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January 30, 2001

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

RECEIVED

JAN 11 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: Mixel USA, Inc.

Dear Mr. Bullard:

Enclosed please find one original and ten (10) copies of Mixel USA, Inc.'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 Mixel USA, Inc.

Enclosures

cc: Patric Boggs

TC01-011
RECEIVED

JAN 31 2001

APPLICATION FOR REGISTRATION
OF MAXTEL USA, INC. FILED WITH THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE)
APPLICATION OF)
MAXTEL USA, INC.)
)
FOR AN ORDER) Docket No.
AUTHORIZING THE REGISTRATION)
OF APPLICANT AS A)
TELECOMMUNICATIONS COMPANY)

APPLICATION

Application is hereby made to the South Dakota Public Utilities Commission for an Order authorizing Maxtel USA, Inc. ("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:

Maxtel USA, Inc.
436 Lynchburg Avenue
Brookneal, Virginia 24528
Telephone: (804) 376-1046
Toll-Free Customer Service: (888) 350-2363

2. The name under which the Applicant will provide these services if different than in 1. above:

Maxtel USA, Inc.

3. Applicant's corporate information:

Applicant was organized in the State of Nevada on June 23, 2000. 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
ezTel, LLC	100	100%

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

3. Applicant's corporate information:

Applicant was organized in the State of Nevada on June 23, 2000. 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.

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

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Name and Address	Shares Owned	Percentage of all Shares Issued and Outstanding and Voting Control
ezTel, LLC	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 reseller which intends to offer interexchange services, including 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services, and travel 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 Qwest, MCI WorldCom & Frontier/Global Crossing, 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 July 15, 2000, 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. The Applicant will not collect deposits, advance payments or prepayments, therefore, no bond is required.

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:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528
Telephone: (804) 376-1046
Facsimile: (804) 376-1146
E-Mail: patric.boggs@eztel.net

All inquiries regarding complaints should be addressed to:

Mandy Boggs, Customer Service Manager
436 Lynchburg Avenue
Brookneal, Virginia 24528
Telephone: (804) 376-1046; (888) 350-2363 (toll-free)
Facsimile: (804) 376-1146
E-Mail: mandy.boggs@eztel.net

The Applicant's 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 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 Arizona, Arkansas, Colorado, Delaware, District of Columbia, Florida, Idaho, Indiana, Iowa, Kansas, Kentucky, Maine, Massachusetts, Michigan, Minnesota, Missouri, Montana, Nebraska, New Jersey, New Mexico, New York, North Dakota, Ohio, Oregon, Rhode Island, Texas, Utah, Vermont, Virginia, Washington, 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 for South Dakota are currently being developed and are not available at this time.

12. Cost Support:

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

13. Federal Tax Identification Number:

54-1994680

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 31 day of July, 2001.

Maxtel USA, Inc.


By: 
Lance J.M. Steinhart, Its Counsel

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

State of Virginia

County of Campbell

Patric Boggs, being first duly sworn, deposes and says that he/she is the President of Maxtel USA, Inc., the Applicant in the proceeding entitled above, that he/she has read the foregoing application and knows the contents thereof; that the same are true of his/her knowledge, except as to matters which are therein stated on information or belief, and to those matters he/she believes them to be true.


Patric Boggs
President

Subscribed and sworn to before this 20th day of October, 2000.


Notary Public

My Commission expires: October 31, 2002

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



DEAN HELLER
Secretary of State

101 North Carson Street, Suite 3
Carson City, Nevada 89701-4788
(775) 684 5708

**Articles of
Incorporation**
(PURSUANT TO NRS 78)

FILED: C1174174-C

JUN 23 2000

IN THE OFFICE OF
Dean Heller
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before completing form.

