

TC01-050

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

RECEIVED

MAY 14 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION
Telephone: (770) 232-9200
Facsimile: (770) 232-9208

Also Admitted in New York
and Maryland

May 11, 2001

VIA OVERNIGHT DELIVERY

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

Re: Total Call International, Inc.

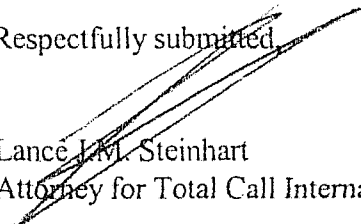
Dear Mr. Bullard:

Enclosed please find one original and ten (10) copies of Total Call International, Inc.'s Application for Registration of a Telecommunications Company.

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

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

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Total Call International, Inc.

Enclosures

cc: Mark Leafstedt

APPLICATION FOR REGISTRATION
OF TOTAL CALL INTERNATIONAL, INC.
FILED WITH THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE)
APPLICATION OF)
TOTAL CALL INTERNATIONAL, INC.)
)
FOR AN ORDER)
AUTHORIZING THE REGISTRATION)
OF APPLICANT AS A)
TELECOMMUNICATIONS COMPANY)

Docket No.

RECEIVED

MAY 14 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

APPLICATION

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

1. Name, Address and Telephone Number of Applicant:

Total Call International, Inc.
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071
Telephone: (213) 437-0400
Toll-Free Customer Service: (800) 211-8096

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

Total Call International, Inc.

3. Applicant's corporate information:

Applicant was organized in the State of California on May 5, 1999. A copy of the Applicant's Articles of Incorporation is attached hereto as Exhibit A. A copy of Applicant's Certificate of Authority to transact business as a foreign corporation in the State of South Dakota is attached hereto as Exhibit B.

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

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

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

Name and Address	Shares Owned	Percentage of all Shares Issued and Outstanding and Voting Control
Mark Leafstedt	475	47.5%
Michael Prieto	475	47.5%

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

4. Partnership Information:

Not Applicable.

5. Description of Services Applicant intends to offer:

Applicant is a reseller which intends to offer interexchange services, including 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services, travel card service, and prepaid calling card service.

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

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

7. Geographic Areas in which services will be offered:

Applicant intends to provide services on a statewide basis.

8. Financial Qualifications:

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

respect to the provision of intrastate telecommunications services in the State of South Dakota. See Exhibit C, which is attached hereto, Applicant's Financial Statements for the period beginning May 5, 1999 to April 30, 2000 and Balance Sheet as of April 30, 2000, which demonstrates that Applicant has the financial ability to provide the services that it proposes to offer.

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

All inquiries regarding regulatory matters should be addressed to:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071
Telephone: (213) 437-0400
Facsimile: (213) 437-0410
E-Mail: markl@totalcallusa.com

All inquiries regarding complaints should be addressed to:

Michael Prieto, Vice-President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071
Telephone: (213) 437-0400; (800) 211-8096 (toll-free)
Facsimile: (213) 437-0410
E-Mail: markl@totalcallusa.com

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

10. Regulatory Status:

Applicant is currently in the process of obtaining all required authorizations from the state regulatory agencies. Applicant is currently authorized to provide service in Arizona, Arkansas, California, Colorado, Florida, Georgia, Idaho, Iowa, Illinois, Kansas, Kentucky, Massachusetts, Michigan, Missouri, Montana, New Hampshire, North Carolina, New Jersey, New York, North Dakota, Ohio, Oregon, Pennsylvania, Texas, Utah, Virginia and Wyoming.

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

11. Description of Marketing

Applicant intends to market its services to primarily to residential customers and to small to mid-sized businesses. All sales personnel will have telecommunications service experience.

Applicant will market through direct sales by employees and agents. Applicant does not intend to engage in multilevel marketing at this time. Applicant's marketing materials are currently being developed and are not available at this time.

12. Cost Support:

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

13. Federal Tax Identification Number:

33-0858351

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

None

15. Tariff

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

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

DATED this 16 day of May, 2001.

Total Call International, Inc.

By: 
Lance J.M. Steinhart, Its Counsel

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

State of California

County of Los Angeles

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

Mark Leafstedt
Mark Leafstedt
President

Subscribed and sworn to before this 1st day of May, 2001.

Stan Sperling
Notary Public

My Commission expires: 12-21-01



LIST OF EXHIBITS

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

EXHIBIT A - ARTICLES OF INCORPORATION

RESTATED ARTICLES OF INCORPORATION
OF
TOTAL CALL INTERNATIONAL, INC.
a California corporation

AUG 25 2000

BILL JONES, Secretary of State

MARK E. LEAFSTEDT and MICHAEL PRIETO hereby certify that:

1. They are the President and the Secretary, respectively, of Total Call International, Inc., a California corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read in full as follows:

"I: The name of this corporation is:

Total Call International, Inc.

II: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III: A. This corporation is authorized to issue two classes of shares to be designated "Preferred Stock" and "Common Stock." The total number of shares of Preferred Stock this corporation shall have the authority to issue is 2,500,000. The total number of shares of Common Stock this corporation shall have authority to issue is 25,000,000.

B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and

restrictions stated in any resolution originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series."

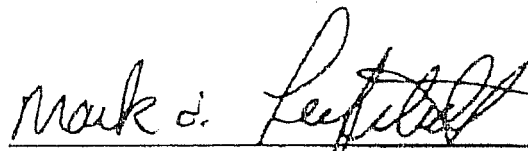
IV: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law, as in effect from time to time.

V: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code."

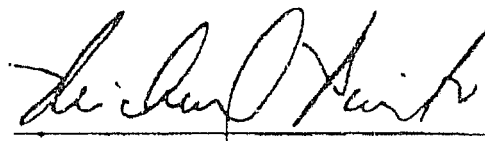
3. The foregoing amendment of articles of incorporation has been duly approved by the directors of this corporation.
4. No shares have been issued.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: August 21, 2000

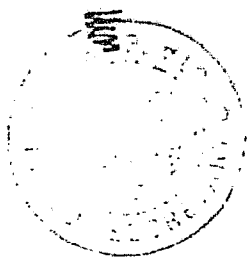
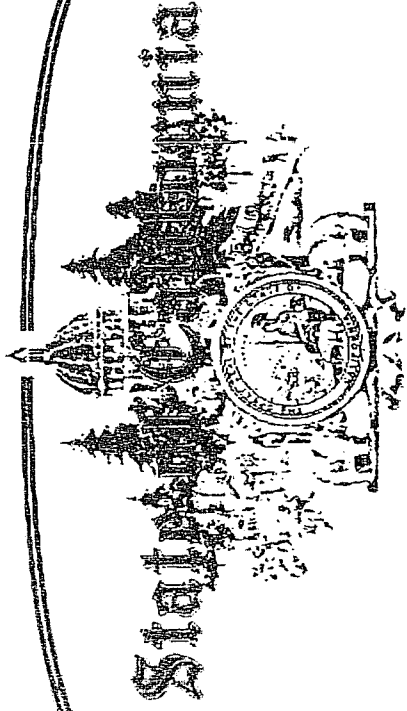


Mark E. Leafstedt, President



Michael Prieto, Secretary





SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 23 2008

Bill Jones

Secretary of State

EXHIBIT B - CERTIFICATE OF AUTHORITY

State of South Dakota



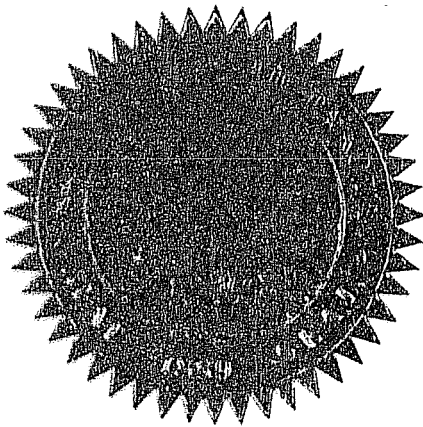
OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **TOTAL CALL INTERNATIONAL, INC. (CA)** 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 May 10, 2001.



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

Joyce Hazeltine
Secretary of State



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

FILE NO. _____

RECEIPT NO. _____

RECEIVED
 MAY 10 '01
 S.D. SEC. OF STATE

Application for Certificate of Authority

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

(1) The name of the corporation is TOTAL CALL INTERNATIONAL, INC.
 (exact corporate name)

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

(3) State where incorporated California Federal Taxpayer ID# 33-0858351

(4) The date of its incorporation is May 5, 1999 and the period of its duration, which may be perpetual, is Perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 345 S. Figueroa Street, Ste. M01, Los Angeles, CA 90071 Zip Code _____
 mailing address if different from above is: _____ Zip Code _____

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 419 West Third Pierre SD Zip Code 57501
 and the name of its proposed registered agent in the State of South Dakota at that address is National Corporate Research, Ltd.

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

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

Name	Officer Title	Street Address	City	State	Zip
<u>See Attached</u>					

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>25,000,000</u>	<u>Common</u>		<u>.001</u>
<u>2,500,000</u>	<u>Preferred</u>		<u>.001</u>

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000	Common		.001

(11) The amount of its stated capital is \$ 1.00
~~Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.~~

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

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

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

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

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

Dated MAY 1st 19 2001

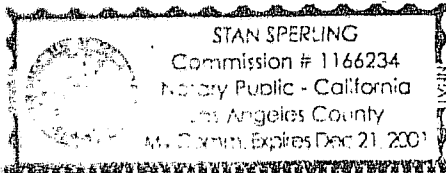
Frank R. Leffert
(Signature) President

(Title)

STATE OF California
COUNTY OF Los Angeles
I, Stan Sperling, a notary public, do hereby certify that on this 1st day of MAY 2001,
personally appeared before me Frank R. Leffert who, being by me first duly sworn/declared that he/she
is the President of the corporation, that he/she signed the foregoing document as
officer of the corporation, and the statements therein contained are true.

D-21-01
Notary Commission Expires

Stan Sperling
(Notary Public)



Notarial Seal

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

Consent of Appointment by the Registered Agent

I, Chris Stackhoff, hereby give my consent to serve as the registered agent for TOTAL CALL INTERNATIONAL, INC.
(name of registered agent)
(corporate name)

Dated 5/19 19 2001 Chris Stackhoff
(signature of registered agent)

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

FEE SCHEDULE

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

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

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

FILING INSTRUCTIONS:

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

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

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

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

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

**LIST OF OFFICERS & DIRECTORS OF
TOTAL CALL INTERNATIONAL, INC.**

Officers

**Mark Leafstedt
Michael Prieto**

**President & Treasurer
Vice-President, COO & Secretary**

Directors

**Mark Leafstedt
Michael Prieto**

**All the above referenced Officers & Directors can be reached at:
345 S. Figueroa Street, Suite M01, Los Angeles, CA 90071**

EXHIBIT C - MARKETING MATERIAL
Not Available

EXHIBIT D - FINANCIAL INFORMATION

Total Call International, Inc.

FINANCIAL STATEMENTS

**FROM MAY 5, 1999 (DATE OF INCEPTION)
TO APRIL 30, 2000**

**JUNG, NOVIKOFF, BELLANCA & COMPANY
CERTIFIED PUBLIC ACCOUNTANTS
3205 Ocean Park Blvd., Suite 200
Santa Monica, California 90405**

3000 OCEAN PARK BLVD.
SUITE 300
SANTA MONICA
CA 90401

**JUNG
NOVKOFF
BELLANCA
& Co.**

310 450-1201
FAX 310 450-2713

CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors
Total Call International, Inc.
Los Angeles, California

We have reviewed the accompanying balance sheet of Total Call International, Inc. as of April 30, 2000, and the related statements of income and retained earnings and cash flows for the year from May 5, 1999 (inception) to April 30, 2000 then ended, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the representation of the management of Total Call International, Inc.

A review consists principally of inquiries of Company personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in conformity with generally accepted accounting principles.

Our review was made for the purpose of expressing limited assurance that there are no material modifications that should be made to the financial statements in order for them to be in conformity with generally accepted accounting principles. The information included in the accompanying schedules of general and administrative expenses is presented only for supplementary analysis purposes. Such information has been subjected to the inquiry and analytical procedures applied in the review of the basic financial statements, and we are not aware of any material modifications that should be made to it.

Jung, Novkoff, Bellanca & Company

Jung, Novkoff, Bellanca & Company

August 29, 2000

TOTAL CALL INTERNATIONAL, INC.

Balance Sheet

April 30, 2000

ASSETS

Current Assets			
Cash In Banks		\$ 48,738	
Accounts Receivable	(Note A)	246,176	
Due from Affiliate - ATS	(Note B)	42,070	
Miscellaneous Receivable		300	
Prepaid Expenses		15,660	
Total Current Assets			\$ 352,944
Property And Equipment		(Note C)	
Office Furniture		9,106	
Office Equipment		32,580	
Switching Equipment		305,488	
Less: Accum. Depreciation		(6,305)	
Net Property And Equipment			340,869
Other Assets			
Refundable Deposits			31,190
Total Assets			\$ <u>725,003</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities			
Accounts Payable		\$ 203,210	
Accrued Expenses Payable		76,857	
Deferred Revenue	(Note A)	310,911	
Officer Loans Payable	(Note B)	10,857	
Loan Payable-Current Portion	(Note D)	74,819	
Total Current Liabilities			\$ 676,654
Long Term Liability			
Loan Payable-Net Of Current Portion	(Note D)		184,836
Stockholders' Equity			
Common Stock, 25,000,000 shares authorized, Preferred Stock, 2,500,000 Shares Authorized, None Issued And Outstanding		15,000	
Retained Earnings		(151,487)	
Total Stockholders' Equity			(136,487)
Total Liabilities And Stockholders' Equity			\$ <u>725,003</u>

See Accompanying Notes And Accountants' Report

TOTAL CALL INTERNATIONAL, INC.
Statement Of Income And Retained Earnings
For The Year From May 5, 1999 (Inception) To April 30, 2000

Sales		\$ 2,726,716
Cost Of Sales		
Carrier Cost	\$ 2,089,561	
Card Printing	48,086	
Agency Commission	72,917	
Other Costs	2,015	
Total Cost Of Goods Sold	2,212,579	2,212,579
Gross Profit		514,137
General And Administrative Expenses		733,571
Net Operating Loss		(219,434)
Other Income		
Interest Income	118	
Management fee (Note B)	69,129	
Total Other Income	69,247	69,247
Loss Before Provision For Income Tax		(150,187)
Less Provision For Income Tax (Note C)		1,300
Net Loss		(151,487)
Retained Earnings - Inception		0
Retained Earnings - Ending	\$	(151,487)

See Accompanying Notes And Accountants' Report

TOTAL CALL INTERNATIONAL, INC.
Statement Of Cash Flows
For The Year from May 5, 1999 (Inception) to April 30, 2000

CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	\$	(151,487)
Adjustments To Reconcile Net Income To Net Cash Provided By Operating Activities		
Depreciation		6,305
(Increase) Decrease In:		
Accounts Receivable		(246,176)
Miscellaneous Receivable		(300)
Prepaid Expenses		(15,660)
Deposit		(31,190)
Increase (Decrease) In:		
Accounts Payable		203,210
Accrued Expenses		76,857
Deferred Revenue		310,911
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$	152,470
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases Of Property & Equipment		(347,174)
NET CASH USED BY INVESTING ACTIVITIES		(347,174)
CASH FLOWS FROM FINANCING ACTIVITIES		
Officer Loans		10,857
Due from Affiliate - ATS		(42,070)
Equipment Loan		259,655
Capital Contribution		15,000
NET CASH PROVIDED BY FINANCING ACTIVITIES		243,442
NET INCREASE IN CASH		48,738
CASH AND CASH EQUIVALENTS AT INCEPTION		0
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$	48,738
SUPPLEMENTAL DISCLOSURES		
Interest Income	\$	118
California Franchise Tax Paid	\$	800

See Accompanying Notes And Accountants' Report

TOTAL CALL INTERNATIONAL, INC.
Notes To Financial Statements
April 30, 2000

Note A - Summary of Significant Accounting Policies

Total Call International, Inc. (The "Company") was incorporated on May 6, 1999 under the laws of the State of California. The Company provides prepaid telecommunication services to customers through its proprietary switch platforms. The Company's revenues originate from customer usage of (1) telephone debit cards sold through distributors and (2) long distance services provided through the Company's telecommunications equipment.

- (1) Telephone debit cards (Prepaid calling cards) – The Company has two NACT switches that utilize prepaid calling platforms in their operating systems. This software enables the Company to develop and design any number of products to be used for prepaid calling.
- (2) Long distance services (ANIPin) – This service is tied to the customer's telephone and when the customer wants to place a call, he or she dials into the Company's switch via an 800 number. The switch recognizes that phone number (ANI) as a pin and then after a validation test provides the customer with a dialtone to place the outbound call. The ANIPin product is on a post billing basis, it is billed monthly to the customer.

Accounts receivable are stated at their net realizable value. The Company has no bad debt history. Therefore, a provision for bad debts is not made. Bad debts are recognized when an account is decided to be worthless and thus written off. There is an accounts receivable in the amount of \$ 18,064 due from its sister company, Advanced Telecom Solutions, Inc. as of April 30, 2000.

Revenue is recognized on an accrual basis and utilizes a deferred revenue recognition scheme. The Company recognizes revenue when customer uses the service. However, the deferred revenue scheme for prepaid calling cards is based on the assumption that revenue is to be recognized evenly in four months to match its related carrier costs following when the sales are made. On the ANIPin product, revenue is recognized when billing is generated.

Note B - Related Party Transactions

The Company received \$69,129 of management fee income from its sister company, Advanced Telecom Solutions, Inc. (ATS). The fee income is for providing the services of consulting, technical and personnel support. Also, there is a non-interest bearing loan in the amount of \$42,070 due from ATS with no set conditions for repayment. In addition there is a non-interest bearing loan to the shareholders in the amount of \$10,857 with no repayment provisions.

TOTAL CALL INTERNATIONAL, INC.
Notes To Financial Statements
April 30, 2000

Note C - Property and Equipment

Property and Equipment are stated at cost. Depreciation of fixed assets is provided using the straight-line method for the financial reporting purpose at rates based on the following estimated useful lives:

	Years
Office furniture	7
Office equipment	5 - 7
Switching equipment	20

For federal income tax purposes, depreciation is computed using the modified accelerated cost recovery system. Expenditures for maintenance and repairs are charged to expense as incurred.

Note D - Long Term Debt

Long-term debt at April 30, 2000 consists of the following:

	<u>4/30/2000</u>
World Access Corporation note payable \$8,875 per month including interest at 14%, final payment due 3/1/2003, collateralized by switching equipment with a net book value of \$304,215	\$ 259,655
Less amount due within one year	(74,819)
	\$ 184,836

Due to the changing state of technology and the uniqueness of the switching equipment in the telecommunications industry, it is not practical to estimate the fair market value of the pledged switching equipment.

Maturities of long-term debt are as follows:

Year Ending April 30	Amount
2001	\$ 74,819
2002	\$ 85,995
2003	\$ 98,841
	\$259,655

TOTAL CALL INTERNATIONAL, INC.
Notes To Financial Statements
April 30, 2000

Note E - Leasing Arrangement

The Company conducts its operations from facilities that are leased under a three-year operating lease expiring in November 2002.

The following is a schedule of future minimum rental payments required under the above operating leases as of April 30, 2000:

	Amount
Year ending 4/30/2001	\$ 41,089
Year ending 4/30/2002	45,165
7 months ending 11/30/2002	26,346
Total	\$ 112,600

Note F - Leases

Type Of Lease	Description	Monthly Payment	Initial Life Of Lease	Remaining Life Lease	Future Minimum Payment-5 Years
Operating GreatAmerica Leasing	Postage Meter	\$ 147	15 Mo	3 Mo	\$ 441
Operating GreatAmerica Leasing	Inserter	\$ 236	36 Mo	29 Mo	\$ 6,844

Note G - Income Taxes

At the first year of its operation, the company has incurred net operating loss totalling \$151,487 that may be offset against future taxable income for the next 15 years.

SUPPLEMENTARY INFORMATION

TOTAL CALL INTERNATIONAL, INC.
General And Administrative Expenses
For the Year from May 5, 1999 to April 30, 2000

Advertising		\$ 17,989
Bank Charges		2,671
Bad Debt		72,802
Collection Expenses		1,717
Credit Card Discount		2,289
Commission		2,996
Depreciation		6,305
Dues And Subscriptions		2,049
Entertainment		2,536
Equipment Rental	(Note F)	3,520
Insurance		30,680
Legal And Professional		20,218
Office Expense		16,188
Outside Services		670
Parking		7,954
Payroll Taxes		35,402
Penalty		265
Printing And Reproduction		5,468
Postage And Delivery		18,241
Rent	(Note E)	10,620
Repair And Maintenance		4,979
Salaries - Officer		238,846
Salaries - Office		174,832
Show Expenses		15,286
Taxes And Licenses		5,699
Telephone		17,322
Travel		<u>16,027</u>
Total General And Administrative Expenses		\$ <u>733,571</u>

See Accompanying Notes And Accountants Report

EXHIBIT E - PROPOSED TARIFF

TELECOMMUNICATIONS SERVICES TARIFFTITLE SHEETSOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Total Call International, Inc. ("Total Call"), with principal offices at 345 S. Figueroa Street, Suite M01, Los Angeles, California 90071. This tariff applies for services furnished within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

TOTAL CALL INTERNATIONAL, INC.

ORIGINAL SHEET 2

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

RESERVED FOR FUTURE USE

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TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

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

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original
25	Original
26	Original
27	Original
28	Original
29	Original
30	Original
31	Original
32	Original

* New or Revised Sheet

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TELECOMMUNICATIONS SERVICES TARIFFTABLE OF CONTENTS

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TELECOMMUNICATIONS SERVICES TARIFFTARIFF FORMAT

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

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

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

- 2.
- 2.1
- 2.1.1
- 2.1.1.A
- 2.1.1.A.1
- 2.1.1.A.1.(a)
- 2.1.1.A.1.(a).I
- 2.1.1.A.1.(a).I.(i)
- 2.1.1.A.1.(a).I.(i).(1)

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

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SYMBOLS

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

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

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TELECOMMUNICATIONS SERVICES TARIFFSECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

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

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

Company or Total Call - Used throughout this tariff to mean Total Call International, Inc., a California Corporation.

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

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

Prepaid Account - An inventory of Telecom Units purchased in advance by the Customer, and associated with one and only one Authorization Code as contained in a specific Prepaid Calling Card.

Prepaid Calling Card - A card issued by the Company, containing an Authorization Code which identifies a specific Prepaid Account of Telecom Units, which enables calls to be processed, account activity to be logged, and balances to be maintained, on a prepayment basis.

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TELECOMMUNICATIONS SERVICES TARIFF

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

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

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

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

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

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

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

2.2 Use of Services

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

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TELECOMMUNICATIONS SERVICES TARIFF

- 2.2.3 The use of the Company's services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.
- 2.2.4 The Company's services are available for use twenty-four hours per day, seven days per week.
- 2.2.5 The Company does not transmit messages, but the services may be used for that purpose.
- 2.2.6 The Company's services may be denied for nonpayment of charges or for other violations of this tariff.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.

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TELECOMMUNICATIONS SERVICES TARIFF

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

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TELECOMMUNICATIONS SERVICES TARIFF

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

2.4 Responsibilities of the Customer

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

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

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

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

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

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TELECOMMUNICATIONS SERVICES TARIFF

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

2.5 Cancellation or Interruption of Services

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

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

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

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

- 2.5.2 Without incurring liability, the Company may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.

- 2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.

- 2.5.4 The Customer may terminate service upon thirty (30) days written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

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TELECOMMUNICATIONS SERVICES TARIFF

2.6 Credit Allowance

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

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TELECOMMUNICATIONS SERVICES TARIFF

2.7 Restoration of Service

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

2.8 Deposit

The Company does not require deposits.

2.9 Advance Payments

The Company does not require advance payments.

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TELECOMMUNICATIONS SERVICES TARIFF2.10 Payment and Billing

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

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2.11 Collection Costs

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

2.12 Taxes

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

2.13 Late Charge

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

2.14 Returned Check Charge

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

2.15 Reconnection Charge

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

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

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

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3.1.3 Timing begins when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. The Company will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

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

345 S. Figueroa Street, Suite M01
Los Angeles, California 90071
(800) 211-8096

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

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TELECOMMUNICATIONS SERVICES TARIFF

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

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

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

3.3 Level of Service

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

3.4 Billing Entity Conditions

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

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TELECOMMUNICATIONS SERVICES TARIFF3.5 Service Offerings

3.5.1 1+ Dialing

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

3.5.2 Travel Cards

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

3.5.3 800 Service (Toll-Free)

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

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

TELECOMMUNICATIONS SERVICES TARIFF

3.5.4 Company Prepaid Calling Cards

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

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

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

ISSUED: May 14, 2001**EFFECTIVE:** , 2001**ISSUED BY:**

Mark Leafstedt, President

345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

TELECOMMUNICATIONS SERVICES TARIFF

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

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

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

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

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

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

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

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7.5.5 Directory Assistance.

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

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

TELECOMMUNICATIONS SERVICES TARIFF

3.5.6 Specialized Pricing Arrangements.

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

3.5.7 Emergency Call Handling Procedures

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

3.5.8 Promotional Offerings

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

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
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Los Angeles, California 90071

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES

4.1 1+ Dialing

\$0.15 per minute

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

4.2 Travel Cards

\$.199 per minute

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

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

TELECOMMUNICATIONS SERVICES TARIFF4.3 Toll Free

\$0.15 per minute

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

4.4 Prepaid Calling CardsProgram

A	\$.015	Per Telecom Unit
B	\$.019	Per Telecom Unit
C	\$.025	Per Telecom Unit
D	\$.029	Per Telecom Unit
E	\$.032	Per Telecom Unit
F	\$.035	Per Telecom Unit
G	\$.039	Per Telecom Unit
H	\$.045	Per Telecom Unit
I	\$.05	Per Telecom Unit
J	\$.06	Per Telecom Unit
K	\$.07	Per Telecom Unit
L	\$.08	Per Telecom Unit
M	\$.09	Per Telecom Unit
N	\$.10	Per Telecom Unit
O	\$.11	Per Telecom Unit
P	\$.12	Per Telecom Unit
Q	\$.13	Per Telecom Unit
R	\$.14	Per Telecom Unit
S	\$.15	Per Telecom Unit
T	\$.19	Per Telecom Unit
U	\$.20	Per Telecom Unit
V	\$.25	Per Telecom Unit
W	\$.29	Per Telecom Unit
X	\$.30	Per Telecom Unit
Y	\$.33	Per Telecom Unit
Z	\$.35	Per Telecom Unit
AA	\$.39	Per Telecom Unit
BB	\$.40	Per Telecom Unit
CC	\$.50	Per Telecom Unit
DD	\$.01	Per Telecom Unit

A \$1.00 per call service charge applies.

A weekly maintenance fee of \$.25 applies.

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

TELECOMMUNICATIONS SERVICES TARIFF

4.5 Directory Assistance

\$.95

4.5 Returned Check Charge

\$20.00

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

TELECOMMUNICATIONS SERVICES TARIFF

4.7 Rate Periods

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

* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

4.8 Payphone Dial Around Surcharge

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

4.9 Universal Service Fund Assessment & Presubscribed Interexchange Carrier Charge

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

ISSUED: May 14, 2001

EFFECTIVE: , 2001

ISSUED BY:

Mark Leafstedt, President
345 S. Figueroa Street, Suite M01
Los Angeles, California 90071

TOTAL CALL INTERNATIONAL, INC.

OPERATING ACCOUNT
345 S. FIGUEROA ST., SUITE M01
LOS ANGELES, CA 90071

BANK OF AMERICA
LOS ANGELES MAIN BRANCH 0600 (213) 312-9000
525 SOUTH FLOWER STREET
LOS ANGELES, CA 90071
16-66-1220

76:

3/2/2001

PAY TO THE
ORDER OF

South Dakota Public Utilities Commission

\$ **250.00

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

DOLL

South Dakota Public Utilities Commission

MEMO

Filing Fee-South Dakota

⑈007613⑈ ⑆122000661⑆ 06003⑈ 15684⑈

TOTAL CALL INTERNATIONAL, INC. OPERATING ACCOUNT

South Dakota Public Utilities Commission

3/2/2001

76:

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
03/02/2001	Bill		250.00	250.00		250.00
				Check Amount		250.00

TC01-050

BOA-Operating

Filing Fee-South Dakota

250.00

TOTAL CALL INTERNATIONAL, INC. OPERATING ACCOUNT

South Dakota Public Utilities Commission

3/2/2001

76:

Date	Type	Reference	Original Amt.	Balance Due	Discount	Payment
03/02/2001	Bill		250.00	250.00		250.00
				Check Amount		250.00

BOA-Operating

Filing Fee-South Dakota

250.00

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of May 10, 2001 through May 16, 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

CONSUMER COMPLAINTS

CT01-024 In the Matter of the Complaint filed by Lawrence Blankenhorn, Flandreau, South Dakota, against MCI WorldCom Regarding Unauthorized Switching of Services and Billing for Services.

Complainant alleges that his long distance service was switched without his authorization which resulted in the unauthorized billing. Complainant is asking for \$1,000.00 as provided by South Dakota law.

Staff Analyst: Mary Healy
Staff Attorney: Kelly Frazier
Date Docketed: 05/14/01
Intervention Deadline: N/A

ELECTRIC

EL01-009 In the Matter of the Joint Request for an Electric Service Territory Boundary Change between Xcel Energy and Southeastern Electric Cooperative, Inc.

Xcel Energy and Southeastern Electric Cooperative, Inc. are jointly requesting a change to the existing electric service territory agreement, pursuant to SDCL 49-34A-55. The area in question is in the "Prairie Trails Addition" within the NW 1/4 of Section 35 of Range 51 West, Township 100N, Tea, South Dakota. The existing boundary intersects many of the proposed lots in the addition. The boundary change requested would allow the service territory to follow the proposed lot lines.

Staff Analyst: Michele Farris
Staff Attorney: Karen Cremer
Date Docketed: 05/14/01
Intervention Deadline: 06/01/01

NATURAL GAS

NG01-005 In the Matter of the Filing by Montana-Dakota Utilities Co. for Approval of an Amendment to a Contract with Deviations with Morris Asphalt, Inc.

Application by Montana-Dakota Utilities Co. for approval of an amendment to its contract with deviations with Morris Inc. The filing proposes to revise the calculation of the rate applicable to Morris Inc. The contract would be in effect for an initial period and continue in one year increments until either party furnishes 30 days notice of termination.

Staff Analyst: Heather Forney
Staff Attorney: Kelly Frazier
Date Docketed: 05/14/01
Intervention Deadline: 06/01/01

TC01-051 In the Matter of the Application of Williams & Company Communications, Inc. for a Certificate of Authority to Provide Local Exchange Services in South Dakota.

Williams & Company Communications, Inc. is seeking a Certificate of Authority to provide local exchange and high speed internet access telecommunication services in South Dakota. The applicant intends to provide these services in Qwest exchanges using a combination of its own facilities, leased facilities and resale.

Staff Analyst: Keith Senger
Staff Attorney: Karen Cremer
Date Docketed: 05/15/01
Intervention Deadline: 06/01/01

TC01-052 In the Matter of the Filing by Qwest Corporation for Approval of Revisions to its Access Service Tariff.

On May 16, 2001, Qwest Corporation filed revisions to its Exchange and Network Services Tariff for approval. The purpose of the revisions is to introduce changes dealing with Jurisdictional Report Requirements.

Staff Analyst: Heather Forney
Staff Attorney: Kelly Frazier
Date Docketed: 05/16/01
Intervention Deadline: 06/01/01

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
TOTAL CALL INTERNATIONAL, INC. FOR A)	CERTIFICATE OF
CERTIFICATE OF AUTHORITY TO PROVIDE)	AUTHORITY
INTEREXCHANGE TELECOMMUNICATIONS)	
SERVICES IN SOUTH DAKOTA)	TC01-050

On May 14, 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 Total Call International, Inc. (Total Call).

Total Call proposes to offer interexchange services, including 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. A proposed tariff was filed by Total Call. The Commission has classified long distance service as fully competitive

On May 17, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of June 1, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its August 16, 2001, meeting, the Commission considered Total Call's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that Total Call not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission.

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 Total Call has met the legal requirements established for the granting of a certificate of authority. Total Call has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. The Commission approves Total Call's application for a certificate of authority, subject to the condition that Total Call 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 Total Call's application for a certificate of authority is hereby granted, subject to the condition that Total Call not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

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

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. TC01-050

This is to certify that

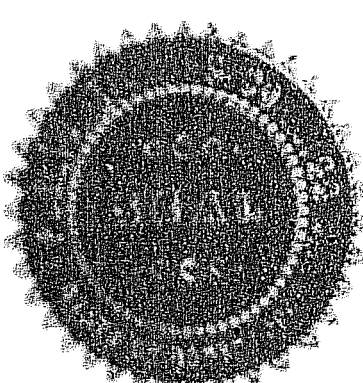
TOTAL CALL INTERNATIONAL, INC.

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 August, 2001.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner