

TC01-058

Lance J.M. Steinhart, P.C.

Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

RECEIVED

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

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

Also Admitted in New York
and Maryland

June 8, 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: TELEFYNE INCORPORATED

Dear Mr. Bullard:

Enclosed please find one original and ten (10) copies of TELEFYNE INCORPORATED'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 TELEFYNE INCORPORATED

Enclosures

cc: Christine Stevens

APPLICATION FOR REGISTRATION
OF TELEFYNE INCORPORATED
FILED WITH THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE)
APPLICATION OF)
TELEFYNE INCORPORATED)
)
FOR AN ORDER)
AUTHORIZING THE REGISTRATION)
OF APPLICANT AS A)
TELECOMMUNICATIONS COMPANY)

Docket No.

RECEIVED
JUN 11 2001
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

APPLICATION

Application is hereby made to the South Dakota Public Utilities Commission for an Order authorizing TELEFYNE INCORPORATED ("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:
 TELEFYNE INCORPORATED
 4286 Woodbine Road, Ste. B
 Pace, Florida 32571
 Telephone: (850) 995-8807
 Toll-Free Customer Service: (888) 913-8282
2. The name under which the Applicant will provide these services if different than in 1. above:

TELEFYNE INCORPORATED

3. Applicant's corporate information:

Applicant was organized in the State of Nevada on February 2, 1998. 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
Jorge Bellas	2,250	45%

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 BTI, Cable & Wireless, Qwest & Global Crossing, its underlying carriers. As a reseller, Applicant has no points of presence in the State of South Dakota, thus Applicant neither owns, leases, nor operates any switching, transmission, or other physical facilities in the State of South Dakota, and no such facilities will be used by Applicant in providing service in the State of South Dakota. Rather, Applicant will be engaged in reselling services provided by facilities-based carriers within the State of South Dakota.

7. Geographic Areas in which services will be offered:

Applicant intends to provide services on a statewide basis.

8. Financial Qualifications:

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

respect to the provision of intrastate telecommunications services in the State of South Dakota. See Exhibit C, which is attached hereto, Applicant's Financial Statements for the period ending February 28, 2001, 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:

Christine Stevens, Asst. Secretary & Treasurer
4286 Woodbine Road, Ste. B
Pace, Florida 32571
Telephone: (850) 995-8807
Facsimile: (850) 995-8372
E-Mail: cstevens@telefyne.com

All inquiries regarding complaints should be addressed to:

Christine Stevens, Asst. Secretary & Treasurer
4286 Woodbine Road, Ste. B
Pace, Florida 32571
Telephone: (850) 995-8807; (888) 913-8282 (toll-free)
Facsimile: (850) 995-8372
E-Mail: cstevens@telefyne.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 Alabama, Florida, Georgia, Idaho, Indiana, Iowa, Kentucky, Michigan, Mississippi, Montana, New Jersey, Texas, Utah and Virginia.

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:

63-1194114

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 8 day of Dec, 2001.

TELEFYNE INCORPORATED


By: ~~_____~~
Lance J.M. Steinhart, its Counsel

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

State of Florida

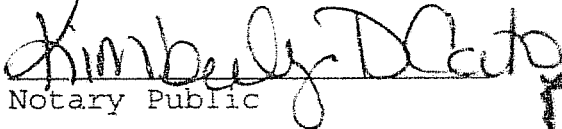
County of Santa Rosa

Christine Stevens, being first duly sworn, deposes and says that he/she is the Asst. Secretary & Treasurer of TELEFYNE INCORPORATED, 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.

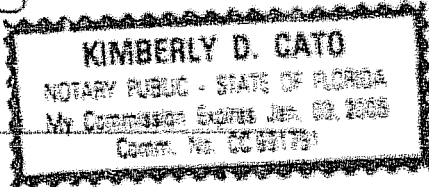


Christine Stevens
Asst. Secretary & Treasurer

Subscribed and sworn to before this 25 day of April, 2001.



Notary Public



My Commission expires: _____

LIST OF EXHIBITS

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

EXHIBIT A - ARTICLES OF INCORPORATION

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

FEB 02 1998

ARTICLES OF INCORPORATION
OF
TELEFYNE INCORPORATED

No. 190698
Dea. Hell

DEAN HELLENBERG proposes to form a corporation under the laws of the State of Nevada, relating to private corporations, and to that end hereby adopts articles of incorporation as follows:

ARTICLE ONE
NAME

The name of the corporation is TELEFYNE INCORPORATED.

ARTICLE TWO
LOCATION

The registered office of this corporation is at 318 North Carson Street, Suite 214, City of Carson City, State of Nevada, 89701. The resident agent is State Agent and Transfer Syndicate, Inc., 318 North Carson Street, Suite 214, Carson City, Nevada, 89701.

ARTICLE THREE
PURPOSES

This corporation is authorized to carry on any lawful business or enterprise.

ARTICLE FOUR
CAPITAL STOCK

The total authorized capital stock of this corporation is 25,000 shares each without par value. Such shares are non-assessable.

ARTICLE FIVE
DIRECTORS

The initial governing board of this corporation shall be styled directors and shall have one member. The name and address of the member of the first board of directors is:

Clifford C. Sharpe
P. O. Box 8116
Mobile, Alabama 36689

ARTICLES SIX
ELIMINATING PERSONAL LIABILITY

Officers and directors shall have no personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as an officer or director. This provision does not eliminate or limit the liability of an officer or director for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or the payment of dividends and/or distributions in violations of NRS 78.300.

ARTICLE SEVEN
INCORPORATION

The name and address of the incorporator is: Clifford C. Sharpe, P. O. Box 8116, Mobile, Alabama, 36689.

ARTICLE EIGHT
PERIOD OF EXISTENCE

The period of existence of this corporation shall be perpetual.

ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION

The articles of incorporation of the corporation may be amended from time to time by a majority vote of all shareholders voting by written ballot in person or by proxy held at any general or special meeting of shareholders upon lawful notice.

ARTICLE TEN
VOTING OF SHARES

In any election participated in by the shareholders, each shareholder shall have one vote for each share of stock he owns, either in person or by proxy as provided by law. Cumulative voting shall prevail in any election by the shareholders of this corporation.

IN WITNESS WHEREOF the undersigned, Clifford C. Sharpe, for the purpose of forming a corporation under the laws of the State of Nevada, does make, file and record these articles, and certifies that the facts herein stated are true; and I have accordingly hereunto set my hand this

8th day of January 1998

INCORPORATOR

[Signature]
Clifford C. Sharpe

STATE OF ALABAMA)
COUNTY OF MOBILE)

I, the undersigned Notary Public in and for said State and County, do hereby certify that CLIFFORD C. SHARPE, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal this the 8th day of JAN., 1998

[Signature]
Notary Public
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Nov 01, 2000
SENTER THIS NOTARY PUBLIC STATE OF ALABAMA

CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT BY RESIDENT AGENT

State Agent and Transfer Syndicate, Incorporated hereby certifies that on the 21st day of JAN., 1998, we accepted appointment as Resident Agent for the above mentioned corporation in accordance with Sec. 78.090, NRS 1957.

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of JAN., 1998

[Signature]
John E. Block for
State Agent and Transfer Syndicate, Inc.

EXHIBIT B - CERTIFICATE OF AUTHORITY

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

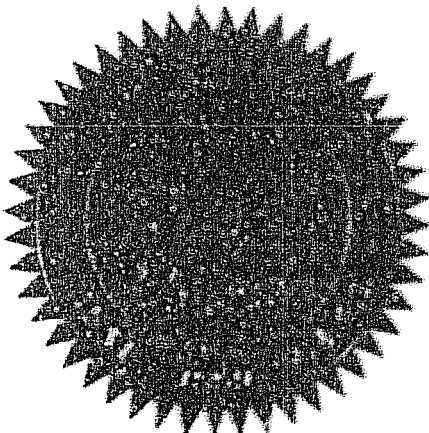
Certificate of Authority

ORGANIZATIONAL ID #: FB025193

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

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

IN TESTIMONY WHEREOF, I have herunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this June 4, 2001.



Handwritten signature of Joyce Hazeltine in cursive script.

Joyce Hazeltine
Secretary of State

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

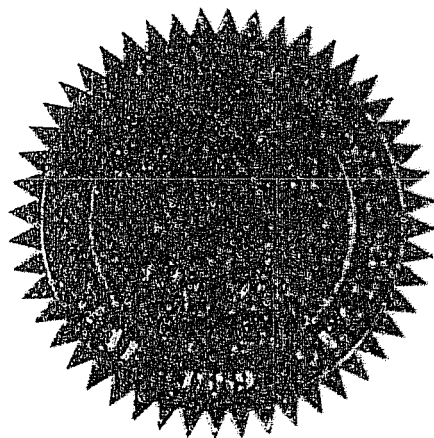
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Handwritten signature of Joyce Hazeltine in cursive script.

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
 3/10/98
 S.D. SECRETARY 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 TELEFYNE INCORPORATED
(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 Nevada Federal Taxpayer ID# 62-1194114

(4) The date of its incorporation is February 2, 1998 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 318 North Carson St., Ste. 214, Carson City, NV 89701 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 819 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</u>	<u>Common</u>		<u>No Par Value</u>

(10) The aggregate number of its issued shares, 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
5,000	Common		No Par Value

(11) The amount of its stated capital is \$ 100,000.00
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 Dakota, 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.

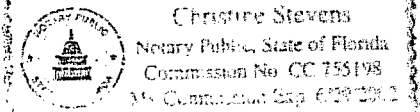
Dated 4/25/01 19

[Signature]
(Signature) President
(Title)

STATE OF Santa Rosa/FL
COUNTY OF Santa Rosa

I, Christine Stevens, a notary public, do hereby certify that on this 26 day of April 2002 personally appeared before me Jack Beller who, being by me first duly sworn, declared that he/she is the President of Telephone that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

10-29-2002
My Commission Expires Christine Stevens
(Notary Public)



Notarial Seal

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

LIST OF OFFICERS & DIRECTORS OF
TELEFYNE INCORPORATED

Officers

Jorge Bellas

Thomas Marr Sr.

Thomas Marr Jr.

Rutherford Smith

Christine Marr

Christine Stevens

President

Chairman of the Board

V.P. & Assistant Secretary/Treasurer

V.P. & Assistant Secretary/Treasurer

Assistant Secretary/Treasurer

Assistant Secretary/Treasurer

Directors

Jorge Bellas

Thomas Marr Sr.

Rutherford Smith

Thomas Marr Jr.

Jane B. Marr

Dwight Reid

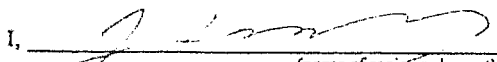
Christine Marr

Maury Friedlander

Thurmon Bell

**All the above referenced Officers & Directors can be reached at:
4286 Woodbine Road, Suite B, Pace, FL 32571**

Consent of Appointment by the Registered Agent

I, , hereby give my consent to serve as the registered agent for TELEFYNE INCORPORATED (name of registered agent)
(corporate name)

Dated _____ 19 _____

(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.

EXHIBIT C - MARKETING MATERIAL
Not Available

EXHIBIT D - FINANCIAL INFORMATION

COMPILED FINANCIAL STATEMENTS--INCOME TAX BASIS
AND OTHER FINANCIAL INFORMATION

TELEFYNE, INC.

FEBRUARY 28, 2001

TELEFYNE, INC.

STATEMENTS OF ASSETS, LIABILITIES, AND EQUITY (INCOME TAX BASIS)
 FEBRUARY 28, 2001

ASSETS

CURRENT ASSETS

Cash-Amsouth	\$	431.0
Cash-Amsouth		2.0
Cash-SouthTrust Bank		5.0
Amsouth-Money Market		481.2
Cash-SouthTrust CD		134.4
Accounts receivable		1,131.0
Inventory-Phone Cards		38.1
Inventory-Long Distance		55.0

TOTAL CURRENT ASSETS 2,243.1

OTHER ASSETS

Security Deposit		10.1
		<u>10.1</u>

PROPERTY AND EQUIPMENT

Furniture & fixtures		3.8
Equipment		1,034.4
Leasehold improvements		1.0
		<u>1,039.2</u>
Less accumulated depreciation		318.2
		<u>721.0</u>

\$ 2,954.4

TELEFYNE, INC.

STATEMENTS OF ASSETS, LIABILITIES, AND EQUITY (INCOME TAX BASIS)
FEBRUARY 28, 2001

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES

Short-term borrowings	\$	101.8
Accounts payable		1,000.0
Accounts payable--Amex		10.5
Accounts pay--S/H Agreement		17.4
Payroll taxes & withholdings		1.0
Accrued liabilities		28.4
Current portion L/T debt		57.9
TOTAL CURRENT LIABILITIES		<u>1,839.6</u>

OTHER LIABILITIES

Note payable-Shareholders		44.1
Note payable-SouthTrust Bank		67.5
Note payable-Dell		4
Less Current portion L/T debt		<u>(67.9)</u>
		44.1

SHAREHOLDERS' EQUITY

Common Stock		1.0
par value \$1.00 per share, authorized 1,000 shares, issued and outstanding 1,000 shares		
Paid in Capital		49.0
Retained earnings		<u>1,020.5</u>
		<u>1,070.5</u>
	\$	<u>2,958.4</u>

TELEFYNE, INC.
 STATEMENT OF REVENUES AND EXPENSES (INCOME TAX BASIS)
 PERIOD ENDED FEBRUARY 28, 2001

	1 Month Ended		2 Months Ended	
	Feb. 28, 2001	Pct	Feb. 28, 2001	Pct
SALES	\$ 1,146,574	100.00	\$ 2,398,933	100
COST OF SALES	<u>922,993</u>	<u>80.50</u>	<u>1,931,141</u>	<u>80</u>
GROSS PROFIT	223,581	19.50	467,792	19
EXPENSES				
Salaries	54,774	4.78	110,652	4
Bad debt	3,602	0.31	3,602	0
Bank charges	539	0.05	1,065	0
Consulting fees	250	0.02	250	0
Commissions	8,269	0.72	9,900	0
Depreciation	23,455	2.05	45,166	1
Dues and subscriptions	42	0.00	449	0
Entertainment	68	0.01	107	0
Engineering expense	5,000	0.44	25,335	1
Equipment rental	5,920	0.52	49,190	2
Insurance	2,916	0.25	4,569	0
Interest	80	0.01	80	0
Legal and accounting	845	0.07	1,455	0
Licenses and permits	6,297	0.55	6,297	0
Meals	2,024	0.18	2,294	0
Marketing Expense	40	0.00	937	0
Miscellaneous	15	0.00	20	0
Office supplies	1,537	0.13	2,785	0
Postage and shipping	1,759	0.15	4,771	0
Rent	2,494	0.22	4,278	0
Repair and maintenance	496	0.04	885	0
Royalties	(1,216)	(0.11)	7,877	0
Security service	0	0.00	144	0
Seminars	2,520	0.22	2,520	0
Taxes	28,443	2.48	78,646	3
Telephone	14,645	1.28	27,758	1
Travel	4,464	0.39	5,160	0
Utilities	790	0.07	290	0
Total other expenses	<u>170,068</u>	<u>14.83</u>	<u>399,882</u>	<u>16</u>
	53,513	4.67	67,909	2
Total other income--net	<u>1,809</u>	<u>0.16</u>	<u>4,072</u>	<u>0</u>
NET INCOME (LOSS)	<u>\$ 55,322</u>	<u>4.82</u>	<u>\$ 71,995</u>	<u>3</u>

See accountant's compilation report

TELEFYNE, INC.
STATEMENT OF RETAINED EARNINGS
TWO MONTHS ENDED FEBRUARY 28, 2001

Retained earnings beginning of year	67	10,400,000
Current period income (loss)		1,000,000
Retained earnings two months ended Feb. 28, 2001	67	11,400,000

TELEFYNE, INC.
 STATEMENT OF CASH FLOWS--INCOME TAX BASIS
 FOR THE TWO MONTHS ENDED FEBRUARY 28, 2001
 INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

CASH FLOWS FROM OPERATING ACTIVITIES

Net income
 Adjustments to reconcile net income
 to net cash provided by
 operating activities:
 Depreciation and amortization
 Changes in operating assets
 and liabilities:
 Decrease in accounts receivable
 Increase in inventories
 Decrease in prepaid expenses
 Increase in accounts payable
 and accrued expenses

 Total adjustments
 Net cash provided by operating activities

\$ 71,000
 48,000
 5,000
 (75,000)
 1,700
 307,400
 282,000
 359,000

CASH FLOWS FROM INVESTING ACTIVITIES

Purchases of property and equipment

 Net cash used in investing activities

(142,000)
 (142,000)

CASH FLOWS FROM FINANCING ACTIVITIES

Proceeds from borrowings
 Principal payments on borrowings

 Net cash used in financing activities

21,000
 (30,000)
 (9,000)

Net increase in cash and cash equivalents
 Cash and cash equivalents at beginning of year
 Cash and cash equivalents at February 28, 2001

211,400
 805,750
 \$ 1,020,210

OTHER FINANCIAL INFORMATION

TELEFYNE, INC.

STATEMENTS OF REVENUES AND EXPENSES (INCOME TAX BASIS) -- SUPPORTING SCHEDULE
 PERIOD ENDED FEBRUARY 28, 2001

	1 Month Ended		2 Months Ended	
	Feb. 28, 2001	Pct	Feb. 28, 2001	Pct
SALES:				
Sales	\$ 1,146,574	100.00	\$ 2,398,933	100.00
TOTAL	<u>\$ 1,146,574</u>	<u>100.00</u>	<u>\$ 2,398,933</u>	<u>100.00</u>
COST OF SALES:				
Phone cards	\$ 2,285	0.20	\$ 18,570	0.77
T-1 call processing	20,119	1.75	26,771	1.12
Long-distance	900,589	78.55	1,895,800	78.61
TOTAL	<u>\$ 922,993</u>	<u>80.50</u>	<u>\$ 1,931,141</u>	<u>80.50</u>
SALARIES:				
Salaries--officers	\$ 9,769	0.85	\$ 19,558	0.81
Salaries	45,005	3.93	91,114	3.80
TOTAL	<u>\$ 54,774</u>	<u>4.78</u>	<u>\$ 110,672</u>	<u>4.59</u>
INSURANCE:				
Insurance--group	\$ 2,127	0.19	\$ 2,486	0.10
Insurance--other	789	0.07	2,093	0.09
TOTAL	<u>\$ 2,916</u>	<u>0.25</u>	<u>\$ 4,579</u>	<u>0.19</u>
TAXES:				
Taxes--payroll	\$ 31	0.00	\$ 9,355	0.39
Taxes--excise	27,487	2.40	58,386	2.43
Taxes--other	925	0.08	925	0.04
TOTAL	<u>\$ 28,443</u>	<u>2.48</u>	<u>\$ 78,646</u>	<u>3.26</u>
OTHER INCOME--NET:				
Interest income	\$ 1,809	0.15	\$ 4,077	0.17
	<u>\$ 1,809</u>	<u>0.15</u>	<u>\$ 4,077</u>	<u>0.17</u>
TOTAL	<u>\$ 0</u>	<u>0.00</u>	<u>\$ 0</u>	<u>0.00</u>

EXHIBIT E - PROPOSED TARIFF

TELEFYNE INCORPORATED

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

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by TELEFYNE INCORPORATED ("TELEFYNE"), with principal offices at 4286 Woodbine Road, Ste. B, Pace, Florida 32571. 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: , 2001 EFFECTIVE: , 2001
ISSUED BY: Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

TELEFYNE INCORPORATED

ORIGINAL SHEET 2

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

RESERVED FOR FUTURE USE

ISSUED: , 2001 EFFECTIVE: , 2001
ISSUED BY: Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

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	

ISSUED: , 2001

EFFECTIVE: , 2001

ISSUED BY:

Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

TELECOMMUNICATIONS SERVICES TARIFF

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ISSUED: , 2001

EFFECTIVE: , 2001

ISSUED BY:

Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

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 sheet 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 subordinate to the 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).1
- 2.1.1.A.1.(a).1.(1)
- 2.1.1.A.1.(a).1.(1).(1)

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

ISSUED: , 2001

ISSUED BY:

Jorge Bellas, President
4286 Woodbine Road, Ste. 3
Pace, Florida 32571

Effective: , 2001

TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

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

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

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4286 Woodbine Road, Ste. B
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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.

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

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

2.4 Responsibilities of the Customer

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

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

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

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

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

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Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

EFFECTIVE: , 2001

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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Pace, Florida 32571

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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Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

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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 state regulations and the proper maintenance and operation of equipment and the Company's equipment and facilities may incur such interruption when any form of noncompliance or improper equipment operation is identified and rectified.

2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain countries, areas or exchanges, or by blocking calls from certain Customer autonomous areas, when the Company deems it necessary to take such action to prevent violation of the service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, arrange a test which shall be to replace the one that was then discontinued.

2.5.4 The Customer may terminate service upon thirty (30) days written notice for the Company's standard rates to local service. Customer will be liable for all usage on any of the Company's services other than local service until the Customer actually notifies the service. Customers will continue to have Company usage until the Customer notifies the local exchange carrier and changes to long distance carrier. When the Customer ceases use of the local exchange carrier, it shall continue to generate and be responsible for long distance usage.

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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Pace, Florida 32571

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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ISSUED BY:

Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

EFFECTIVE:

, 2001

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 10 days after rendition of bills.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facsimile, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Code, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.
- 2.10.3 All bills are presumed accurate, and shall be binding on the customer unless objection is received by the Company in writing within 100 days after such bills are rendered. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such 100 day period.

ISSUED: , 2001

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ISSUED BY:

Jorge Bellas, President
4286 Woodbine Road, Ste. B
Faco, Florida 32571

TELECOMMUNICATIONS SERVICE ORDER**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 provisions 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 \$15.00 per occurrence will be charged when service is reestablished for Customers which have been disconnected due to non-payment. Payment of the reconnection fee and any other outstanding amounts will be due in full prior to reconnection of service.

ISSUED: , 2001

EFFECTIVE: , 2001

ISSUED BY:

Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

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

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

ISSUED: , 2001

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Jorge Bellas, President
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Pace, Florida 32571

TELECOMMUNICATIONS SERVICES TARIFF

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

3.2 Customer Complaints and/or Billing Disputes

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

4286 Woodbine Road, Ste. B
Pace, Florida 32571
(888) 913-8282

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

ISSUED: , 2001

EFFECTIVE: , 2001

ISSUED BY: Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

TELECOMMUNICATIONS SERVICES TARIFF

3.5 Service Offerings

3.5.1 1+ Dialing

This service permits Customers to originate calls via switched or dedicated access lines, and to terminate interoffice calls. The customer dials "1+" followed by "four digits" or dials "10XXXX" followed by "the four digits".

3.5.2 Travel Cards

The Customer utilizes an 11 digit "four digit" 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 provided starting only when an 800, 900 or other toll-free prefix number rings into a Customer's premises routed to a specific telephone number or terminals over a dedicated facility.

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ISSUED BY:	Jorge Bellas, President 4286 Woodbine Road, Ste. 8 Pace, Florida 32571		

The operation of this tariff is subject to all
conditions of the Company and the Federal Communications
Commission.

A person who orders or contracts for Company service
under this tariff is deemed to have agreed to all
conditions, terms, and conditions of this tariff
and to accept the Company's terms, conditions, and
conditions of service. The Company reserves the
right to change this tariff at any time without
notice. The Company is not responsible for any
loss of service or damage to property caused by
any interruption of service. The Company is not
responsible for any loss of service or damage to
property caused by any interruption of service.

The Company is not responsible for any loss of service
or damage to property caused by any interruption of
service. The Company is not responsible for any
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or damage to property caused by any interruption of
service. The Company is not responsible for any
loss of service or damage to property caused by
any interruption of service.

ISSUED:

2001

2001

ISSUED BY:

John Smith, President
Telecommunications Service, Inc.
1000 Main Street, Suite 100
Sioux Falls, South Dakota 57105

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.

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ISSUED BY: Jorge Bellas, President
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Pace, Florida 32571

TELECOMMUNICATIONS SERVICES TARIFF

4.3 Toll Free

\$0.15 per minute

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

4.4 Prepaid Calling Cards

Program

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	\$.005	Per Telecom Unit
EE	\$.01	Per Telecom Unit

A \$.99 per call service charge applies.

A \$.50 maintenance fee applies after first call and every 7 days thereafter.

ISSUED: , 2001

EFFECTIVE: , 2001

ISSUED BY: Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

TELEFYNE INCORPORATED

ORIGINAL SHEET 31

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

4.5 Directory Assistance

\$.95

4.6 Returned Check Charge

\$20.00

ISSUED: , 2001

EFFECTIVE: , 2001

ISSUED BY:

Jorge Bellas, President
4286 Woodbine Road, Ste. B
Pace, Florida 32571

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 \$.50 per call will be added to any completed INTRASTATE toll access code and subscriber 800/888 type calls placed from a public or coin-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: , 2001

EFFECTIVE: , 2001

ISSUED BY: Jorge Bellas, President
4286 Woodbine Road, Ste. 8
Pace, Florida 32571

TELEFYNE DIRECT
4286 WOODBINE RD STE B
PACE, FL 32571

AMERICAN BANK
PACE, FL
32571

2148

05/24/01

PAY TO THE ORDER OF South Dakota Pub Util

\$ *****250 00

***** Two Hundred Fifty & 00/100 Dollars

DOLLARS

South Dakota Pub Util

MEMO

⑈002148⑈ ⑆063210112⑆ ⑆101219589⑈

TELEFYNE DIRECT

2148

South Dakota Pub Util

05/24/01

*****250 00

7001-10

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of June 7, 2001 through June 13, 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: 605-772-3889

TELECOMMUNICATIONS

TC01-055 **In the Matter of the Application of KMC Data, LLC for a Certificate of Authority to Provide Interexchange Telecommunications Services and Local Exchange Services in South Dakota.**

KMC Data, LLC is seeking a Certificate of Authority to provide interexchange and local exchange telecommunication services in South Dakota. The applicant intends to provide services on a facilities based and resale basis.

Staff Analyst: Keith Senger
Staff Attorney: Karen Cremer
Date Docketed: 06/06/01
Intervention Deadline: 06/29/01

TC01-056 **In the Matter of the Application of Global Crest Communications, Inc. for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.**

Global Crest Communications, Inc. (Global Crest) is seeking a Certificate of Authority to provide interexchange telecommunications services throughout South Dakota. Global Crest intends to offer resale 1+ and 101XXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services, travel card service and prepaid calling card service.

Staff Analyst: Heather Forney
Staff Attorney: Kelly Frazier
Date Docketed: 06/07/01
Intervention Deadline: 06/29/01

TC01-057 **In the Matter of the Application of Network US, Inc. d/b/a CA Affinity for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.**

Network US, Inc. d/b/a CA Affinity (Affinity) is seeking a Certificate of Authority to provide interexchange telecommunications services throughout South Dakota. Affinity intends to offer Message Tail Service, Incoming 800/888, and Travel Card Services

Staff Analyst: Heather Forney
Staff Attorney: Kelly Frazier
Date Docketed: 06/08/01
Intervention Deadline: 06/29/01

TC01-058 **In the Matter of the Application of Telefyne Incorporated for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.**

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

Date Docketed: 06/13/01
Intervention Deadline: 06/29/01

TC01-063 In the Matter of the Filing for Approval of a SPOP Amendment to an Interconnection Agreement between Qwest Corporation and McLeodUSA Telecommunications Services, Inc.

On June 13, 2001 the Commission received a filing for approval of an Amendment re: Single Point of Presence (SPOP) to the Local Interconnection Agreement between McLeodUSA Telecommunications Services, Inc. (McLeodUSA) and Qwest Corporation (Qwest) like US West Communications Inc. According to the parties the agreement is a negotiated agreement with the parties adopting the negotiated interconnection agreement between McLeodUSA and Qwest which was approved by the Commission effective July 23, 1999 in Docket TC99-057. The Amendment is made in order to add terms and conditions for Single Point of Presence (SPOP) in the LATA, to the Agreement, as set forth in Attachment 1 and Exhibit A attached 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 July 3, 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 Frazier
Date Docketed: 06/13/01
Initial Comments Due: 07/03/01

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BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF)
TELEFYNE INCORPORATED FOR A)
CERTIFICATE OF AUTHORITY TO PROVIDE)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES IN SOUTH DAKOTA)

ORDER GRANTING
CERTIFICATE OF
AUTHORITY

TC01-059

On June 11, 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 Telefyne Incorporated (Telefyne)

Telefyne proposes to offer interexchange services, including 1+ and 10XXXXX 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 Telefyne. The Commission has classified long distance service as fully competitive.

On June 14, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of June 29, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its July 24, 2001, meeting, the Commission considered Telefyne's request for a certificate of authority. Commission Staff recommended granting a certificate of authority.

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 Telefyne has met the legal requirements established for the granting of a certificate of authority. Telefyne 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 Telefyne's application for a certificate of authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that Telefyne's application for a certificate of authority is hereby granted, effective August 10, 2001. It is

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

Dated at Pierre, South Dakota, this 27th day of July, 2001.

CERTIFICATE OF SERVICE	
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by first class mail in properly addressed envelopes, with charges prepaid thereon.	
By	<u>Albino Kuehn</u>
Date	<u>8/6/01</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION

James A. Burg
JAMES A. BURG Chairman

Pam Nelson
PAM NELSON Commissioner

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

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

Authority was Granted as of August 10, 2001
Docket No TC01-058

This is to certify that

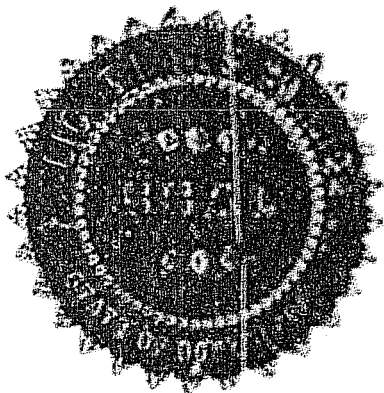
TELEFYNE INCORPORATED

is authorized to provide interexchange telecommunications services in
South Dakota.

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

Dated at Pierre, South Dakota, this 27th day of July, 2001

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner