

DOCKET NO. _____

In the Matter of _____
IN THE MATTER OF THE
APPLICATION OF QX TELECOM LLC
FOR A CERTIFICATE OF AUTHORITY
TO PROVIDE INTEREXCHANGE
TELECOMMUNICATIONS SERVICES IN
SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

DATE

MEMORANDA

*10/10/01 Filed and docketed;
Case: Public Util.
Case No. 01-162,
QX Telecom Granting COA;
docket closed*



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

FAX (212) 753-8101

e-mail: dklein@teffile.com

October 17, 2001

VIA FEDERAL EXPRESS

Ms. Heather K. Forney
 Utility Analyst
 South Dakota Public Utilities Commission
 State Capitol Building
 500 East Capitol Avenue
 Pierre, SD 57501-5070

Re: QX Telecom LLC

Dear Ms. Forney:

Enclosed for filing, please find a one original and ten (10) copies of QX Telecom's Petition for a Certificate of Authority to Operate as a Facilities Based Resold Interexchange Telecommunications Services in the State of South Dakota, along with its proposed tariff. I have also enclosed check no. 1862 in the amount of Two Hundred Fifty Dollars (\$250.00) to cover the cost of filing.

At your earliest convenience, please date stamp and return the copy of this cover letter to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

A handwritten signature in black ink, appearing to read 'Ayanery Reyes'.

Ayanery Reyes
 Assistant Project Manager

Enc.

RECEIVED

OCT 18 2001

SOUTH DAKOTA PUBLIC

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

In the Matter of the Petition of) Docket No. _____
)
QX Telecom LLC)
)
for a Certificate of Authority to Operate)
as a Facilities-Based and Resold)
Interexchange Telecommunications)
Services Provider)

PTITION FOR A
CERTIFICATE OF AUTHORITY

Pursuant to South Dakota's Telecommunications Service Rule 20:10:24:02, in support of the Petition of QX Telecom LLC ("Petitioner") for the issuance of a Certificate of Authority to provide facilities-based and resold interexchange telecommunications services in the State of South Dakota, the following information is provided:

1. Name and Address of Petitioner

The full Name, Address and Telephone Number of the Petitioner is:

Name: QX Telecom LLC
Address: 230 Fifth Avenue, Suite 800
New York, NY 10001
Telephone Number: (212) 689-9094
Fax Number: (212) 213-1518
Federal Identification Number: 13-4173407

2. The name in which Petitioner will provide facilities-based and resold interexchange telecommunications services to the public will be "QX Telecom LLC"

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OCT 18 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

3. Structure of Organization:

Petitioner is a Limited Liability Corporation.

(a) Petitioner was incorporated in the State of Delaware on April 6, 2001. Copies of its Certificate and Articles of Incorporation are collectively attached hereto as Exhibit 1. Petitioner is certified to transact business in the State of South Dakota. A copy of Petitioner's Certificate of Authority to transact business in the State of South Dakota as issued by the Secretary of State is attached hereto as Exhibit 2.

(b) Petitioner does not have a principal office located in the State of South Dakota. The Registered Agent of Petitioner in the State of South Dakota is:

C T Corporation System
319 S. Coteau Street
Pierre, SD 57501

(c) The names and addresses of each corporation, association, partnership, cooperative, or individual holding a twenty (20) percent or greater ownership or management interest in the Petitioner Corporation and the amount and character of the ownership or management interest:

Eddie Mishan
230 Fifth Avenue, Suite 800
New York, NY 10001
Ownership Percentage: 44 %

Steven Mishan
230 Fifth Avenue, Suite 800
New York, NY 10001
Ownership Percentage: 28 %

Jeffrey Mishan
230 Fifth Avenue, Suite 800
New York, NY 10001
Ownership Percentage: 28 %

(d) Petitioner has no affiliates or subsidiaries.

4. Petitioner's Officers and Directors are as Follows:

Eddie Mishan - Managing Member
Steven Mishan - Member
Jeffrey Mishan - Member

Petitioner presently has no officers or employees in the State of South Dakota.

Petitioner has the technical and managerial resources necessary to provide customers in the State of South Dakota with high-quality facilities-based and resold interexchange telecommunications services. Petitioner's management possesses extensive management and technical experience in the telecommunications industry. The relevant operational and managerial experience of Petitioner's Executive Management staff is set forth in Exhibit 3 hereto.

5. The Services to be Offered by Petitioner

Petitioner intends to provide facilities-based and resold interexchange telecommunications services indiscriminately to both residential and business class customers throughout the entire State of South Dakota. Petitioner proposes to acquire and resell various voice and data communications services offered by IXC's, and to package and provide these services for the specialized functions and needs of its customers. In particular, services will be acquired from underlying IXC's at bulk rates and will be resold to Petitioner's customers, so that customers will benefit from reduced pricing. The experienced management, technical, and operations expertise of the Petitioner team will enable Petitioner to begin offering competitive high-quality service immediately upon the grant of the authority requested herein.

In addition to reduced pricing, the introduction of Petitioner's services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of telephone service. Thus, South Dakota Public Utilities Commission (hereinafter "SDPUC") grant of this petition will significantly serve the public interest through enhanced competition in the market for interexchange services through the addition of a well managed new entrant into the market.

Petitioner will arrange for an interexchange company to connect the customer to the Petitioner's services. Petitioner will handle a request for new service identically for both small and large businesses.

Initially, Petitioner intends to provide facilities-based and resold interexchange services to South Dakota consumers in South Dakota's IXC's territories utilizing the facilities and networks of its underlying carriers. Petitioner may supplement this service with other resold services provided by IXC's. Petitioner's services will be available on a full-time basis, 24 hours a day, seven days a week.

Petitioner asserts that the interexchange telecommunications services that it proposes to offer will satisfy the minimum standards established by the SDPUC. Petitioner agrees to meet the minimum basic interexchange service standards, including quality of service and billing standards, as the SDPUC requires of the IXC's with which Petitioner seeks to compete.

6. A Detailed Statement of the Means by Which the Petitioner will Provide its Services, Including the Type and Quantity of Equipment to be Used in the Operation, the Capacity, and the Expected use of Equipment.

Petitioner will resell the interexchange telecommunications services of facilities-based carriers offering business and residential class services throughout the State of South Dakota.

Petitioner will offer services to its subscribers through the resale of other carriers' facilities and network elements.

All facilities to be used in connection with the provisioning of the proposed services are those of the State's IXC's and, as such, are already constructed and in operation in accordance with any necessary federal and State authorizations.

Petitioner will, through interconnection with other carriers, offer 911 and enhanced 911 emergency service, directory assistance and operator assisted dialing, dual party relay services and other miscellaneous services currently provided by existing IXC's.

Petitioner's services will be available on a full-time basis, 24 hours a day, seven days a week. Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (800) 385-1968. Petitioner has the technical ability to provide the services contemplated herein. Petitioner's management possesses extensive technical experience in the telecommunications industry. Petitioner's management also possesses the technical expertise necessary to provide customers in the State of South Dakota with high-quality resold interexchange telecommunications services.

The quality of service that Petitioner's interexchange customers will receive will be at least equivalent to that provided by the IXC's. Petitioner's services will satisfy the minimum standards established by the SDPUC. Petitioner will file and maintain its tariff in the same manner and form as required of IXC's with which Petitioner seeks to compete.

6. A Detailed Statement of the Means by Which the Petitioner will Provide its Services, Including the Type and Quantity of Equipment to be Used in the Operation, the Capacity, and the Expected use of Equipment.

Petitioner will resell the interexchange telecommunications services of facilities-based carriers offering business and residential class services throughout the State of South Dakota.

Petitioner will offer services to its subscribers through the resale of other carriers' facilities and network elements.

All facilities to be used in connection with the provisioning of the proposed services are those of the State's IXC's and, as such, are already constructed and in operation in accordance with any necessary federal and State authorizations.

Petitioner will, through interconnection with other carriers, offer 911 and enhanced 911 emergency service, directory assistance and operator assisted dialing, dual party relay services and other miscellaneous services currently provided by existing IXC's.

Petitioner's services will be available on a full-time basis, 24 hours a day, seven days a week. Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (800) 385-1968. Petitioner has the technical ability to provide the services contemplated herein. Petitioner's management possesses extensive technical experience in the telecommunications industry. Petitioner's management also possesses the technical expertise necessary to provide customers in the State of South Dakota with high-quality resold interexchange telecommunications services.

The quality of service that Petitioner's interexchange customers will receive will be at least equivalent to that provided by the IXC's. Petitioner's services will satisfy the minimum standards established by the SDPUC. Petitioner will file and maintain its tariff in the same manner and form as required of IXC's with which Petitioner seeks to compete.

7. The Geographic Areas in Which the Services will be Offered or a Map Describing the Service Area:

Petitioner intends to provide facilities-based and resold interexchange telecommunications services throughout the entire State of South Dakota. Petitioner initially intends to provide interexchange telecommunications services from, to and between all exchanges in the State of South Dakota served by South Dakota's IXC's to the extent permitted by federal and State law, and by the SDPUC's rules. In connection with the approval of their current operating authority in the State of South Dakota, to the extent that the IXC's have submitted to the SDPUC maps which illustrate in detail the exact geographical area served by each IXC, the Petitioner refers the SDPUC to said maps. Inasmuch as Petitioner intends to provide resold interexchange telecommunications services in all parts of the State, to the extent authorized by law, and that maps detailing the provision of telecommunications service in South Dakota are already on file with the SDPUC, Petitioner respectfully requests that the SDPUC not require the Petitioner to submit the same or similar maps.

8. Current Financial Statements; A Copy of the Petitioner's Report to Stockholders; and a Copy of Petitioner's Tariff with the Terms and Conditions of Service.

In support of its financial qualifications, Petitioner submits its pro forma financial statements for its first three (3) years of operations, as attached hereto as Exhibit 4. These statements demonstrate that Petitioner will have the financing and working capital necessary to fulfill any obligations it may undertake with respect to the operation and maintenance of its network.

Accordingly, Petitioner asserts that it will have the financial resources necessary to operate as a facilities-based and resold interexchange telecommunications services provider in the State of South Dakota.

8a. Proposed Tariffs

Petitioner's proposed interexchange tariff, containing its proposed rates, terms and conditions of service, is attached hereto as Exhibit 5. Petitioner believes that the rates, terms and conditions of service contained in the above-mentioned proposed tariff are competitive and reasonable.

9. The Names, Addresses, Telephone Number, Fax Number, E-mail Address, and Toll Free Number of the Petitioner's Representatives to Whom all Inquiries Should be Made Regarding Complaints and Regulatory Matters and a Description of how the Petitioner Handles Customer Billings and Customer Service Matters.

The Representative of the Petitioner to whom the SDPUC is requested to direct correspondence regarding this Application is:

Name: David O. Klein
Title: Chief Operating Officer
Address: c/o Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
Telephone Number: (212) 546-9090
Facsimile Number: (212) 753-8101
E-mail: dklein@telfile.com

The Representative of the Petitioner to whom the SDPUC is requested to direct other correspondence is:

Name: Eddie Mishan
Title: Managing Member
Address: 230 Fifth Avenue, Suite 800
New York, NY 10001
Telephone Number: (212) 689-9094
Facsimile Number: (212) 213-1518
Toll Free Number: (800) 385-1968

9a. Customer Billings

All of Applicant's Services are prepaid, and as such, it does not have a billing agent/services.

9b. Customer Service

Petitioner understands the importance of effective customer service for interexchange service consumers. Petitioner has made arrangements for its customers to call the Petitioner at its toll-free customer service number. In addition, customers may contact the Petitioner in writing at the headquarters address listed below. The toll-free number will be printed on the customers' monthly billing statements. Petitioner services will be available on a full-time basis, 24 hours a day, seven days a week.

Customer complaints can be addressed to:

Ms. Denise McMillan
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (800) 385-1968.

Petitioner will not discriminate between business and residential customers when service is requested and/or provided.

Subscribers may contact Petitioner's Customer Service Department by calling the Petitioner at its toll-free customer service number: 1-800-385-1968. Customer support will be provided through use of a combination of a voice recognition unit and live CSR and customer sales representative interactions.

10. Current Business Transactions

Petitioner is in the process of petitioning the remaining forty-nine (49) states of the Union for facilities-based and resold interexchange telecommunications authority. In no instance has an application been denied or rejected.

11. A Description of how Petitioner Intends to Market its Services, its Target Market, Whether the Petitioner Engages in any Multilevel Marketing, and Copies of any Company Brochures Used to Assist in the Sale of Services.

Petitioner intends to market its resold interexchange services to its target market, which consists primarily of business and residential customers, through direct marketing, direct mailings, telemarketing and, perhaps, via televised infomercials. Petitioner does not engage in multilevel marketing. Copies of Petitioner brochures that will be used to assist in the marketing of Company services are not available, as of this date.

12. Cost Support for Rates Shown in the Petitioner's Tariff for all Noncompetitive or Emerging Competitive Services.

All services offered by the Petitioner, as detailed in its tariff attached hereto as Exhibit 5, are competitive in nature. The Petitioner does not offer noncompetitive or emerging competitive services at this time.

Because Petitioner plans to provide service to less than Fifty Thousand (50,000) interexchange subscribers in the State of South Dakota, cost support information for rates shown in the Petitioner's tariff or price list (for rate or price regulated non-competitive or emerging competitive services) should not apply to Petitioner.

13. Managerial and Technical Qualifications

Petitioner's management possesses extensive management and technical experience in the telecommunications industry. Petitioner's management possesses the managerial and technical ability to provide resold interexchange telecommunications services in the State of South Dakota as demonstrated below.

13a. Managerial Qualifications

Petitioner has the managerial experience to successfully operate as a facilities-based and resold interexchange telecommunications services provider in the State of South Dakota. Petitioner's management has been able to implement a number of innovative measures to meet consumer needs. The backgrounds of these key executives, combined with the telecommunications history of Petitioner, is clear evidence that Petitioner possesses the managerial qualifications required to provide facilities-based and resold interexchange telecommunications services. Petitioner's key managerial and technical qualifications are attached hereto as Exhibit 3.

13b. Technical Qualifications

The Name, Address and Telephone Number of the person primarily responsible for the Design, Installation, Maintenance and Repair of Equipment and the individual most knowledgeable about Petitioner's South Dakota Operations for the Proposed System is:

Name: Mr. Eddie Mishan
Title: Managing Member
230 Fifth Avenue, Suite 800
New York, NY 10001
Telephone Number: (212) 689-9094

14. Information Detailing the Following Matters Associated with Interconnection to Provide Proposed Local Exchange Services.

At this time, Petitioner is not applying for authority to operate as a local exchange carrier. Petitioner is applying for interexchange authority to operate as a non-facilities-based reseller of telecommunications services in the State of South Dakota.

15. Rural Telephone Company

Petitioner does not seek to provide resold, competitive IXCs services in the service area of a rural telephone company. Therefore, Petitioner should not have to meet the service obligations imposed pursuant to § 20:10:32:15.

16. Solicitation and Unauthorized Switching

Petitioner will not switch a customer's service without a valid Letter of Authorization ("LOA") or Third Party Verification.

Petitioner will not charge its customers for any services that have not been ordered.

17. Formal Complaints

No officer, director, or shareholder, nor any of the Petitioner's business operations, have been involved in any formal complaint or other investigatory or enforcement proceeding.

18. Federal Identification Number

The Federal Employer Identification Number of Petitioner is: 13-4173407.

19. Statement of Compliance

Petitioner agrees to abide by all applicable statutes and all applicable orders, rules and regulations entered and adopted by the SDPUC. Petitioner certifies and agrees that its interexchange telecommunications services will be provided in compliance with the rules and regulations of the SDPUC.

Petitioner understands that the SDPUC may, at its discretion, require the production of audited financial statements and additional information from the Petitioner to supplement that contained in this Application. Petitioner shall notify the SDPUC of any changes in subdivisions 1, 2, 3b, 7, 8a, 9 and 11, as they occur.

Petitioner understands that certification as a public utility to provide facilities-based and resold interexchange telecommunications services is nontransferable and may be revoked by the SDPUC for violation of SDPUC Rules and Regulations.

20. How Competition will be Enhanced if the Petitioner is Allowed to Enter the Market

Petitioner submits this application to provide facilities-based and resold interexchange telecommunications services that will be provided over the networks of underlying long distance carriers that it has contracted with. Petitioner will offer services to its subscribers through the resale of other carriers' facilities and network elements in conjunction with its Lucent Class 4 Switch. This switch will provide both tandem and end office functions. Petitioner will also construct its own additional facilities, where warranted, the selection of which will be based upon Petitioner's analysis of facility cost, suitability, and quality of service. At the present time, Petitioner's plans are to deploy facilities-based and resold long distance telephone service through the deployment of its Lucent Class 4 Switch.

All facilities to be used in connection with the provisioning of the proposed services other than its Lucent Class 4 Switch are those of underlying carriers that it will contract with and, as such, are already constructed and in operation in accordance with any necessary federal and State authorizations.

In addition to the reduced pricing, the introduction of the Petitioner services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of long distance telephone service. Thus, Commission grant of this Petition will significantly serve the public interest through the addition of a well managed new entrant into the long distance services market.

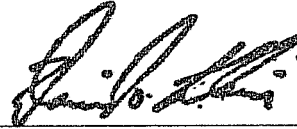
CONCLUSION

In view of the foregoing, QX Telecom LLC respectfully submits that the Public Convenience and Necessity would be served by grant of its Petition for certification to operate as a facilities-based and resold interexchange telecommunications services provider in the State of South Dakota.

Respectfully submitted,

QX Telecom LLC

By: _____



David O. Klein, COO

Telecom Certification & Filing, Inc.

485 Madison Avenue, 15th Floor

New York, NY 10022-5803

(212) 546-9090

Representative of QX Telecom LLC

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "OX TELECOM LLC", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 2001, AT 4:45 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1293074

1278453 8100

DATE: 08-13-01

CERTIFICATE OF FORMATION

OF

QX TELECOM LLC

1 The name of the limited liability company is QX TELECOM LLC.

2 The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3 This Certificate of formation shall be effective on the date of filing.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Formation of QX TELECOM LLC this 6th day of April, 2001.

Angelo Notaro

Angelo Notaro

Authorized Person

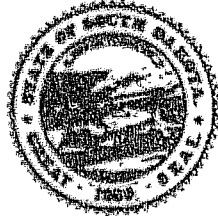
OPTIONAL FORM NO. 107

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:45 PM 04/06/2001
010171277 - 3378453

EXHIBIT 1

EXHIBIT 2

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

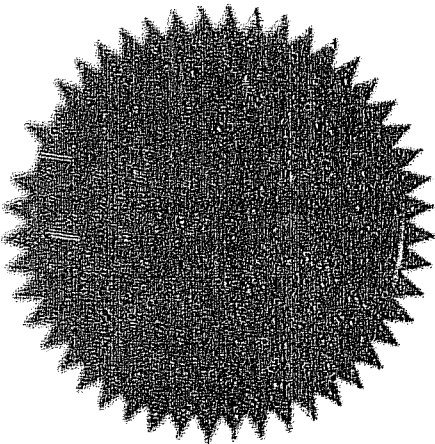
Limited Liability Company

ORGANIZATIONAL ID #: FL001038

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **OX TELECOM LLC (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act 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 for certificate of authority.

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 August 27, 2001.



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

Joyce Hazeltine
Secretary of State

EXHIBIT 3

Edward I. Mishan

230 Fifth Avenue
New York, NY 10001
212-689-9094

1977 to Present

Vice President, E. Mishan & Sons, Inc.
Import/Export General Merchandise
Partner

Job Responsibilities

Product development, starting with overseas purchasing from China,
Hong Kong and Taiwan

Filing for patents and copyrights on certain related products

Development of Marketing Plan which includes concept of Direct Response T.V.
commercials, implement media purchasing budget on a weekly basis
analyzing media response of each individual TV station

Phase II of Marketing Plan: Consisting of Domestic and Global Mail Order and
Retail Sales. Organizing sales team for each market.

Retail Marketing: Sales calls with in-house sales people to key accounts,
such as: Walmart, K-Mart, Target, Walgreens, Eckerd, CVS and
Rite Aid

2001 to Present

Manager of QX Telecom LLC

Job Responsibilities

Implement QX Telecom marketing, operations and negotiations with large
Telecom Carriers

Increase sales volume by expanding customer base

Denise McMillan

Objective Computer/Technical/Database

- Accomplishments**
- Created Avant 1.0 (vaulting competition database management system) for Barronsgate, Inc.
 - Created PC Inventory for Xircorn, Inc.
 - Created IBM Service Request database tool for IBM Global Services

Experience 2000–present Wallquest Intl. Thousand Oaks, CA

Database Administrator/MS Access Developer

- Administer/analyze extensive MS Access customer service database.
- Create customized reports as needed.
- Create customized MS Access/Visual Basic applications and enhancements as needed.

1999–2000 Xircorn, Inc. Thousand Oaks, CA

IS Workflow Coordinator

- Created PC Inventory, administered ChainLink, created asset tracking and service request fulfillment databases.
- Assisted as the "help desk", resolved technical issues and made service request assignments as needed.

Set up workstations with Windows 98, Windows NT, Novell and Lotus Notes.

1998–1999 IBM Global Services Woodland Hills, CA

Service Request Administrator

- Designed and programmed a database tool using Microsoft Access and Visual Basic for enhanced cost savings/productivity.
- Created customized databases and reports.
- Significantly increased department efficiency/profitability.

1998 GE Capital Assurance Thousand Oaks, CA

Regional Office Manager

- Maintained the regional computer system (ARMS), designed customized databases and reports in Microsoft Access.
- Performed all customer service/support, submitted and managed all applications through their entire process.
- Performed all office accounting.
- Managed office support staff.

Experience (cont'd)

1997-1998 LRF Acoustics, Inc. Chatsworth, CA

Office Manager

- Maintained the office computer system.
- Performed all office accounting.
- Installed software and hardware, assisted as the "help desk."

1994-1997 Harman Consumer Group Northridge, CA

Assistant to:

VP/Quality (Harman International)

VP/Engineering (Harman Consumer Group)

VP/Engineering (Infinity)

- Supported MS Windows 3.11/95 in a networked office environment.
- Installed, configured and evaluated software and hardware.
- Designed and co-authored Harman International LAN guide for new users.
- Produced budgets, spreadsheets, databases, office layouts and graphics.
- Proficient in Microsoft applications (Access, Excel, FrontPage, Money, Outlook, Powerpoint, Word), Adobe Acrobat, AutoCAD LT, the Internet.

Other Experience

1989-1994 The Bellwether Company Malibu, CA

President

- Professionally trained, competed and sold dressage horses.

1986-1989 Legal Plus Agency Beverly Hills, CA

Legal Assistant/Paralegal Trainee

- Assisted with and trained in legal research, audits, public offerings.

1978-1986 Neil Rosenstein Beverly Hills, CA

Administrator, Officer and Director

- Managed administrative offices and supervised staff for various public and private corporations.
- Attended board meetings and recorded minutes.
- Created and maintained databases, correspondence, financial records, legal documents, regulatory filings and stock portfolios.

References

Patty Littmann
Barronsgate, Inc
3582 Trunfo Canyon Road
Agoura, CA 91301
(818) 865-0510

Laurie Fincham
President
LRF Acoustics, Inc.
(707) 586-2144

Jean Tenuta
Sr. HR Representative
Harman Consumer Group
8500 Balboa Blvd.
Northridge, CA 91329
(818) 893-8411

Legal Plus Agency
Beverly Hills, CA
(310) 855-1651

Neil Rosenstein
BH Acquisitions, Inc.
345 North Maple Dr., Suite 305
Beverly Hills, CA 90210
(310) 278-6688

Interests

Dressage, German, French, reading, music, painting and sketching, art, dance, web design, computers.

NARENDRA MISTRY
100-B Paulison Ave, Apt. 33
Passaic, New Jersey 07055
(973) 779-3735
Email: tomvbov143@aol.com

- OBJECTIVE:** A challenging position, utilizing abilities developed through my computer skills. And seeking Opportunity for professional growth based on performance and knowledge in Networking and technical support
- CERTIFICATION:** MCP (Implementing and Supporting Microsoft Windows NT WorkStation 4.0)
- TECHNICAL SKILL:** Local Area Networks (fundamental concepts of LAN architecture). Describe the Integration of LAN hardware and software using different protocols, topologies, and Access media. Hubs, repeaters, routers, bridges, multiplexers, multiprotocol environment, Wide Area Networks (fundamental concepts of telephony, telecommunication, and Exploration of emerging WAN technologies). Network design solutions, Interoperability, Network optimization, diagnostic tools, Utilities for Memory Management, and troubleshooting tools
- Hardware:*** Installation, configuration, upgrading, troubleshooting IBM and PC-Compatible Hardware.
- Operating System:*** Windows 95,98,2000,NT4.0 (Server/Workstation)
DOS 6.2x, Novell NetWare 3.1x/4.x
- Protocols:*** TCP/IP, IEEE 802.2, 802.3, Token Ring, IEEE 802.5, IPX/SPX
- EDUCATION:**
- | | |
|---|------------|
| THE CHUBB INSTITUTE, Jersey City, New Jersey | 1993-1999 |
| Diploma in Network Engineering and Data Communication (GPA 3.75) | |
| Windows NT 4.0 (Workstation/Server), NetWare 3.12, Intranet Ware 4.11 | |
| RAMHILL BUSINESS SCHOOL, Passaic, New Jersey | 1994 -1995 |
| Diploma in Computer Information Processing | |
- EXPERIENCE:**
- | | |
|--|--------------|
| REEM NETWORK LLC, Passaic, NJ | 1999-Present |
| PC Support/Helpdesk Analyst | |
| Providing daily support to 600+ end users for all software, hardware and network connectivity issues (2 nd and 3 rd level support). Installing and configuring local and network printers. Configure local and global users and groups. Establish local & network resource security. Optimize application, operating system and network performance. Apply capacity planning techniques to determine hardware and software needs. Deploy fundamental network components, such as DHCP, WINS, DNS, RAS and Proxy Server. Software Upgrades & Application. | |
| MYRON MANUFACTURING CORP., Maywood, NJ | 1994-1999 |
| Laser Operator | |
| Use and maintain peripheral equipment such as printers and terminals. Provide basic technical support and operations. Responsible to maintain Trigger file and input data. Maintain production schedule and quality of excellence. Troubleshoot printers and Generate shipping labels using AS/400 | |

Jignesh Shah

270 Park Avenue
Passaic, New Jersey, 07055
1.973.779.0353
jig1020@yahoo.com

SUMMARY:

To obtain a challenging position within the Network engineering and web based environment, which will allow me to utilize my professional & technical experience.

EXPERIENCE:

Elite Technical Inc. Livingston, New Jersey 01/01 05/01

Assignment: American Insurance Group (AIG)

Senior Remote LAN Engineer

- Remote administration of all backups on 385 Windows NT 4.0 servers via, RCO Uni-center tool, Veritas Backup Exec 6.1/7.0/8.5.
- Performed File restorations on all enterprise servers including: SQL, Exchange, RAS and etc.
- Resolving daily network issues such as, Router failure, WINS, DNS, hub/switch failures, etc.
- Technical leader among a team of 6 +, also coordinated various projects to meet AIG goals & standards.
- Assisting in designing and proposing of new backbone infrastructure for AIG, which would meet their new storage area network solutions.

Panhealth.com Livingston, New Jersey 06/00 12/00

Network Operations Engineer

- Troubleshoot and resolve network, server, and desktop problems. Provided daily support for the development team and customers of the web site.
- Setup all of Panhealth.com's subnets for there network(s). Changed the DHCP scope and the addresses on all of the servers.
- Build Compaq servers and Install OS and software on them for an Internet startup company. Install IIS, UltraBac, Oracle 9.1 & 8i, SQL sites, as well as custom written batch software and services.
- Configured and Installed Dialogic T1 interface card. Assisted in programming voice & data T1 connection with Verizon (Bell Atlantic).
- Administer Exchange 5.5 organization with Outlook Web Access. Create/delete mailboxes, setup aliases, distributions lists, and public folders. Troubleshoot client and server problems.
- Troubleshoot and assist in resolving web site functionality. Test the functionality of the website and suggest changes for Improvement, also monitoring the web site and servers using Compaq Insight Manager and Server Alive.
- Troubleshoot problems with Right Fax server. Trace problems with Right Fax and the Exchange connector as well.
- Setup two Sun Solaris SPARC systems as Panhealth's primary firewall using Checkpoint firewall software.

Network Integration Services Inc. New York, New York 06/98 12/99

Assignment: Roche Molecular Systems

Project/Technical Engineer

- Migrated all of Roche Molecular Systems Novell 3.1x - 4.x to Windows NT 4.0 Servers/Workstations.
- Installed and configured Microsoft DHCP servers for 500-user node network.

- Lead engineer for implementing system policies and technical configurations in a secure desktop Windows NT 4.0 environment.
- Created SMS packages via SMS Installer to meet Hoffmann LaRoche standards.
- Managed a team of 10 + engineers for the Windows NT Migration project.
- Designed and implemented a utility program to perform data backup for 500 + users.
- Built production, development, & SMS servers for the Windows NT migration project.
- Performed a 500 + cutover to Microsoft Exchange 5.5 (client/server) from Lotus cc:Mail 6.03.

Assignment: Roche Vitamins Inc.

Network/Systems Administrator

- Performed 800-user migration onto Windows NT 4.0 platform.
- Designed LAN/WAN Infrastructure to rebuild entire Windows NT 4.0 network environment.
- Performed third level support for all migration related Technical issues.
- Setup and configured network using Windows NT 4.0 with Bay 450 Switches and Synoptic hubs on 10/100-Base-T ATM network.
- Assisted with uniform desktop unattended installs on a Windows NT platform.
- Worked with Roche Vitamins applications support team to test all application and database systems on a Windows NT network.
- Migrated all Novell NetWare 3.12 A 4.11 servers to Windows NT 4.0 platform.
- Performed Lotus cc:Mail 6.03 cutover to Microsoft Exchange 5.0 (client/server).

Merrill Lynch

New York, New York

10/97 - 06/98

Network Administrator

- Managed and supported all network issues for the Y2K project.
- Performed 2000 + user cutover to a new domain on the Windows NT Enterprise System.
- Setup several 100-user Ethernet segments running 100-Base-T network.
- Configured TCP/IP, IPX/SPX, DHCP, and SNMP on various network topologies: Token-Ring, Thin/Fast Ethernet, and Star.
- Managed Novell Directory Services (NDS) on all 4.x servers.
- Responsible for daily backups of all servers using Cheyenne ARCserve IT.
- Installation of Sun Solaris 2.6 servers for Y2K testing.
- Maintained the infrastructure for all LAN/WAN systems for all New York and New Jersey sites.

Information Technology Partners Inc. New York, New York 10/96 - 10/97

Assignment: AT&T

Network Management (Customer Care Operations Management)

- Maintained WAN systems for various business units.
- Managed IP addressing allocation for various customer networks (VAN, MIS, WICS).
- Troubleshoot protocol issues (OSPF, RIP, TCP/IP, SNMP, static routing, and CSU/DSU configurations) on Bay and Cisco Routers via telnet.
- Routed 800 numbers over the network for efficient performance, voice over IP.
- Monitored HP-Open view for any T-1/T-3 connectivity issues and any network outages.
- Maintained UNIX accounts for business and individuals onto a HP-UNIX database.

EDUCATION:

Kean University Union, New Jersey 12/01
B.S. In Computer Science - Concentration: Information Systems.

Structured Network Institute Jersey City, New Jersey 02/99 - 05/99
Introduction to LAN/WAN Data Communications, TCP/IP v4-6 Networking with Cisco Routers, and Introduction to Cisco Router Configuration (ICRC).

The Chubb Institute, Jersey City, New Jersey 05/97 - 10/97
Diploma in Network Engineering and Data Communications. GPA: 3.3/4.0

TECHNICAL SKILLS:

Operating Systems: Windows 95/98/2000 and Windows NT 4.0, MS DOS 6.x, NetWare 3.1x-4.x, Ultra SPARC, Sun Solaris 2.6, UNIX, Linux-Red Hat 6.1, Cisco IOS 12.0 & BackOffice Administration.

Hardware: Compaq: Proliant/Deskpro 4000/5100/6000/6400, Intel Based Servers IBM, IBM PC-AT, Pentium, Adtran CSU/DSU, transceivers, 66M150 & 110 Punch Block, Ethernet/Token Ring NICs; CAT 5 Cabling, Coaxial Cabling, RS-232, V.35, DB25, RJ48 and AUI. 3COM Ethernet hubs, CISCO routers (2500, 4500, 5500), MAU Token-Ring, X.25 Technology, Asante hubs, and Nortel Networks.

Database/Language: Access 97/2000, Visual C++, COBOL & Visual Basic 6.0.

Internet Servers & Network Utilities: Design & Implementation of TCP/IP networks (DHCP, WINS, DNS, IPV6, WINSOCK2.0, TELNET, FTP, Tracert), Internet Information Server 3.0/4.0, and Proxy Server 2.0.

Technical Training: Novell 3.1x - 4.x (CNE 4), Introduction to Cisco Router Configuration (ICRC), AT&T Common backbone training (Dial-up Services).

Software Application: Microsoft Office 97/2000 Suite, Photoshop 6.0, Shiva DUN, Norton Ghost 6.0, Visio 2000 Enterprise, Internet Explorer 5.5, Netscape Communicator 4.76, Project 2000, FrontPage 2000, TELNET, Acrobat 3.01-4.0, Winbatch, Scriptit, SMS Installer & Remote Control client, Exchange 5.5, Outlook 98/2000, Lotus Notes 5.0.3, cc:Mail 6.3-8.0, Compaq Insight Manager, RAS, SAP R/3, Novell Directory Services (NDS), RUMBA Sessions, Peoplesoft, Citrix WinFrame Client, Extra Personal Client 6.x, ODBC & HP-JetAdmin.

REFERENCES: Available upon request.

EXHIBIT 4

OX Telecom LLC
Projected Balance Sheets

	<u>31-Jul-01</u>	<u>08/31/01</u>	<u>30-Sep-01</u>	<u>10/31/01</u>	<u>30-Nov-01</u>	<u>31-Dec-01</u>
Cash in Bank	180000	435000	690000	945000	1200000	1455000
Unamortized Start Up Costs	295000	290000	285000	280000	275000	270000
Total Assets	475000	725000	975000	1225000	1475000	1725000
Members Capital	475000	725000	975000	1225000	1475000	1725000

OX Telecom LLC
Projected Cash Flow Statements

	<u>31-Jul-01</u>	<u>31-Aug-01</u>	<u>30-Sep-01</u>	<u>31-Oct-01</u>	<u>30-Nov-01</u>
Opening cash	0	180000	435000	690000	945000
Cash Receipts	<u>600000</u>	850000	850000	850000	850000
	600000	1030000	1285000	1540000	1795000
Cash disbursements	<u>420000</u>	<u>595000</u>	<u>595000</u>	<u>595000</u>	<u>595000</u>
Ending cash	180000	435000	690000	945000	1200000

	<u>31-Dec-01</u>	<u>31-Jan-02</u>	<u>28-Feb-02</u>	<u>31-Mar-02</u>	<u>30-Apr-02</u>	<u>31-May-02</u>	<u>30-Jun-02</u>	<u>31-Jul-02</u>	<u>31-Aug-02</u>
Opening cash	1200000	1455000	1725000	1995000	2265000	2535000	2805000	3075000	3345000
Cash Receipts	850000 2050000	900000 2355000	900000 2625000	900000 2895000	900000 3165000	900000 3435000	900000 3705000	900000 3975000	900000 4245000
Cash disbursements	<u>595000</u>	<u>630000</u>	<u>630000</u>	<u>630000</u>	<u>630000</u>	<u>630000</u>	<u>630000</u>	<u>630000</u>	<u>630000</u>
Ending cash	1455000	1725000	1995000	2265000	2535000	2805000	3075000	3345000	3615000

OX Telecom LLC
Projected Income Statements

		31-Jul-01	31-Aug-01	30-Sep-01	31-Oct-01	30-Nov-01	31-Dec-01
Sales	Sales	<u>600000</u>	<u>850000</u>	<u>850000</u>	<u>850000</u>	<u>850000</u>	<u>850000</u>
Amortization of Start Up Costs	Amortization of Start Up Costs	5000	5000	5000	5000	5000	5000
Operating Expenses	Operating Expenses	<u>420000</u>	<u>595000</u>	<u>595000</u>	<u>595000</u>	<u>595000</u>	<u>595000</u>
Total Expenses	Total Expenses	425000	600000	600000	600000	600000	600000
Net Profit	Net Profit	175000	250000	250000	250000	250000	250000

OK Tailroom LLC
 Projected Income Statements

	30-Sep-02	31-Oct-02	30-Nov-02	31-Dec-02	Totals 2002	2003
Sales	900000	900000	900000	900000	10800000	10800000
Amortization of Start Up Costs	5000	5000	5000	5000	60000	60000
Operating Expenses	<u>630000</u>	<u>630000</u>	<u>630000</u>	<u>630000</u>	<u>7560000</u>	<u>7560000</u>
Total Expenses	635000	635000	635000	635000	7620000	7620000
Net Profit	265000	265000	265000	265000	3180000	3180000

EXHIBIT 5

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of facilities-based and resold interexchange telecommunications services provided by QX Telecom LLC, with principal offices at 230 Fifth Avenue, Suite 800, New York, NY 10001. This tariff applies to 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: October 18, 2001

Effective: _____

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800

CHECK SHEET

Sheet 1 through 25 inclusive 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

Issued: October 18, 2001
Issued By:

Effective: _____

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

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Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SYMBOLS

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

- D - Delete or Discontinue
- I - Change Resulting in an Increase to a Customer's Bill
- M - Moved from Another Tariff Location
- N - New
- R - Change Resulting in a Reduction to a Customer's Bill
- T - Change in Text or Regulation but no Change in Rate or Charge

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Effective: _____

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Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

TARIFF FORMAT

- A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. 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 sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the S.D.P.U.C. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the S.D.P.U.C. follows in their tariff approval process, the most current sheet number on file with the S.D.P.U.C. is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

1
 2
 3
 4
 5
 6
 7
 8
 9

- D. Check Sheets** - When a tariff filing is made with the S.D.P.U.C., 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 on file with the South Dakota Public Utilities Commission.

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Effective: _____

Issued By:

Eddie Mishan, Managing Member
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 New York, NY 10001

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to the network switching center of the Company's Underlying Carriers.

Authorization Code - A numerical code, one or more of which are available to a customer to enable the customer to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Calling Card - A card issued by the Company, the Customer's Local Exchange Company, authorized vendor, or other common carrier which allows the Customer to make telephone calls and bill calls to the Calling Card by entering a PIN.

Card Number - A multi-digit identifying number which may be printed on each Calling Card, which may also be referred to in this tariff as a PIN.

Company or Carrier - QX Telecom LLC

Credit Card Charges - Prepaid Calling Card purchases, renewals, and other charges that may be billed to Major Credit Cards.

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

Day - From 8:00 a.m. up to, but not including, 5:00 p.m. local time Monday through Friday.

Evening - From 5:00 p.m. up to, but not including, 11:00 p.m. local time Sunday through Friday.

Holidays - QX Telecom LLC' recognized holidays are New York's Day, Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Thanksgiving Day and Christmas Day.

Local Exchange Company - A company which furnishes local exchange telephone service.

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Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (Cont'd)

Major Credit Card - A universally accepted charge card. MasterCard, VISA, Diner's Club International, American Express and Carte Blanche are examples of major credit cards which the Company may accept.

Night/Weekend - From 11:00 p.m. up to, but not including, 8:00 a.m. Sunday through Friday, and 8:00 a.m. Saturday up to, but not including 5:00 p.m. Sunday.

S.D.P.U.C. - South Dakota Public Utilities Commission.

Underlying Carriers - Those certificated telecommunications service providers.

Issued October 18, 2001

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Effective: _____

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of QX Telecom LLC**

QX Telecom LLC's facilities are furnished for long distance communications originating at specified points within the State of South Dakota under terms of this tariff.

QX Telecom LLC operates, and maintains the communication services provided hereunder in accordance with the terms and conditions set forth under this tariff. It 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 the QX Telecom LLC network. The Customer shall be responsible for all charges due for such service arrangement.

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

2.2 Limitations

2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.

2.2.2 QX Telecom LLC reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control; or when the Customer is using service in violation of the law or the provisions of this tariff.

2.2.3 All services provided under this tariff are directly controlled by QX Telecom LLC and the Customer may not transfer or assign the use of service, except with the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

Issued October 18, 2001

Effective: _____

Issued by

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.1 Limitations (cont'd)**

2.1.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.3 Liabilities of the Company

2.3.1 QX Telecom LLC's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the aforementioned faults in transmission occur.

2.3.2 QX Telecom LLC shall be indemnified and held harmless by the Customer against:

(A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.

(B) All other claims arising out of any act or omission of the Customer in connection with any service or facility provided by QX Telecom LLC.

2.3.3 The included tariff language does not constitute a determination by the Commission that a limitation of liability imposed by the Company should be upheld in a court of law. Acceptance for filing by the Commission recognizes that it is a court's responsibility to adjudicate negligence and consequential damage claims. It is also the court's responsibility to determine the validity of the exculpatory clause.

Issued: October 18, 2001

Effective: _____

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.3 Liabilities of the Company (cont'd)

2.3.4 QX Telecom LLC will give at least 10 days notice to Customers and the S.D.P.U.C. before increasing rates or other changes.

2.4 Interruption of Service

2.4.1 Credit allowances for the interruption of service, which is not due to the Company's testing or adjusting, negligence of the Customer, or to the failure of channels or equipment provided by the Customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the Customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

Before giving such notice, the Customer shall ascertain that the trouble is not being caused by an action or omission by the Customer within his control, or is not in wiring or equipment, if any, furnished by the Customer.

2.4.2 For the purposes of credit computation, every month shall be considered to have 720 hours.

2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.

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Effective: _____

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Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS (Cont'd)2.4 Interruption of Service (cont'd)

2.4.4 The Customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = \frac{A \times B}{720}$$

"A" -- outage times in hours

"B" -- total fixed monthly charge for affected facility

2.5 Suspension of Service Guidelines

QX Telecom LLC will provide written notice at least seven days in advance of ~~suspending~~ a Customer's service for non-payment of charges. In cases of bona fide ~~emergencies~~, we try to avoid suspension of service for non-payment. Service will be ~~suspended~~ without notice in the following situations:

- 1) The Customer obtained service fraudulently;
- 2) Risk of non-payment is evident; or
- 3) A safety hazard is found on the Customer's premises.

Issued October 18, 2001

Issued By

Effective: _____

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.6 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.

2.7 Billing Periods

To the extent that the Customer is not a Prepaid Calling Card Customer, the Customer will receive a bill after the 30-day cycle.

2.8 Understanding the QX Telecom LLC Bill

To the extent that the Customer is not a Prepaid Calling Card Customer, the Customer's bill will outline specific charges or adjustments for QX Telecom LLC's services.

2.9 Questions About the QX Telecom LLC Bill

If the Customer has questions about QX Telecom LLC's charges that may appear on its bill, the Customer should call the QX Telecom LLC service representative or QX Telecom LLC's designated billing agent.

2.10 Pay By Mail

To the extent that the Customer is not a Prepaid Calling Card Customer, a return envelope is included with each Customer's bill. If the return envelope is unavailable, Customers should contact the Customer service telephone number indicated on the bill for the appropriate address.

Issued: October 18, 2001

Effective: _____

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS (Cont'd)**2.11 Lost Bills**

If a bill is lost, the Customer should call the QX Telecom LLC service representative or QX Telecom LLC's designated billing agent for the amount due. The Customer should include his/her account number, name, address and telephone number with payment.

2.12 Forms of Payment

At the customer's request, the Company permits the use of approved credit cards to apply for and receive Prepaid Calling Cards used to access and pay for the Company's telecommunications services. Telephone charges will be debited by the Company against this card at the rates set forth in Section 4 herein.

Issued: October 18, 2001

Effective:

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.11 Late Charges

A late fee of 1.0% of the first \$30.00 and 2.0% of the remaining balance will be charged on any balances that are more than thirty (30) days.

2.12 Requirements for Service Restoration After Suspension for Non-Payment

In order to have all charges billed for service must be paid before service will be restored. This would include any amount which the Customer may have received on a new bill. There is also a charge to restore service, which will be billed on the Customer's account.

2.13 Responsibilities of the Company

The Company endeavors to provide the best long distance service possible at a fair and competitive price. In turn, the Customer is responsible for paying its bills on time and must report any problems in a timely manner so that they can be corrected.

2.14 Frequency Restrictions

There are no frequency restrictions.

Accepted October 11, 2011
Accepted By:

Effective: _____

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.17 Cancellation

Customers may cancel their service at any time through written instruction.

2.18 Delinquency

The Company or QX Telecom LLC's designated billing agent will contact a Customer when their payment is late. At the point where payment exceeds 60 days late, the Customer may be turned over to a collection agency and the Customer's service may be terminated. Suspension or termination of service shall not be made without five (5) working days' written notice to the Customer, except in extreme cases. The written notice shall be separate and apart from the regular monthly bill for service.

2.19 Credit for Incomplete Calls

When a Customer calls in and identifies that specific calls were incomplete, the Company's Customer Service department has the capability to credit the Customer's card. In the event that the call was incomplete, the Company will automatically credit the Customer's card.

2.20 Deposit

The Company does not require a deposit from the Customer.

Revised October 15, 2001
Revised By:

Effective: _____

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.21 Advance Payments

The Company requires advance payments from its Prepaid Calling Card Customers.

2.22 Collection Costs

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated or non-regulated services, equipment or facilities, 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 courts costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

2.23 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, except as described for prepaid calling card service.

Issued: October 18, 2001

Issued By:

Eddie Mishun, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 600
New York, NY 10011

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SECTION 3. DESCRIPTION OF SERVICES

3.1 Long Distance Services

The Company's charges are based on the actual usage of Company's services, plus any special features and/or service options, if any. Charges begin when the designated communication termination(s) is accessed and enabled thereby ("connected") to receive the communication from the originating location on the network. Charges cease when the called or calling party "hangs up".

3.2 Long Distance Telecommunications Network Service

The Company's Long Distance Telecommunications Network Service provides for the business-based and switchless resale of South Dakota interexchange carriers' tariffed Software Defined Network (SDN) Service. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of Customers that need to communicate on an interlata basis within the State.

Each service Customer is billed individually for each call, on a conversation minute basis, placed through the Company since the previous month's billing. Each call is measured and billed at the applicable rate for the initial sixty (60) second period or fraction thereof, and then at the applicable rate for each additional sixty (60) second period or fraction thereof. The maximum length of a call is sixty (60) seconds. See Section 4, Rates and Charges, for the applicable rate schedule.

Issued October 18, 2001
Signed By: _____

Effective: _____

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)**3.2 Long Distance Telecommunications Network Service (Cont'd)**

Dedicated access circuits may be provided and billed by the local exchange company (LEC). Dedicated access channels may be purchased from carriers other than the LEC only in accordance with S.D.P.U.C. rules. Charges for the dedicated access channel are determined by the access provider.

3.3 Prepaid Calling Card Service

3.3.1 This service permits use of QX Telecom LLC Prepaid Calling Cards for placing long distance service calls. Calling card customers may purchase QX Telecom LLC Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. QX Telecom LLC Prepaid Calling Cards are available at a variety of face values. QX Telecom LLC Prepaid Calling Card service is accessed using the QX Telecom LLC 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. QX Telecom LLC's processor tracks the call duration on a real time basis to determine the amount of calling time consumed. The total consumed calling time for each call, which includes applicable taxes, is deducted from the remaining calling minute balance on the Customer's QX Telecom LLC Prepaid Calling Card.

3.3.2 All calls must be charged against a QX Telecom LLC Prepaid Calling Card that has a sufficient calling minute balance. A calling card Customer's call will be interrupted with an announcement when the balance is about to be depleted. Such announcement will occur when five (5) minutes and when one (1) minute remain before the balance will be depleted, based upon the terminating location of the call.

3.3.3 The Company offers origination from anywhere in the United States, and termination, intrastate, interstate and internationally.

Issued: October 18, 2001

Effective:

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)**3.3 Prepaid Calling Card Service (cont'd)**

- 3.3.4 All calls must be charged against a QX Telecom LLC Prepaid Calling Card that has a sufficient calling minute balance. A calling card Customer's call will be interrupted with an announcement when the balance is about to be depleted. Such announcement will occur when five (5) minutes and when one (1) minute remain before the balance will be depleted, based upon the terminating location of the call.
- 3.3.5 A card will expire thirty (30) days after activation and automatically reactivates after credit card is charged.
- 3.3.6 A credit allowance for QX Telecom LLC Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. A calling card Customer may also be granted credit for reaching a wrong number. To receive the proper credit, the calling card Customer must notify the Company at the designated toll-free Customer service number printed on the QX Telecom LLC Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, reached wrong number, etc.), and the approximate time that the call was placed.
- 3.3.7 When a call charged to an QX Telecom LLC Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions, the calling card Customer will receive a credit equivalent to one calling minute.

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New York, NY 10001

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)**3.4 Directory Assistance Service**

Directory Assistance Service is provided to assist subscribers in obtaining telephone numbers.

3.5 Accessing Service

The service provided by the Company is one way dial in - dial out, multi-point telecommunications services, allowing the customer to originate calls through the network facilities of the Underlying Carriers. Access to the Company may differ dependent upon the type of exchange access service provided by the local exchange telephone company to the Underlying Carriers.

3.6 Availability of Service

The services provided through the Company, are available where equal access and the Billing Systems of its Underlying Carriers are provided.

3.7 Locations of Service

The services offered by the Company are to be available statewide, where the long distance services of its Underlying Carriers are available. The services offered by the Company are not intended to be limited geographically.

Issued: October 18, 2001

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 2000
New York, NY 10001

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)**3.8 Timing of Calls**

- 3.8.1 Usage charges are based on usage of QX Telecom LLC's service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.
- 3.8.2 Minimum call duration and usage measurement and rounding for billing purposes is specified on per-product basis in the rate section of this tariff.
- 3.8.3 There is no billing applied for incomplete calls.

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QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)**3.9 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:

230 Fifth Avenue, Suite 800
New York, NY 10001
(800) 385-1968

Any objection to billed charges should be reported promptly to QX Telecom LLC. 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. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

3.10 Level of Service

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

3.11 Billing Entity Conditions

When billing functions on behalf of QX Telecom LLC 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. QX Telecom LLC's name and toll-free telephone number will appear on the Customer's bill.

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QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 4 - RATES**4.1 Long Distance Network and Prepaid Calling Card Usage Rates**

- 4.1.1 The calls placed through the Company are rated using one of the following schedules. The charges for all calls during a billing month will be totaled. If the total charge includes a fraction of a cent, the fraction is rounded to the next whole cent (e.g., \$4,101.345 would be rounded to \$4,101.35).
- 4.1.2 Day, Evening and Night rate periods apply to Long Distance Telecommunications Network Usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m., Monday through Friday and 5:00 p.m. to, but not including 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

Issued: October 18, 2001

Effective: _____

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 4 - RATES (Cont'd)

4.1 Long Distance Network and Prepaid Calling Card Usage Rates (cont'd)

4.1.3 South Dakota Intrastate Interlata Rates

Limited Plan: \$39.95/ month for 1,041 minutes

Unlimited Plan: \$49.95/month

4.1.4 South Dakota Intrastate Intralata Rates

Limited Plan: \$39.95/ month for 1,041 minutes

Unlimited Plan: \$49.95/month

4.2 Payphone Surcharge

QX Telecom LLC's calling card customers will be debited \$0.30 per month as a payphone surcharge.

4.3 Monthly Maintenance Charge

QX Telecom LLC's calling card customers will be debited \$3.95 per month as a monthly maintenance charge.

Issued: October 18, 2001

Effective:

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

SECTION 4 - RATES (Cont'd)**4.4 Exemptions and Special Rates****4.4.1 Directory Assistance for Handicapped Persons:**

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving handicapped individuals. The Company shall charge the prevailing tariff rates for every call in excess of fifty within a billing cycle.

4.4.2 Hearing and Speech Impaired Persons:

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.4.3 Telecommunications Relay Service:

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is either both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

Issued: October 18, 2001

Effective: _____

Issued By:

Eddie Mishan, Managing Member
QX Telecom LLC
230 Fifth Avenue, Suite 800
New York, NY 10001

TELECOM CERTIFICATION & FILING, INC
485 MADISON AVE.
NEW YORK, NY 10022

DATE	AMOUNT

177060

1826

PAY
AMOUNT
OF

Two hundred fifty and 00/100

DOLLARS

CHECK
AMOUNT

DATE	TO THE ORDER OF	DESCRIPTION	CHECK NUMBER	CHECK AMOUNT
<i>10/15/81</i>	<i>S.D. Public Utilities Commission</i>	<i>Q. Filing Fee</i>	<i>1826</i>	<i>\$ 250.00</i>

STERLING NATIONAL BANK
425 PARK AVENUE
NEW YORK, NY 10022

George C. Klein

⑈001826⑈ ⑆02600773⑆ 03 171980⑈01

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of October 18, 2001 through October 24, 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

TELECOMMUNICATIONS

TC01-162 In the Matter of the Application of QX Telecom LLC for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

QX Telecom LLC is seeking a Certificate of Authority to provide interexchange telecommunication services in South Dakota. The applicant intends to provide facilities-based and resold interexchange telecommunications services to both residential and business class customers throughout the State of South Dakota.

Staff Analyst: Keith Senger
Staff Attorney: Kelly Frazier
Date Docketed: 10/18/01
Intervention Deadline: 11/09/01

TC01-163 In the Matter of the Application of BAK Communications, LLC for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

BAK Communications, LLC has filed an application for a Certificate of Authority to provide resold interexchange telecommunications services in South Dakota. The applicant intends to offer 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services, travel card services, and pre-paid calling card service throughout South Dakota.

Staff Analyst: Michele Farris
Staff Attorney: Kelly Frazier
Date Docketed: 10/24/01
Intervention Deadline: 11/09/01

You may receive this listing and other PUC publications via our website or via internet e-mail. You may subscribe or unsubscribe to the PUC mailing lists at <http://www.state.sd.us/puc/>



American Contractors Indemnity Company

9841 Airport Boulevard, 9th Floor, Los Angeles, CA 90045
(310) 649-0990 Fax (310) 645-9274

February 25, 2002

Keith Senger
State Capitol Bldg
500 E. Capitol Avenue
Pierre, SD 57501

RECEIVED

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

FAX Received FEB 25 2002

Re: OX Telecom

Dear Keith,

Attached you will find the original telecommunication bond for the above principal

Should you have any questions regarding this bond I can be reached at 310-242-6263 Or
you may contact the insurance agent Jim Smith at 623-362-0601

Thank you!

Jennifer Wayne
Commercial Director

INDEMNITY BOND
to the
PEOPLE OF THE STATE OF SOUTH DAKOTA

Bond No. 597596

We, QX Telecom, LLC, the Principal and Applicant for a CERTIFICATE OF AUTHORITY to resell long distance telecommunications services within the State of South Dakota, and American Contractors Indemnity Company, as an admitted surety insurer, bind ourselves unto the Public Service Commission of the State of South Dakota and the consumers of South Dakota as Obligees, in the sum of \$25,000 00

The conditions of the obligation are such that the Principal, having been granted such CERTIFICATE OF AUTHORITY subject to the provision that said Principal purchase this Indemnity Bond, and if said Principal shall in all respects fully and faithfully comply with all applicable provisions of South Dakota State Law, and reimburse customers of QX Telecom, LLC for any prepayment or deposits they have made which may be unable or willing to return to said customers as a result of insolvency or other business failure, then this obligation shall be void, discharged and forever exonerated, otherwise to remain in full force and effect.

This bond shall take effect as of the date hereon and shall remain in force and effect until the surety is released from liability by the written order of the Public Service Commission, provided that the surety may cancel this Bond and be relieved of further liability hereunder by delivering thirty (30) days written notice to the Public Service Commission. Such cancellation shall not affect any liability incurred or accrued hereunder prior to the termination of said thirty (30) day period.

Dated this 21st day of February, 2002.
To be effective this 21st day of February, 2002.

QX Telecom, LLC

By: 

Eddie Meehan, Managing Member

Countersigned this 25TH day of
February, 2002.

Countersigned for South Dakota

By: 

PATRICK E. WOOD, South Dakota Resident Agent

American Contractors
Indemnity Company

By: 

James L. Smith, Attorney-in-Fact



American Contractors Indemnity Company

9841 Airport Blvd., 9th Floor Los Angeles, California 90045

01-7211

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That American Contractors Indemnity Company of the State of California, a California corporation does hereby appoint

JAMES L. SMITH

Its true and lawful Attorney(s)-in-Fact, with full authority to execute on its behalf bonds, undertakings, recognizances and other contracts of indemnity and writings obligatory in the nature thereof, issued in the course of its business and to bind the Company thereto, in an Amount not to exceed \$ 750,000.00. This Power of Attorney shall expire without further action on January 16, 2003.

This Power of Attorney is granted and is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of AMERICAN CONTRACTORS INDEMNITY COMPANY at a meeting duly called and held on the 6th day of December, 1990.

"RESOLVED that the Chief Executive Officer, President or any Vice President, Executive Vice President, Secretary or Assistant Secretary shall have the power and authority

1. To appoint Attorney(s)-in-Fact and to authorize them to execute on behalf of the Company, and attach the seal of the Company thereon, bonds and undertakings, contracts of indemnity and other writings obligatory in the nature thereof and
2. To remove, at any time, any such Attorney-in-fact and revoke the authority given

RESOLVED FURTHER, that the signatures of such officers and the seal of the Company may be affixed to any such Power of Attorney or certificate relating thereto by facsimile, and any such Power of Attorney or certificate bearing such facsimile signatures or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by facsimile signatures and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached."

IN WITNESS WHEREOF, American Contractors Indemnity Company has caused its seal to be affixed hereto and executed by its Senior Vice President on the 8th day of November, 2001.



AMERICAN CONTRACTORS INDEMNITY COMPANY

By: [Signature]
Leon B. Back Jr., Senior Vice President

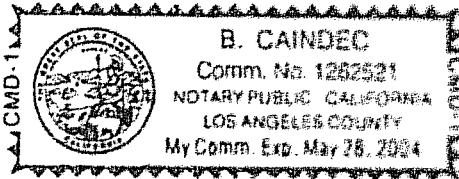
STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

§
§

On this 8th day of November, 2001, before me personally came Leon B. Back Jr., Senior Vice President of American Contractors Indemnity Company, to me personally known to be the individual and officer described herein, and acknowledged that he executed the foregoing instrument and affixed the seal of said corporation thereto by authority of his office.

WITNESS my hand and official seal

[Signature]
Notary



I, JAMES H. FERGUSON, Corporate Secretary of American Contractors Indemnity Company, do hereby certify that the Power of Attorney and the resolution adopted by the Board of Directors of said Company as set forth above, are true and correct statements thereof and that neither the said Power of Attorney nor the resolution have been revoked and they are now in full force and effect.

IN WITNESS HEREOF, I have hereunto set my hand this 21st day of February, 2002

Bond No. 597596

Agency No. 5312

[Signature]
JAMES H. FERGUSON, Corporate Secretary

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
QX TELECOM LLC FOR A CERTIFICATE OF)	CERTIFICATE OF
AUTHORITY TO PROVIDE INTEREXCHANGE)	AUTHORITY
TELECOMMUNICATIONS SERVICES IN)	
SOUTH DAKOTA)	TC01-162

On October 18, 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 QX Telecom LLC (QX Telecom).

QX Telecom proposes to offer interexchange telecommunications services including prepaid calling cards throughout South Dakota. A proposed tariff was filed by QX Telecom. The Commission has classified long distance service as fully competitive

On October 25, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of November 9, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its March 28, 2002, meeting, the Commission considered QX Telecom's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to a continuous \$25,000 surety bond. Commission Staff further recommended a waiver of ARSD 20:10:24:02(8).

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission finds that QX Telecom has met the legal requirements established for the granting of a certificate of authority. QX Telecom has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. Further, the Commission finds that there is good cause to waive ARSD 20:10:24:02(8). The Commission approves QX Telecom's application for a certificate of authority, subject to a continuous \$25,000 surety bond. As the Commission's final decision in this matter, it is therefore

ORDERED, that QX Telecom's application for a certificate of authority is hereby granted, subject to a continuous \$25,000 surety bond. It is

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

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

Dated at Pierre, South Dakota, this 4th day of April, 2002

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 Alaine Kolbo

Date: 4/8/02

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Robert K. Sahr
ROBERT K. SAHR, 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 the date of the
Order Granting Certificate of Authority
Docket No. TC01-162

This is to certify that

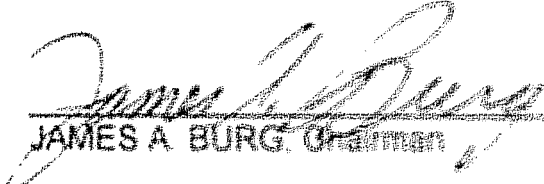
QX TELECOM LLC

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 4th day of April, 2002

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



JAMES A. BURG, Chairman



PAM NELSON, Commissioner



ROBERT K. SAHR, Commissioner