1. Name of Corporation:	MAXTEL USA, INC.
2. Resident Agent Name and Street Address: <small>(Should be a Nevada address where agent can be served)</small>	NATIONAL CORPORATE RESEARCH, LTD. Name 207 South Minnesota Street Carson City NEVADA 89703 Street Address City State Zip Code
3. Shares: <small>(Number of shares authorized; number to issue)</small>	Number of shares with par value: _____ Par value: _____ Number of shares without par value: 100
4. Names, Addresses, Number of Board of Directors/Trustees:	The First Board of Directors/Trustees shall consist of <u>4</u> members whose names and addresses are as follows:
1. James Palmer	Name 436 Lynchburg Avenue Brookneal VA 24528 Street Address City State Zip Code
2. Danny Dunnaway	Name 436 Lynchburg Avenue Brookneal VA 24528 Street Address City State Zip Code
3. Patric Boggs	Name 436 Lynchburg Avenue Brookneal VA 24528 Street Address City State Zip Code
4. Peter Maggi	Name 436 Lynchburg Avenue Brookneal VA 24528 Street Address City State Zip Code
5. Purpose:	The purpose of this Corporation shall be:
6. Other Matters:	Number of additional pages attached: _____
7. Names, Addresses and Signatures of Incorporators:	Ann Marie Cummins Name c/o National Corporate Research, Signature 225 W. 34th St. Ltd. New York NY 10122 Address City State Zip Code
8. Certificate of Acceptance of Appointment of Resident Agent:	Susan Ruscardera Name c/o National Corporate Research, Signature 225 W. 34th St. Ltd. New York NY 10122 Address City State Zip Code
9. Certificate of Appointment of Resident Agent:	I, NATIONAL CORPORATE RESEARCH, LTD. hereby accept appointment as Resident Agent for the above named corporation. Signature of Resident Agent: <i>John L. Morley</i> Date: June 23, 2000 Assistant Vice President

EXHIBIT B - CERTIFICATE OF AUTHORITY

State of South Dakota



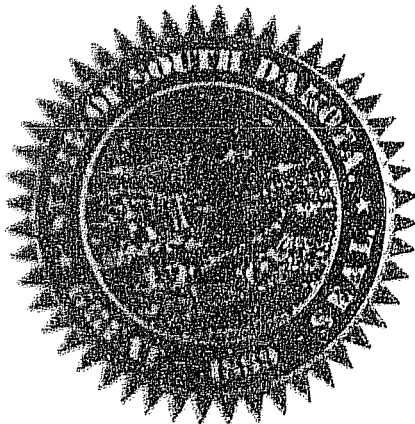
OFFICE OF THE SECRETARY OF STATE

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 **MAXTEL USA, INC. (NV)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

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 October 17, 2000.



Joyce Hazeltine
Secretary of State

EXHIBIT C - MARKETING MATERIAL
Not Available

MAXTEL USA, Inc
Balance Sheet
As of July 15, 2000

ASSETS	<u>30-Jun-00</u>
Current Assets	
Checking/Savings	<u>250,000</u>
Total Current Assets	250,000
TOTAL ASSETS	<u><u>250,000</u></u>
LIABILITIES & EQUITY	
Total Liabilities	0
Equity	
Common Stock	<u>250,000</u>
Net Equity	250,000
TOTAL LIABILITIES & EQUITY	<u><u>250,000</u></u>

EXHIBIT E - PROPOSED TARIFF

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for telecommunications services furnished by Maxtel USA, Inc.

(Maxtel), with principal offices at 436 Lynchburg Avenue, Brookneal, Virginia 24528. 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.

Effective: January 11, 2001

EFFECTIVE:

Issued by:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

WATTEL USA, INC.

ORIGINAL SHEET 2

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

RESERVED FOR FUTURE USE

~~EXPIRES~~: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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 noted below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

SHEET	REVISION
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
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11	Original
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91	Original
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99	Original
100	Original
* New or Revised Sheet	

Effective January 11, 2001
 Patric Boggs, President
 416 Lynchburg Avenue
 Brookneal, Virginia 24528

TELECOMMUNICATIONS SERVICES TARIFF

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ISSUED: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

TELECOMMUNICATIONS SERVICES TARIFF

TARIFF FORMAT

A. Sheet Numbering: Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 would be 4th Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

C. Paragraph Numbering Sequence: There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

- 1.
- 1.1
- 1.1.1
- 1.1.1.A
- 1.1.1.A.1
- 1.1.1.A.1.(a)
- 1.1.1.A.1.(a).I
- 1.1.1.A.1.(a).I.(i)
- 1.1.1.A.1.(a).I.(i).(1)

D. Check Sheets: When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current Revision Number. When new sheets are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest Check Sheet to find out if a particular sheet is the most current filed with the Commission.

ISSUED: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
 436 Lynchburg Avenue
 Brookneal, Virginia 24528

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: January 31, 2001

EFFECTIVE:

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Patric Boggs, President

436 Lynchburg Avenue

Brookneal, Virginia 24528

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to the Company's location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable the Company to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Commission - Used throughout this tariff to mean the South Dakota Public Utilities Commission.

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

Company or Maxtel - Used throughout this tariff to mean Maxtel USA, Inc., a Nevada Corporation.

Dedicated Access - The Customer gains entry to the Company's services by a direct path from the Customer's location to the Company's point of presence.

Holiday - New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. Holidays shall be billed at the evening rate from 8 a.m. to 11 p.m. After 11 p.m., the lower night rate shall go into effect.

ISSUED: January 31, 2001

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Brookneal, Virginia 24528

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.

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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: January 11, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

- 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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

MAXTEL USA, INC.

ORIGINAL SHEET 19

SOUTH DAKOTA PUC TARIFF NO. 1

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24529

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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.

~~REVISED BY:~~ January 11, 2001

EFFECTIVE:

~~REVISED BY:~~

Patric Boggs, President
435 Lynchburg Avenue
Brookneal, Virginia 24528

TELECOMMUNICATIONS SERVICES TARIFF

1. 4. 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 as identified are rectified.

1. 4. 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.

1. 4. 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.

XXXXXX, January 31, 2001
XXXXXX 00,

EFFECTIVE:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

MAXTEL USA, INC.

ORIGINAL SHEET 17
SOUTH DAKOTA PUC TARIFF NO. 1
TELECOMMUNICATIONS SERVICES TARIFF

2.6 Credit Allowance

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

ISSUED: January 31, 2001 EFFECTIVE:
ISSUED BY: Patric Boggs, President
 436 Lynchburg Avenue
 Brookneal, Virginia 24529

TELECOMMUNICATIONS SERVICES ORDER

1.7 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.

1.8 Deposit

The Company does not require deposits.

1.9 Advance Payments

The Company does not require advance payments.

ISSUED: January 31, 1961
ISSUED BY: Patricia Suggs, President
436 Lynnhollow Avenue
Martinsburg, Virginia 24025

2.10 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 10 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 100 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 each 100 day period.

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

TELECOMMUNICATIONS SERVICES TARIFFSECTION 1 - DESCRIPTION OF SERVICE1.1 Computation of Charges

- 1.1.1 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.
- 1.1.2 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: January 11, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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:

436 Lynchburg Avenue
 Brookneal, Virginia 24528
 (800) 350-2363

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
 436 Lynchburg Avenue
 Brookneal, Virginia 24528

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:

900 East Capitol
 Pierre, SD 57501-5070
 (605) 773-3201
 (800) 312-1702
 TTY through Relay Service South Dakota-
 (800) 677-1113

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.

1.3 Level of Service

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

1.4 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 those companies by regulatory bodies having jurisdiction apply. The Company's name and toll-free telephone number will appear on the Customer's bill.

ISSUED: January 11, 1991

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
 436 Lynchburg Avenue
 Brockneal, Virginia 24528

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24525

MAXTEL USA, INC.

ORIGINAL SHEET 25

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

3.5.4 Reserved for Future Use

ISSUED: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES

4.1 In-Dialing

\$0.10 per minute

A \$4.00 per month service charge applies.
Billed in one minute increments.

4.2 Travel Cards

\$.100 per minute

A \$.20 per call service charge applies.
Billed in one minute increments.

ISSUED: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

MAXTEL USA, INC.

ORIGINAL SHEET 30

SOUTH DAKOTA PUC TARIFF NO. 1

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 Reserved for Future Use

ISSUED: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

MAXTEL USA, INC.

ORIGINAL SHEET 31
SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

4.5 Directory Assistance

\$.00

4.6 Returned Check Charge

\$20.00

ISSUED: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

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 Dayphone Dial Around Surcharge

A dial around surcharge of \$.35 per call will be added to any completed INTRASTATE toll access code and subscriber 900/868 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: January 31, 2001

EFFECTIVE:

ISSUED BY:

Patric Boggs, President
436 Lynchburg Avenue
Brookneal, Virginia 24528

THIS INSTRUMENT HAS A COLORED BACKGROUND, VOID PANTOGRAPH AND MICROPRINTING. THE REVERSE SIDE INCLUDES AN ARTIFICIAL WATERMARK.

Maxtel USA, Inc.
P. O. Box 1006
Indianola, MS 38751
662-887-9990

Trustmark National Bank
P. O. Box 291
Jackson, MS 39205-0291
601-949-6000

1572

10/23/2000

85-27
653

PAY
TO THE
ORDER OF

South Dakota Public Utilities Commission

\$

**250.00

DOLLARS

Two Hundred Fifty and 00/100*****

South Dakota Public Utilities Commission

[Handwritten Signature]
AUTHORIZED SIGNATURE

#001572# 1065300279# #1007591266#

South Dakota Public Utilities Commission

WEEKLY FILINGS

For the Period of January 25, 2001 through January 31, 2001

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

NATURAL GAS

NG01-003 In the Matter of the Filing by MidAmerican Energy Company for Approval of a Refund Plan for 2001 Distribution of Kansas Ad Valorem Tax Refund.

Application of MidAmerican Energy to refund amounts received from Northern Natural Gas Company as a result of final resolution of Kansas Ad Valorem Tax proceedings. On December 27, 2000, the Federal Energy Regulatory Commission issued an order approving a settlement between the parties relating to excessive price paid for natural gas which included Kansas Ad Valorem taxes. As a result of the Order, final distribution of the refund by Northern is expected by February 10, 2001, and MidAmerican wishes to make the refund available to customers through its purchased gas adjustment in the month of March.

Staff Analyst: Dave Jacobson
Staff Attorney: Karen Cremer
Date Docketed: 01/29/01
Intervention Deadline: N/A

TELECOMMUNICATIONS

TC01-009 In the Matter of the Filing for Approval of a Fifth Amendment to an Interconnection Agreement between Qwest Corporation and McLeodUSA Telecommunications Services, Inc.

On January 25, 2001, a Fifth Amendment to the Interconnection Agreement between Qwest Corporation (Qwest) and McLeodUSA Telecommunications Services, Inc. (McLeodUSA) was filed with the Commission for approval. The agreement is a negotiated agreement with the parties adopting the negotiated interconnection agreement between McLeod USA and Qwest which was approved by the Commission effective July 23, 1999 in Docket TC99-057. According to the parties the Amendment adds terms, conditions and rates for xDSL-I Lc (IDSL) to Attachment 3, Section 2, on Unbundled Elements. The Amendment also adds a new section 2.9 entitled "xDSL-I Loop (IDSL)". Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than February 15, 2001. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Kelly D. Frazier
Date Docketed: 01/26/01
Initial Comments Due: 02/15/01

TC01-010 In the Matter of the Application of Long Distance Billing Services, Inc. for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

Long Distance Billing Services, Inc. is seeking a Certificate of Authority to provide resold interexchange service throughout South Dakota. They intend to provide 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services, and travel card service.

Staff Analyst: Michele Farris
Staff Attorney: Kelly Frazier
Date Docketed: 01/31/01
Intervention deadline: 02/16/01

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
MAXTEL USA, INC. FOR A CERTIFICATE OF)	CERTIFICATE OF
AUTHORITY TO PROVIDE INTEREXCHANGE)	AUTHORITY
TELECOMMUNICATIONS SERVICES IN)	
SOUTH DAKOTA)	TC01-011

On January 31, 2001, 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 Maxtel USA, Inc. (Maxtel).

Maxtel proposes to offer interexchange services, including 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services and local card services. A proposed tariff was filed by Maxtel. The Commission has classified long distance service as fully competitive.

On February 1, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of February 16, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its February 21, 2001, meeting, the Commission considered Maxtel's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that Maxtel 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(B).

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 Maxtel has met the legal requirements established for the granting of a certificate of authority. Maxtel 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(B). The Commission approves Maxtel's application for a certificate of authority subject to the condition that Maxtel 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 Maxtel's application for a certificate of authority is hereby granted, effective March 31, 2001, subject to the condition that Maxtel not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission.

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

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

Dated at Pierre, South Dakota, this 28th day of February, 2001.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that this document has been served today upon all parties of interest in this case, in strict accordance with the rules of the court in which this case was filed, or properly addressed envelopes, with charges prepaid thereon.

William Halls
2/28/01

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, 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 effective as of March 31, 2001
Docket No TC01-011

This is to certify that

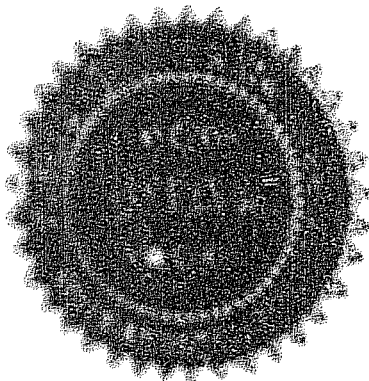
MAXTEL USA, INC.

is authorized to provide interexchange telecommunications services in
South Dakota, subject to the condition that it not offer a prepaid calling
card or require deposits or advance payments without prior approval of the
Commission.

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 28th day of February, 2001.

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner