

TC01-036

K7/M7

In the Matter of — IN THE MATTER OF THE APPLICATION OF CIERA NETWORK SYSTEMS, INC. FOR A CERTIFICATE OF AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICES IN SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

| DATE | MEMORANDUM |
|---------|------------------------------|
| 4/2 01 | <i>Filed and Decided.</i> |
| 4/5 01 | <i>Waiver filed.</i> |
| 5/21 01 | <i>Revised tariff pages.</i> |

TC01-036

March 30, 2001
Overnight Delivery



TCI
Management Inc.
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Mr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501

TCI
Management Inc.
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RE: Registration of Ciera Network Systems, Inc.

TCI
Management Inc.
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www.tci.com

Dear Mr. Bullard:

Enclosed for filing are the original and ten (10) copies of the registration request of Ciera Network Systems, Inc. for authority to provide intrastate telecommunications services within South Dakota.

Also enclosed is our check in the amount of \$250.00 to cover the filing fee.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed stamped envelope.

Any questions you may have regarding this filing may be directed to me at (407) 740-8575. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to Ciera Network Systems, Inc.

Enclosures

TMF/ks

cc: Bob Livingston - Ciera
file: Ciera - SD
tms: SDi0100

RECEIVED

APR 07 2001

SOUTH DAKOTA PUBLIC

BEFORE THE
SOUTH DAKOTA PUBLIC SERVICE COMMISSION

REGISTRATION OF
CIERA NETWORK SYSTEMS, INC.

Pursuant to Rule 20:10:24:02 of the Commission's Telecommunications Services Rules, Ciera Network Systems, Inc. ("Ciera") submits the following registration information:

1. The name, address and telephone number of the applicant.

Ciera Network Systems, Inc.
2630 Fountainview, Suite 300
Houston, Texas 77057
Phone: 713-914-3850
Fax: 713-914-3870
Toll Free: 888-467-1844

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

Ciera Network Systems, Inc.

3. If the applicant is a corporation:

(a) The state in which it is incorporated, the date of incorporation and a copy of its certificate of incorporation or, if it is an out-of-state corporation, a copy of its certificate of authority.

Ciera was incorporated on December 28, 1998, under the laws of the State of Texas. A copy of Secretary of State authority in South Dakota is included as Attachment I.

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

Ciera has no principal offices in South Dakota.

Registered Agent: National Registered Agents, Inc.
300 So. Phillips Avenue, Suite 300
Sioux Falls, SD 57102

3. If the applicant is a corporation: (cont'd.)

- (c) A copy of its articles of incorporation which includes a list of the names and addresses of the corporate officers and member of the board of directors at the time of incorporation.

A copy of Ciera's Articles of Incorporation are included as Attachment II.

- (d) A list of the names and addresses of the current corporate officers and members of the board of directors.

A list of the names and addresses of the current officers of Ciera is included as Attachment III.

- (e) The names and addresses of the ten common stockholders who own the greatest number of shares of common stock and the number of shares owned by each.

The names and addresses of Ciera's stockholders is included as Attachment III.

- (f) The names, address of any corporation, association, partnership, cooperative or individual holding a five percent or greater ownership or management interest in the applicant corporation. The amount and character of the ownership interest shall be indicated. A copy of any management agreement shall be attached.

Please see Attachment III.

- (g) The names and addresses of subsidiaries owned or controlled by the applicant.

None.

4. If the applicant is a partnership, the name, title and business address of each partner, both general and limited.
Not applicable.

5. A specific description of the telecommunications services the applicant intends to offer.

Ciera offers direct dialed, inbound toll free service, travel card and directory assistance services for communications originating and terminating within the State of South Dakota. Operator Services will be furnished by Ciera's underlying carrier.

Billing for direct dialed services provided by Ciera will be handled directly by the company. The telephone number for customer inquiries and complaints, (888) 467-1844, will be provided by Ciera on all customer bills.

6. A detailed statement of the means by which the applicant will provide its services, including the type and quantity of equipment to be used in the operation, the capacity, and the expected used of the equipment.

Ciera is a switchless reseller of interexchange telecommunications services. Ciera originates calls via feature group D purchased by Ciera's underlying carriers MCI, Qwest and Global Crossing, from the local exchange carrier. The calls are routed over switched access facilities to the nearest underlying carrier's point of presence. The underlying carrier transports the calls to its switch and terminates calls over its own terminating network (feature group or leased facilities).

Ciera has no plans to construct switching or transmission facilities in South Dakota.

7. **The geographic areas in which the services are, or will be, offered, including a map describing the service boundaries.**

Ciera intends to offer its services throughout the State of South Dakota.

8. **A current balance sheet and income statement; a copy of the applicant's latest annual report; a copy of the applicant's report to stockholders; the terms and conditions of service; the access charges and a copy of the applicant's tariff book.**

Ciera is providing its most current Financial Statements as proof of its financial stability for the provision of service within South Dakota.

The terms and conditions of service, as well as all rates and charges are provided in the applicant's proposed tariff in Attachment V.

9. **The names and addresses of the applicant's representatives to whom all inquiries should be made regarding complaints and regulatory matters.**

For inquiries regarding this application and tariff, contact:

Thomas M. Forte

Technologies Management, Inc.

Consultant to Ciera Network Systems, Inc.

P.O. Drawer 200

Winter Park, Florida 32790-0200

Telephone: (407) 740-8575

Facsimile: (407) 740-0613

For complaints and on-going regulatory issues:

Robert W. Livingston, CEO / Secretary

Ciera Network Systems, Inc.

2630 Fountainview, Suite 300

Houston, Texas 77057

Phone: 713-914-3850

Fax: 713-914-3870

Toll Free: 888-467-1844

For all other matters, contact:

Robert W. Livingston, CEO / Secretary

Ciera Network Systems, Inc.

2630 Fountainview, Suite 300

Houston, Texas 77057

Phone: 713-914-3850

Fax: 713-914-3870

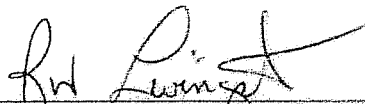
Toll Free: 888-467-1844

10. A detailed description of how the applicant intends to market services, the qualifications of its marketing sales personnel, its target market, whether the applicant engages in any multilevel marketing and copies of any company brochures used to assist in the sale of services.

Ciera Network Systems, Inc. utilizes telemarketing or direct sales employees to contact and market the company's services to new customers. The company does not utilize any form of multilevel marketing in the sale of its services.

Submitted by:

By:



Robert W. Livingston, CEO / Secretary
Ciera Network Systems, Inc.

ATTACHMENT I

Authority to Operate in South Dakota

State of South Dakota



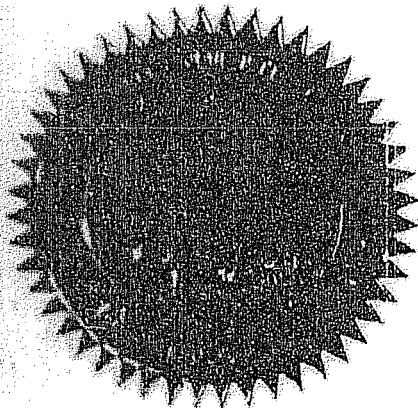
OFFICE OF THE SECRETARY OF STATE

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 **CIERA NETWORK SYSTEMS, INC. (TX)** 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 March 19, 2001.



Joyce Hazeltine
Secretary of State

ATTACHMENT II

Articles of Incorporation

ARTICLES OF INCORPORATION
OF
CIERA NETWORK SYSTEMS, INC.

FILED
In the Office of the
Secretary of State of Texas

DEC 28 1998

Corporations Section

ARTICLE I.

NAME

The name of the Corporation is Ciera Network Systems, Inc.

ARTICLE II.

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE III.

PURPOSE

The purpose for which the Corporation is organized is to transact any and all lawful business which corporations may be incorporated under the Texas Business Corporation Act (the "Act").

ARTICLE IV.

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 150,000,000 which shall be divided into (a) 100,000,000 shares of common stock having a par value of \$0.001 per share ("Common Stock") and (b) 50,000,000 shares of preferred stock having a par value of \$0.01 per share ("Preferred Stock").

A description of the different classes of stock of the Corporation and a statement of the designations, preferences, limitations and relative rights, including voting rights of the various classes of stock are as follows:

Preferred Stock. The shares of Preferred Stock may be divided into and issued in series. The board of directors shall have the authority to establish series of unissued shares of Preferred Stock by fixing and determining the relative rights and preferences of the shares of any series so established, and to increase or decrease the number of shares within each such series; provided, however, that the board of directors may not decrease the number of shares within a series of Preferred Stock to less than the number of shares within such series that are then issued. The Preferred Stock of each such series shall have such designations, preferences, limitations, or relative rights, including voting rights, as shall be set forth in the resolution or resolutions establishing such

CIERA NETWORK SYSTEMS, INC.

series adopted by the board of directors, including, but without limiting the generality of the foregoing, the following:

(a) The distinctive designation of, and the number of shares of Preferred Stock that shall constitute, such series, which number (except where otherwise provided by the board of directors in the resolution establishing such series) may be increased or decreased (but not below the number of shares of such series then outstanding) from time to time by the action of the board of directors;

(b) The rights in respect of dividends, if any, of such series of Preferred Stock, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes or any other series of the same or other class or classes of capital stock of the Corporation and whether such dividends shall be cumulative or noncumulative;

(c) The right, if any, of the holders of such series of Preferred Stock to convert the same into, or exchange the same for, shares of any other class or classes or of any other series of the same or any other class or classes of capital stock, obligations, indebtedness, rights to purchase securities or other securities of the Corporation or other entities, domestic or foreign, or for other property or for any combination of the foregoing, and the terms and conditions of such conversion or exchange;

(d) Whether or not shares of such series of Preferred Stock shall be subject to redemption, and the redemption price or prices and the time or times at which, and the terms and conditions on which, shares of such series of Preferred Stock may be redeemed;

(e) The rights, if any, of the holders of such series of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or in the event of any merger or consolidation of or sale of assets by the Corporation;

(f) The terms of any sinking fund or redemption or repurchase or purchase account, if any, to be provided for shares of such series of Preferred Stock;

(g) The voting powers, if any, of the holders of any series of Preferred Stock generally or with respect to any particular matter, which may be less than, equal to or greater than one vote per share, and which may, without limiting the generality of the foregoing, include the right, voting as a series of Preferred Stock as a class, to elect one or more directors of the Corporation generally or under such specific circumstances and on such conditions, as shall be provided in the resolution or resolutions of the board of directors adopted pursuant hereto, including, without limitation, in the event there shall have been a default in the payment of dividends on or redemption of any one or more series of Preferred Stock; and

(h) Such other powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof, as the board of directors shall determine.

Common Stock.

(a) Subject to the prior and superior rights of the Preferred Stock, and on the conditions set forth in Section 1 of this Article or in any resolution of the board of directors providing for the issuance of any series of Preferred Stock, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by the board of directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

(b) Each holder of Common Stock shall be entitled to one vote for each share held.

Cumulative Voting Denied. Shares of the voting stock of the Corporation shall not be voted cumulatively.

Preemptive Rights. Except as may be established by the board of directors with respect to any series of Preferred Stock, shares of stock of the Corporation do not carry preemptive rights.

Stock Certificates. There shall be set forth on the face or back of each certificate for shares of stock of the Corporation a statement that each of the following is set forth in the articles of incorporation of the Corporation on file in the Office of the Secretary of State of the State of Texas, and that the Corporation will furnish a copy of each such statement to the record holder of the certificate without charge on written request to the Corporation at its principal place of business or registered office: (i) a statement of the designations, preferences, and relative rights, including voting rights, of each class or series of the Corporation's capital stock to the extent that they have been fixed and determined; (ii) a statement of the authority of the board of directors to fix and determine the designations, preferences, limitations, and relative rights, including voting rights, of any series; and (iii) a statement of the extent to which the Corporation has by its articles of incorporation limited or denied the preemptive right of shareholders to acquire unissued or treasury shares of the Corporation.

ARTICLE V.

INITIAL CONSIDERATION FOR ISSUANCE OF SHARES

The Corporation will not commence business until it has received for the issuance of its shares consideration of a value of at least One Thousand and No/100 Dollars (\$1,000.00), consisting of money, labor done, or property actually received.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation 11200 Westheimer, Suite 900, Houston, Texas 77042. The name of the initial registered agent of the Corporation at such address is Robert W. Livingston.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

1. The number of directors shall from time to time be fixed by the Bylaws of the Corporation. The number of directors constituting the initial board of directors is two (2). Directors need not be residents of the State of Texas or shareholders of the Corporation. The name and address of the persons elected to serve as directors until the first annual meeting of the shareholders, or until their successors shall have been duly elected, unless any or all shall sooner die, resign or be removed, in accordance with the Bylaws of the Corporation, are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| Robert W. Livingston | 3930 Bolivia, Pasadena, Texas 77504 |
| James H. Jarrett, Jr. | 320 Kelly Drive, Victoria, Texas 77904 |

2. No director of the Corporation shall be removed from his office as a director by vote or other action of the shareholders or otherwise except for cause.

ARTICLE VIII.

LIMITATION OF DIRECTOR LIABILITY

To the greatest extent permitted by applicable law in effect from time to time, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director except for liability for: (i) a breach of a director's duty or loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided for by statute; or (v) an act related to an unlawful stock repurchase or unlawful payment of a dividend.

ARTICLE IX.

INDEMNIFICATION

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that would lead to such action, suit or proceeding (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee

benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the TBCA, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all judgments, fines, penalties (including excise tax and similar taxes), settlements, and reasonable expenses actually incurred by such indemnitee in connection therewith. The right to indemnification conferred in this Article shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the TBCA requires, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

2. Insurance. The Corporation may purchase and maintain insurance, at its expense, on behalf of any indemnitee against any liability asserted against him and incurred by him in such a capacity or arising out of his status as a representative of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the TBCA.

3. Indemnity of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article or as otherwise permitted under the TBCA with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE X.

CALL OF SPECIAL MEETINGS OF THE SHAREHOLDERS

Special meetings of the Corporation's shareholders may be called (i) by the president, the board of directors, or such other person or persons as may be authorized in the Bylaws or (ii) by the holders of at least fifty percent (50%) of all the shares entitled to vote at the proposed special meeting.

ARTICLE XI.

AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Texas, the board of directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the TBCA, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all judgments, fines, penalties (including excise tax and similar taxes), settlements, and reasonable expenses actually incurred by such indemnitee in connection therewith. The right to indemnification conferred in this Article shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the TBCA requires, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

2. Insurance. The Corporation may purchase and maintain insurance, at its expense, on behalf of any indemnitee against any liability asserted against him and incurred by him in such a capacity or arising out of his status as a representative of the Corporation, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the TBCA.

3. Indemnity of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the board of directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article or as otherwise permitted under the TBCA with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE X.

CALL OF SPECIAL MEETINGS OF THE SHAREHOLDERS

Special meetings of the Corporation's shareholders may be called (i) by the president, the board of directors, or such other person or persons as may be authorized in the Bylaws or (ii) by the holders of at least fifty percent (50%) of all the shares entitled to vote at the proposed special meeting.

ARTICLE XI.

AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Texas, the board of directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.


ARTICLE XII.
INCORPORATOR

The name and address of the incorporator of the Corporation is as follows:

Robert W. Livingston
11200 Westheimer, Suite 900
Houston, Texas 77042

The undersigned, being the incorporator designated herein, executes these Articles of Incorporation and certifies to the truth of the facts stated therein this 22nd day of December, 1995.

INCORPORATOR:



Robert W. Livingston

ATTACHMENT III

Officers, Directors, Stockholders

Ciera Network Systems, Inc.

CORPORATE OFFICERS/DIRECTORS

The following individuals are officers and directors of Ciera Network Systems, Inc. and can be reached at the company's corporate headquarters at 2630 Fountainview, Suite 300, Houston, Texas 77057:

Officers:

Robert W. Livingston

James H. Jarrett

Chief Executive Officer / Secretary

President

ATTACHMENT IV

Financial Information

CCC GlobalCom Corp.- CLEC Division

2530 Fountainview, Suite 300
Houston, Texas 77057

Balance Sheet

December 2000

ASSETS

| | |
|-------------------------------|---------------------|
| Current Assets | 823,681.22 |
| Plant, Property & Equipment | 111,305.04 |
| Goodwill - VNC | 433,200.00 |
| Investment - Ciera Bus Center | 1,000.00 |
| Total ASSETS | <u>1,369,186.26</u> |

LIABILITIES

| | |
|------------------------------|---------------------|
| Current Liabilities | 94,590.82 |
| Accounts Payable - Trade | 98,787.40 |
| Communications Taxes Payable | 77,135.30 |
| Ohio County Sales Tax | 0.06 |
| Other Accrued Liabilities | 283,200.00 |
| Investment by Parent | 1,444,702.73 |
| Notes Payable - Short Term | 10,000.00 |
| Long-Term Liabilities | 8,025.00 |
| Total LIABILITIES | <u>2,010,441.41</u> |

STOCKHOLDERS EQUITY

| | |
|----------------------------|---------------------|
| Common Stock | 736.91 |
| Additional Paid In Capital | 1,191,513.49 |
| Retained Earnings | (781,770.02) |
| Current Year Earnings | (1,057,735.13) |
| Total STOCKHOLDERS EQUITY | <u>(647,255.15)</u> |

Total Liability & Equity

1,369,186.26

CCC GlobalCom Corp.- CLEC Division

2130 Mountainview, Suite 300
Houston, Texas 77057

Profit & Loss Statement

December 2000

| | Selected Period | % of Sales | Year to Date | % of YTD Sales |
|---------------------------------|---------------------|-----------------|-----------------------|----------------|
| Revenue | | | | |
| Retail | 76,817.27 | 100.0% | 1,744,784.47 | 100.0% |
| Total Revenue | <u>76,817.27</u> | <u>100.0%</u> | <u>1,744,784.47</u> | <u>100.0%</u> |
| Cost of Goods Sold | | | | |
| Wholesale | 5,923.60 | 7.7% | 21,090.01 | 1.2% |
| Retail | 106,797.44 | 139.0% | 1,395,200.03 | 80.0% |
| Total Cost of Goods Sold | <u>112,721.04</u> | <u>146.7%</u> | <u>1,416,290.04</u> | <u>81.2%</u> |
| Gross Profit | <u>(35,903.77)</u> | <u>(46.7%)</u> | <u>328,494.43</u> | <u>18.8%</u> |
| Overhead Expenses: | | | | |
| Payroll Expenses: | 61,186.12 | 79.7% | 804,697.21 | 46.1% |
| Fringe Benefit Cost | 10,476.37 | 13.6% | 99,841.63 | 5.7% |
| Other Expenses: | 60,620.17 | 78.9% | 429,967.70 | 24.6% |
| Bad Debt Expense | (55,328.14) | (72.0%) | 52,788.08 | 3.0% |
| Total Overhead Expenses: | <u>76,954.52</u> | <u>100.2%</u> | <u>1,387,294.62</u> | <u>79.5%</u> |
| Operating Profit | <u>(112,858.29)</u> | <u>(146.9%)</u> | <u>(1,058,800.19)</u> | <u>(60.7%)</u> |
| Other Income | | | | |
| Interest Earned - Checking | 83.14 | 0.1% | 1,667.55 | 0.1% |
| Interest Earned - CD's | 84.17 | 0.1% | 857.01 | 0.0% |
| Dividends Earned - Taxable | 0.00 | 0.0% | 914.24 | 0.1% |
| Other Income | 5,122.83 | 6.7% | 5,130.12 | 0.3% |
| Total Other Income | <u>5,290.14</u> | <u>6.9%</u> | <u>8,568.92</u> | <u>0.5%</u> |
| Other Expenses | | | | |
| Depreciation Expense | 10,509.85 | 13.7% | 41,865.56 | 2.4% |
| Executive Management Bonus | (15,000.00) | (19.5%) | 45,000.00 | 2.6% |
| Interest Expense | (600.00) | (0.8%) | 383.84 | 0.0% |
| Prior Year Expense | 0.00 | 0.0% | 9,840.54 | 0.6% |
| Prior Period Adjustment | (39,586.08) | (51.5%) | (89,586.08) | (5.1%) |
| Total Other Expenses | <u>(44,676.23)</u> | <u>(58.2%)</u> | <u>7,503.86</u> | <u>0.4%</u> |
| Net Profit / (Loss) | <u>(62,891.92)</u> | <u>(81.9%)</u> | <u>(1,057,735.13)</u> | <u>(60.8%)</u> |

ATTACHMENT V

Proposed Tariff

SOUTH DAKOTA
INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF
Ciera Network Systems, Inc.

This tariff contains the descriptions, regulations and rates applicable to the provision of interexchange telecommunications by Ciera Network Systems, Inc. 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:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD100100

CHECK SHEET

Pages of this tariff, as indicated below, are effective as of the date shown at the bottom of the respective pages. Original and revised pages, as named below, comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

| PAGE | REVISION | PAGE | REVISION | PAGE | REVISION |
|------|------------|------|------------|------|------------|
| 1 | Original * | 26 | Original * | 51 | Original * |
| 2 | Original * | 27 | Original * | 52 | Original * |
| 3 | Original * | 28 | Original * | 53 | Original * |
| 4 | Original * | 29 | Original * | 54 | Original * |
| 5 | Original * | 30 | Original * | 55 | Original * |
| 6 | Original * | 31 | Original * | 56 | Original * |
| 7 | Original * | 32 | Original * | 57 | Original * |
| 8 | Original * | 33 | Original * | 58 | Original * |
| 9 | Original * | 34 | Original * | 59 | Original * |
| 10 | Original * | 35 | Original * | 60 | Original * |
| 11 | Original * | 36 | Original * | 61 | Original * |
| 12 | Original * | 37 | Original * | 62 | Original * |
| 13 | Original * | 38 | Original * | | |
| 14 | Original * | 39 | Original * | | |
| 15 | Original * | 40 | Original * | | |
| 16 | Original * | 41 | Original * | | |
| 17 | Original * | 42 | Original * | | |
| 18 | Original * | 43 | Original * | | |
| 19 | Original * | 44 | Original * | | |
| 20 | Original * | 45 | Original * | | |
| 21 | Original * | 46 | Original * | | |
| 22 | Original * | 47 | Original * | | |
| 23 | Original * | 48 | Original * | | |
| 24 | Original * | 49 | Original * | | |
| 25 | Original * | 50 | Original * | | |

* - indicates those pages included with this filing

Issued:
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APPLICATION OF TARIFF

The regulations, rules and conditions set forth in this Tariff apply to the provision of intrastate public communications services furnished within the State of South Dakota by Ciera Network Systems, Inc. subject to the jurisdiction of the South Dakota Public Utilities Commission.

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SYMBOLS

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

- (C) - To signify a changed listing, rule or condition which may affect rates or charges.
- (D) - To signify discontinued material, including a listing, rate, rule or condition.
- (I) - To signify an increase in rates or charges.
- (M) - To signify material relocated from or to another part of this Tariff with no change in text, rate, rule or condition.
- (N) - To signify new material, including a listing, rate, rule or condition.
- (R) - To signify a reduction in rates or charges.
- (T) - To signify a change in the wording of the text, but no change in rate, rule or condition.
- (X) - To signify a correction or reissued matter.

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TARIFF FORMAT

- A. Page Numbering** - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Page Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the SDPUC. For example, the 4th revised Page 14 cancels the 3rd revised Page 14.
- C. Paragraph Numbering Sequence** - There are seven levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 1.
 - 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1(a).
 - 2.1.1.A.1(a).1.
- D. Check Sheets** - When a tariff filing is made with the SDPUC, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some sheets.)

SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS

Access - Access to Ciena's services are provided by one or more or a combination of the following methods: ~~prescription in equal access areas~~, direct access, 800, 950 and 10XXX dialing sequences.

Access Code - A sequence of numbers that, when dialed, connect the caller to the provider of services ~~associated with that sequence~~.

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 Service User so the Company may rate and bill the call. All ~~Authorization Codes~~ shall be the sole property of the Company and no Customer shall have any property or ~~other right or interest~~ in the use of any particular Authorization Code. Automatic Numbering Identification (ANI) may be used as or in connection with the Authorization Code.

Authorized User - A person or entity that accesses the Company's services. An Authorized User is ~~responsible for compliance with this tariff~~.

Automatic Numbering Identification (ANI) - A type of signaling provided by a local exchange telephone ~~company that automatically identifies the local exchange line from which a call originates~~.

Billed Party - The person or entity responsible for payment of the Company's Service(s): For a Direct Dialed ~~Call~~, the person or entity responsible for payment is the Customer responsible for payment for local telephone ~~service at the telephone used to originate an intrastate call~~. In the case of a Traveler Card call or Phone Home ~~Card~~ call, the person or entity responsible for payment is the Customer of record of the Traveler Card or ~~Phone Home Card~~ used.

Central Office - A Local Exchange Carrier switching system where Local Exchange Carrier customer station ~~lines~~ are terminated for purposes of interconnection to each other and to trunks.

Channel - The term "Channel" denotes a path for electrical transmission between two or more points, the ~~path~~ having a band width designed to carry voice grade transmission.

Common Carrier - A company or entity providing telecommunications services to the public.

Customer - The term "Customer" denotes the person, partnership, association, joint stock company, trust, ~~corporation~~, or governmental entity or any other entity that is responsible for payment of charges and for ~~compliance with this tariff~~.

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SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)

Customer - Provided Facilities - The term "Customer - Provided Facilities" denotes all communications facilities provided by the Customer and/or Authorized User other than those provided by the Company.

Direct Dialed Call - An intrastate telephone call that is automatically completed and billed to the telephone number from which the call originated without the automatic or live assistance of an operator.

Equal Access - Has the meaning given that term in Appendix B of the Modification of Final Judgment entered August 24, 1982, in United States v. Western Electric, Civil Action No. 82-0192 (United States District Court, District of Columbia), as amended by the Court in its orders issued prior to October 17, 1990.

Equal Access Code - An access code that allows the public to obtain an equal access connection to the carrier associated with that code.

Exchange - The term "Exchange" denotes a unit established by the Local Exchange Carrier for the administration of communications service in a specified area that usually embraces a city, town or village and its environs. It consists of one or more Central Offices together with the associated facilities used in furnishing communications service within that area.

Intrastate Message Telecommunications Service ("MTS") - The term "Intrastate Message Telecommunications Services" denotes the furnishing of direct dialed intrastate switched service to the Customer for the completion of long distance voice and dial-up low speed data transmissions over voice grade channels between points wholly within the State of South Dakota.

Local Exchange Carrier ("LEC") - The term "Local Exchange Carrier" denotes any telephone company that provides local telephone service to Customers within a defined area.

Measured Charge - A charge assessed on a per minute or incremental basis in calculating a portion of the charges due for a completed call.

Other Common Carrier - The term "Other Common Carrier" denotes a common carrier, other than the Company, providing domestic and/or international communications service to the public.

Personal Identification Numbers (PINs) - Code numbers used in connection with designated telephone numbers which allow intrastate calls to be categorized for various applications.

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SECTION 1.0 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)

Point(s) of Presence - The term "Point(s) of Presence" denotes the site(s) where the Company provides a network interface with facilities provided by Other Common Carriers, Local Exchange Carriers or Customers for access to the Company network configuration.

Premise - The term "Premise" denotes a building or buildings on contiguous property (except railroad rights-of-way, etc.) not separated by a public highway.

SDPUC - South Dakota Public Utilities Commission.

Service - Intrastate telecommunications service provided to a Customer or Authorized User by the Company.

Special Access Service - All exchange access not utilizing telephone company end office switches. This service includes dedicated access that connects end user to end user, end user to carrier, or carrier to carrier and may include analog or digital channels for voice, data or video transmissions.

Subscriber - Any person, firm, partnership, corporation, governmental agency or other entity that orders service from the Company on behalf of itself or on behalf of others. A Subscriber may, in the ordinary course of its operations, make telephones available to transient users of its premises for placing of intrastate calls. The Subscriber has a pre-existing business arrangement with the Company and may also be a Customer.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the Service, the transmission of data, facsimile, signaling, metering, or any other form of intelligence.

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SECTION 2.0 - RULES AND REGULATIONS**2.1 Undertaking of the Company**

Service is offered to residential and business Customers of the Company to provide direct dialed calls originating and terminating partially or wholly within the State of South Dakota, using the Company's network configuration. The Company provides switched long distance network services for voice grade and low speed dial-up data transmission services. The Company does not undertake to transmit messages but furnishes the use of its facilities to its Customers for communications. All services are provided subject to the terms and conditions set forth in this tariff. In the event of a conflict between a contract entered into by the Company and this tariff, the terms of this tariff shall prevail.

The Company's services and facilities are provided on a monthly basis unless otherwise provided, and are available twenty-four hours per day, seven days per week.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.2 Limitations

- 2.2.1 Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.
- 2.2.2 Ciera reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.
- 2.2.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
- 2.2.4 All services and facilities provided under this tariff are directly or indirectly controlled by Ciera and the Customer may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

2.3 Use

Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**2.4 Liabilities of Company**

- 2.4.1 Ciera's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, shall be determined in accordance with SDCL 49-13-1 and 49-13-1.1 and any other applicable law.
- 2.4.2 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.4.3 Ciera shall not be liable for any failure of performance hereunder due to causes beyond its control, including but not limited to Acts of God, fires, flood or other catastrophes, atmospheric conditions or other phenomena of nature, such as radiation; any law, order, regulation, directive, action or request of the United States Government, or any other government, including state and local governments having jurisdiction over Ciera or the services provided hereunder; national emergencies; civil disorder, insurrections, riots, wars, strikes, lockouts, work stoppages, or other labor problems or regulations established or actions taken by any court or government agency having jurisdiction over the Company or the acts of any party not directly under the control of the Company.
- 2.4.4 Ciera is not liable for any act, omission or negligence of any Local Exchange Carrier or other provider whose facilities are used concurrently in furnishing any portion of the services received by Customer, or for the unavailability of or any delays in the furnishing of any services or facilities that are provided by any Local Exchange Carrier. Should the Company employ the service of any Other Common Carrier in furnishing the service provided to Customer, the Company's liability shall be limited according to the provisions stated above.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.4 Liabilities of Company, (Cont'd.)

- 2.4.5 Ciera shall be indemnified and held harmless by the Customer and Authorized User from and against all loss, liability, damage, and expense, including reasonable attorney's fees, due to claims for libel, slander, or infringement of copyright or trademark in connection with any material transmitted by any person using the Company's services and any other claim resulting from any act or omission of the Customer or Authorized User relating to the use of the Company's facilities.
- 2.4.6 The Company shall not be liable for any act or omission of any other entity furnishing to the Customer facilities or equipment used with the service furnished hereunder; nor shall the Company be liable for any damages or losses due in whole or in part to the failure of Customer-provided service, equipment or facilities.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.5 Deposits

The Company does not require deposits from customers.

2.6 Advance Payments

The Company does not require advance payments from customers.

2.7 Taxes

All federal excise taxes, and state and local sales, use, and similar taxes, are billed as separate line items and are not included in the quoted rates, unless otherwise provided in Section 4 of this tariff.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.8 Payment and Credit Regulations

2.8.1 Billing and Credit Regulations

The charges for service are due when billed and are billed and collected by the Company or its authorized agent, or the connecting company from whose service point the messages were sent paid or at whose service point the messages were received collect.

2.8.2 Payment for Service

The Customer is responsible for payment of all charges for services, including charges for service originated or charges accepted at the Customer's service point.

- (A) Charges for direct dialed calls will be included on the originating party's bill pursuant to billing and collection agreements established by the Company or its intermediary with the applicable telephone company.
- (B) Any applicable federal, state and local use, excise, sales or privileges taxes or similar liabilities chargeable to or against the Company as a result of the provision or the Company's service hereunder to the Customer shall be charged to and payable by the Customer in addition to the rates indicated in this tariff.
- (C) The Customer shall remit payment of all charges to any agency authorized by the Company to receive such payment.
- (D) If the bill is not paid within thirty calendar days following the mailing of the bill, the account will be considered delinquent.
- (E) A delinquent account may subject the Customer's service to temporary disconnection. The Company is responsible for notifying the Customer at least five calendar days before service is disconnected. The Company does not charge a late charge for unpaid bills.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.8 Payment and Credit Regulations, (Cont'd.)

2.8.2 Payment for Service, (cont'd.)

- (F) Failure to receive a bill will not exempt a Customer from prompt payment of any sum or sums due the Company.
- (G) In the event the Company must employ the services of attorneys for collection of charges due under this tariff or any contract for special services, Customer shall be liable for all costs of collection including reasonable attorney's fees and court costs as provided by law.
- (H) Ciera will not bill for unanswered calls in areas where Equal Access is available, nor will Ciera knowingly bill for unanswered telephone calls where Equal Access is not available. In the event that an unanswered call is inadvertently billed due to the unavailability of Equal Access, Ciera will cancel all such charges upon request or may credit the account of the Billed Party. Any call for which the billed duration exceeds one minute shall be presumed to have been answered.
- (I) In the event the Customer is overbilled, an adjustment will be made to the Customer's account and the Customer will be deemed to not owe overbilled amount. If the Customer is underbilled, the Customer is allowed to either pay in lump sum or in installments.
- (J) A Customer has 180 days from the date of a bill to dispute a portion of their bill, notwithstanding Section 2.8.2 (A) through (I) above. While the charge is in dispute, the Customer shall only be required to pay the undisputed portion of their bill in full.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**2.9 Right to Backbill for Improper Use of the Company's Service**

Any person or entity that uses, appropriates or secures the use of service from the Company, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to the Company and which uses, appropriation, or securing of services is inconsistent with the stated uses, intents, and purposes of this tariff or any restrictions, conditions, and limitations stated herein, shall be liable for an amount equal to the accrued and unpaid charges that would have been applicable to the use of the Company's service actually made by Customer.

2.10 Billing Entity Conditions

When billing functions on behalf of Ciera are performed by local exchange telephone companies, credit card companies or others, the payment conditions and regulations of such companies apply, including any applicable interest and/or late payment charges. In case of any disputed charges that cannot be resolved by the billing company, the Billed Party may contact Ciera directly. If there is still a disagreement about the disputed amount after investigation and review by Ciera or other service provider, the Billed Party has the option to pursue the matter with the appropriate state commission and/or the Federal Communications Commission.

2.11 Compliance with Regulatory Requirements

The Company reserves the right to discontinue service, limit service, or to impose requirements on Customers as required to meet changing regulatory rules and standards of the NTPCC.

2.12 Interconnection

The Company reserves the right to interconnect its services with those of any Other Common Carrier, Local Exchange Carrier, or alternate access provider of its election, and to utilize such services for the provision of services offered herein.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.13 Denial of Access or Disconnect of Service by the Company

The Company expressly retains the right to deny access or disconnect service without incurring any liability for any of the following reasons.

- 2.13.1 Nonpayment of any sum due for service provided hereunder, where the Customer's charges remain unpaid more than ten (10) days following notice of nonpayment and notice of intention to disconnect from the Company. Notice shall be deemed to be effective upon mailing of written notice, postage prepaid, to the Customer's last known address;
- 2.13.2 Customer's acts or omissions that constitute a violation of, or a failure to comply with, any regulation stated in this tariff governing the furnishing of service, but which violation or failure to comply does not constitute a material breach or does not pose any actual threatened interference to Ciera operations or its furnishing of service. The Company agrees to give Customer ten (10) days notice of such violation or failure to comply prior to disconnection of service; or
- 2.13.3 The implementation of any order of a court of competent jurisdiction, or federal or state regulatory authority of competent jurisdiction, prohibiting the Company from furnishing such service; or
- 2.13.4 Failure to pay a previously owed bill by the same Customer at another location.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)**2.14 Customer's Liability in the Event of Denial of Access to Service by the Company**

In the event a Customer's service is disconnected by the Company for any of the reasons stated in Section 2.13, the Customer shall be liable for all unpaid charges due and owing to the Company associated with the service.

2.15 Reinstitution of Service

The Company will reconnect service upon Customer request as soon as the reason for the Customer's termination is removed. If the Customer seeks reinstatement of Service following denial of service by the Company, the Customer shall pay to the Company prior to the time service is reinstated (1) all accrued and unpaid charges, but there will be no charge for the service reinstatement.

2.16 Credit Allowances for Interruption of Service

Credit allowances for interruptions of service are limited to the initial minimum period charge incurred to re-establish the interrupted call.

2.17 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for tests and adjustments as may be deemed necessary by the Company for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made when the interruption is less than twenty-four consecutive hours.

2.18 Toll Free Numbers

Ciera will make every effort to reserve "vanity" toll free numbers on the Customer's behalf, but makes no warranty or guarantee that the "vanity" number(s) will be available for use by the Customer.

If a Customer accumulates undisputed past-due charges, the Company reserves the right not to honor the Customer's request for a change in toll free service to another carrier (i.e. "porting" of the toll free number), including a request for a Responsible Organization (Resp Org) change, until such charges are paid in full.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.19 Responsibilities of the Subscriber

- 2.19.1** The Subscriber is responsible for placing any necessary orders, for complying with tariff regulations, and for ensuring that Authorized Users comply with tariff regulations. The Subscriber is also responsible for the payment of charges for calls originated at the Subscriber's premises that are not collect, third party, calling card, or credit card calls.
- 2.19.2** The Subscriber is responsible for charges incurred for special construction and/or special facilities that the Subscriber requests and which are ordered by Ciera on the Subscriber's behalf.
- 2.19.3** If required for the provision of Ciera's Services, the Subscriber must provide any equipment space, supporting structure, conduit, and electrical power without charge to Ciera.
- 2.19.4** The Subscriber is responsible for arranging ingress to its premises at times mutually agreeable to it and Ciera when required for Ciera personnel to install, repair, maintain, program, inspect, or remove equipment associated with the provision of Ciera's Services.
- 2.19.5** The Subscriber shall ensure that its terminal equipment and/or system is properly interfaced with Ciera's facilities or services, that the signals emitted into Ciera's network configuration are of the proper mode, bandwidth, power, and signal level for the intended use of the Subscriber and in compliance with the criteria set forth in Part 68 of the Code of Federal Regulations, and that the signals do not damage equipment, injure personnel, or degrade service to other Subscribers.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.19 Responsibilities of the Subscriber, (Cont'd.)

- 2.19.6** If the Subscriber fails to maintain the equipment and/or the system properly, with resulting imminent harm to Ciera's equipment, personnel, or the quality of Service to other Subscribers or Customers, Ciera may, upon written notice, require the use of protective equipment at the Subscriber's expense. If this fails to produce satisfactory quality and safety, Ciera may, upon written notification, terminate the Subscriber's service.
- 2.19.7** The Subscriber must pay Ciera for replacement or repair of damage to the equipment or facilities of Ciera caused by negligence or willful act of the Subscriber, its Authorized Users, or others, or by improper use of equipment provided by the Subscriber, Authorized Users, or others.
- 2.19.8** The Subscriber must pay for the loss through theft or fire of any of Ciera's equipment installed at Subscriber's premises.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.20 Responsibilities of Authorized Users

- 2.20.1 The Authorized User is responsible for compliance with the applicable regulations set forth in this tariff as well as all rules and regulations of the state utility commission and the FCC.
- 2.20.2 The Authorized User is responsible for identifying the station, party, or person with whom communication is desired and/or made at the called number.
- 2.20.3 The Authorized User is responsible for providing Ciera with a valid method of billing for each call. Ciera reserves the right to validate the credit worthiness of users through available credit card, calling card, called number, third party telephone number, and area number verification procedures. Where a requested billing method cannot be validated, the user may be required to provide an acceptable alternate billing method or Ciera may refuse to place the call.

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SECTION 2.0 - RULES AND REGULATIONS, (CONT'D.)

2.21 Customer Inquiries or Complaints

Customer inquiries or complaints regarding service or billings may be made in writing or phone to:

Customer Service Manager
Ciera Network Systems, Inc.
2630 Fountainview, Suite 300
Houston, Texas 77057
Phone: 713-914-3850
Fax: 713-914-3870
Toll Free: 888-467-1844

Customers may contact the South Dakota Public Utilities Commission if he or she is dissatisfied with the Company's response. The Commission can be reached at:

South Dakota Public Utilities Commission
500 East Capitol
Pierre, SD 57501-5070
(605) 773-3201
(800) 332-1782
TTY Through Relay South Dakota (800) 877-1113

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES

3.1 General

Ciera offers direct dialed, inbound toll free service, travel card, debit card and directory assistance services for communications originating and terminating within the State of South Dakota under terms of this tariff. Operator Services will be furnished by Ciera's underlying carrier.

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.2 Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between serving wire centers associated with the originating and terminating points of the call.

The serving wire centers of a call are determined by the area codes and exchanges of the origination and destination points.

The distance between the Wire Center of the Customer's equipment and that of the destination point is calculated by using the industry standard "V" and "H" coordinates.

- Step 1 - Obtain the "V" and "H" coordinates for the Wire Centers serving the Customer and the destination point.
- Step 2 - Obtain the difference between the "V" coordinates of each of the Wire Centers. Obtain the Difference between the "H" coordinates.
- Step 3 - Square the differences obtained in Step 2.
- Step 4 - Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5 - Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6 - Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Wire Centers.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D)

3.3 Timing of Calls

Billing for calls placed over the network is based in part on the duration of the call.

3.3.1 Timing for all calls begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.

3.3.2 Chargeable time for all calls ends when one of the parties disconnects from the call.

3.3.3 Minimum call duration and call timing increments for billing purposes is specified on a per-product basis in this tariff.

3.3.4 Usage charges are computed and rounded up to the nearest penny on a per call basis.

3.3.5 There is no billing applied for incomplete calls.

3.4 Rate Periods

The Company's services are not time of day or day of week sensitive. The same rates apply 24 hours per day, seven (7) days per week.

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.5 Switched Outbound Services

3.5.1 Rate Plan #1

Switched access one plus product for residential or small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$50.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Activation Fee** \$0.00

(B) **Monthly Access Charge**

| | | |
|--|-------------|--------|
| | Business | \$5.00 |
| | Residential | \$2.00 |

(C) **Per Minute Rates**

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1540 | \$0.1540 | \$0.1540 |

(D) **Account Codes - Monthly Rate**

| | |
|------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes | \$7.50 |
| Non-Verified Codes: | \$5.00 |

(E) **Billing Formats**

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.5 Switched Outbound Services, (Cont'd.)****3.5.2 Rate Plan #2**

Switched access one plus product for residential or small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$100.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

| | | | | |
|------------|-------------------------------------|--------------------|----------------|----------------------|
| (A) | Activation Fee | | | \$0.00 |
| (B) | Monthly Access Charge | Business | | \$5.00 |
| | | Residential | | \$2.00 |
| (C) | Per Minute Rates | | | |
| | Mileage Band | Day | Evening | Night/Weekend |
| | All | \$0.1440 | \$0.1440 | \$0.1440 |
| (D) | Account Codes - Monthly Rate | | | |
| | Basic Accounts Codes: | | | \$0.00 |
| | Verified Account Codes: | | | \$7.50 |
| | Non-Verified Codes: | | | \$5.00 |
| (E) | Billing Formats | | | |
| | Hard Copy (Paper) | | | \$ 0.00 |
| | Diskette | | | \$25.00 |
| | Electronic | | | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.5 Switched Outbound Services, (Cont'd.)

3.5.3 Rate Plan #3

Switched access one plus product for residential or small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$250.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Activation Fee** \$0.00

(B) **Monthly Access Charge**

| | | |
|--|-------------|--------|
| | Business | \$5.00 |
| | Residential | \$2.00 |

(C) **Per Minute Rates**

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1350 | \$0.1350 | \$0.1350 |

(D) **Account Codes - Monthly Rate**

| | |
|------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes | \$7.50 |
| Non-Verified Codes: | \$5.00 |

(E) **Billing Formats**

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.5 Switched Outbound Services, (Cont'd.)

3.5.4 Rate Plan #4

Switched access one plus product for small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$500.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(A) Activation Fee \$0.00

(B) Monthly Access Charge \$5.00

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1260 | \$0.1260 | \$0.1260 |

(D) Account Codes - Monthly Rate

| | |
|------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes | \$7.50 |
| Non-Verified Codes: | \$5.00 |

(E) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.5 Switched Outbound Services, (Cont'd.)

3.5.5 Rate Plan #5

Switched access one plus product for small business subscribers. Basic service requires switched access lines (local lines) from subscriber's site. Minimum monthly volume is \$1000.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(A) Activation Fee \$0.00

(B) Monthly Access Charge \$5.00

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1220 | \$0.1220 | \$0.1220 |

(D) Account Codes - Monthly Rate

| | |
|-------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes: | \$7.50 |
| Non-Verified Codes: | \$5.00 |

(E) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.6 Dedicated Outbound Services

3.6.1 Dedicated Rate Plan #1

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$500.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Monthly Service Recurring Charge \$50.00

(B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1170 | \$0.1170 | \$0.1170 |

(D) Account Codes - Monthly Rate

| | |
|------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes | \$7.50 |
| Non-Verified Codes: | \$3.00 |

(E) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.6 Dedicated Outbound Services, (Cont'd.)****3.6.2 Dedicated Rate Plan #2**

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$ 750.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Service Recurring Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge:**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1030 | \$0.1030 | \$0.1030 |

(D) **Account Codes - Monthly Rate**

| | |
|------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes | \$7.50 |
| Non-Verified Codes: | \$5.00 |

(E) **Billing Formats**

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.6 Dedicated Outbound Services, (Cont'd.)

3.6.3 Dedicated Rate Plan #3

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$1,000.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) **Monthly Service Recurring Charge** \$50.00

(B) **Monthly Access Line Charge and Installation Charge**

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) **Per Minute Rates**

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.0920 | \$0.0920 | \$0.0920 |

(D) **Account Codes - Monthly Rate**

| | |
|------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes | \$7.50 |
| Non-Verified Codes: | \$5.00 |

(E) **Billing Formats**

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.0 Dedicated Outbound Services, (Cont'd.)

3.0.4 Dedicated Rate Plan #4

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$1,500.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Monthly Service Recurring Charge \$50.00

(B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.0800 | \$0.0800 | \$0.0800 |

(D) Account Codes - Monthly Rate

| | |
|------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes | \$7.50 |
| Non-Verified Codes: | \$5.00 |

(E) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.6 Dedicated Outbound Services, (Cont'd.)

3.6.5 Dedicated Rate Plan #5

Dedicated Access Intrastate product for T-1 access customers. This service is for dedicated customers with a minimum monthly volume of \$1,750.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

(A) Monthly Service Recurring Charge \$50.00

(B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.0750 | \$0.0750 | \$0.0750 |

(D) Account Codes - Monthly Rate

| | |
|------------------------|--------|
| Basic Accounts Codes: | \$0.00 |
| Verified Account Codes | \$7.50 |
| Non-Verified Codes: | \$5.00 |

(E) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.7 Inbound Toll Free Switched Services****3.7.1 Inbound Rate Plan #1**

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers. No minimum monthly volume commitment. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

| | | |
|-----|--------------------------------------|---------|
| (A) | Activation Fee | \$10.00 |
| (B) | Monthly Access Charge | \$20.00 |
| (C) | Installation Charge; one-time charge | \$ 0.00 |
| (D) | Per Minute Rates | |

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.2500 | \$0.2500 | \$0.2500 |

(E) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.7 Inbound Toll Free Switched Services, (Cont'd.)

3.7.2 Inbound Rate Plan #2

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$50.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Activation Fee \$10.00

(B) Monthly Access Charge \$20.00

(C) Installation Charge; one-time charge \$ 0.00

(D) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1540 | \$0.1540 | \$0.1540 |

(E) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.7 Inbound Toll Free Switched Services, (Cont'd.)

3.7.3 Inbound Rate Plan #3

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$100.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

| | | | |
|-----|--------------------------------------|--|---------|
| (A) | Activation Fee | | \$10.00 |
| (B) | Monthly Access Charge | | \$20.00 |
| (C) | Installation Charge; one-time charge | | \$ 0.00 |
| (D) | Per Minute Rates | | |

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1440 | \$0.1440 | \$0.1440 |

| | | | |
|-----|-------------------|--|---------|
| (E) | Billing Formats | | |
| | Hard Copy (Paper) | | \$ 0.00 |
| | Diskette | | \$25.00 |
| | Electronic | | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.7 Inbound Toll Free Switched Services, (Cont'd.)

3.7.4 Inbound Rate Plan #4

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$250.00. All calls are billed in six (6) second increments after an initial period for billing purposes, of thirty (30) seconds.

- (A) Activation Fee \$10.00
- (B) Monthly Access Charge \$15.00
- (C) Installation Charge; one-time charge \$ 0.00
- (D) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1350 | \$0.1350 | \$0.1350 |

(E) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.7 Inbound Toll Free Switched Services, (Cont'd.)

3.7.5 Inbound Rate Plan #5

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$500.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

- (A) **Activation Fee** \$10.00
- (B) **Monthly Access Charge** \$20.00
- (C) **Installation Charge; one-time charge** \$ 0.00
- (D) **Per Minute Rates**

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1260 | \$0.1260 | \$0.1260 |

(E) **Billing Formats**

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.7 Inbound Toll Free Switched Services, (Cont'd.)

3.7.6 Inbound Rate Plan #6

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's switched access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers with a monthly volume of \$1,000.00. All calls are billed in six (6) second increments after an initial period, for billing purposes, of thirty (30) seconds.

- (A) Activation Fee \$10.00
- (B) Monthly Access Charge \$15.00
- (C) Installation Charge; one-time charge \$ 0.00
- (D) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1220 | \$0.1220 | \$0.1220 |

- (E) Billing Formats
- Hard Copy (Paper) \$ 0.00
- Diskette \$25.00
- Electronic \$ 0.00

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.8 Inbound Toll Free Dedicated Services

3.8.1 Dedicated Inbound Rate Plan #1

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of up to \$500.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Monthly Access Charge \$50.00

(B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1170 | \$0.1170 | \$0.1170 |

(D) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.8 Inbound Toll Free Dedicated Services, (Cont'd.)

3.8.2 Dedicated Inbound Rate Plan #2

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers interstate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly minimum of \$1,000.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Monthly Access Charge \$50.00

(B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.1030 | \$0.1030 | \$0.0930 |

(D) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.8 Inbound Toll Free Dedicated Services, (Cont'd.)

3.8.3 Dedicated Inbound Rate Plan #3

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of \$1,500.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

- (A) Monthly Access Charge \$50.00
- (B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.0920 | \$0.0920 | \$0.0920 |

(D) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.8 Inbound Toll Free Dedicated Services, (Cont'd.)

3.8.4 Dedicated Inbound Rate Plan #4

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of \$5,000.00. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Monthly Access Charge \$50.00

(B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.0800 | \$0.0900 | \$0.0900 |

(D) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.8 Inbound Toll Free Dedicated Services, (Cont'd.)

3.8.5 Dedicated Inbound Rate Plan #5

An 800 inbound service allowing the customer to be accessed via an 800 number terminating to the customer's dedicated access location. This service offers intrastate 800 provisioning to customers. This service is available only to commercial business customers using an On-Net or T-1 dedicated service. This service is for dedicated customers with a monthly volume of \$10,000.00 per month or more. The customer is required to interface through the T-1 access facility. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

(A) Monthly Access Charge \$50.00

(B) Monthly Access Line Charge and Installation Charge

A monthly access line charge and installation charge will be assessed on customers. The amount will vary depending on the customer's location relative to the point of presence ("POP") and LEC charges. Price quotes are available upon request.

(C) Per Minute Rates

| Mileage Band | Day | Evening | Night/Weekend |
|--------------|----------|----------|---------------|
| All | \$0.0750 | \$0.0750 | \$0.0750 |

(D) Billing Formats

| | |
|-------------------|---------|
| Hard Copy (Paper) | \$ 0.00 |
| Diskette | \$25.00 |
| Electronic | \$ 0.00 |

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SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES. (CONT'D.)

3.9 Travel Card Services

3.9.1 Travel Card Service Plan #1

A Travel Card service originating when the subscriber dials 1-800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. No minimum volume requirements. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

| | | |
|-----|-----------------------|-----------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$0.50 per card |
| (D) | Per Minute Rate | \$0.2500 |

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD001001

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.9 Travel Card Services, (Cont'd.)****3.9.2 Travel Card Service Plan #2**

A Travel Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. Minimum monthly volume is \$50.00 in Travel Card calling. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

| | | |
|-----|-----------------------|-----------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$0.50 per card |
| (D) | Per Minute Rates | \$0.2300 |

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD0100

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.9 Travel Card Services, (Cont'd.)

3.9.3 Travel Card Service Plan #3

A Travel Card service originating when the subscriber dials 1-800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. Minimum monthly volume is \$75.00 in Travel Card calling. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

| | | |
|-----|-----------------------|------------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$ 0.50 per card |
| (D) | Per Minute Rates | \$0.2100 |

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD 11/01

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.9 Travel Card Services, (Cont'd.)****3.9.4 Travel Card Service Plan #4**

A Travel Card service originating when the subscriber dials 1-800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. Minimum monthly volume is \$100.00 in Travel Card calling. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

| | | |
|-----|-----------------------|------------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$ 0.50 per card |
| (D) | Per Minute Rates | \$0.1900 |

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

8/10/06

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.9 Travel Card Services, (Cont'd.)****3.9.5 Travel Card Service Plan #5**

A Travel Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Travel Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. Minimum monthly volume is \$125.00 in Travel Card calling. All calls are billed in one (1) minute increments after an initial period, for billing purposes, of one (1) minute.

| | | |
|-----|-----------------------|------------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$ 0.50 per card |
| (D) | Per Minute Rates | \$0.1700 |

Issued:
Issued by:Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD10100

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.10 Debit Card Services****3.10.1 Debit Card Service Plan #1**

A Debit Card service originating when the subscriber dials local or toll free number to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

| | | |
|-----|-----------------------|------------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$ 0.50 per card |
| (D) | Per Minute Rates | \$0.2500 |

Issued:
Issued by:Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD10100

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.10 Debit Card Services, (Cont'd.)****3.10.2 Debit Card Service Plan #2**

A Debit Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

| | | |
|-----|-----------------------|------------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$ 0.50 per card |
| (D) | Per Minute Rates | \$0.2300 |

Issued:
Issued by:Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SDi0100

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.10 Debit Card Services, (Cont'd.)****3.10.3 Debit Card Service Plan #3**

A Debit Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

| | | |
|-----|-----------------------|------------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$ 0.50 per card |
| (D) | Per Minute Rates | \$0.2100 |

Issued:
Issued by:Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SDi0100

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.10 Debit Card Services, (Cont'd.)****3.10.4 Debit Card Service Plan #4**

A Debit Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

| | | |
|-----|-----------------------|------------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$ 0.50 per card |
| (D) | Per Minute Rates | \$0.1900 |

Issued:
Issued by:Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SDi0100

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.10 Debit Card Services, (Cont'd.)

3.10.5 Debit Card Service Plan #5

A Debit Card service originating when the subscriber dials 1+800-XXX-XXXX to access the Network, which is the number listed on the Debit Card, and their authorization code must also be entered. To complete the call, the subscriber must enter the destination telephone number. The Debit Card is prepaid in advance by the user. All calls are billed in one (1) minute increments.

| | | |
|-----|-----------------------|------------------------|
| (A) | Activation Fee | \$0.00 |
| (B) | Monthly Access Charge | \$0.00 |
| (C) | Per Call Surcharge | Up to \$ 0.50 per card |
| (D) | Per Minute Rates | \$0.1700 |

Entered by:
Revised by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.11 Public Telephone Surcharge**

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Per Call Surcharge: \$0.30

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Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD10100

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.12 Directory Assistance**

Directory Assistance is available to Customers of Ciera Communications. A Directory Assistance charge applies per intrastate Directory Assistance call made from points within the State of Virginia. The Customer may make up to two (2) requests for a telephone number on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number. Discounts are not applicable to Directory Assistance charges.

Per call to directory assistance: \$0.95

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD0100

SECTION 4.0 - MISCELLANEOUS SERVICES

4.1 Late Payment Charge

A late fee of the greater of 1.5% or \$1.00 per month will be charged on any past due balance.

4.2 Return Check Charge

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds. Any applicable return check charges will be assessed according to the terms and conditions of this tariff and pursuant to South Dakota law and Commission regulations.

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD10100

SECTION 5.0 - PROMOTIONS**5.1 Promotions - General**

From time to time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some of all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration, not to exceed 90 days, or by offering premiums or refunds of equivalent value. Such promotions shall be made available to all similarly situated Customers in the target market area. The Company will provide thirty (30) days notification to the Commission of the availability and duration of such offers.

5.2 Demonstration of Calls

From time to time the Company shall demonstrate service by providing free test calls of up to four minutes duration over its network.

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD10100

SECTION 6.0 - CONTRACT SERVICES**6.1 General**

At the option of the Company, service may be offered on a contract basis to meet specialized requirements of the Customer not contemplated in this tariff. The terms of each contract shall be mutually agreed upon between the Customer and Company and may include discounts off of rates contained herein, waiver of recurring or nonrecurring charges, charges for specially designed and constructed services not contained in the Company's general service offerings, or other customized features. The terms of the contract may be based partially or completely on the term and volume commitment, type of originating or terminating access, mixture of services or other distinguishing features. Service shall be available to all similarly situated Customers for six months after the initial offering to the first contract Customer for any given set of terms.

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SDi0100

ATTACHMENT VI

Certificated Ciera States

Ciera has received certification in AR, CA, FL, IA, IL, IN, KS, MI, MO, MT, NC, ND, NE, NY, OR, TN, UT, VA AND WI. Ciera is in the process of filing applications for in the remaining states, and will then begin filing for CLEC authorization by the end of the 2nd quarter of 2001.

TECHNOLOGIES MANAGEMENT, INC.
P.O. BOX 200
WINTER PARK, FL 32790-0200
(407) 740-8575

AmSouth BANK
CORPORATE SERVICES
612-965-5500

PAY TO THE ORDER OF South Dakota Public Service Comm.

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

South Dakota Public Service Comm.
State Capitol
Pierre, SD 57501-5070

ca/digital

MEMO: Filing fee for Ciera

⑈029637⑈ ⑆063104658⑆ 3720572557⑈

TECHNOLOGIES MANAGEMENT, INC.

South Dakota Public Service Comm.

03/30/2001

Bill #Ciera

TC01-036

AmSouth

Filing fee for Ciera

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of March 29, 2001 through April 04 , 2001

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

NATURAL GAS

GE01-002 In the Matter of the Filing by MidAmerican Energy Company for Approval of Tariff Revisions.

MidAmerican Energy Company has filed to revise its South Dakota Gas and Electric Tariff Sample Bill Form. These changes to the bill format eliminate the gas transport charge line item and update the company contact information.

Staff Analyst: Keith Senger
Staff Attorney: Kelly Frazier
Date Docketed: 03/30/01
Intervention Deadline: 04/13/01

TELECOMMUNICATIONS

TC01-032 In the Matter of the Filing for Approval of a First Amendment to an Interconnection Agreement between Qwest Corporation and TW Wireless, L.L.C.

On March 29, 2001 a First Amendment to an Interconnection Agreement between Qwest Corporation (Qwest) and TW Wireless, L.L.C. (TW) was filed with the Commission for approval. The Agreement is a negotiated agreement between the parties and was originally approved by the Commission effective February 11, 2000 in docket TC99-123. According to the parties the Amendment is made to include the addition of a Single Point of Presence (SPOP) in the LATA language set forth in Attachment 1 to the Amendment. 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 April 18, 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: 03/29/01
Initial Comments Due: 04/18/01

TC01-033 In the Matter of the Application of Quick Tel, Inc. for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

Quick Tel, Inc. has filed an application for a Certificate of Authority to provide interexchange telecommunications services in South Dakota. Quick Tel is a reseller and intends to offer 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services, travel card service, and prepaid calling card service throughout South Dakota.

Staff Analyst: Michele Farris
Staff Attorney: Karen Cremer
Date Docketed: 03/30/01
Intervention Deadline: 04/20/01

TC01-034 In the Matter of the Filing for Approval of a Second Amendment to an Interconnection Agreement between Qwest Corporation and NewPath Holdings, Inc.



April 19, 2001
Overnight Delivery

240 N. Park Ave
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

Mr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501

RE: Data Request for Ciera Network Systems, Inc.
Docket No. TC01-036

Dear Mr. Bullard:

Enclosed for filing are the original and two (2) copies of responses to the requests made by Michele Farris, Utility Analyst, on April 23, 2001.

Please acknowledge receipt of this filing by date stamping the extra copy of this cover letter and returning it to me in the self-addressed stamped envelope.

Any questions you may have regarding this filing may be directed to me at (407) 740-8575. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to Ciera Network Systems, Inc.

Enclosures

TMF/ks

cc: Bob Livingston - Ciera
file: Ciera - SD
tms: SDi0100a

RECEIVED

MAY 7 1 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

1. In accordance with ARSD 20:10:24:02(8), Ciera is required to submit a cash flow statement. If one is not available, provide an explanation why and submit a request for a waiver of the rule.

Cash flow statements are not created for Ciera Network Systems, Inc. The company requests a waiver from the requirements of ARSD 20:10:24:02(8) regarding a cash flow statement.

2. In order to offer pre-paid calling cards, Ciera must have a positive net operating income. The net operating income is not positive. Before bringing this application before the Commission for consideration, is your client willing to post a \$25,000 bond in order to offer pre-paid calling cards? If not, please revise the tariff to remove all reference to pre-paid calling cards. Should you wish to discuss this further, please contact Kelly Frazier, staff attorney.

Please see Attachment I to this response for the revised tariff pages reflecting the removal of the debit card service.

3. Provide the e-mail addresses for the complaint and regulatory contacts.

Robert Livingston is the contact for both complaints and regulatory questions. His e-mail address is bobLivingston@cccglobal.com.com.

4. Has the applicant ever been denied registration or certification in any state? If so, provide the reasons for the denial.

Ciera Network Systems, Inc. has never been denied registration or certification in any state.

5. Is the applicant in good standing with the appropriate regulatory agency in the states where it is registered or certified? If not, provide a detailed explanation of why.

Ciera Network Systems, Inc. is in good standing with the appropriate regulatory agency in the states where it is registered or certified.

6. What is the applicant's target market?

Ciera plans to target its service towards small and medium size business customers as well as residential customers. The company also has tariff plans targeted for large business customers, but that will not be their primary target.

7. Provide the applicant's tax identification number.

Ciera Network System's tax identification number is: 76-0393650

8. Provide 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.

Ciera Network Systems, Inc. is still in the process of filing applications nationwide. To date, it has had no complaints filed against the company in any state in which it has received authority.

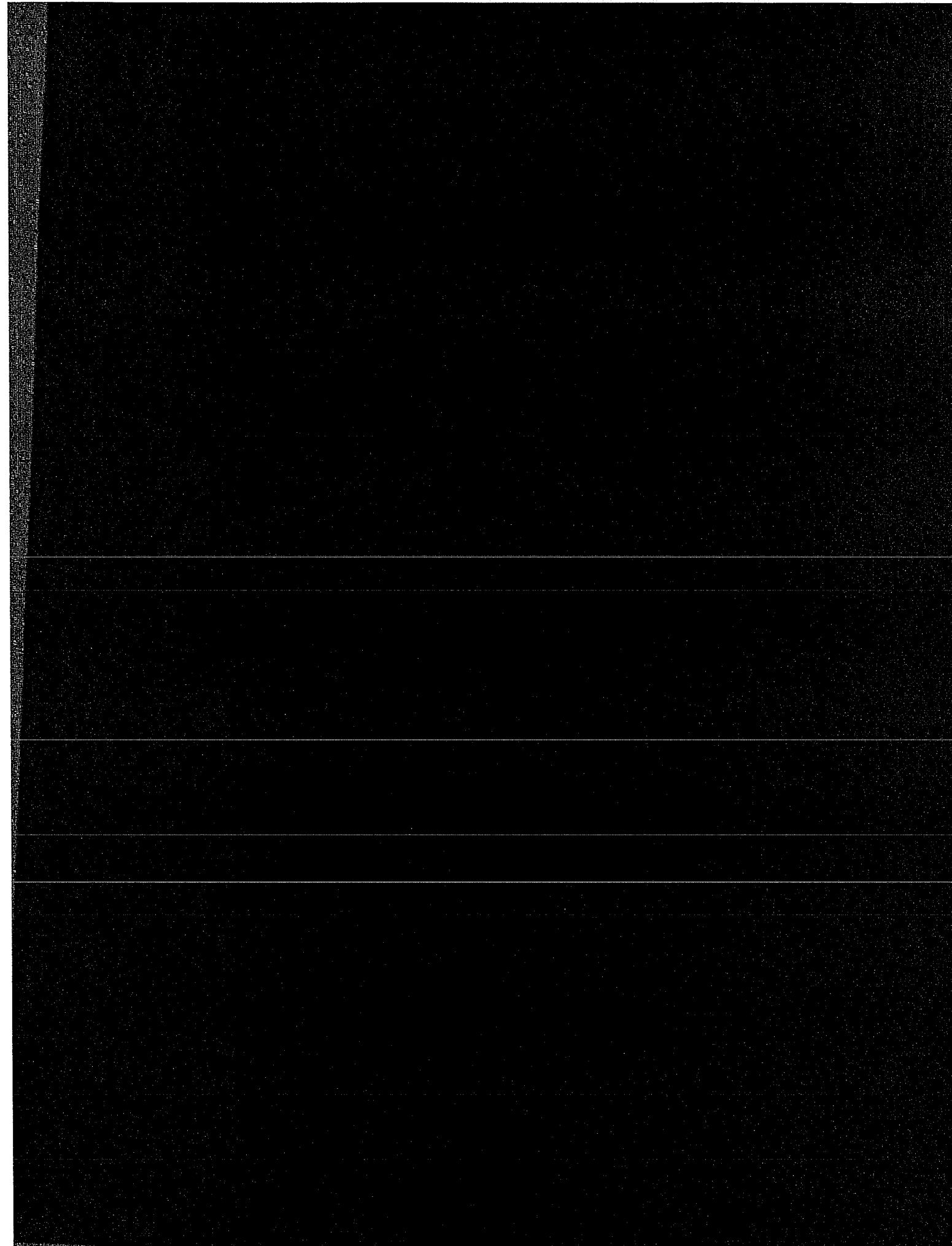
9. Does Ciera have a web page specific to tariffs for South Dakota?

No.

START

OF

RETAKE



END

OF

RETAKE

CIERA NETWORK SYSTEMS, INC.

ATTACHMENT I

REVISED TARIFF PAGES - DEBIT CARD REMOVAL

CIERA NETWORK SYSTEMS, INC.

ATTACHMENT I

REVISED TARIFF PAGES - DEBIT CARD REMOVAL

CHECK SHEET

Pages of this tariff, as indicated below, are effective as of the date shown at the bottom of the respective pages. Original and revised pages, as named below, comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

| PAGE | REVISION | PAGE | REVISION | PAGE | REVISION |
|------|------------|------|------------|------|------------|
| 1 | Original * | 26 | Original * | 51 | Original * |
| 2 | Original * | 27 | Original * | 52 | Original * |
| 3 | Original * | 28 | Original * | 53 | Original * |
| 4 | Original * | 29 | Original * | 54 | Original * |
| 5 | Original * | 30 | Original * | 55 | Original * |
| 6 | Original * | 31 | Original * | 56 | Original * |
| 7 | Original * | 32 | Original * | 57 | Original * |
| 8 | Original * | 33 | Original * | | |
| 9 | Original * | 34 | Original * | | |
| 10 | Original * | 35 | Original * | | |
| 11 | Original * | 36 | Original * | | |
| 12 | Original * | 37 | Original * | | |
| 13 | Original * | 38 | Original * | | |
| 14 | Original * | 39 | Original * | | |
| 15 | Original * | 40 | Original * | | |
| 16 | Original * | 41 | Original * | | |
| 17 | Original * | 42 | Original * | | |
| 18 | Original * | 43 | Original * | | |
| 19 | Original * | 44 | Original * | | |
| 20 | Original * | 45 | Original * | | |
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| 22 | Original * | 47 | Original * | | |
| 23 | Original * | 48 | Original * | | |
| 24 | Original * | 49 | Original * | | |
| 25 | Original * | 50 | Original * | | |

* - indicates those pages included with this filing

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Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

ED000000

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Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

Revised:

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES

3.1 General

Ciera offers direct dialed, inbound toll free service, travel card and directory assistance services for communications originating and terminating within the State of South Dakota under terms of this tariff. Operator Services will be furnished by Ciera's underlying carrier.

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SDN101

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.10 Public Telephone Surcharge**

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "P" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Per Call Surcharge: **\$0.30**

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

SD0000

SECTION 3.0 - DESCRIPTION OF SERVICE AND RATES. (CONT'D.)**3.11 Directory Assistance**

Directory Assistance is available to Customers of Ciera Communications. A Directory Assistance charge applies per intrastate Directory Assistance call made from points within the State of Virginia. The Customer may make up to two (2) requests for a telephone number on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number. Discounts are not applicable to Directory Assistance charges.

Per call to directory assistance:

\$0.95

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

5/31/00

SECTION 4.0 - MISCELLANEOUS SERVICES

4.1 Late Payment Charge

A late fee of the greater of 1.5% or \$1.00 per month will be charged on any past due balance.

4.2 Return Check Charge

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds. Any applicable return check charges will be assessed according to the terms and conditions of this tariff and pursuant to South Dakota law and Commission regulations.

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 100
Houston, Texas 77057

SECTION 5.0 - PROMOTIONS

5.1 Promotions - General

From time to time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some of all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration, not to exceed 90 days, or by offering premiums or refunds of equivalent value. Such promotions shall be made available to all similarly situated Customers in the target market area. The Company will provide thirty (30) days notification to the Commission of the availability and duration of such offers.

