

TC00-093

TC00-093

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

RECEIVED

JUN 14 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION
Telephone: (605) 232-9200
Facsimile: (605) 232-9208

Also Admitted in New York
and Maryland

June 13, 2000

VIA OVERNIGHT DELIVERY

Mr. William Bullard
Executive Director
South Dakota Public Utilities Commission
500 East Capitol Avenue
Ave-Pierre, SD 57501-5070
(605) 773-3201

Re: Sterling Time Company

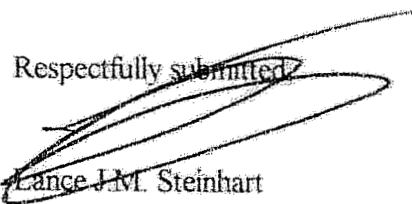
Dear Mr. Bullard:

Enclosed please find one original and ten (10) copies of Sterling Time Company's Application for Registration of a Telecommunications Company.

I have also enclosed a check in the amount of \$250.00 payable to the "South Dakota Public Utilities Commission" for the filing fee, and an extra copy of this cover letter to be date stamped and returned to me in the enclosed self-addressed prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Sterling Time Company

Enclosures

cc: Scott Aadal

APPLICATION FOR REGISTRATION
OF STERLING TIME COMPANY
FILED WITH THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

RECEIVED

JUN 14 2000

IN THE MATTER OF THE)
APPLICATION OF)
STERLING TIME COMPANY)
FOR AN ORDER) Docket No.
AUTHORIZING THE REGISTRATION) SOUTH DAKOTA PUBLIC
OF APPLICANT AS A) UTILITIES COMMISSION
TELECOMMUNICATIONS COMPANY)

APPLICATION

Application is hereby made to the South Dakota Public Utilities Commission for an Order authorizing Sterling Time Company ("Applicant") to register as a telecommunications company within the State of South Dakota. The following information is furnished in support thereof:

1. Name, Address and Telephone Number of Applicant:
Sterling Time Company
5701 Hollywood Boulevard, Suite A
Hollywood, Florida 33021
Telephone: 888-396-8591
Toll-Free Customer Service: 888-853-4925 or 888-287-7224
2. The name under which the Applicant will provide these services if different than in 1. above:

Sterling Time Company

3. Applicant's corporate information:

Applicant was organized in the State of Florida on September 24, 1997. A copy of the Applicant's Articles of Incorporation is attached hereto as Exhibit A. A copy of Applicant's Certificate of Authority to transact business as a foreign corporation in the State of South Dakota is attached hereto as Exhibit B.

The Applicant has no principal office in South Dakota. The name and address of the Applicant's registered agent is:

National Corporate Research, Ltd.
C/O Marilyn Person
819 West Third
Pierre, South Dakota 57501

The names and address of each corporation, association, partnership, cooperative, or individual holding a 20% or greater ownership or management interest in the Applicant corporation and the amount and character of the ownership or management interest are as follows:

Name and Address	Shares Owned	Percentage of all Shares Issued and Outstanding and Voting Control
Scott Aadal	100	100

All of the above can be reached through the company as set forth in Section 1 above.

4. Partnership Information:

Not Applicable.

5. Description of Services Applicant intends to offer:

Applicant is a switch-based reseller which intends to offer 1+ and 101XXXX direct outbound dialing, 800/888 toll-free inbound dialing, travel card service, and prepaid calling card service.

6. Means by which the Applicant intends to provide services:

Applicant does not own or maintain any transmission facilities or switching equipment in the State of South Dakota. The Applicant will provide services through MCI WorldCom, its underlying carriers. As a reseller, Applicant has no points of presence in the State of South Dakota, thus Applicant neither owns, leases, nor operates any switching, transmission, or other physical facilities in the State of South Dakota, and no such facilities will be used by Applicant in providing service in the State of South Dakota. Rather, Applicant will be engaged in reselling services provided by facilities-based carriers within the State of South Dakota.

7. Geographic Areas in which services will be offered:

Applicant intends to provide services on a statewide basis.

8. Financial Qualifications:

Applicant is financially qualified to provide intrastate interexchange telecommunications services within South Dakota. In particular, Applicant has adequate access to the capital necessary to fulfill any obligations it may undertake with respect to the provision of intrastate telecommunications

services in the State of South Dakota. See Exhibit C, which is attached hereto, Applicant's Balance Sheet as of December 31, 1999 and Income Statement for year ended December 31, 1999, which demonstrates that Applicant has the financial ability to provide the services that it proposes to offer. Applicant hereby respectfully requests a waiver of ARSD 20:10:24:02(8) to the extent it requires applicant to file a current balance sheet, income statement, and cash flow statements.

9. Applicant's complaints and regulatory matters contact and how Applicant handles customer billings and customer service matters.

All inquiries regarding regulatory matters should be addressed to:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021
Telephone: 888-396-8591
Facsimile: 888-896-0695
E-Mail: discountprepaid@bellsouth.net

All inquiries regarding complaints should be addressed to:

Denise Giannone, Customer Service Manager
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021
Telephone: 888-396-8591; 888-853-4925/888-297-7224
(toll-free)
Facsimile: 888-896-0695
E-Mail: discountprepaid@bellsouth.net

The Applicant's presubscribed customers will be direct billed utilizing "real-time" completed call detail information from Applicant's underlying carriers. Applicant's toll-free number will be on all invoices and prepaid calling cards and customer service will be provided in-house by the Applicant.

10. Regulatory Status:

Applicant is currently in the process of obtaining all required authorizations from the state regulatory agencies. Applicant is currently authorized to provide service in Arkansas, California, Connecticut, Florida, Georgia, Hawaii, Idaho, Indiana, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Mississippi, Missouri, Montana, New Jersey, New York, North Carolina, North Dakota, Ohio, Oregon, Pennsylvania, Rhode Island, Texas, Utah, Vermont, Virginia, West Virginia, Wisconsin, and Wyoming.

The Applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified. The Applicant has never been denied registration or certification nor withdrawn its request for registration or certification in any state.

11. Description of Marketing

Applicant intends to market its services to primarily to residential customers and to small to mid-sized businesses. All sales personnel will have telecommunications service experience. Applicant will market through direct sales by employees and agents. Applicant does not intend to engage in multilevel marketing at this time. Applicant's marketing materials are attached hereto as Exhibit D.

12. Cost Support:

Applicant intends to provide services at a price above its cost.

13. Federal Tax Identification Number:
65-0787495

14. The Number and Nature of Complaints filed against the Applicant with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered:

None

15. Tariff

A copy of Applicant's proposed tariff is attached hereto as Exhibit E.

WHEREFORE, the undersigned Applicant requests that the South Dakota Public Utilities Commission enter an order granting this application.

DATED this 12th day of June, 2000.

Sterling Time Company

By: 
Lance J.M. ~~Steinhart~~, Its Counsel

6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097
(770) 232-9200

STATE OF FLORIDA

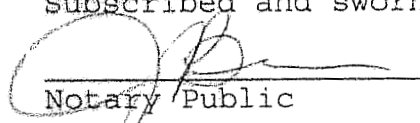
COUNTY OF NORTH DADE

Scott Aadal, being first duly sworn, deposes and says that he is the President of Sterling Time Company, the Applicant in the proceeding entitled above, that he has read the foregoing application and knows the contents thereof; that the same are true of his knowledge, except as to matters which are therein stated on information or belief, and to those matters he believes them to be true.



Scott Aadal

Subscribed and sworn to before this 7 day of Oct, 1999.


Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
JOSEPH BRIEN
COMMISSION # CC219500
EXPIRES 3/30/2002
BONDED THRU ASA 1,000 NOTARY

My Commission expires: _____

LIST OF EXHIBITS

- A - ARTICLES OF INCORPORATION
- B - CERTIFICATE OF AUTHORITY
- C - MARKETING MATERIAL
- D - FINANCIAL INFORMATION
- E - PROPOSED TARIFF

EXHIBIT A - ARTICLES OF INCORPORATION

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of STERLING TIME COMPANY, a corporation organized under the laws of the State of Florida, filed on September 24, 1997, as shown by the records of this office.

The document number of this corporation is P97000082819.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirteenth day of October, 1997




CR2EO22 (2-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State

State of Florida

The seal of the State of Florida, featuring a central figure holding a scale and a sword, surrounded by a wreath and the motto "IN GOD WE TRUST".

Department of State

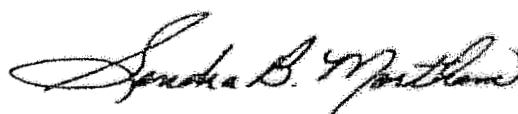
I certify the attached is a true and correct copy of the Articles of Incorporation of STERLING TIME COMPANY, a corporation organized under the laws of the State of Florida, filed on September 24, 1997, as shown by the records of this office.

The document number of this corporation is P97000082819.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirteenth day of October, 1997



GR2EO22 (2-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State

ARTICLES OF INCORPORATION

OF

STERLING TIME COMPANY

97 SEP 22 PM 3 16

We, the undersigned incorporators, do hereby form a corporation for profit under the General Laws of the State of Florida, and pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

ARTICLE I

The name of the corporation shall be **STERLING TIME COMPANY**.

ARTICLE II

The location of the principal place of business shall be 2264 Overseas Highway, Marathon, Florida 33050. The mailing address of the corporation shall be Post Office Box 504422, Marathon, Florida 33050.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The Registered Agent for this corporation shall be Thomas D. Wright and the Registered Address for this Corporation shall be 10095 Overseas Highway, Suite 10, Marathon, Florida 33050

ARTICLE V

The general nature of the business to be transacted shall be the following:

1. To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature and to carry on such business as is necessary to operate a business, to acquire all such merchandise, supplies, material and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease, and convey real and personal property in any part of the world so far as is necessary to expedient in conducting the business of the corporation; and to have any and all powers set forth as fully as natural persons, whether as principal, agents, trustees or otherwise.

2. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

3. To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation in conformity with the laws of the State of Florida.

ARTICLE VI

The capital stock shall consist of one thousand (1000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE VII

The amount of capital before beginning business shall be at least Five Hundred and 00/100 (\$500.00) Dollars.

ARTICLE VIII

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1), nor more than three (3).

ARTICLE IX

The names and addresses of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation, Bylaws, and the General Laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors shall be duly elected and qualified, are:

Scott A. Aadal, Director, President, Vice President, Secretary, Treasurer
Post Office Box 504422, 2264 Overseas Highway, Marathon, Florida 33050

ARTICLE X

The name and address of the person signing these articles of incorporation as an incorporator is: Scott A. Aadal, Post Office Box 504422, 2264 Overseas Highway, Marathon, Florida 33050.

ARTICLE XI

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Further, the corporation reserves the right to provide in the Bylaws for issuance of Stock Certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by this corporation.

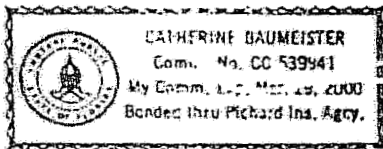
IN WITNESS WHEREOF, I have hereunto subscribed my name on this
23 day of September, 1997.


Scott A. Aadal

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared SCOTT A. AADAL, who, after being by me first duly sworn and cautioned, deposed and said that he read the foregoing Articles of Incorporation, that the statements contained therein are true and correct for the purposes therein expressed and that this is his free and voluntary act and deed.

SWORN TO AND SUBSCRIBED before me this 23rd day of September, 1997.



Catherine Baumeister
Notary Public, State of Florida

Having been named to accept service of process for **STERLING TIME COMPANY** at the place designated in its articles of incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated this 23 day of September, 1997.

Thomas D. Wright
THOMAS D. WRIGHT, Registered Agent

97 SEP 28 PM 2:16

FILED

EXHIBIT B - CERTIFICATE OF AUTHORITY

State of South Dakota



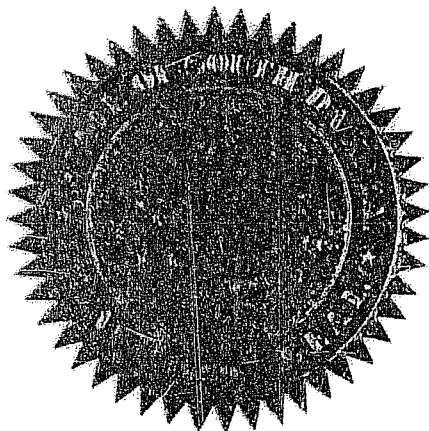
OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 3, 2000.



Joyce Hazeltine
Secretary of State

EXHIBIT C - MARKETING MATERIAL

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

2.9¢
USA
 \$5 = 151
 \$10 = 323
 \$20 = 669
 Minutes
Advertised Rates Based On One Call.

The BEST Talk Time For Your Money!

PHONECARD

Advertised rate is equal to or better than business usage. When you use phonecards, you avoid the following surcharges that may apply: Monthly service fee, 19¢ applicable-also applied per call, Daily administrative fee, and .49 cents when a call is attempt originates from a payphone. 59¢ connection fee.

Country	Rate	Min. \$10	Min. \$20	Country	Rate	Min. \$10	Min. \$20
Algeria	.48	16	37	Haiti	.70	11	23
American Samoa	.47	17	36	Hawaii	.59	19	41
Angola	.25	23	50	Honduras	.69	10	21
Antigua	.25	19	41	Hong Kong	.69	31	66
Aruba	.47	19	41	Hungary	.69	24	50
Anguilla & Barbuda	.47	13	28	Iceland	.69	10	21
Argentina	.44	14	30	India	.68	11	23
Argentina	.44	14	30	India-Bombay	.68	10	21
Armenia	.47	11	23	India-Madras	.68	10	21
Aruba	.47	17	36	India-New Dehli	.68	10	21
Ascension Island	.68	9	19	Indonesia	.58	19	41
Australia	.19	42	89	Inmarsat-All	.82	1	1
Austria	.42	42	89	Iran	.91	8	17
Azerbaijan	.47	14	30	Iraq	1.07	7	15
Bahamas	.47	27	57	Ireland	.29	54	114
Bahrain	.47	10	21	Israel	.27	30	63
Barbados	.47	10	21	Italy	.25	10	21
Belarus	.47	16	34	Jamaica	.64	10	21
Belgium	.47	38	81	Japan	.24	33	69
Beliza	.47	11	23	Japan-Tokyo	.24	33	69
Benin	.47	12	26	Jordan	.78	10	21
Bermuda	.47	24	50	Macao	.52	15	31
Bhutan	.47	15	31	Macedonia	.50	16	34
Bolivia	.47	11	23	Madagascar	.64	8	17
Bosnia and Herzegovina	.44	17	36	Malawi	.59	14	29
Botswana	.44	17	36	Malaysia	.65	23	48
Brazil	.44	19	41	Maldives	.81	10	21
Brazil-Sao Paul	.44	19	41	Malta	.94	8	17
Bulgaria	.44	19	41	Marshall Islands	.44	18	37
China	.20	20	41	Martinique	1.19	6	12
Colombia	.20	20	41	Mauntania	.75	10	21
Colombia-All	.20	20	41	Mauntius	.79	10	21
Dominican Republic	.44	11	23	Mexico-All Bands	.074	101	211
Ecuador	.44	11	23	Netherlands	.19	41	86
Ecuador-Quito	.44	11	23	Pacific Islands	.83	9	19
Egypt	.47	10	21	Panama	.70	11	23
El Salvador	.47	10	21	Papua New Guinea	.78	10	21
Finland	.47	38	81	Paraguay	.78	10	21
France	.47	42	89	Peru	.59	13	27
Guyana	.47	10	21	Peru-Lima	.59	13	27
Philippines	.47	17	36	Taiwan	.35	23	48
Philippines-Manilla	.47	17	36	Tajikistan	.66	12	25
Poland	.47	38	81	Tanzania	.62	13	27
Portugal	.47	47	99	Thailand	.55	14	29
Puerto Rico	.47	39	83	Togo	.96	8	17
Qatar	.68	9	19	Tonga	1.03	7	15
Reunion Island	.68	9	19	Trinidad	.67	12	25
Romania	.68	11	23	Turks and Caicos	.52	15	31
Russia	.46	16	34	Tuvalu	.94	8	17
Sierra Leone	.46	16	34	United Arab Emirates	.64	12	25
Solomon Islands	.46	16	34	Uganda	.57	14	29
Somalia	.46	16	34	Ukraine	.49	16	34
South Africa	.46	16	34	United Kingdom	.15	83	173
South Korea	.46	21	44	Vanuatu	.95	8	17
Swaziland	.46	16	34	Yemen	.49	16	34
Sweden	1.27	6	12	Yugoslavia	.78	16	34
Switzerland	.67	6	12	Zaire	.78	16	34
Syria	.77	10	21	Zambia	.85	9	19
				Zimbabwe	.45	18	37

TIM 2 TALK

The BEST Talk Time For Your Money!

3.2¢
USA

\$10=297*
Minutes

\$20=609*
Minutes

* Advertisized Rates Based On One Call.

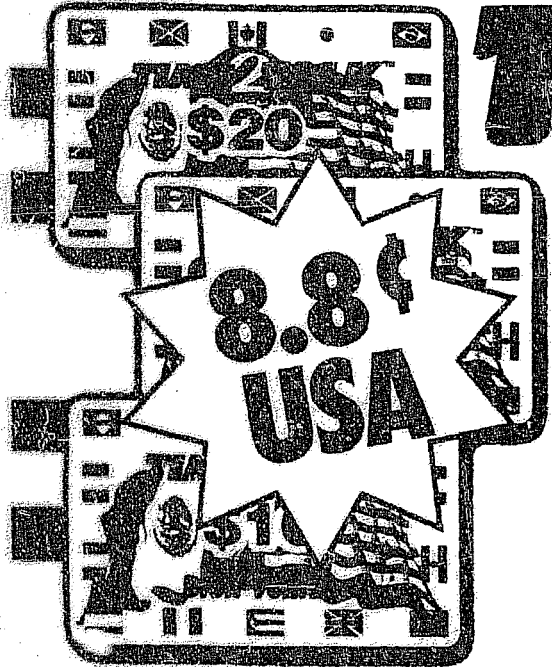
PHONECARD

Advertised rate is based on 1st call maximum charge. When additional are made the following surcharges may apply: 50¢ per week (monthly service fee), 15% applicable tax applied per call or attempt of a call, 1¢ administrative fee, and 49¢ when a call or attempt of a call originates from a payphone.

Country	Rate	Min. \$5	Min. \$10	Min. \$20	Country	Rate	Min. \$5	Min. \$10	Min. \$20
Afghanistan	1.00	3	8	18	Jamaica	.64	4	12	28
Australia	.19	16	42	94	Japan	.25	12	33	74
Bahamas	.29	10	27	61	Japan-Tokyo	.24	12	33	74
Bahrain	.81	3	10	22	Jordan	.76	4	10	23
Bolivia	.73	4	11	24	Mexico	.29	10	27	61
Brazil	.48	6	16	37	Mexico City	.27	11	29	66
Brazil-Sao Paul	.48	6	16	37	Morocco	.55	5	14	32
Brunei	.51	6	15	35	New Zealand	.20	15	39	88
Bulgaria	.40	7	20	45	North Korea	.96	3	8	18
Cambodia	1.04	3	7	17	Norway	.19	15	41	92
Cameroon	.83	3	9	21	Oman	.95	3	8	19
Canada	.13	23	60	134	Pakistan	.90	3	8	20
Chad	1.18	2	6	15	Panama	.70	4	11	25
Chile	.30	10	26	59	Paraguay	.78	4	10	23
China	.60	5	13	30	Peru	.59	5	13	30
Colombia	.43	7	18	41	Peru-Lima	.59	8	13	30
Comoros	.76	4	10	23	Philippines	.47	6	17	38
Congo	.84	3	9	21	Puerto Rico	.20	15	39	88
Ecuador	.44	7	18	41	Qatar	.82	3	9	22
Ecuador-Quito	.44	7	18	41	Reunion Islands	.68	4	11	26
Egypt	.80	3	10	22	Romania	.52	5	15	34
El Salvador	.52	6	15	35	Russia	.49	6	16	36
Finland	.21	14	38	85	South Korea	.34	9	23	53
France	.19	16	42	95	Spain	.29	10	27	62
French Gulana	.54	5	15	33	Sweden	1.27	2	6	14
Germany	.19	16	42	94	Switzerland	.19	15	41	92
Ghana	.57	5	14	31	Taiwan	.35	8	23	51
Guam	.22	14	37	82	Trinidad & Tobago	.67	4	12	27
Guantanamo Bay	.54	5	14	33	Turkey	.47	6	17	38
Guatemala	.39	7	20	45	Turks & Caicos Islands	.52	5	15	34
Honduras	.59	5	13	30	Uruguay	.73	4	11	24
Hong Kong	.26	12	31	70	Vatican City	.27	11	30	67
Hungary	.35	8	23	52	Venezuela	.49	6	16	37
Iceland	.33	9	24	54	Virgin Islands-British	.44	7	18	41
India	.78	3	10	23	Wallis and Futuna	.50	6	16	36
Indonesia	.58	5	13	31	Yemen	.98	3	8	18
Ireland	.23	13	34	78	Yugoslavia	.49	6	16	36
Israel	.27	11	30	67	Zaire	.78	3	10	23
Italy	.25	12	33	73	Zambia	.81	3	9	22
Ivory Coast	.99	3	8	18	Zimbabwe	.45	6	15	40

TIME 2 TALK

The BEST Talk Time For Your Money!



PHONECARD

Country	Rate	Min. \$5	Min. \$10	Min. \$20	Country	Rate	Min. \$5	Min. \$10	Min. \$20
UNITED STATES	.088	52	109	222	Israel	.25	14	34	73
Argentina	.48	5	15	36	Italy	.22	15	37	82
Australia	.18	14	41	94	Ivory Coast	1.01	2	8	17
Austria	.18	14	41	94	Jamaica	.58	4	13	30
Bahamas	.27	10	28	65	Japan/Osaka	.23	15	36	80
Belize	.65	5	13	28	Japan/Tokyo	.23	16	37	81
Bermuda	.30	9	25	58	Japan	.21	17	40	86
Brazil-55	.44	7	19	42	Jordan	.77	3	10	23
Canada	.13	33	70	144	Korea South Seoul	.33	8	23	53
Chile	.27	13	31	67	Korea North	.90	3	8	19
China	.53	6	15	34	Luxembourg	.24	11	31	71
Colombia/Bogota	.22	15	37	82	Mexico 1	.16	18	50	112
Colombia/Cali	.23	14	36	78	Mexico 2	.19	15	41	92
Colombia/Pereira	.27	12	31	67	Mexico 3-8	.22	13	36	81
Costa Rica	.35	7	21	49	New Zealand	.20	13	38	88
Denmark	.18	14	41	94	Norway	.21	12	36	83
Diego Garcia	.93	2	8	19	Paraguay	.78	3	10	23
Dominican Republic	.27	12	31	68	Peru	.51	6	16	35
Ecuador	.40	6	19	43	Phillippines	.41	8	20	44
Ecuador/Quito	.40	8	21	45	Poland	.37	9	22	49
El Salvador	.47	7	17	38	Portugal	.35	9	24	52
Ethiopia	.98	4	9	19	Puerto Rico	.18	21	47	100
Egypt	.68	4	11	25	Moscow	.45	6	17	39
Finland	.20	13	38	88	Spain	.27	12	31	67
France	.17	20	49	108	Switzerland	.26	13	33	71
Germany	.16	21	53	115	Taiwan	.29	11	28	62
Greece	.39	9	21	47	Trinidad	.53	6	15	34
Greenland	.42	8	20	44	Turks Caicos	.47	7	17	38
Guatemala	.35	9	23	51	United Kingdom	.14	19	55	126
Hawaii	.24	20	41	83	US Virgin Islands	.21	18	42	89
Honduras	.53	6	16	34	Vietnam	1.03	6	16	37
Hong Kong	.23	14	36	78	Venezuela	.45	7	18	40
India	.78	5	12	24	Zambia	.90	3	8	19
Ireland	.23	14	36	79	Zimbabwe	.41	6	18	42

© 1995 American International Telephone Company. Connection fees apply to international calls. Advertised minutes are based on 1 call maximum usage before applicable taxes. Rates subject to change without notice.

EXHIBIT D - FINANCIAL INFORMATION

STERLING TIME COMPANY

INCOME STATEMENT
As of December 31, 1999

	CURRENT MONTH	12 MONTHS TO DATE
INCOME		
Interest Earned	\$184.97	\$875.38
Loans	\$0.00	\$0.00
Loans from Trust	\$0.00	\$35,000.00
Loans Repaid	\$0.00	\$33,062.00
Sales - Wholesale	\$1,655,420.81	\$10,507,658.41
Returned Checks	\$38,907.40	\$73,315.98
Returns & Allowances	\$908.62	\$97,958.74
NET SALES	\$1,615,789.76	\$10,405,311.07
COST OF GOODS SOLD		
Materials	\$1,314,538.63	\$6,766,032.65
Shipping/Freight	\$0.00	\$0.00
Total Cost of Goods Sold	\$1,314,538.63	\$6,766,032.65
GROSS PROFIT	\$301,251.13	\$3,639,278.42
EXPENSES		
Accounting	\$995.00	\$10,531.68
Advertising	\$10,720.00	\$225,977.62
Alarm	\$32.91	\$9,616.42
Auto Expense	\$0.00	\$17,630.03
Bank Service Charge	\$556.50	\$14,843.02
Casual Labor	\$800.00	\$17,365.70
Commissions Paid	\$139,473.62	\$1,066,971.23
Credit Card Charges	\$76,036.04	\$76,036.04
Depreciation	\$952.33	\$11,427.96
Donations	\$0.00	\$3,004.03
Draw - Owners	\$0.00	\$0.00
Education	\$0.00	\$16,000.00
Equipment	\$91.91	\$20,941.47
Furniture	\$0.00	\$3,567.10
Insurance - Auto	\$0.00	\$1,445.25
Insurance - Health	\$0.00	\$3,556.00
Insurance - Store	\$0.00	\$3,352.00
Internet	\$0.00	\$1,074.00
Investments	\$0.00	\$60,000.00
Legal Fees	\$15,153.07	\$221,732.26
License & Permits	\$3,070.00	\$9,380.34
Loan Repay	\$0.00	\$7,815.00
Loans To	\$0.00	\$37,062.00
Medical	\$0.00	\$0.00
Office Expense	\$2,627.81	\$62,704.83

Office Expense - Water	\$0.00	\$480.45
Payroll	\$51,375.42	\$275,533.48
Postage	\$17,909.55	\$187,756.25
Professional Fees	\$2,223.25	\$30,977.00
Rent	\$0.00	\$22,349.83
Repairs & Maintenance	\$3,750.00	\$28,843.42
Supplies	\$8,241.08	\$35,330.30
Taxes - County/City	\$0.00	\$225.00
Taxes - IRS	\$0.00	\$6,495.09
Taxes - Payroll	\$4,051.99	\$26,998.89
Telephone	\$3,260.53	\$109,287.58
Trade Shows	\$0.00	\$8,000.00
Trash	\$77.63	\$884.76
Travel	\$3,893.12	\$88,869.12
Utilities	\$258.72	\$6,905.44
Water	\$0.00	\$262.00
TOTAL EXPENSES	\$345,550.48	\$2,731,312.59
NET OPERATING INCOME	(\$44,299.35)	\$907,965.83

Prepared by LWR Financial Services

STERLING TIME COMPANY

BALANCE SHEET
As of December 31, 1999

ASSETS

CURRENT ASSETS

Cash in Bank	\$946,583.93
Bank CD # 1	\$10,000.00
Bank CD # 2	\$50,000.00

Total Current Assets **\$1,006,583.93**

FIXED ASSETS

Furniture	\$16,862.53
Equipment	\$22,804.93
Accumulated Depreciation	\$18,397.92

Total Fixed Assets **\$21,269.54**

OTHER ASSETS

Loan to - UCS Global	\$3,685.32
Loan to - M. Aadal	\$1,800.00
Loan to - A. M.	\$1,000.00
Loan to - R. Higgs	\$2,500.00

Total Other Assets **\$8,985.32**

TOTAL ASSETS

\$1,036,838.79

LIABILITIES & EQUITY

CURRENT LIABILITIES

Loan from STC Trust	\$35,000.00
---------------------	-------------

Total Current Liabilities **\$35,000.00**

LONG TERM LIABILITIES

Loan from MCR Enterprises	\$8,000.00
Loan from STC Trust	\$40,800.00

Total Long Term Liabilities **\$48,800.00**

EQUITY

A.A.A. Account	\$45,072.96
Current Net Income (Loss)	\$907,965.83

Total Equity **\$953,038.79**

TOTAL LIABILITIES & EQUITY

\$1,036,838.79

EXHIBIT E - PROPOSED TARIFF

TELECOMMUNICATIONS SERVICES TARIFFTITLE SHEETSOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Sterling Time Company ("STC"), with principal offices at 5701 Hollywood Blvd., Ste A, Hollywood, FL 33021. This tariff applies for 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: , 2000 EFFECTIVE: , 2000

ISSUED BY: Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

STERLING TIME COMPANY

ORIGINAL SHEET 2

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

RESERVED FOR FUTURE USE

ISSUED: , 2000 EFFECTIVE: , 2000
ISSUED BY: Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

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
24 Original
25 Original
26 Original
27 Original
28 Original
29 Original
30 Original
31 Original
32 Original

* New or Revised Sheet

ISSUED: , 2000 EFFECTIVE: , 2000
ISSUED BY: Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

The Sheets 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

TELECOMMUNICATIONS SERVICES TARIFFTABLE OF CONTENTS

	Page
Title Sheet.....	1
Reserved for Future Use.....	2
Check Sheet.....	3
Table of Contents.....	4
Tariff Format.....	5
Symbols.....	6
Section 1 - Technical Terms and Abbreviations.....	7
Section 2 - Rules and Regulations.....	9
2.1 Undertaking of the Company.....	9
2.2 Use of Services.....	10
2.3 Liability of the Company.....	11
2.4 Responsibilities of the Customer.....	13
2.5 Cancellation or Interruption of Service.....	15
2.6 Credit Allowance.....	17
2.7 Restoration of Service.....	18
2.8 Deposit.....	18
2.9 Advance Payments.....	18
2.10 Payment and Billing.....	19
2.11 Collection Costs.....	20
2.12 Taxes.....	20
2.13 Late Charge.....	20
2.14 Returned Check Charge.....	20
Section 3 - Description of Service.....	21
3.1 Computation of Charges.....	21
3.2 Customer Complaints and/or Billing Disputes.....	22
3.3 Level of Service.....	23
3.4 Billing Entity Conditions.....	23
3.5 Service Offerings.....	24
Section 4 - Rates.....	29

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

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

- (C) to signify change in regulation
- (D) to signify a deletion
- (I) to signify a rate increase
- (L) to signify material relocated in the tariff
- (N) to signify a new rate or regulation
- (R) to signify a rate reduction
- (T) to signify a change in text, but no change in rate or regulation

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

Resp. Org - Responsible Organization or entity identified by an 800 service Customer that manages and administers records in the 800 database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of South Dakota.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

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

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFFSECTION 2 - RULES AND REGULATIONS2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate interexchange telecommunications services provided by the Company for telecommunications between points within the State of South Dakota. Services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company reserves the right to examine the credit record and check the references of all applicants and Customers. The Company may examine the credit profile/record of any applicant prior to accepting the service order. The service application shall not in itself obligate the Company to provide services or to continue to provide service if a later check of applicant's credit record is, in the opinion of the Company, contrary to the best interest of the Company. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Customer, to allow connection of a Customer's location to a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

- 2.1.1 The services provided by the Company are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers which may be subject to the jurisdiction of this Commission.
- 2.1.2 The rates and regulations contained in this tariff apply only to the services furnished by the Company and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of the Company.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use of Services

- 2.2.1 The Company's services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of the Company's services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

- 2.2.3 The use of the Company's services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.
- 2.2.4 The Company's services are available for use twenty-four hours per day, seven days per week.
- 2.2.5 The Company does not transmit messages, but the services may be used for that purpose.
- 2.2.6 The Company's services may be denied for nonpayment of charges or for other violations of this tariff.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.
- 2.3 Liability of the Company
- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.
- 2.3.4 Reserved for Future Use
- 2.3.5 Reserved for Future Use
- 2.3.6 Reserved for Future Use

ISSUED: , 2000 EFFECTIVE: , 2000
ISSUED BY: Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express, implied, or statutory, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

2.4 Responsibilities of the Customer

2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.

2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by the Company on the Customer's behalf.

2.4.3 If required for the provision of the Company's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to the Company.

2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to the Company and the Customer when required for Company personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of the Company's services.

2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of the Company's equipment to be maintained within the range normally provided for the operation of microcomputers.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with the Company's facilities or services, that the signals emitted into the Company's network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, the Company will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to Company equipment, personnel or the quality of service to other Customers, the Company may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, the Company may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay the Company for replacement or repair of damage to the equipment or facilities of the Company caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any Company equipment installed at Customer's premises.
- 2.4.9 If the Company installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.

ISSUED:
ISSUED BY:

, 2000

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

EFFECTIVE:

, 2000

TELECOMMUNICATIONS SERVICES TARIFF

2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

2.5 Cancellation or Interruption of Services

2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, the Company may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:

2.5.1.A For nonpayment of any sum due the Company for more than thirty (30) days after issuance of the bill for the amount due, unless the charge is in dispute;

2.5.1.B For violation of any of the provisions of this tariff,

2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over the Company's services, or

2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its services.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

- 2.5.2 Without incurring liability, the Company may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.
- 2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon thirty (30) days written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

2.6 Credit Allowance

2.6.1 Credit may be given for disputed calls, on a per call basis.

ISSUED: , 2000 EFFECTIVE: , 2000
ISSUED BY: Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

2.7 Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in part 64, Subpart D of the Rules and Regulations of the Federal Communications Commission.

2.8 Deposit

The Company does not require deposits.

2.9 Advance Payments

The Company does not require advance payments.

TELECOMMUNICATIONS SERVICES TARIFF2.10 Payment and Billing

- 2.10.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt. A late fee will be assessed on unpaid amounts 30 days after rendition of bills.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.
- 2.10.3 All bills are presumed accurate, and shall be binding on the customer unless objection is received by the Company in writing within 180 days after such bills are rendered. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such 180 day period.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF2.11 Collection Costs

In the event Company is required to initiate legal proceedings to collect any amounts due to Company, or to enforce any judgment obtained against a Customer, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by a court of competent jurisdiction or by the Commission.

2.12 Taxes

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein.

2.13 Late Charge

A late fee of 1.5% per month or the amount otherwise authorized by law, whichever is lower, will be charged on any past due balances.

2.14 Returned Check Charge

A fee of \$20.00 will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

2.15 Reconnection Charge

A reconnection fee of \$25.00 per occurrence will be charged when service is reestablished for Customers which have been disconnected due to non-payment. Payment of the reconnection fee and any other outstanding amounts will be due in full prior to reconnection of service.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFFSECTION 3 - DESCRIPTION OF SERVICE3.1 Computation of Charges

- 3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.
- 3.1.2 Where mileage bands appear in a rate table, rates for all calls are based upon the airline distance between the originating and terminating points of the call, as determined by the vertical and horizontal coordinates associated with the exchange (the area code and three digit central office code) associated with the originating and terminating telephone numbers. If the Customer obtains access to the Company's network by a dedicated access circuit, that circuit will be assigned an exchange for rating purposes based upon the Customer's main telephone number at the location where the dedicated access circuit terminates. The vertical and horizontal (V & H) coordinates for each exchange and the airline distance between them will be determined according to industry standards.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

3.1.3 Timing begins 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 local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. The Company will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

5701 Hollywood Blvd., Ste A
Hollywood, FL 33021
888-853-4925/888-287-7224

An objection to billed charges should be reported promptly to the Company. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

The Company will respond within seventy two (72) hours of receipt of an inquiry. If the Customer is dissatisfied with the Company's response to a complaint or inquiry, the Customer may file a complaint with the Commission for resolution of the conflict. The South Dakota Public Utilities Commission can be reached at:

500 East Capitol
Pierre, SD 57501-5070
(605) 773-3201
(800) 332-1782
TTY through Relay Service South Dakota-
(800) 877-1113

If a Customer accumulates more than One Dollar of undisputed delinquent Company 800 Service charges, the Company Resp. Org. reserves the right not to honor that Customer's request for a Resp. Org. change until such undisputed charges are paid in full.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of the Company or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. The Company's name and toll-free telephone number will appear on the Customer's bill.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF3.5 Service Offerings

3.5.1 1+ Dialing

This service permits Customers to originate calls via switched or dedicated access lines, and to terminate intrastate calls. The customer dials "1+" followed by "ten digits" or dials "101XXXX" followed by "1+ ten digits".

3.5.2 Travel Cards

The Customer utilizes an 11 digit "toll-free" access number established by the Company to access a terminal. Upon receiving a voice prompt, the Customer uses push button dialing to enter an identification code assigned by the Company, and the ten digit number of the called party.

3.5.3 800 Service (Toll-Free)

This service is inbound calling only where an 800, 888 or other toll-free prefix number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

3.5.4 Company Prepaid Calling Cards

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase Company Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. Company Prepaid Calling Cards are available at a variety of face values ranging from five dollars (\$5.00), in one dollar (\$1.00) increments. Company Prepaid Calling Card service is accessed using the Company toll-free number printed on the card. The caller is prompted by an automated voice response system to enter his/her Authorization Code, and then to enter the terminating telephone number. The Company's processor tracks the call duration on a real time basis to determine the number of Telecom Units consumed. The total consumed Telecom Units and applicable taxes for each call is deducted from the remaining Telecom Unit balance on the Customer's Company Prepaid Calling Card.

All calls must be charged against Prepaid Calling Card that has a sufficient Telecom Unit balance. A Customer's call will be interrupted with an announcement when the balance is about to be depleted.

In order to continue the call, the Customer can either call the toll-free number on the back of the Company Prepaid Calling Card and "recharge" the balance on the card using a nationally recognized credit card, or the Customer can throw the card away and purchase a new one. Calls in progress will be terminated by the Company if the balance on the Company Prepaid Calling Card is insufficient to continue the call and the Customer fails to enter the number of another valid Company Prepaid Calling Card prior to termination.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

The expiration date will be printed on all cards. The Company will not refund unused balances.

A credit allowance for Company Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. To receive the proper credit, the Customer must notify the Company at the designated toll-free customer service number printed on the Company Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, etc.), and the approximate time that the call was placed.

When a call charged to a Company Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions, the Customer will receive a credit equivalent of one Telecom Unit.

Credit allowances for calls pursuant to Company Prepaid Card Service do not apply for interruptions not reported promptly to the Company or interruptions that are due to the failure of power, equipment or systems not provided by the Company.

Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company.

The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls can not be completed.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

3.5.5 Directory Assistance.

Access to long distance directory assistance is obtained by dialing 1 + 555-1212 for listings within the originating area code and 1 + (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will apply for each number requested. A charge will be applicable for each number requested, whether or not the number is listed or published.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

3.5.6 Specialized Pricing Arrangements.

Customized service packages and competitive pricing packages at negotiated rates may be furnished on a case-by-case basis in response to requests by Customers to the Company for proposals or for competitive bids. Service offered under this tariff provision will be filed with the Commission. Specialized rates or charges will be made available to similarly situated Customers on a non-discriminatory basis. The Company will notify the Commission of such arrangements as required by Commission rules and regulations.

3.5.7 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.8 Promotional Offerings

The Company may, from time to time, make promotional offerings to enhance the marketing of its services. These offerings may be limited to certain dates, times and locations. The Company will notify the Commission of such offerings as required by Commission rules and regulations.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES

4.1 1+ Dialing

\$0.15 per minute

A \$4.95 per month service charge applies.
Billed in one minute increments.

4.2 Travel Cards

\$.199 per minute

A \$.25 per call service charge applies.
Billed in one minute increments.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF4.3 Toll Free

\$0.15 per minute

A \$10 per month per number service charge applies.
Billed in one minute increments.

4.4 Prepaid Calling CardsProgram

A	\$.015	Per Telecom Unit
B	\$.019	Per Telecom Unit
C	\$.025	Per Telecom Unit
D	\$.029	Per Telecom Unit
E	\$.032	Per Telecom Unit
F	\$.035	Per Telecom Unit
G	\$.039	Per Telecom Unit
H	\$.045	Per Telecom Unit
I	\$.05	Per Telecom Unit
J	\$.06	Per Telecom Unit
K	\$.07	Per Telecom Unit
L	\$.08	Per Telecom Unit
M	\$.09	Per Telecom Unit
N	\$.10	Per Telecom Unit
O	\$.11	Per Telecom Unit
P	\$.12	Per Telecom Unit
Q	\$.13	Per Telecom Unit
R	\$.14	Per Telecom Unit
S	\$.15	Per Telecom Unit
T	\$.19	Per Telecom Unit
U	\$.20	Per Telecom Unit
V	\$.25	Per Telecom Unit
W	\$.29	Per Telecom Unit
X	\$.30	Per Telecom Unit
Y	\$.33	Per Telecom Unit
Z	\$.35	Per Telecom Unit
AA	\$.39	Per Telecom Unit
BB	\$.40	Per Telecom Unit
CC	\$.50	Per Telecom Unit

A \$.59 per call service charge applies.

A \$1.00 per month service charge applies.

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

4.5 Directory Assistance

\$.95

4.6 Returned Check Charge

\$20.00

ISSUED: , 2000 EFFECTIVE: , 2000
ISSUED BY: Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

TELECOMMUNICATIONS SERVICES TARIFF

4.7 Rate Periods

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period		
5 p.m. to 11 p.m.*	Evening Rate Period		Evening Rate Period
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

* To, but not including
 When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

4.8 Payphone Dial Around Surcharge

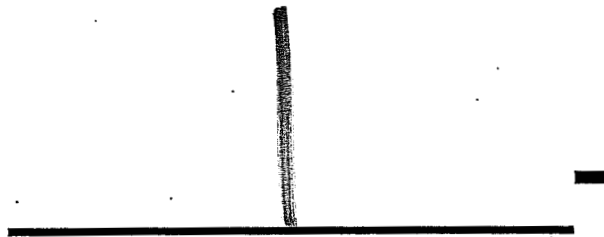
A dial around surcharge of \$.49 per call will be added to any completed INTRASTATE toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

4.9 Universal Service Fund Assessment & Presubscribed Interexchange Carrier Charge

The Customer will be assessed a monthly Universal Service Fund Contribution charge on all telecommunications services, which in no event shall be less than the prevailing contribution percentage rate charged the Company on intrastate traffic by any state agency or its administrator. A Presubscribed Interexchange Carrier Charge ("PICC") applies on a monthly basis to all Customer monthly bills at the prevailing rate.

ISSUED: , 2000 EFFECTIVE: , 2000
 ISSUED BY: Scott Aadal, President
 5701 Hollywood Blvd., Ste A
 Hollywood, FL 33021

CONTINUATION



2057

STERLING TIME CO.
2404 NE 135TH ST.
NORTH MIAMI BEACH, FL 33181

GS-1152/579

DATE 1-27-00

PAY
TO THE
ORDER OF

South Dakota Public Utilities Commission

\$ 250 ⁰⁰/₁₀₀

Two Hundred fifty dollars 00/100

DOLLARS



NORTH MIAMI BRANCH
12700 BISCAYNE BLVD., NORTH MIAMI, FLORIDA 33181

SCOTT A. AADAL

FOR

Dennis Gannon

⑈002057⑈ ⑆067012825⑆ 0500508462⑈06

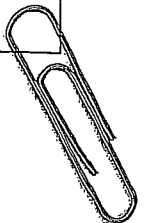
IN THE NAME AND ON BEHALF
OF STERLING TIME COMPANY

Continuation

#

2

of pages



**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: Camron Hoseck
Date Docketed: 06/13/00
Intervention Deadline: 06/30/00

TC00-093 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 outbound dialing, 800/888 toll-free inbound dialing, travel card service, and prepaid calling card service throughout South Dakota.

Staff Analyst: Michele Farris
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/>

RECEIVED

NOV 21 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

November 20, 2000

VIA OVERNIGHT DELIVERY

Ms. Michele Farris, PE
Utility Analyst
South Dakota Public Utilities Commission
500 East Capitol Avenue
Ave-Pierre, SD 57501-5070
(605) 773-3201

Re: Sterling Time Company
TC00-093

Dear Michelle:

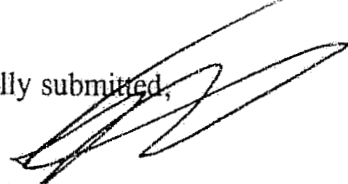
Pursuant to your request, enclosed please find one original and one copy of revised tariff sheet 30 for Sterling Time Company.

Furthermore, the advertising materials sent to the Commission were for purposes of example only, and such cards will not be available for sale in the State of South Dakota.

I have also enclosed an extra copy of this cover letter to be date stamped and returned to me in the enclosed self-addressed prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,



Lance J.M. Steinhart
Attorney for Sterling Time Company

Enclosures

cc: Scott Aadal

START

OF

RETAKE

RECEIVED

NOV 21 2000

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

November 20, 2000

VIA OVERNIGHT DELIVERY

Ms. Michele Farris, PE
Utility Analyst
South Dakota Public Utilities Commission
500 East Capitol Avenue
Ave-Pierre, SD 57501-5070
(605) 773-3201

Re: Sterling Time Company
TC00-093

Dear Michelle:

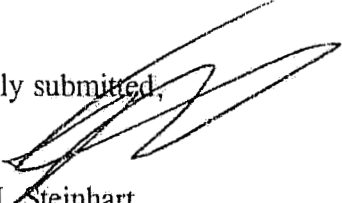
Pursuant to your request, enclosed please find one original and one copy of revised tariff sheet 30 for Sterling Time Company.

Furthermore, the advertising materials sent to the Commission were for purposes of example only, and such cards will not be available for sale in the State of South Dakota.

I have also enclosed an extra copy of this cover letter to be date stamped and returned to me in the enclosed self-addressed prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Sterling Time Company

Enclosures

cc: Scott Aadal

TELECOMMUNICATIONS SERVICES TARIFF

4.3 Toll Free

\$0.15 per minute

A \$10 per month per number service charge applies.
Billed in one minute increments.

4.4 Prepaid Calling Cards

A. Yellow Card \$.055 Per Telecom Unit
No connection charge

B. America Card \$.059 Per Telecom Unit
No connection charge
\$.99 monthly service fee

C. Millennium Card \$.055 Per Telecom Unit
\$.39 per call connection charge
\$.99 monthly service fee

ISSUED: , 2000

EFFECTIVE: , 2000

ISSUED BY:

Scott Aadal, President
5701 Hollywood Blvd., Ste A
Hollywood, FL 33021

END

OF

RETAKE

OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF)
STERLING TIME COMPANY FOR A)
CERTIFICATE OF AUTHORITY TO PROVIDE)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES IN SOUTH DAKOTA)

ORDER GRANTING
CERTIFICATE OF
AUTHORITY

TC00-093

On June 14, 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 Sterling Time Company (Sterling).

Sterling proposes to offer 1+ and 101XXXX direct outbound dialing, 800/888 toll-free inbound dialing, travel card service, and prepaid calling card service throughout South Dakota. A proposed tariff was filed by Sterling. 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 November 30, 2000, meeting, the Commission considered Sterling's request for a certificate of authority. Commission Staff recommended granting a certificate of authority. 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 Sterling has met the legal requirements established for the granting of a certificate of authority. Sterling has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. Further, the Commission finds that there is good cause to waive ARSD 20:10:24:02(8). The Commission approves Sterling's application for a certificate of authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that Sterling's application for a certificate of authority is hereby granted. It is

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

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

Dated at Pierre, South Dakota, this 7th day of December, 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.	
Served on	<u>Mildred Kalbo</u>
Date	<u>12/07/00</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 November 30, 2000
Docket No. TC00-093

This is to certify that

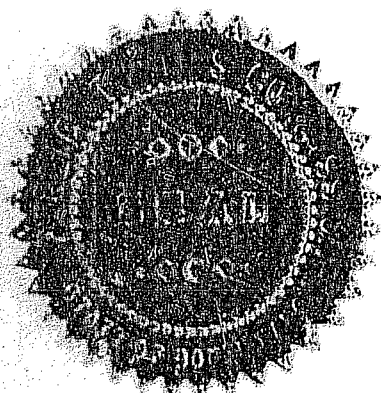
STERLING TIME COMPANY

is authorized to provide interexchange 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 7th day of December, 2000.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner

Laska Schoenfelder

LASKA SCHOENFELDER, Commissioner