 -- Rates 17

Issued: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

EXPLANATION OF SYMBOLS

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

- D - Delete or Discontinue
- I - Change Resulting in an Increase to a Customer's Bill
- M - Moved from Another Tariff Location
- N - New
- R - Change Resulting in a Reduction to a Customer's Bill
- T - Change in Text or Regulation but no Change in Rate or Charge

Issued: _____

Effective: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the SDPUC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the SDPUC follows in their tariff approval process, the most current sheet number on file with the SDPUC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).1.
 - 2.1.1.A.1.(a).1.(i).
 - 2.1.1.A.1.(a).1.(i).(1).
- D. **Check Sheets** - When a tariff filing is made with the SDPUC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the SDPUC.

Issued: _____
By: _____

Effective: _____

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a RapTel Communications, LLC network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable the customer to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Company or Carrier - RapTel Communications, LLC

Customer - The person, firm, corporation or other entity which orders service and is responsible for both payment of charges due and compliance with the Company's tariff regulations.

Calling Card - A card issued by the Company, the customer's Local Exchange Company, authorized vendor, or other common carrier which allows the customer to make telephone calls and bill calls to the Calling Card by entering a PIN.

Card Number - A multi-digit identifying number which may be printed on each Calling Card, which may also be referred to in this tariff as a PIN.

Day - From 8:00 a.m. up to, but not including, 5:00 p.m. local time Monday through Friday.

Evening - From 5:00 p.m. up to, but not including 11:00 p.m. local time Sunday through Friday.

SDPUC - The South Dakota Public Utilities Commission.

Issued: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

Holidays - RapTel Communications, LLC's recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Thanksgiving Day, and Christmas Day.

Local Exchange Company - A company which furnishes local exchange telephone service.

Major Credit Card - A universally accepted charge card. MasterCard, VISA, Diner's Club International, American Express and Carte Blanche are examples of major credit cards which the Company may accept.

Night/Weekend - From 11:00 p.m. up to, but not including, 8:00 a.m. Sunday through Friday, and 8:00 a.m. Saturday up to, but not including 5:00 p.m. Sunday.

PIN(s) - One or more multi-digit (usually 8 or more) personal identification numbers which have been assigned to a customer to use with a designated 800 number, or other access number, to access the Company's network.

Underlying Carriers - Those SDPUC approved telecommunications service providers whose services the Company resells to its customers under the provisions of this tariff.

Issued: _____
By:

Effective: _____

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of RapTel Communications, LLC

RapTel Communications, LLC's facilities are furnished for communications originating at specified points within the State of South Dakota under terms of this tariff.

RapTel Communications, LLC operates, and maintains the communication services provided hereunder in accordance with the terms and conditions set forth under this tariff. When authorized by the customer, the Company may act as the customer's agent for ordering access connection facilities provided by other carriers or entities to allow connection of a customer's location to the RapTel Communications, LLC network. The customer shall be responsible for all charges due for such service arrangement.

The Company's services are provided on a monthly basis unless ordered on a longer time basis, and are available 24 hours per day, seven days per week.

2.2 Limitations

2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.

2.2.2 RapTel Communications, LLC reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this tariff.

Issued: _____
By: _____

Effective: _____
Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 2 - RULES AND REGULATIONS (contd.)**2.2 Limitations (contd.)**

- 2.2.3 All services provided under this tariff are directly controlled by RapTel Communications, LLC and the customer may not transfer or assign the use of service, except with the express consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the Company is required before 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.

2.3 Liabilities of the Company

- 2.3.1 RapTel Communications, LLC's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring due to the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.
- 2.3.2 RapTel Communications, LLC 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 transmitted over the Company's facilities.
- (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by RapTel Communications, LLC.

Issued: _____
By: _____

Effective: _____

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 2 - RULES AND REGULATIONS (contd.)

2.4 Interruption of Service

2.4.1 Credit allowances for the interruption of service, which is not due to the Company's testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

Before giving such notice, the customer shall ascertain that the trouble is not being caused by an action or omission by the customer within the customer's control, or is not due to the wiring or equipment, if any, furnished by the customer and connected to the Company's facilities.

2.4.2 For the purposes of credit computation, every month shall be considered to have 720 hours.

2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.

2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" -- outage times in hours

"B" -- total fixed monthly charge for affected facility

Issued: _____
By: _____

Effective: _____

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 2 - RULES AND REGULATIONS (contd.)

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer obtained service fraudulently; or
- 2) A safety hazard is found on the customer's premises.

2.6 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rerouting, substitution of component parts or pathways, and other means, as determined necessary by the Company.

2.7 Billing Periods

The customer will receive an itemized statement of account after the 30-day cycle.

2.8 Understanding Your Statement of Account

Your statement will outline specific charges or adjustments for RapTel Communications, LLC's services incurred and paid for during the preceding 30-day period.

2.9 Questions About Your Statement of Account

If the customer has questions about RapTel Communications, LLC's charges that may appear on its statement of account, the customer may call the RapTel Communications, LLC service representative toll free at (888) 876-8508.

Issued: _____

Effective: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 2 - RULES AND REGULATIONS (contd.)

2.10 Special Promotions

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.11 Billing Dispute

In the event the customer is not satisfied with the Company's resolution of a billing dispute, the customer may make application to the SDPUC for review and disposition of the matter. Customers may contact the Commission toll free at (800) 332-1782 or by mail at the Public Utilities Commission, Capitol Building, 1st Floor, 500 East Capitol Avenue, Pierre, SD 57501-5070.

2.12 Forms of Payment

For the protection of the customer, customers should send checks or money orders payable in United States dollars with their account number, area code, and telephone number included. Cash should not be sent. Unless otherwise required by law, tariff or Commission order, partial payments received without customer direction will be prorated by RapTel Communications, LLC.

2.13 Advanced Payments

The Company does not require advance payments.

2.14 Responsibility of the Company

The Company endeavors to provide the best long distance service possible at a fair and competitive price. In turn, the customer is responsible for paying his/her bills on time and must report any problems in a timely manner so that they can be corrected.

Issued: _____

Effective: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 2 - RULES AND REGULATIONS (contd.)

2.15 Frequency Restrictions

There are no frequency restrictions.

2.16 Credit for Incomplete Calls

There will be no charge assessed to the customer for incomplete calls.

2.17 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all Company services.

2.18 Deposits

The Company does not require a deposit from the customer.

2.19 Taxes

All State and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

Issued: _____

Effective: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 3 - DESCRIPTION OF SERVICES**3.1 Usage Based Services**

The Company's charges are based on the actual usage of the Company's services, in addition to any special features and/or service options, utilized by the customer. Charges begin when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the Underlying Carrier sends a signal to the switch. Charges cease when either party (called or calling) hangs up, unless chained calling is permitted and, in such case, the charges will cease when the calling party hangs up.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the non-facilities based, switchless resale of the tariffed Software Defined Network (SDN) Service offered by various Underlying Carriers. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of customers needing to communicate between geographic locations within the State. The method of mileage calculation utilized by the Company mirrors that of Bell Communications Research and NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

Each service customer is charged individually for each call on a conversation minute basis. Each call is measured and charged at the applicable rate for the initial six (6) second period or fraction thereof, and then at the applicable rate for each additional six (6) second period or fraction thereof. The minimum length of a call is six (6) seconds. See Section 4, Rates, for the applicable rate schedule.

Issued: _____
By: _____

Effective: _____

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.2 Long Distance Network Service** (contd.)

Dedicated access circuits may be provided and billed by the underlying carrier. Dedicated access channels may be purchased from carriers other than the underlying carrier only in accordance with SDPUC rules or if the special access channel is jurisdictionally interstate. Charges for the dedicated access channel are determined by the access provider.

3.3 Calling Card Service

3.3.1 This service permits use of a Calling Card to access and pay for the Company's telecommunications services.

3.3.2 Customers obtain the service by dialing an 800 number or other Access Codes to access the Company's network. The customer is prompted by an automated voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Company's processor tracks the call duration from when the call is answered by the Company's processor for rating purposes on a real time basis. Billing for all calls ends when the called party hangs-up.

3.4 Directory Assistance Service

Directory Assistance Service is provided to assist subscribers in obtaining telephone numbers.

3.5 Accessing Service

The service provided by the Company is one way dial in - dial out, multi-point telecommunications services, allowing the customer to originate calls through the network facilities of the Underlying Carriers. Access to the Company may differ dependent upon the type of exchange access service provided by the local exchange telephone company to the Underlying Carriers.

Issued: _____

Effective: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.6 Availability of Service**

The services provided through the Company, are available where equal access and the Billing Systems of its Underlying Carriers are provided.

3.7 Locations of Service

The services offered by the Company are to be available statewide, where the long distance services of its Underlying Carriers are available. The services offered by the Company are not intended to be limited geographically.

3.8 Timing of Calls

3.8.1 Long distance usage charges are based on usage of RapTel Communications, LLC's service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.

3.8.2 Minimum call duration and usage measurement and rounding for debiting purposes is specified on per-product basis in the rate section of this tariff.

3.8.3 There is no charge applied for incomplete calls.

3.9 Market Expansion Line Service

A remote call forwarding feature which enables Customers to forward their extensions to outside interstate long distance telephone lines. The Company's telephone system supports this feature offered by the local exchange carrier ("LEC") in the city where the local number is established without offering the enhanced call forwarding features. The Company provides the interstate long distance line that ports the call from the LEC central office to the terminating station located in an outside calling area.

Issued: _____

By: _____

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

SECTION 4 - RATES

4.1 Long Distance Telecommunications Network Usage Rates

- 4.1.1 The calls placed through the Company are rated using one of the following schedules. The charges for all calls during a billing month will be totaled. If the total charge includes a fraction of a cent, the fraction is rounded to the next whole cent (e.g., \$4,101.345 would be rounded to \$4,101.35).
- 4.1.2 Day, Evening and Night rate periods apply to Long Distance Telecommunications Network Usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m., Monday through Friday and 5:00 p.m. to, but not including 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

4.2 Calling Card Service

- 4.2.1 Except to the extent modified in this section, the provisions of Section 4.1 are applicable to Calling Card Service.
- 4.2.2 Customers will be billed the following operator handling charge for each automated operator assisted Calling Card call.

Per Call Charge	\$1.50
-----------------	--------

- 4.2.3 Customers will be billed the following per call surcharge for Calling Card services.

Per Call Charge	\$1.25
-----------------	--------

Issued: _____

Effective: _____

By:

Mr. Clement Legault, President
 RapTel Communications, LLC
 111 South Broadway, Suite 301
 Rochester, MN 55904

SECTION 4 - RATES (contd.)

4.3 Long Distance Network And Calling Card Usage Rates

4.3.1 South Dakota Intrastate Intralata Rates (Switchless Resale)

4.3.1.A Schedule A
(dial-up to dial-up service)

	<u>Day</u>		<u>Even</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min

4.3.1.B Schedule B
(Dial-up to dedicated or dedicated to dial-up service)

	<u>Day</u>		<u>Even</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min

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Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 4 - RATES (contd.)

4.3 Long Distance Network And Calling Card Usage Rates (contd.)

4.3.1 South Dakota Intrastate Intralata Rates (Switchless Resale) (Cont'd)

4.3.1.C

Schedule C

(dedicated to dedicated service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges mo.</i>	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min
Gold <i>Min. of \$25 LD Calling Charges mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min

4.3.2 Inbound 800 Service.

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges mo.</i>	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min
Gold <i>Min. of \$25 LD Calling Charges mo.</i>	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min
Silver <i>No minimum</i>	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min

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Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 4 - RATES (contd.)

4.3 Long Distance Network And Calling Card Usage Rates (contd.)

4.3.3 Calling Card Service.

4.3.3.A Schedule A
(dial-up to dial-up service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

4.3.3.B Schedule B
(Dial-up to dedicated or dedicated to dial-up service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

Issued: _____
By: _____

Effective: _____
Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 4 - RATES (contd.)

4.3 Long Distance Network And Calling Card Usage Rates (contd.)

4.3.3 Calling Card Service.

4.3.3.C Schedule C
(dedicated to dedicated service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

4.4 Directory Assistance Service

4.4.1 RapTel Communications, LLC's customers will be charged at the following per call charge for each directory assistance call. The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

Per Call Charge \$0.99

Issued: _____

Effective: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 4 - RATES (contd.)

4.5 Monthly Service Charge

4.5.1 Customers will be billed the following monthly service charge.

Monthly Service Charge \$4.95

4.6 Market Expansion Line Service Charges

*Cost per Minute \$0.15
*Set up Fee \$5.00
*Monthly Service Charge \$5.00

* Does not include and is made subject to any charges imposed by the Local Exchange Carrier.

Issued: _____

Effective: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

SECTION 4 - RATES (contd.)

4.7 Exemptions and Special Rates

4.7.1 Directory Assistance for Handicapped Persons:

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving handicapped individuals. The Company shall charge the prevailing tariff rates for every call in excess of fifty within a billing cycle.

4.7.2 Hearing and Speech Impaired Persons:

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.7.3 Telecommunications Relay Service:

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is either both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

Issued: _____

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____



TELECOM CERTIFICATION & FILING, INC.
485 MADISON AVENUE
NEW YORK, NEW YORK 10022-5803
TEL (212) 546-9090
FAX (212) 753-8101
e-mail: dklein@telfile.com

RECEIVED

JUN 13 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

June 12, 2000

VIA FEDERAL EXPRESS
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: RapTel Communications, LLC

Dear Sir/Madam:

Enclosed please find a copy of my cover letter dated June 9, 2000 and check no. 005052 in the amount of Two Hundred Fifty dollars (\$250.00) that was inadvertently left out to cover the filing fee of RapTel Communications, LCC's Application for a Certificate of Authority to provide non-facilities based interexchange carrier telecommunications services in the State of South Dakota.

At your earliest convenience, please date stamp and return the copy of this cover letter to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

Alice Rodriguez
Project Manager



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5809

TEL (212) 546-9000

FAX (212) 753-8101

e-mail: dklein@telfile.com

June 9, 2000

VIA FEDERAL EXPRESS

South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: RapTel Communications, LLC

Dear Sir or Madam:

Enclosed for filing, please find one original and ten (10) copies of RapTel Communications, LLC's Application for a Certificate of Authority to provide non-facilities based interexchange carrier telecommunications services in the State of South Dakota, along with its proposed tariff.

At your earliest convenience, please date stamp and return the copy of this cover letter to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

A handwritten signature in dark ink, appearing to read 'David O. Klein', is written over a large, light-colored scribble or stamp. The signature is written in a cursive style.

David O. Klein

Enc.

AR2112-03/036974

⑆005052⑆⑆091000022⑆104755815610⑆

AUTHORIZED SIGNATURE



PAY TO THE ORDER OF

Two Hundred Fifty and 0/100 Dollars
S. D. Public Utilities Commissi

Memo:

CHECK NO.

5052

DATE

MAY 16, 2000

AMOUNT

*****\$250.00

P.O. BOX 249
ROCHESTER, MN 55903
PH. (507) 289-5556

GALAXY TELECOMMUNICATIONS, INC.

US BANK
11-HOUR BANKING
1-800-673-3535
17-2910

005052

5/16/00 5052 S. D. Public Utilities Commissi \$250.00

TC 00-092

051100

GALAXY TELECOMMUNICATIONS, INC.

5/11/00

250.00

005052

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of June 8, 2000 through June 14, 2000

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

TELECOMMUNICATIONS

TC00-090 In the Matter of the Application of KDD America, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

KDD America, Inc. is seeking a Certificate of Authority to provide resold interexchange telecommunications services in South Dakota. The applicant intends to provide WATS and MTS services. Applicant will offer services to its subscribers using facilities of the communications networks of Frontier, other facilities-based IXCs and the local exchange telephone companies.

Staff Analyst: Keith Senger
Staff Attorney: Karen E. Cremer
Date Docketed: 06/09/00
Intervention Deadline: 06/30/00

TC00-091 In the Matter of U S WEST Communications, Inc.'s Classification of Certain Services.

The issue before the Commission in this docket will be whether Pay Per Call Restriction; Billed Number Screening; Toll Restriction; and Blocking for 10XXX1+/10XXX011+ are fully competitive services as classified by U S WEST in Docket TC99-099. The Commission requests that U S WEST explain why these services should be considered as fully competitive services. The Commission is interested in knowing whether these services are currently being provided by interexchange carriers.

Staff Analyst: Harlan Best
Staff Attorney: Camron Hoseck
Date Docketed: 06/09/00
Intervention Deadline: 06/30/00

TC00-092 In the Matter of the Application of RapTel Communications, LLC for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

RapTel Communications, LLC has filed a request for a Certificate of Authority to offer resold non-facilities-based interexchange telecommunications services throughout South Dakota. RapTel proposes to acquire and resell various voice and data

communications services offered by interexchange carriers, and to package and provide these services for the specialized functions and needs of its customers.

Staff Analyst: Heather Forney
Staff Attorney: Cannon Hosack
Date Docketed: 06/13/00
Intervention Deadline: 06/30/00

TC00-063 In the Matter of the Application of Sterling Time Company for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

Sterling Time Company has filed a request for a Certificate of Authority. Sterling Time Company is a switch-based reseller which intends to offer 1+ and 101XXXX direct outbanded dialing, 800/845 toll-free inbound dialing, travel card service, and prepaid calling card service throughout South Dakota.

Staff Analyst: Michele Fante
Staff Attorney: Karen E. Cremer
Date Docketed: 06/14/00
Intervention Date: 06/30/00

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/>



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5809

TEL (212) 546-9090

FAX (212) 759-8101

e-mail: dklein@teffile.com

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SEP 06 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

September 5, 2000

VIA FEDERAL EXPRESS

Heather Forney, Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: RapTel Communications, LLC - Docket No. TC00-092

Dear Sir or Madam:

Enclosed for filing, please find one original and ten (10) copies of RapTel Communications, LLC's Amended Application for a Certificate of Authority to provide non-facilities based interexchange carrier telecommunications services in the State of South Dakota, along with its revised proposed tariff.

For your convenience, the following item numbers have been revised or inserted since RapTel's initial Application was filed with the South Dakota Public Utilities Commission on June 12, 2000:

- 1) Item No. 1 - FIN has been included;
- 2) Item No. 8 - Customer Billing: Revised;
- 3) Item No. 8 - Customer Service: Revised;
- 4) Item No. 9 - Current Business Transactions: RapTel has been granted authority in several states since initial filing; and
- 5) Item Nos. 14 through 16: Have been inserted not revised.

00038462;1



TELEGOM CERTIFICATION & FILING, INC.

At your earliest convenience, please date stamp and return the copy of this cover letter to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

A handwritten signature in cursive script that reads 'Alice Rodriguez'.

Alice Rodriguez
Project Manager

Enc.

AR/2112-03-038462

RECEIVED

SEP 06 2000

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

In the Matter of the Application of)
RapTel Communications, LLC)
for a Certificate of Public Convenience)
and Necessity to Provide Resold Long)
Distance Telecommunications Services)

Docket No. TC00-092

**AMENDED APPLICATION FOR A CERTIFICATE OF
PUBLIC CONVENIENCE AND NECESSITY**

RapTel Communications, LLC (hereinafter "RapTel") hereby requests that the South Dakota Public Utilities Commission ("PUC") issue a Certificate of Public Convenience and Necessity granting RapTel authority to provide resold non-facilities based interexchange telecommunications services in the State of South Dakota. In support thereof, the following information is provided:

1. Name, Address and Telephone Number of Applicant

The full name of the Applicant and its business address is:

RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904
Telephone Number: (507) 292-5959
Facsimile Number: (507) 282-5915
Federal Identification Number: 41-1956959

2. The Name Under Which the Applicant Will Provide Services:

The name in which Applicant will provide non-facilities based interexchange telecommunications services will be RapTel Communications, LLC.

3. Structure of Organization:

RapTel is a Limited Liability Company.

(a) RapTel was incorporated in the State of Minnesota under the name of Galaxy Telecommunications, LLC on December 9, 1999. An amendment to the Articles of Organization of Galaxy Telecommunications, LLC was filed with the Secretary of State of the State of Minnesota on February 2, 2000, amending the name from Galaxy Telecommunications, LLC to RapTel Communications, LLC. A copy of its Certificate of Organization, Articles of Organization and Amendment to the Articles of Organization are collectively attached hereto as Exhibit 1. RapTel is certified to do business as a foreign corporation in the State of South Dakota. A copy of RapTel's Certificate of Authority to transact business in the State of South Dakota from the Secretary of State is attached hereto as Exhibit 2.

(b) RapTel does not have a principal office located in the State of South Dakota. The Registered Agent in the State of South Dakota is:

CT Corporation System
319 S. Coteau Street
Pierre, South Dakota 57501

(c) The names and addresses of any individual holding a twenty percent (20%) or greater ownership or management interest in the Applicant Company and the amount and character of the ownership or management interest:

Mr. Al Carlberg
Vice President
2381 Pickwick Drive
Henderson, NV 89014
Percent Ownership: 25%
Financial Rights: 25%
Governance Rights: 25%
Units: 250

Mr. Clement Legault
President
P.O. Box 1074
Fairbault, MN 55021
Percent Ownership: 25%
Financial Rights: 25%
Governance Rights: 25%
Units: 250

RapTel's Officers and Directors are as follows:

A.E. Birdseye - Governor/Member
Donald Soderberg - Governor/Member
Andrew Chafoulias - Secretary/Treasurer
Carl George - Governor/Member
Michael Blake - Chairman of the Board
Al Carlberg - Vice President
Clement Legault - President

RapTel has the technical and managerial resources necessary to provide customers in the State of South Dakota with high-quality resold interexchange telecommunications services. RapTel's management possesses extensive management and technical experience in the telecommunications industry. A list of the Officers and Directors of RapTel, together with their managerial qualifications is attached hereto as Exhibit 3. The relevant operational and managerial experience of RapTel's Executive Management staff is set forth in Exhibit 3 attached hereto.

(d) RapTel has no affiliates or subsidiaries.

4. The Services to be Offered by Applicant

RapTel intends to provide interexchange telecommunications services indiscriminately to both residential and business class customers throughout the entire State of South Dakota. RapTel proposes to acquire and resell various voice and data communications services offered by interexchange carriers, and to package and provide these services for the specialized functions and needs of its customers. In particular, services will be acquired from underlying interexchange carriers at bulk rates and will be resold to Applicant's customers, so that customers will benefit from reduced pricing. The experienced management, technical, and operations expertise of the RapTel team will enable RapTel to begin offering competitive high-quality service immediately upon the grant of the authority requested herein.

In addition to reduced pricing, the introduction of RapTel services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of telephone service. Thus, PUC grant of this application will significantly serve the public interest through enhanced competition in the market for interexchange services through the addition of a well managed new entrant into the market.

5. A Detailed Statement of the Means by Which the Applicant Will Provide its Services, Including the Type and Quantity of Equipment to be Used in the Operation, the Capacity, and the Expected Use of the Equipment.

Applicant will resell the interexchange telecommunications services of facilities-based carriers offering business and residential class services throughout the State of South Dakota. Applicant is a non-facilities based reseller and, as such, will not employ any equipment in the provision of services to its customers.

6. The Geographic Areas in which the Services will be Offered, Including a Map Describing the Service Area:

RapTel intends to provide resold non-facilities based interexchange telecommunications services throughout the entire State of South Dakota. RapTel initially intends to provide interexchange telecommunications services from, to and between all exchanges in the State of South Dakota served by its Underlying Carrier Qwest Communications, to the extent permitted by federal and State law, and by the PUC's rules. In connection with the approval of their current operating authority in the State of South Dakota, to the extent that Qwest Communications has submitted to the PUC maps which illustrate in detail the exact geographical area served by it, the Applicant refers the PUC to said maps. Inasmuch as RapTel intends to provide telecommunications services in all parts of the State, to the extent authorized by law, and that maps detailing the provision of telecommunications service in South Dakota are already on file with the PUC, RapTel respectfully requests that the PUC not require the Applicant to submit the same or similar maps.

7. Current Financial Statements; 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.

In demonstration of its financial qualifications, a copy of RapTel's Profit and Loss Statement covering the period of February, 2000 through March, 2001, is attached hereto as Exhibit 4. These financial statements demonstrate that RapTel has the financial ability to provide the services that it hereby requests authority to offer to the public.

Because RapTel was incorporated in December, 1999, RapTel does not have an annual report to submit to the PUC.

RapTel's proposed tariff, containing its proposed rates, terms and conditions of service, is attached hereto as Exhibit 5. RapTel believes that the rates, terms and conditions of service contained in the proposed tariff are competitive and reasonable.

8. The Names and Addresses of the Applicant's Representatives to Whom all Inquiries Should be Made Regarding Complaints and Regulatory Matters and a Description of how the Applicant Handles Customer Billings and Customer Service Matters.

The Representative of the Applicant to whom the PUC is requested to direct correspondence regarding this Application is:

David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
Telephone Number: (212) 546-9090
Facsimile Number: (212) 753-8101
E-mail Address: dklein@telfile.com

The Representative of the Applicant to whom the PUC is requested to direct other correspondence is:

Scott Bergs, Esq.
c/o Leonard, Street and Deinard
150 South Fifth Street, Suite 2300
Minneapolis, Minnesota 55402
Telephone Number: (612) 335-1419
Facsimile Number: (612) 335-1657
E-mail Address: scott.bergs@leonard.com

Customer Billings

Billing Concepts, on behalf of RapTel, will bill RapTel's Customers on a monthly basis.

Customer Service

RapTel understands the importance of effective customer service for interexchange service consumers.

Subscribers may contact RapTel Customer Service by calling the Company at its toll-free customer service number (888) 876-8508. Customer support will be provided through use of a combination of a voice recognition unit ("VRU") and live customer service representative ("CSR") and customer sales representative interactions.

Subscriber billing questions will be forwarded to a RapTel CSR with on-line access to billing information. The CSR will have the authority to investigate subscriber billing issues and/or questions and make associated limited balance adjustments. If the subscriber is not satisfied with the response from the CSR, at the subscriber's request, the call will be handed off to an accounting supervisor for resolution. The subscriber's account will be appropriately debited or credited based upon the outcome of this transaction. If the subscriber remains unsatisfied after speaking with the account supervisor, he/she will be given the option of sending

his/her written complaint to the Corporation's Issue Resolution Team for review.

The Issue Resolution Team, which will meet once a week, will include representation from accounting, sales, marketing and senior management. All decisions of this team will be communicated to the subscriber in writing within 24 hours after the team meeting in which the subscriber's issue was addressed.

In addition, customers may contact the Company in writing at the headquarters address listed below. The toll-free number will be printed on the customers' monthly billing statements. RapTel services will be available on a full-time basis, 24 hours a day, seven days a week.

Customer complaints can be addressed by calling RapTel's Customer Service toll-free number available 24 hours a day, seven days a week (888) 876-8508 or by writing to:

RapTel's Issue Resolution Team
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (888) 876-8508.

9. Current Business Transactions

RapTel is currently authorized to provide interexchange telecommunications services in the states of Nevada, North Dakota and Wisconsin and is in the process of petitioning the remaining states of the Union for interexchange authority. In addition, RapTel currently provides resold international and domestic interstate telecommunications services pursuant to authority granted by the Federal Communications Commission. In no instance has an application been denied or rejected.

10. A Detailed Description of how Applicant Intends to Market its Services, the Qualifications of its Marketing Sales Personnel, 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 interexchange services to its target market, which consists primarily of business and residential customers, through direct marketing, direct mailings, telemarketing and, perhaps, via televised infomercials. RapTel does not engage in multilevel marketing. Copies of RapTel brochures that will be used to assist in the marketing of Company services are not available as of this date.

11. Cost Support for Rates Shown in the Company's Tariff for all Noncompetitive or Emerging Competitive Services.

All services offered by the Applicant, as detailed in RapTel's Tariff attached hereto as Exhibit 5, are competitive in nature. The Applicant does not offer noncompetitive or emerging competitive services at this time.

12. Statement of Compliance

RapTel agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the PUC. RapTel certifies and agrees that its interexchange telecommunications services will be provided in compliance with the rules and regulations of the PUC.

RapTel understands that the PUC may, at its discretion, require the production of an audited financial statement and additional information from the Applicant to supplement that contained in this Application. RapTel shall notify the PUC of any changes in subdivisions (1), (2), (6), (8), and (10), as they occur.

RapTel understands that certification as a public utility to provide interexchange telecommunications services is nontransferable and may be revoked by the PUC for violation of rules and regulations of the PUC.

13. Expeditious Treatment

RapTel desires to be licensed to offer the benefits of its services to the public at the earliest possible date. Therefore, it is requested that this Application be given expeditious treatment.

14. Formal Complaints

No officer, director, or shareholder, nor any of the RapTel's business operations, have been involved in any formal complaint or other investigatory or enforcement proceeding.

15. Solicitation, Unauthorized Switching (Slamming) and Services not Ordered (Cramming)

Applicant intends to market its interexchange services to its target market, which consists primarily of business and residential customers, through direct marketing, direct mailings, telemarketing and, perhaps, via televised infomercials.

RapTel will not switch a customer's service without a valid Letter of Authorization ("LOA") or a Third Party verification.

RapTel will not charge its Customers for any services that have not been ordered.

16. Waiver Request

RapTel Communications, LLC. hereby requests a waiver of the Commission's request for additional financial statements. RapTel Communications, LLC. does not offer calling card advance deposits or payments from its customers. Therefore, RapTel Communications, LLC. respectfully requests that the Commission not apply the additional financial statements requirement to it.

CONCLUSION

In view of the foregoing, RapTel Communications, LLC respectfully submits that the Public Convenience and Necessity would be served by grant of its petition for certification to operate as resold non-facilities based provider of long distance telecommunications services within the State of South Dakota.

Respectfully submitted,

RapTel Communications, LLC

By: 

David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022
Representative of RapTel Communications, LLC

STATE OF MINNESOTA

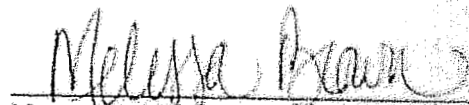
COUNTY OF _____

VERIFICATION

I, Clement Legault, declare that I am the President of RapTel Communications, LLC. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Application and I declare that they are true and correct. In addition, I hereby assert my willingness to comply with all applicable federal and State laws, and the rules and orders of the Commission. Furthermore, I attest that for each area or exchange(s) that RapTel Communications, LLC proposes to serve, RapTel Communications, LLC agrees to offer the provisioning of service to all end-users within that area or exchange(s) on a non-discriminatory basis.


Clement Legault

Sworn to me before, the undersigned Notary Public on this the 31 day of August, 2000.


Notary Public

Melissa Brown
Print or Type Name

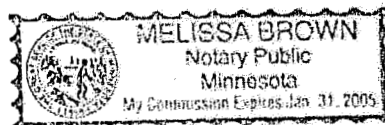


EXHIBIT 1

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

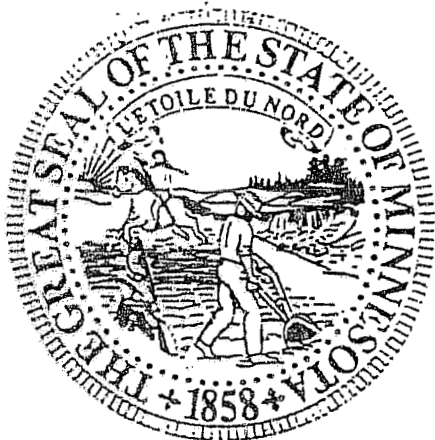
This limited liability company is now legally organized under the laws of Minnesota.

Name: GALAXY TELECOMMUNICATIONS, LLC

Charter Number: 14190-LLC

Chapter Formed Under: 322B

This certificate has been issued on 12/19 1999.



Mary Kiffmeyer
Secretary of State

ARTICLES OF ORGANIZATION OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned organizer, being a natural person of 18 years of age or older, in order to form a limited liability company under the provisions of Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

ARTICLE I

NAME AND REGISTERED OFFICE

1.01 Name. The name of this limited liability company is GALAXY TELECOMMUNICATIONS, LLC. je

1.02 Registered Office. The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 111 South Broadway, Suite 301, Rochester, MN 55904.

ARTICLE II

MEMBERS AND MEMBERSHIP INTERESTS

2.01 Membership Interests. The membership interests of this limited liability company shall be ordinary membership interests entitled to vote as provided by law consisting of one class, without series, with equal rights and preferences in all matters unless and until separate classes and/or series of membership interests are authorized by the Board of Governors pursuant to Section 2.02 of these Articles of Organization.

2.02 Classes and Series of Membership Interests. The Board of Governors of this limited liability company may, from time to time, establish by resolution different classes and or series of membership interests and may fix the rights and preferences of said membership interests in any class or series.

2.03 Preemptive Rights. No member of this limited liability company shall have any of the preemptive rights provided in Minn. Stat. Section 322B.33.

2.04 Cumulative Voting. No member of this limited liability company shall have the right to cumulate his, her or its votes in the election of governors or for any other purpose whatsoever.

2.05 Transfer of Governance Rights. A member may assign and transfer his, her or its governance rights with less than unanimous consent of the members of this limited liability company if and to the extent permitted in a member control agreement.

MINUTES OF THE FIRST MEETING OF
THE BOARD OF GOVERNORS OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned, being all of the Governors of GALAXY TELECOMMUNICATIONS, LLC, a Minnesota limited liability company, who are named as first Governors in the Record of Action of the Organizer of the company dated December 9, 1999, which has been placed in the minute book preceding these minutes, and constituting a quorum of the Board of Governors of said Company, held the first meeting at the offices of the Company in Rochester, Minnesota, on the 9th day of December, 1999 at 10:00 A.M.

The following Governors of the Company were present:

A. E. Birdseye
Donald Soderberg
Andrew Chafoulias
Carl George
Michael Blake
Al Carlberg
Clement LeGault

Upon motion and by unanimous vote, _____ was elected temporary Chairman and _____ was elected temporary Secretary of the meeting.

The Chairman announced that the meeting was held pursuant to a Written Consent and Waiver of Notice signed by the Board of Governors of the Company named as such in the Record of Action of the Organizer; such Waiver and Consent was presented to the meeting and, upon motion duly made, seconded and unanimously carried, was made a part of the records of the meeting and now precedes the minutes of this meeting in the minute book of the Company.

The Chairman stated that the original Articles of Organization of the Company had been filed in the office of the Minnesota Secretary of State on December 9, 1999. The Chairman presented to the meeting a certified copy of said Articles of Organization which were unanimously approved by the Board of Governors and the Secretary was instructed to insert the Articles in the minute book of the Company.

The matter of the adoption of the Operating Agreement for the regulation of the Company was next considered. The Secretary presented to the meeting a form of Operating Agreement which Operating Agreement was duly considered and discussed. Upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Operating Agreement presented to this meeting and discussed be and the same is hereby approved and adopted as the Operating Agreement of the Company.

RESOLVED FURTHER, that the Secretary of this Company be and he hereby is directed to execute a certificate of adoption of said Operating Agreement and to insert said Operating Agreement as so certified in the minute book of the Company in the place provided therefor.

The matter of the adoption of the Member Control Agreement was next considered. The Secretary presented to the meeting a form of Member Control Agreement which Member Control Agreement was duly considered and discussed. Upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that the Member Control Agreement presented to this meeting and discussed be and the same is hereby approved and adopted as the Member Control Agreement of the Company.

RESOLVED FURTHER, that the Secretary of this Company be and he hereby is directed to execute a certificate of adoption of said Member Control Agreement and to insert said Member Control Agreement as so certified in the minute book of the Company in the place provided therefor.

After some discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the Company hereby accepts the Contribution Agreements of A. E. Birdseye, Donald Soderberg, Andrew Chafoulias, Carl George, Michael Blake, Al Carlberg and Clement LeGault and that the Company issue units of one class, common, and one series, voting, to the aforementioned persons in the following amounts:

A. E. Birdseye	100 units
Donald Soderberg	100 units
Andrew Chafoulias	100 units
Carl George	100 units
Michael Blake	100 units
Al Carlberg	250 units
Clement LeGault	250 units

RESOLVED FURTHER, that the Financial Rights and Governance Rights of the Members shall be as specified in Schedule A of the Member Control Agreement, to-wit:

	<u>Financial Rights</u>	<u>Governance Rights</u>	<u>Units</u>
A. E. Birdseye	10%	10%	100
Donald Soderberg	10%	10%	100
Andrew Chafoulias	10%	10%	100
Carl George	10%	10%	100
Michael Blake	10%	10%	100
Al Carlberg	25%	25%	250
Clement LeGault	25%	25%	250

RESOLVED FURTHER, that the value of the contribution of each Member shall be as stated in the Contribution Agreement of each member and/or as valued on Schedule "A" to the Member Control Agreement.

After some discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the acts and contracts of the organizer of this Company pertaining to the organization of this Company are hereby ratified and approved, and the Managers of this Company are authorized and directed to pay the expenses of organization and to reimburse the persons advancing funds to the Company for this

purpose.

The meeting proceeded to the election of Managers of the Company.

The following persons were duly elected to the offices indicated after their names, and their salaries were set as follows:

_____	President (Chief Manager)	\$
_____	Vice President	\$
_____	Secretary	\$
_____	Treasurer	\$

Each accepted their respective office, and thereafter the President presided at the meeting as Chairman and the Secretary recorded the minutes.

The Chairman stated that it would be desirable to authorize a Company bank account with _____ . After discussion, upon motion duly made, seconded and unanimously carried, the following resolutions were adopted:

RESOLVED, that this organization establish one or more deposit accounts with _____ upon such terms as may be agreed upon with that bank and that the President and Treasurer of this organization are authorized to establish such an account.

RESOLVED FURTHER, that _____ are authorized to draw checks on that account, signed, as provided herein with signatures certified to the bank by the Secretary of this organization. The bank is authorized to honor and pay all checks so signed, including those drawn to the order of any manager or any person authorized to sign them.

The President next proposed that it would be advisable for the Company to establish the Company's fiscal year. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the fiscal year of this Company shall end on December 31 of each year.

The President then stated that it would be appropriate to establish the date the Company would commence doing business. After noting that everything appeared to be in order to commence business, and after further discussion, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that this Company commence doing business the 9th day of December, 1999.

There being no further business to come before the meeting, on motion duly made, seconded and unanimously carried, the meeting was adjourned.

IN WITNESS WHEREOF, the undersigned, being all of the Governors of the Company, hereby subscribe their names.

A. E. Birdseye

Donald Soderberg

Andrew Chafoulias

Carl George

Michael Blake

Al Carlberg

Clement LeGault

RECORD OF ACTION OF THE ORGANIZER


OF

GALAXY TELECOMMUNICATIONS, LLC

INASMUCH as Minnesota Statutes, Section 322B.60 provides that the organizer of a limited liability company may, by written action, elect the first board of governors of the company.

NOW, THEREFORE, the undersigned, being the organizer of GALAXY TELECOMMUNICATIONS, LLC records that effective the 9th day of December, 1999, he hereby elects the following persons as governors of the company to serve until the next regular meeting of members and until their successors shall have been elected and shall have qualified:

A. E. Birdseye
Donald Soderberg
Andrew Chafoulias
Carl George
Michael Blake
Al Carlberg
Clement LeGault



Craig W. Wendland

14190-LLC

AMENDMENT TO THE
ARTICLES OF ORGANIZATION
OF
GALAXY TELECOMMUNICATIONS, LLC

I, the undersigned Organizer of GALAXY TELECOMMUNICATIONS, LLC, a limited liability company subject to the provisions of Chapter 322B Minnesota Statutes, do hereby certify that the resolutions as hereinafter set forth were adopted by the unanimous written authorization of the members and governors of this Company on January 31, 2000.

"RESOLVED, that Article I. of the Articles of Organization of this Company dated December 8, 1999, as same may have been amended from time to time, be amended vacated, abrogated and repealed and replaced with amended Article I. to read as follows:

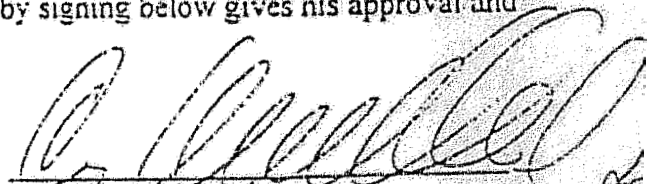
ARTICLE I.

NAME AND REGISTERED OFFICE

1.01 Name. The name of this limited liability company is RapTel Communications, LLC.


1.02 Registered Office. The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 111 South Broadway, Suite 301, Rochester, MN 55904.

IN WITNESS WHEREOF, the undersigned by signing below gives his approval and ratification to such action.


Craig W. Wendland

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB - 2 2000


Secretary of State

JOINT WRITTEN RECORD OF ACTION IN LIEU OF
A MEETING OF THE GOVERNORS AND MEMBERS OF
GALAXY TELECOMMUNICATIONS, LLC

The undersigned, being all of the governors and members of GALAXY TELECOMMUNICATIONS, LLC do hereby certify that the following is a written record of action as permitted by Minnesota Statutes effective as of January 31, 2000.

1. RESOLVED, that the governors and members of this Company hereby recommend, approve and adopt the proposed Amendment to the Articles of Organization of this Company ("Amendment") and hereby authorize and direct Craig W. Wendland, as attorney for the Company and as organizer of the Company, to execute the Amendment and send same to the appropriate office for filing.

IN WITNESS WHEREOF, the undersigned by signing below give their approval and ratification to such action.

A. E. Birdseye

Donald Soderberg

Andrew Chafoulias

Carl George

Michael Blake

A! Carlberg

Clement LeGault

EXHIBIT 2

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

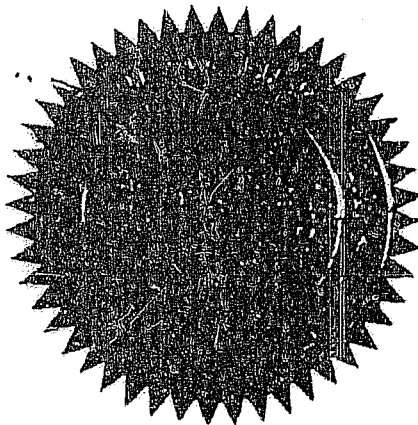
Certificate of Authority

Limited Liability Company

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **RAPTEL COMMUNICATIONS, LLC (MN)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, 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 for certificate of authority.

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 May 15, 2000.



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

Joyce Hazeltine
Secretary of State

(605) 773-4843
FAX (605) 773-4550

OF A

FOREIGN LIMITED LIABILITY COMPANY

MAY 08 2000

S.D. SEC. OF STATE

1. The name of the Foreign Limited Liability Company is: RapTel Communication, LLC

RECEIVED

2. The name of the state or country under whose law it is organized is: Minnesota

MAY 15 2000

3. The street address of its principal office is: 111 South Broadway, Suite 301

S.D. SEC. OF STATE

Rochester, MN 55904

4. The address of its initial designated office in South Dakota is: c/a CT Corporation System

319 S. Coteau Street, Pierre, SD 57501

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

CT CORPORATION SYSTEM, 319 S. Coteau Street, Pierre, South Dakota 57501

6. The date of organization is: 12-09-99, and the period of duration is: perpetual

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

N/A

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

N/A

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

Date 5-3-2000

Clement Legault
(Signature and Title)
Clement Legault, Member

FILING INSTRUCTIONS:

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

callc.pdf

Secretary of State
State of South Dakota
500 E. Capitol
Pierre SD 57501-5070
605-773-4845

RECEIVED
MAY 08 00
S.D. SEC. OF STATE
RECEIVED
MAY 15 00
S.D. SEC. OF STATE

FIRST ANNUAL REPORT OF A LIMITED LIABILITY COMPANY

1. The name of the Limited Liability Company is:
RapTel Communications, LLC
2. The state or country under whose law it is organized is:
Minnesota
3. The address of its registered office and the name and address of its registered agent for service of process in South Dakota is:
CT CORPORATION SYSTEM, c/o CT CORPORATION SYSTEM, 319 S. Coteau Street, Pierre, South Dakota 57501
4. The address of its principal office is:
111 South Broadway, Suite 301
Rochester, MN 55904
5. The names and business addresses of any managers:
See attached list.
6. The dollar amount of the total agreed contributions to the limited liability company is
\$ 125,000

Date: 5-3-00

Clement Legault
Signature & Title
Clement Legault, Member

*** FILING FEE:**

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$ 90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150 for first \$100,000 plus \$.50 for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars.

EXHIBIT 3

PARTNERS

Carl George
2212 Olive Ave South
Minneapolis, MN 55405
612-381-1283
fax 612-333-3299

Mike Blake
910 Folwell Drive SW
Rochester, MN 55902
507-252-5300
fax 507-252-5511

Al Cariberg
2381 Pickwick Drive
Henderson, NV 89014
702-454-5703

Clement Legault
P.O. Box 1074
Fairbault, MN 55021
507-292-5959
fax 507-282-5915

Andy Chatoullas
P.O. Box 249
Rochester, MN 55903
507-289-5556
fax 507-282-5915

Don Soderberg
P.O. Box 7101
Rochester, MN 55903
507-288-4213
fax 507-288-8208

Art Birdssey
Rochester Intern. Airport
Rochester, MN 55902
507-288-5969
fax 941-498-1229 (FL)

AL CARLBERG

2331 Pietrovick Dr.
Henderson, Nevada 89014
Phone: (702) 454-3703

MANAGEMENT QUALIFICATIONS

- Twenty five (25) plus years of successful experience in marketing, sales, management.
- Sound organization skills.
- Superior ability to select, hire, train, supervise and build a successful marketing and sales team.
- Excellent speaker, motivator and leader.
- Success in exceeding goals for marketing and sales.
- Outstanding interpersonal skills.

EDUCATIONAL ACHIEVEMENTS

WHITWORTH COLLEGE, Spokane, Washington
M.A. in Education 1969

THE COLLEGE OF IDAHO, Caldwell, Idaho
B.A. in English and Social Studies 1963

WORK EXPERIENCE

RAPTEL COMMUNICATIONS, Inc., (1999-Present)

Co-Owner

- Designed national marketing program.
- Worked jointly with owners and board members to complete required phases to obtain national re-seller agreement from Qwest Communications.
- Assist with budget.
- Design marketing tools.

NOS COMMUNICATIONS, 1998-1999

Manager

- Supervised Long Distance Sales team.
- Trained Sales Representatives.
- Assisted sales staff with final closing.
- Provided routine management reports.

U S WEST COMMUNICATIONS, 1997-1998

Marketing Representative

- Successfully completed three month training program of information regarding all products and services offered to residential and business customers of U S West.
- Initiated, processed and follow-up work provided for orders requesting: local and long distance service, market expansion lines, toll over numbers, set up of 800 numbers, voice mail, all variations of call forwarding, dual service, internet, wireless, all variations of fax lines and services, pagers, centres...

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

MARKETING AND SALES CONSULTANT, Scottsdale, AZ (1992-1996)
Self employed as a Marketing/Sales Consultant for retirement communities, assisted living and skilled nursing facilities.

SPRING MANAGEMENT COMPANY, Phoenix, AZ (1989-1992)
Vice President of Marketing.

RETIREMENT CENTERS OF AMERICA, Phoenix, AZ (1983-1989)
Regional Marketing Director.
Retirement Centers of America developed and operated CCRC and life-care retirement communities. My responsibilities included all aspects of the marketing of Retirement Communities and Health Care Centers throughout the United States.

EVERGREEN REALTY, Coeur d'Alene, Idaho (1972-1983)
Owner and Broker.
• owned and operated real estate firm.
• Listed, sold, developed and managed all forms of real property.

MIDDLETON HIGH SCHOOL, Middleton, Idaho (1963-1972)
• Teacher for Government and History.
• Head Basketball Coach and Athletic Director.

References Available Upon Request

Jonathan R. Ewing

1322 E. Sheena Dr.
Phoenix, Az 85022

Tel # (602) 789-1110

Fax # (602) 789-1010

Summary of Qualifications

Proven Professional offering more than 20 years of highly successful Sales and Management experience reflecting demonstrated performance and recognized accomplishment in the following significant areas:

Sales / Marketing

- > Strong Prospecting, territory development, and cold calling
- > Solid account management, client relations, customer service and satisfaction
- > Developing and implementing successful sales programs and marketing strategies

Operations

- > Providing leadership, motivation and direction
- > Instituting standards of quality and service
- > Controlling costs and increasing profitability

Personnel Development

- > Promoting teamwork with emphasis on communication and customer service
- > Recruiting, selection, training and motivation of quality staff
- > Assisting in employee development and advancement

Quickly establish positive client rapport and beneficial ongoing relations.
Personably and innuively relate to customers across socio-economic levels.

Exceptional, intuitive negotiation and closing skills. Profit oriented, assertive and persuasive, yet flexible when meeting changing needs of customers.

Excellent oral and written communicator with a strong phone presence. Carefully listen to quality potential client, assess needs, and influentially recommend products and services.

Extremely organized. Efficiently set and achieve energetic schedules and agendas. Productively perform independently or as a contributing member of a group.

Proven Team Player!

Attention to detail and thorough follow through enhance ability to render prompt, knowledgeable decisions and diplomatic, cost-effective resolution to problems and client concerns.

Conscientious, confident, and extremely dependable producer. Voluntarily put forth extra effort to achieve goals and objectives.

Professional Overview:

Mar. 1999- Team Manager

Present

N.O.S. Communications

Successfully manage team of employees cold calling in a nationwide telecommunications industry. Teach and develop opening prospects and closing skills.

April 1997- Sales Consultant-

Jan. 1998 US West Communications

1993- Sales Consultant-

1997 MCI Communications

1989- Directory Assistance Operator-

1993 US West Communications

1980- General Manager / President

1989 Jonathan Ewing Company, Phoenix, Arizona

Successfully manage all aspects of this profitable home improvement and residential remodeling concern including all sales, personnel, administrative and accounting functions.

Effectively conduct market research and territory development. Create and implement sales strategies and promotions, as well as write and purchase advertising. Develop sales goals and quotas, plus initiate sales programs and direct the activities of five sales closing specialists.

Successfully prospect and cold call potential clients; perform account management and continued customer service to achieve maximum customer satisfaction. Established and sustain a highly productive referral / networking system and beneficial client relations base.

Recruit, interview and hire telemarketing, production and support personnel. Provide ongoing training, motivation and supervision for up to 30 employees prepare project and staff schedules.

Serve as principal liaison with manufacturers, conduct vendor negotiations and all production material purchases. Review invoicing to ensure agreement terms and billing accuracy.

Monitor office operations, institute incentive programs, evaluate, assist and advance staff to ensure a positive, motivated working environment. Observe onsite progress, troubleshoot and resolve problems, conduct final inspection of complete projects.

> Profitably developed and cultivated \$50-thousand in weekly sales and an overall multi-million dollar sales portfolio.

1975-

Independent Manufacturer's Representative

Clement D. Legault

PROFESSIONAL EXPERIENCE:

1992 to Present

Independent Consultant

Clement D. Legault develops, implements, and consults to a variety of clients focusing on enhancing present distribution and developing new channels of distribution, focusing on sales and marketing development.

Offers comprehensive, modular marketing approach to various distribution channels.

1988 to 1992

CAMBRIDGE CELLULAR, INC.

Vice President, Sales and Marketing

Reported directly to the President. Responsible for local, regional, and national marketing and sales activities.

Directed strategic forces of Ameritech Mobile Communications, Inc. via Agent Program to balance sales/marketing approach focusing on retailers.

Introduced new channels of distribution. Personally developed the Tru Value and Ace Hardware programs making them the largest channels of distribution in the country.

1984 to 1988

SALES DYNAMICS, INC.

President

Sales and Marketing firm specializing in developing channels of distribution and implementing the system designed. Developed sales training system for various companies. Focused on planning, directing, and coordinating the efforts of marketing and sales personnel toward the accomplishment of corporate objectives. Clients included Fortune 100, Fortune 500, and various small companies. Responsible for the *800 Doctor Program* - teaching doctors how to increase patient base.

1980 to 1984

GALAXY FURNITURE, INC.

President

Coordinated and directed the activities of the corporation in accordance with the policies and objectives established by the directors. Specific functions included assisting in the development of policies regarding all corporate functions and directing management in all business activities. Responsibilities also included directing the buying and merchandising activities of the corporation.

1975 to 1980

INTERNATIONAL HOME MARKETING, INC.
INTERNATIONAL HOME FURNISHINGS, INC.
Sales Manager, Store Manager
Director of Marketing

Responsibilities included the operation and profitability of the retail stores. Duties included controlling operating costs; implementing merchandising/sales programs; supervising store management; and supervising all other store related activities.

Responsibilities grew to marketing the company's products and services in compliance with such corporate objectives as maximizing sales volume, profitability, and market share. Developed sales programs and appraised their results against planned objectives and approved the expense budgets for sales personnel for all stores. Increased sales for international home marketing ten fold.

1972 to 1975

STEED INDUSTRIES, INC.
Sales Representative, Sales Manager, Sales Trainer

Responsibilities included the sales and marketing of the company's products to the automotive after market dealer. Responsibilities grew to include managing sales force within that market. Reported, tracked, and developed sales goals for regional area. Areas of responsibility grew to include all sales training and developing sales training programs. Became the company's youngest national sales trainer and established all new sales performance records.

1970 to 1972

STATE LIFE INSURANCE
Sales Representative

Responsibilities included sales effort in marketing various insurance benefits to clients. Attained Million Dollar Round Table within four months and by first year end ranked sixth nationwide.

EDUCATIONAL CREDENTIALS:

Bachelor of Arts and Science
Southern Illinois University, Carbondale, Illinois

In an effort to develop and grow both personally as well as professionally, I have actively participated in sales and marketing seminars such as Zig Ziglar, J. Douglas Edwards, and Dale Carnegie Institute.

START

OF

RETAKE

1975 to 1980

INTERNATIONAL HOME MARKETING, INC.
INTERNATIONAL HOME FURNISHINGS, INC.
Sales Manager, Store Manager
Director of Marketing

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EXHIBIT 4

END

OF

RETAKE

	2000 Feb	2000 Mar	2000 Apr	2000 May	2000 Jun	2000 Jul	2000 Aug	2000 Sep	2000 Oct	2000 Nov	2000 Dec	2001 Jan	2001 Feb	2001 Mar	Total
uses:															
Number of new Met's	-	-	-	500	1,000	2,000	4,000	6,000	10,000	15,000	25,000	25,000	50,000	50,000	188,500
Profit per Met	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00	\$ 5.00
Met Profits	\$ -	\$ -	\$ -	\$ 2,500	\$ 5,000	\$ 10,000	\$ 20,000	\$ 30,000	\$ 50,000	\$ 75,000	\$ 125,000	\$ 125,000	\$ 250,000	\$ 250,000	\$ 942,500
Number of new inmates	-	-	-	500	1,000	2,000	4,000	6,000	10,000	15,000	25,000	25,000	50,000	50,000	188,500
Average phone bill	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00	\$ 18.00
	\$ -	\$ -	\$ -	\$ 9,000	\$ 18,000	\$ 36,000	\$ 72,000	\$ 108,000	\$ 180,000	\$ 270,000	\$ 450,000	\$ 450,000	\$ 900,000	\$ 900,000	\$ 3,393,000
Prior month revenues	\$ -	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 172,500	\$ 280,600	\$ 460,690	\$ 730,710	\$ 1,180,705	\$ 1,630,700	\$ 2,530,690	\$ 7,113,095
Less: Customer loss prior mo.	-	-	-	-	-	-	-	(29,900)	(49,910)	(74,980)	(125,005)	(125,005)	(250,010)	(274,988)	(929,798)
Carry over from prior month	\$ -	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 142,600	\$ 230,690	\$ 385,710	\$ 605,705	\$ 1,055,700	\$ 1,380,690	\$ 2,255,702	\$ 6,183,297
Gross Revenues	\$ -	\$ -	\$ -	\$ 11,500	\$ 34,500	\$ 80,500	\$ 172,500	\$ 280,600	\$ 460,690	\$ 730,710	\$ 1,180,705	\$ 1,630,700	\$ 2,530,690	\$ 3,405,702	\$ 10,518,797
# of Customers	-	-	-	500	1,500	3,500	7,500	12,200	20,030	31,770	51,335	70,900	110,030	148,074	
Ave # minutes	120	120	120	120	120	120	120	120	120	120	120	120	120	120	
Total minutes	-	-	-	60,000	180,000	420,000	900,000	1,464,000	2,403,600	3,812,400	6,160,200	8,508,000	13,203,600	17,768,880	54,880,680
Cost per minute	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085	\$ 0.085
	\$ -	\$ -	\$ -	\$ 5,100	\$ 15,300	\$ 35,700	\$ 76,500	\$ 124,440	\$ 204,306	\$ 324,034	\$ 523,617	\$ 723,180	\$ 1,122,306	\$ 1,510,355	\$ 4,684,858
Billing Charge (\$2/stmt)	-	-	-	1,000	3,000	7,000	15,000	24,400	40,080	63,540	102,670	141,800	220,060	296,148	914,878
Gross Profit	\$ -	\$ -	\$ -	\$ 7,400	\$ 22,200	\$ 51,800	\$ 111,000	\$ 180,560	\$ 296,444	\$ 470,196	\$ 759,758	\$ 1,049,320	\$ 1,828,444	\$ 2,191,495	\$ 6,768,617
uses:															
Sales Salaries (Clem/Al)	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 10,830	\$ 151,020
P/R Employer Costs	-	-	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	1,410	16,920
Sales Commissions (\$.015/pm)	-	-	-	900	2,700	6,300	13,500	21,960	36,054	57,186	92,403	127,820	198,054	266,533	823,210
Billing Service (\$1.85/customer)	-	-	-	925	2,775	6,475	13,675	22,570	37,056	58,775	94,970	131,165	203,556	273,937	846,077
Legal/Accounting	2,479	5,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	19,479
Legal-Tariffs	-	8,750	7,300	7,300	38,650	10,000	-	-	-	-	-	-	-	-	70,000
Insurance	-	-	300	300	300	300	300	300	300	300	300	300	300	300	3,600
Travel/Lodging	1,000	2,500	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	87,500
Postage/Shipping	-	-	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	3,800	45,600
Rent	-	-	-	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	1,200	13,200
Office Supplies	-	300	300	300	300	300	300	300	300	300	300	300	300	300	3,900
Printing	-	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	32,500
Telephone 800#	-	500	500	750	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	11,750
Telephones	-	350	125	125	125	125	125	125	125	125	125	125	125	125	1,850
Cell Phones	-	400	400	800	800	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	11,400
Telemarketing/customer support/admi	-	-	1,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	8,300	92,600
Outside Consultants	3,100	1,900	1,000	-	-	-	-	-	-	-	-	-	-	-	6,000
Miscellaneous	500	500	500	500	500	500	500	500	500	500	500	500	500	500	7,000
Administrative salaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advertising	1,300	500	5,000	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	34,300
Equip. leases	-	-	-	300	300	300	300	300	300	300	300	300	300	300	3,300
Utilities	-	-	-	75	75	75	75	75	75	125	125	150	150	150	1,150
	\$ 10,209	\$ 34,030	\$ 43,265	\$ 60,815	\$ 84,085	\$ 84,915	\$ 68,515	\$ 86,670	\$ 115,250	\$ 158,151	\$ 229,563	\$ 301,000	\$ 443,825	\$ 582,685	\$ 2,282,957
Net Profit	\$ (19,206)	\$ (34,030)	\$ (43,265)	\$ (43,415)	\$ (61,885)	\$ (13,115)	\$ 41,485	\$ 93,890	\$ 181,195	\$ 312,048	\$ 530,195	\$ 748,320	\$ 1,184,620	\$ 1,808,410	\$ 4,485,661

Additional items requiring cash
3 computers / printers
Office furnishings

5000 April
10000 May

Continuation

#

4



of pages

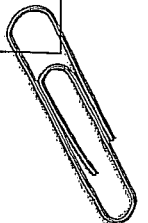


EXHIBIT 5

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of long distance telecommunications services provided by RapTel Communications, LLC, through its Underlying Carrier(s) with principal offices located at 111 South Broadway, Suite 301, Rochester, MN 55904. This tariff applies to services furnished within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: September 6, 2000

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

CHECK SHEET

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

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

Issued: September 6, 2000

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

TABLE OF CONTENTS

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Check Sheet 2
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Section 1 -- Technical Terms and Abbreviations 6
Section 2 -- Rules and Regulations 8
Section 3 -- Description of Service 14
Section 4 -- Rates 17

Issued: September 6, 2000

By:

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EXPLANATION OF SYMBOLS

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

- D - Delete or Discontinue
- I - Change Resulting in an Increase to a Customer's Bill
- M - Moved from Another Tariff Location
- N - New
- R - Change Resulting in a Reduction to a Customer's Bill
- T - Change in Text or Regulation but no Change in Rate or Charge

Issued: September 6, 2000

By:

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111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

TARIFF FORMAT

- A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the SDPUC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the SDPUC follows in their tariff approval process, the most current sheet number on file with the SDPUC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).1.
 - 2.1.1.A.1.(a).1.(i).
 - 2.1.1.A.1.(a).1.(i).(1).
- D. Check Sheets** - When a tariff filing is made with the SDPUC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the SDPUC.

Issued: September 6, 2000

By:

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Effective: _____

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the Customer's location to the network switching center of RapTel Communications, LLC's Underlying Carriers.

Authorization Code - A numerical code, one or more of which are available to a Customer to enable the Customer to access the Carrier, and which are used by the Carrier both to prevent unauthorized access to its facilities and to identify the Customer for billing purposes.

Company or Carrier - RapTel Communications, LLC.

Customer - The person, firm, corporation or other entity which orders service and is responsible for both payment of charges due and compliance with the Company's tariff regulations.

Calling Card - A card issued by the Company, the Customer's Local Exchange Company, authorized vendor, or other common carrier which allows the Customer to make telephone calls and bill calls to the Calling Card by entering a PIN.

Card Number - A multi-digit identifying number which may be printed on each Calling Card, which may also be referred to in this tariff as a PIN.

Day - From 8:00 a.m. up to, but not including, 5:00 p.m. local time, Monday through Friday.

Evening - From 5:00 p.m. up to, but not including 11:00 p.m. local time, Sunday through Friday.

SDPUC - The South Dakota Public Utilities Commission.

Issued: September 6, 2000

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111 South Broadway, Suite 301
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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

Holidays - RapTel Communications, LLC's recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Thanksgiving Day and Christmas Day.

Local Exchange Company - A company which furnishes local exchange telephone service.

Major Credit Card - A universally accepted charge card. MasterCard, VISA, Diner's Club International, American Express and Carte Blanche are examples of major credit cards which the Company may accept.

Night/Weekend - From 11:00 p.m. up to, but not including, 8:00 a.m. Sunday through Friday, and 8:00 a.m. Saturday up to, but not including 5:00 p.m. Sunday.

PIN(s) - One or more multi-digit (usually 8 or more) personal identification numbers which have been assigned to a Customer to use with a designated 800 number, or other access number, to access the Company's network.

Underlying Carriers - Those SDPUC approved telecommunications service providers whose services the Company resells to its Customers under the provisions of this tariff.

Issued: September 6, 2000

By:

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RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of RapTel Communications, LLC

RapTel Communications, LLC's facilities are furnished for communications originating at specified points within the State of South Dakota under terms of this tariff.

RapTel Communications, LLC operates, and maintains the communication services provided hereunder in accordance with the terms and conditions set forth under this tariff. When authorized by the Customer, the Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities to allow connection of a Customer's location to the RapTel Communications, LLC's Underlying Carrier(s) network. The customer shall be responsible for all charges due for such service arrangement.

The Company's services are provided on a monthly basis unless ordered on a longer time basis, and are available 24 hours per day, seven days per week.

2.2 Limitations

2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.

2.2.2 RapTel Communications, LLC reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this tariff.

Issued: September 6, 2000

By:

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RapTel Communications, LLC
111 South Broadway, Suite 301
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Effective: _____

SECTION 2 - RULES AND REGULATIONS (contd.)

2.2 Limitations (contd.)

- 2.2.3 All services provided under this tariff are directly controlled by RapTel Communications, LLC and the customer may not transfer or assign the use of service, except with the express consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the Company is required before 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.

2.3 Liabilities of the Company

- 2.3.1 RapTel Communications, LLC 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 transmitted over the Company's facilities.
 - (B) All other claims arising out of any act or omission of the Customer in connection with any service or facility provided by RapTel Communications, LLC, through its Underlying Carrier(s).

Issued: September 6, 2000

By:

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RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

SECTION 2 - RULES AND REGULATIONS (contd.)**2.4 Interruption of Service**

- 2.4.1 Credit allowances for the interruption of service, which is not due to the Company's testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

Before giving such notice, the customer shall ascertain that the trouble is not being caused by an action or omission by the customer within the customer's control, or is not due to the wiring or equipment, if any, furnished by the customer and connected to the Company's facilities.

- 2.4.2 For the purposes of credit computation, every month shall be considered to have 720 hours.
- 2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" -- outage times in hours

"B" -- total fixed monthly charge for affected facility

Issued: September 6, 2000

By:

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Effective: _____

SECTION 2 - RULES AND REGULATIONS (contd.)

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer obtained service fraudulently; or
- 2) A safety hazard is found on the customer's premises.

2.6 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rerouting, substitution of component parts or pathways, and other means, as determined necessary by the Company.

2.7 Billing Periods

The Customer will receive an itemized statement of account after the 30-day cycle.

2.8 Understanding Your Statement of Account

Your statement will outline specific charges or adjustments for RapTel Communications, LLC's services incurred and paid for during the preceding 30-day period.

2.9 Questions About Your Statement of Account

If the customer has questions about RapTel Communications, LLC's charges that may appear on its statement of account, the customer may call the RapTel Communications, LLC service representative toll free at (888) 876-8508.

Issued: September 6, 2000

By:

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RapTel Communications, LLC
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Rochester, MN 55904

Effective: _____

SECTION 2 - RULES AND REGULATIONS (contd.)**2.10 Special Promotions**

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.11 Billing Dispute

In the event the customer is not satisfied with the Company's resolution of a billing dispute, the customer may make application to the SDPUC for review and disposition of the matter. Customers may contact the Commission toll free at (800) 332-1782 or by mail at the Public Utilities Commission, Capitol Building, 1st Floor, 500 East Capitol Avenue, Pierre, SD 57501-5070.

2.12 Forms of Payment

For the protection of the Customer, Customers should send checks or money orders payable in United States dollars with their account number, area code, and telephone number included. Cash should not be sent. Unless otherwise required by law, tariff or Commission order, partial payments received without Customer direction will be prorated by RapTel Communications, LLC.

2.13 Advanced Payments

The Company does not require advance payments.

2.14 Responsibility of the Company

The Company endeavors to provide the best long distance service possible, through its Underlying Carrier, at a fair and competitive price. In turn, the Customer is responsible for paying his/her bills on time and must report any problems in a timely manner so that they can be corrected.

Issued: September 6, 2000

By:

Mr. Clement Legault, President
RapTel Communications, LLC
111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

SECTION 2 - RULES AND REGULATIONS (contd.)

2.15 Frequency Restrictions

There are no frequency restrictions.

2.16 Credit for Incomplete Calls

There will be no charge assessed to the customer for incomplete calls.

2.17 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 90% during peak use periods for all Company services.

2.18 Deposits

The Company does not require a deposit from the customer.

2.19 Taxes

All State and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

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SECTION 3 - DESCRIPTION OF SERVICES**3.1 Usage Based Services**

The Company's charges are based on the actual usage of the Company's services, in addition to any special features and/or service options, utilized by the customer. Charges begin when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the Underlying Carrier sends a signal to the switch. Charges cease when either party (called or calling) hangs up, unless chained calling is permitted and, in such case, the charges will cease when the calling party hangs up.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the non-facilities based, switchless resale of various Underlying Carriers' services. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of Customers needing to communicate between geographic locations within the State.

Each service Customer is billed individually for each call, on a conversation minute basis, placed through the Underlying Carrier's network. Each call is measured and billed at the applicable rate for the initial 6 second period or fraction thereof, and then at the applicable rate for each additional 6 second period or fraction thereof. The minimum length of a call is 6 seconds. See Section 4, for the applicable rate schedule.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.2 Long Distance Network Service (contd.)**

Dedicated access circuits may be provided and billed by the Underlying Carrier(s). Dedicated access channels may be purchased from carriers other than the Underlying Carrier(s) only in accordance with SDPUC rules or if the special access channel is jurisdictionally interstate. Charges for the dedicated access channel are determined by the applicable access provider.

3.3 Calling Card Service

3.3.1 This service permits use of a Calling Card to access and pay for the Company's telecommunications services.

3.3.2 Customers obtain the service by dialing an 800 number or other Access Codes to access the Company(s) network. The Customer is prompted by an automated voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Underlying Carrier(s) processor tracks the call duration from when the call is answered by the Underlying Carrier(s) processor for rating purposes on a real time basis. Billing for all calls ends when the called party hangs-up.

3.4 Directory Assistance Service

Directory Assistance Service is provided by RapTel's Underlying Carrier(s) to assist subscribers in obtaining telephone numbers.

3.5 Accessing Service

The service provided by the Company, through its Underlying Carrier(s), is one way dial in - dial out, multi-point telecommunications services, allowing the Customer to originate calls through the network facilities of the Underlying Carrier(s). Access to the Company may differ dependent upon the type of exchange access service provided by the local exchange telephone company to the Underlying Carrier(s).

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.6 Availability of Service

The services provided through the Company, are available where equal access and underlying long distance Billing Systems are provided.

3.7 Locations of Service

The services offered by the Company are to be available statewide, where the long distance services of its Underlying Carrier(s) are available. The services offered by the Company are not intended to be limited geographically.

3.8 Timing of Calls

3.8.1 Long distance usage charges are based on usage of RapTel Communications, LLC's service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.

3.8.2 Minimum call duration and usage measurement and rounding for debiting purposes is specified on per-product basis in the rate section of this tariff.

3.8.3 There is no charge applied for incomplete calls.

3.9 Market Expansion Line Service

A remote call forwarding feature which enables Customers to forward their extensions to outside interstate long distance telephone lines. The Company's telephone system supports this feature offered by the local exchange carrier ("LEC") in the city where the local number is established without offering the enhanced call forwarding features. The Company provides the interstate long distance line that ports the call from the LEC central office to the terminating station located in an outside calling area.

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SECTION 4 - RATES

4.1 Long Distance Telecommunications Network Usage Rates

4.1.1 The calls placed through the Company are rated using one of the following schedules. The charges for all calls during a billing month will be totaled. If the total charge includes a fraction of a cent, the fraction is rounded to the next whole cent (e.g., \$4,101.345 would be rounded to \$4,101.35).

4.1.2 Day, Evening and Night rate periods apply to Long Distance Telecommunications Network Usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m. , Monday through Friday and 5:00 p.m. to, but not including 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

4.2 Calling Card Service

4.2.1 Except to the extent modified in this section, the provisions of Section 4.1 are applicable to Calling Card Service.

4.2.2 Customers will be billed the following operator handling charge for each automated operator assisted Calling Card call, provided by its Underlying Carrier(s).

Per Call Charge \$1.50

4.2.3 Customers will be billed the following per call surcharge for Calling Card services.

Per Call Charge \$1.25

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SECTION 4 - RATES (contd.)

4.3 Long Distance Network And Calling Card Usage Rates

4.3.1 South Dakota Intrastate Intralata Rates (Switchless Resale)

4.3.1.A Schedule A
(dial-up to dial-up service)

	<u>Day</u>		<u>Even</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo</i>	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min
Gold <i>Min. of \$25LD Calling Charges/mo</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min

4.3.1.B Schedule B
(Dial-up to dedicated or dedicated to dial-up service)

	<u>Day</u>		<u>Even</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo</i>	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min
Gold <i>Min. of \$25LD Calling Charges/mo</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min

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SECTION 4 - RATES (contd.)

4.3 Long Distance Network And Calling Card Usage Rates (contd.)

4.3.1 South Dakota Intrastate Intralata Rates (Switchless Resale) (Cont'd)

4.3.1.C Schedule C
(dedicated to dedicated service)

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min	\$0.255/min
Gold <i>Min. of \$25LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min	\$0.275/min

4.3.2 Inbound 800 Service.

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min	\$0.175/min
Silver <i>No minimum</i>	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min	\$0.185/min

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SECTION 4 - RATES (contd.)

4.3 Long Distance Network And Calling Card Usage Rates (contd.)

4.3.3 Calling Card Service.

4.3.3.A Schedule A
(dial-up to dial-up service)

	<u>Day</u>		<u>Even</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

4.3.3.B Schedule B
(Dial-up to dedicated or dedicated to dial-up service)

	<u>Day</u>		<u>Even</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

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SECTION 4 - RATES (contd.)

4.3 Long Distance Network And Calling Card Usage Rates (contd.)

4.3.3 Calling Card Service.

4.3.3.C

Schedule C

(dedicated to dedicated service)

	<u>Day</u>		<u>Even</u>		<u>Night</u>	
	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>	<u>Initial</u>	<u>Add'l</u>
Platinum <i>Min. of \$50 LD Calling Charges/mo.</i>	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min	\$0.250/min
Gold <i>Min. of \$25 LD Calling Charges/mo.</i>	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min	\$0.265/min
Silver <i>No minimum</i>	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min	\$0.280/min

4.4 Directory Assistance Service

4.4.1 RapTel Communications, LLC's customers will be charged at the following per call charge for each directory assistance call, provided by its Underlying Carrier(s). The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

Per Call Charge \$0.99

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SECTION 4 - RATES (contd.)

4.5 Monthly Service Charge

4.5.1 Customers will be billed the following monthly service charge for all services, excluding Market Expansion Line Service.

Monthly Service Charge \$4.95

4.6 Market Expansion Line Service Charges

*Cost per Minute \$0.15
*Set up Fee \$5.00
*Monthly Service Charge \$5.00

* Does not include, and is made subject to, any charges imposed by the Local Exchange Carrier.

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SECTION 4 - RATES (contd.)

4.7 Exemptions and Special Rates

4.7.1 Directory Assistance for Handicapped Persons:

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving handicapped individuals. The Company shall charge the prevailing tariff rates for every call in excess of fifty within a billing cycle.

4.7.2 Hearing and Speech Impaired Persons:

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.7.3 Telecommunications Relay Service:

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is either both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

Issued: September 6, 2000

By:

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111 South Broadway, Suite 301
Rochester, MN 55904

Effective: _____

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
RAPTEL COMMUNICATIONS, LLC FOR A)	CERTIFICATE OF
CERTIFICATE OF AUTHORITY TO PROVIDE)	AUTHORITY
TELECOMMUNICATIONS SERVICES IN)	
SOUTH DAKOTA)	TC00-092

On June 13, 2000, 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 RapTel Communications, LLC (RapTel).

RapTel proposes to acquire and resell various voice and data communications services offered by interexchange carriers, and to package and provide these services for the specialized functions and needs of its customers. A proposed tariff was filed by RapTel. The Commission has classified long distance service as fully competitive.

On June 15, 2000, the Commission electronically transmitted notice of the filing and the intervention deadline of June 30, 2000, to interested individuals and entities. No petitions to intervene or comments were filed and at its September 26, 2000, meeting, the Commission considered RapTel's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that RapTel 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 RapTel has met the legal requirements established for the granting of a certificate of authority. RapTel 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 subparagraph (8) of ARSD 20:10:24:02. The Commission approves RapTel's application for a certificate of authority, subject to the condition that RapTel 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 RapTel's application for a certificate of authority is hereby granted, subject to the condition that RapTel 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 RapTel shall file informational copies of tariff changes with the Commission as the changes occur.

Dated at Pierre, South Dakota, this 29th day of September, 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:	<u>Delaine Kalles</u>
Date:	<u>9/29/00</u>
(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 September 26, 2000
Docket No. TC00-092

This is to certify that

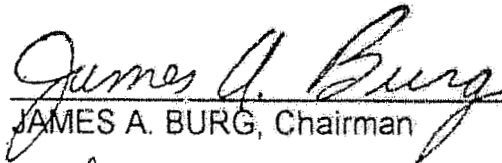
RAPTEL COMMUNICATIONS, LLC

is authorized to provide telecommunications services in South Dakota.

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

Dated at Pierre, South Dakota, this 29th day of September 2000.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



JAMES A. BURG, Chairman



PAM NELSON, Commissioner



LASKA SCHOENFELDER, Commissioner