5.2 Demonstration of Calls

From time to time the Company shall demonstrate service by providing free test calls of up to four minutes duration over its network.

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

Effective:

5/22/00

SECTION 6.0 - CONTRACT SERVICES

6.1 General

At the option of the Company, service may be offered on a contract basis to meet specialized requirements of the Customer not contemplated in this tariff. The terms of each contract shall be mutually agreed upon between the Customer and Company and may include discounts off of rates contained herein, waiver of recurring or nonrecurring charges, charges for specially designed and constructed services not contained in the Company's general service offerings, or other customized features. The terms of the contract may be based partially or completely on the term and volume commitment, type of originating or terminating access, mixture of services or other distinguishing features. Service shall be available to all similarly situated Customers for six months after the initial offering to the first contract Customer for any given set of terms.

Issued:
Issued by:

Robert W. Livingston, CEO / Secretary
2630 Fountainview, Suite 300
Houston, Texas 77057

5/1/00

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

| | |
|---------------------------------------|----------------|
| IN THE MATTER OF THE APPLICATION OF) | ORDER GRANTING |
| CIERA NETWORK SYSTEMS, INC. FOR A) | CERTIFICATE OF |
| CERTIFICATE OF AUTHORITY TO PROVIDE) | AUTHORITY |
| INTEREXCHANGE TELECOMMUNICATIONS) | |
| SERVICES IN SOUTH DAKOTA) | TC01-036 |

On April 2, 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 Ciera Network Systems, Inc. (Ciera).

Ciera proposes to offer resold 1+, inbound toll free service, travel card and directory assistance services throughout South Dakota. A proposed tariff was filed by Ciera. The Commission has classified long distance service as fully competitive.

On April 5, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of April 20, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its June 19, 2001, meeting, the Commission considered Ciera's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that Ciera not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. Commission Staff further recommended a waiver of ARSD 20:10:24:02(8).

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission finds that Ciera has met the legal requirements established for the granting of a certificate of authority. Ciera 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 Ciera's application for a certificate of authority, subject to the condition that Ciera 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 Ciera's application for a certificate of authority is hereby granted, subject to the condition that Ciera not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

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

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

To Conduct Business As A Telecommunications Company
Within The State of South Dakota

Authority was Granted as of the date of the
Order Granting Certificate of Authority
Docket No. TC01-036

This is to certify that

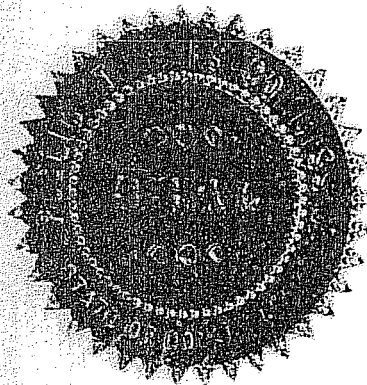
CIERA NETWORK SYSTEMS, INC.

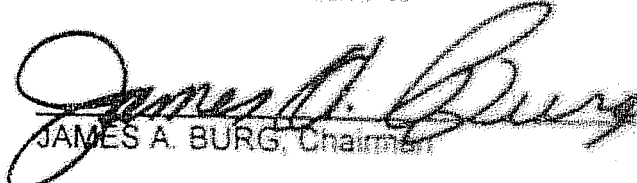
is authorized to provide interexchange telecommunications services in South Dakota, subject to the condition that it not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission.

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.

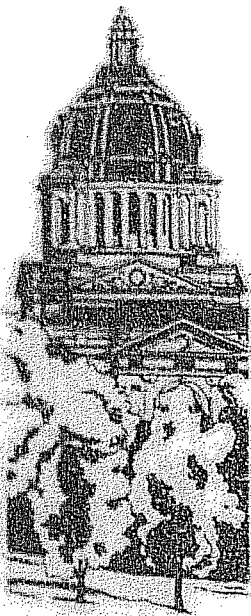
Dated at Pierre, South Dakota, this 22nd day of June 2001.

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:

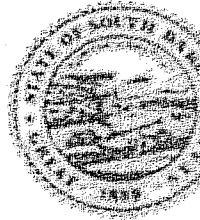



JAMES A. BURG, Chairman


PAM NELSON, Commissioner



South Dakota Public Utilities Commission



State Capitol Building, 500 East Capitol Avenue, Pierre, South Dakota 57501-5070

July 10, 2001

Mr. Robert W. Livingston
CEO/Secretary
Ciera Network Systems, Inc.
1250 Wood Branch Park Drive, 6th Floor
Houston, TX 77079-1212

Capitol Office
Telephone (605)773-3201
FAX (605)773-3809

Transportation/
Warehouse Division
Telephone (605)773-5280
FAX (605)773-3225

Consumer Hotline
1-800-332-1782

TTY Through
Relay South Dakota
1-800-877-1113

Internet Website
www.state.sd.us/puc/

Jim Burg
Chairman
Pam Nelson
Vice-Chairman

Debra Elofson
Executive Director

Harlan Best
Martin C. Bettmann
Sus Cichos
Karen E. Cremer
Christopher W. Downs
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Kelly D. Frazier
Mary Giddings
Leni Healy
Mary Healy
Lisa Hull
Dave Jacobson
Amy Kayser
Jennifer Kirk
Bob Knadle
Delaine Kolbo
Charlene Lund
Gregory A. Rislov
Keith Senger
Rosalyn Aults Wiest

RE: CERTIFICATE OF AUTHORITY - DOCKET TC01-035

Dear Mr. Livingston:

The enclosed letter dated June 25, 2001, was returned to us today as undeliverable. The address used in that letter was the address used in your application. I called Technologies Management today and they gave me your new address so I am remailing everything to you with this letter.

Very truly yours,

Delaine Kolbo
Legal Secretary

Enc.

State of South Dakota

MICROFILM

CERTIFICATE OF AUTHENTICITY

This is to certify that the microphotographic images appearing on the this roll of microfilm

Starting with: TC01-011

Ending with: TC01-036

are accurate reproduction of the records of

Agency: LABOR/P.U.C./P.U.C./FIX UTIL

Record Title: DOCKETS, FORMAL AND INFORMAL

Contents: 1-31-01 to 7-10-01

(Inclusive Dates/Alphabetic number)

And were microfilmed in the regular course of business according to the provisions of SDCL 1-27-4

It is further certified that the photographic process used for microfilming of the above records was in a manner and on microfilm which meets the recommended requirements of ADMIN. 10:04:01 and 10:04:03 for microphotographic reproductions.

Camera I.D. # IL 70

RDB Number: 91-011

Disposal Date: 10 YEARS

11-4-03

Date Microfilmed

Roll Number: 163

Reduction Ratio: 40:1

Exposures: 2368

Penay Gray

Camera Operator Signature

MICROFILM PROJECT REGISTRATION FORM

PROJECT OFFICIAL: DELAINE KOLBO
LABOR
PUBLIC UTILITIES COMMISSION
CAPITOL BUILDING
PIERRE, SD 57501
735-3705

DEPARTMENT: LABOR
 DIVISION: /P.U.C.
 OFFICE: /P.U.C.
 PROGRAM: /FIX UTIL
 BILLING CODE: 0009

PROJECT TITLE: DOCKETS, FORMAL AND INFORMAL

SERIES NO.: PUC-68 R.D.B. NO.: 91-011 RETENTION: 10 YEARS

SPECIFICATIONS:

- | | |
|---|---|
| 1. CAMERA: <u>IMAGELINK 70</u> | 7. BLIP: <u>YES/SEE PROCEDURES</u> |
| 2. REDUCTION: <u>40:1</u> | 8. SEQUENTIAL NR: <u>NONE REQUIRED</u> |
| 3. MEDIUM: <u>CINE/DUPLEX</u> | 9. FORMAT: <u>OPEN REEL/BOX</u> |
| 4. NYLAR CERTIFICATES: <u>NONE REQUIRED</u> | 10. PAPER DISP: <u>RETURN TO AGENCY</u> |
| 5. FILM WRITING: <u>YES/SEE PROCEDURES</u> | 11. PREPPING: <u>AGENCY OR OTHER</u> |
| 6. TARGETS: <u>YES/SEE PROCEDURES</u> | 12. DATA ENCODING: <u>NONE REQUIRED</u> |

ORIGINAL FILM

DUPLICATE FILM

FILM TYPE: 16mm/2.5 mil SILVER HALIDE
 FILM DISPOSITION: BM SECURITY VAULT
 PROCESSED BY: HUGHES IMAGE SYSTEMS
 INSPECTED BY: HUGHES IMAGE SYSTEMS
 INSPECTION TYPE: QUALITY STANDARDS

FILM TYPE: 16mm/2.5 mil DIAZO
 FILM DISPOSITION: RETURN TO AGENCY
 DUPLICATED BY: HUGHES IMAGE SYSTEMS
 INSPECTED BY: P.U.C.
 INSPECTION TYPE: IMAGE BY IMAGE

FILMING PROCEDURES

This series is arranged numerically by docket number then chronologically by date within each docket. Prepare the certificate of authenticity by using the docket number to complete the start and end lines; and by using inclusive dates to complete the contents line. At the beginning of each roll of film (the beginning of each new project or the beginning of each docket within a project) film the following documents in the order listed: start target, resolution target (3X), density sheet (20# plain white paper) (3X), and certificate of authenticity (the filming procedures and the certificate). Prepare flash targets to indicate the file folder information, which will include the docket number, the file title, and inclusive documents in each file. Feed the documents into the throat of the camera so the leader is facing straight in. Use film writing to indicate the roll and frame numbers. Place a medium blip on each flash target and a small blip on all supplemental documents. Straight film until the next flash target is encountered, then repeat the above process. At the end of each roll of film (or the end of each project), film the following documents in the order listed: certificate of authenticity (the certificate and the filming procedures), density sheet (20# plain white paper) (3X), resolution target (3X), and end target.

Camera 3 - Mode 2

Camera 6 - Mode 10

Sue Gich 8-4-99
 RECORDS OFFICER SIGNATURE /DATE

Susan Pietrus DH 8-5-99
 RECORDS MANAGER SIGNATURE /DATE

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IN →

Association for Information
and Image Management
3011 587-8202

AIMA



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END