

DOCKET NO. _____

IN THE MATTER OF THE
APPLICATION OF GOLD LINE
TELEMANAGEMENT INC. FOR A
CERTIFICATE OF AUTHORITY TO
PROVIDE INTEREXCHANGE
TELECOMMUNICATIONS SERVICES IN
SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

MEMORANDA

Withdrawal of Application;
Application for Certificate of Authority;
Application for Certificate of Authority;
Application for Certificate of Authority;
Application for Certificate of Authority;
Application for Certificate of Authority;

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

Also Admitted in New York
 and Maryland

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

December 28, 2001

VIA OVERNIGHT DELIVERY

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

RECEIVED

DEC 31 2001

SOUTH DAKOTA PUBLIC
 UTILITIES COMMISSION

Re: Gold Line Telemangement Inc.

Dear Mr. Bullard:

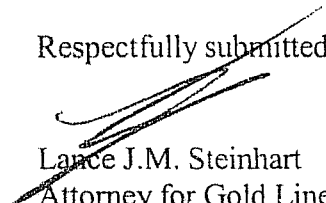
Enclosed please find one original and ten (10) copies of Gold Line Telemangement Inc.'s Application for Registration of a Telecommunications Company.

APPLICANT HAS ALSO ENCLOSED ONE COPY OF FINANCIAL STATEMENTS IN A SEPARATE ENVELOPE MARKED "CONFIDENTIAL AND PROPRIETARY" AND RESPECTFULLY REQUESTS CONFIDENTIAL TREATMENT OF THE ENCLOSED FINANCIAL INFORMATION. APPLICANT EXPECTS THAT THIS INFORMATION WILL BE RESTRICTED TO COUNSEL, AGENTS AND EMPLOYEES WHO ARE SPECIFICALLY ASSIGNED TO THIS APPLICATION BY THE COMMISSION.

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 Gold Line Telemangement Inc.

Enclosures

cc: Shala Yazdani

APPLICATION FOR REGISTRATION
 OF GOLD LINE TELEMAGEMENT INC.
 FILED WITH THE
 SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

IN THE MATTER OF THE)
 APPLICATION OF)
 GOLD LINE TELEMAGEMENT INC.)
)
 FOR AN ORDER) Docket No.
 AUTHORIZING THE REGISTRATION)
 OF APPLICANT AS A)
 TELECOMMUNICATIONS COMPANY)

APPLICATION

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

1. Name, Address and Telephone Number of Applicant:
 Gold Line Telemagement Inc.
 180 West Beaver Creek Road
 Richmond Hill, Ontario L4B 1B4 Canada
 Telephone: (905) 709-6922
 Toll-Free Customer Service: (800) 803-4410

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

Gold Line Telemagement Inc.

I. Applicant's corporate information:

Applicant was organized in Ontario, Canada on June 10, 1993.

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
Aca Moeini 180 West Beaver Creek Road Richmond Hill, Ontario L4B 1B4 Canada	100	100%

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

1. Partnership Information:

Not Applicable.

2. 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.

3. 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 MCI, AT&T, Sprint and Quest, 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.

4. Geographic Areas in which services will be offered:

Applicant intends to provide services on a statewide basis.

5. 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 marked and filed as "Confidential" under separate cover, 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:

Carmine Tucci, National Sales Director
180 West Beaver Creek Road
Richmond Hill, Ontario L4B 1B4 Canada
Telephone: (905) 709-6922
Facsimile: (905) 709-6901
E-Mail: shala@goldline.net

All inquiries regarding complaints should be addressed to:

Mana Shafai, Vice President of Operations
180 West Beaver Creek Road
Richmond Hill, Ontario L4B 1B4 Canada
Telephone: (905) 709-6922; (800) 803-4410 (toll-free)
Facsimile: (905) 709-6901
E-Mail: mana@goldline.net

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

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 Colorado, Indiana, Iowa, Michigan, Montana, New Jersey, Texas, Utah, Virginia and Wyoming.

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

11. Description of Marketing

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

Applicant will market through direct sales by employees and agents. Applicant does not intend to engage in multi-level 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:

1359 2 9370

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 27 day of Dec, 2001.

Gold Line Telemanagement Inc.

By: 
Lance J.M. Steinhardt, its Counsel

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

State of Ontario

County of Ontario

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



Neda Moeini
Senior Vice President

Subscribed and sworn to before this 6 day of December, 2001.

Notary Public

My Commission expires: No Expiry

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

For Ministry Use Only
 1999 Annual Corporation
 Ministry of
 Consumer and
 Commercial
 Ontario Relations
CERTIFICATE
 This is to certify that these
 articles are effective on



Ministère de
 la Consommation
 et du Commerce
CERTIFICAT
 Ceci certifie que les présents
 articles entrent en vigueur le

Ontario Corporation Number
 Numéro de la compagnie en Ontario
1032798

JUNE 10 1993

Sam D. Lin

Director - Directeur
 Business Corporations Act / Loi de sur les compagnies

Form 1
 A
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**ARTICLES OF INCORPORATION
 STATUTS CONSTITUTIFS**

Form 1
 Business
 Corporations
 Act
 1982
 Formule
 numéro 1
 Loi de 1982
 sur les
 compagnies

1. The name of the corporation is: **Dénomination sociale de la compagnie**
1032798 **ONTARIO LINIC**

2. The address of the registered office is: **Adresse du siège social**
43 John Stiver Crescent
 (Street & Number or R.R. Number & Post Office)
 (Rue et numéro ou numéro de la R.R. et le bureau de poste)
Unionville
 (Name of Municipality or Post Office)
 (Nom de la municipalité ou du bureau de poste)

Unionville in the **Regional Municipality of York**
 (Name of Municipality or Locality) (dans le) (Nom de la municipalité ou du canton) (dans le) (Nom de la municipalité ou du canton)

3. Number (or minimum and maximum number) of directors is:
 minimum of one (1) & maximum of five (5)

4. The first director(s) is/are
 First name, initials and surname
 Prénom, initiales et nom de famille
ATAOLLAH MOEINI-KORBKANDI
 Residence address, giving street & No. or R.R. No. & municipality and postal code.
 Adresse personnelle, y compris le rue et le numéro, le numéro de la R.R. ou le nom de la municipalité et le code postal
**43 John Stiver Crescent
 Unionville, Ontario
 L3R 9B1**

5 Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise

LIMITS IN THE BUSINESS THE CORPORATION MAY CARRY ON OR ON POWERS THE CORPORATION MAY EXERCISE

None

6 The classes and any maximum number of shares that the corporation is authorized to issue

CLASSIFICATION OF SHARES AND THE NUMBER OF SHARES AUTHORIZED TO BE ISSUED BY THE CORPORATION

Unlimited number of common shares.

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series

None

None

6 The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émision, le transfert ou la propriété de actions est/sont pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the Corporation shall be restricted in that no shares or shares of the Corporation shall be transferred or allotted without either:

- (i) The written, executed approval of all of the Directors of the Corporation; and
- (ii) The approval of all of shareholders of the common shares of the Corporation for the time being outstanding expressed by resolution passed at a meeting of the shareholders of such common shares or by instrument or instruments in writing signed by the shareholders of all of the common shares.

10 The names and addresses of the incorporators are:

Name of address and telephone

First name, initials and surname of incorporator name
Profession, address of home or family or communication
office

Full residential address or business or communication office or principal place of business giving street or lot or P.M. No., municipality and postal code.
Address furnished in duplicate, original for filing with the address file and communication purposes, a duplicate for use in the records in relation to the P.M. No. and in the communication file of each party.

ATAOLLAH MOEINI-KORBEXANDI

43 John Silver Crescent,
Unionville, Ontario
L3R 9R1

These entries are signed in duplicate.

LES SIGNATURES SONT EN DOUBLE EXEMPLAIRE

Signature of incorporator
Signature of incorporator

ATAOLLAH MOEINI-KORBEXANDI

Registration
under the Business Names Act - Corporations

Enregistrement

en vertu de la Loi sur les noms commerciaux (Personnes morales)

Print clearly in CAPITAL LETTERS / Écrivez clairement en LETTRES MAJUSCULES

1 Registration Type
Type d'enregistrement

A New
Nouvel

<p><input type="checkbox"/> Renewal Rensouvenement</p> <p><input type="checkbox"/> Amendment Modification</p> <p><input type="checkbox"/> Cancellation Radiation</p>	<p><input type="checkbox"/> B, C or D over "Business Identification No. (BIN)" En cas de B, C ou D, entrez "Le n° d'identification de l'entreprise"</p> <p><small>(Include date of last day of month/year/month/year Incluez la date du 31^e jour du mois/année/mois/année)</small></p>
--	---

2 Business or Identification Name / Nom commercial ou d'identification

Gold line

3 Mailing
Address
Adresse
Postale

Street Number / N° unique

Street Name / Nom de la rue

Street No. / Numéro n°

12

Jane st.

City/Town / Ville

Province

County / Comté

Postal Code / Code postal

Thornhill

Ont

L4J7K3

4 Business address in Ontario

Adresse commerciale en Ontario

Street Number / N° unique

Street Name / Nom de la rue

Street No. / Numéro n°

12

Jane st.

City/Town / Ville

Province

Ontario

Street No. / Numéro n°

Thornhill

L4J7K3

5 Date of first use of Name

Date de la première utilisation de la dénomination

Year/Month/Day
Année/Mois/Jour

12 Nov 94

6 Give a Brief description of the ACTIVITY being carried out under the business/identification name.

Résumez brièvement le genre d'ACTIVITÉ exercée sous le nom commercial ou d'identification.

Telecommunication Service

7 Corporation Name / Personne morale

1032798 Ontario Inc. +/A Gold line

8 Ontario corporation number / Numéro de la personne morale de l'Ontario

1032798

9 Jurisdiction in which the corporation was incorporated / Le territoire de compétence où la personne morale a été constituée

Ontario

10 Address of Head or Registered Office of the corporation / Adresse du siège social ou bureau enregistré de la personne morale

Street Number / N° unique

Street Name / Nom de la rue

Street No. / Numéro n°

(~~12~~) 12

Jane St.

City/Town / Ville

Province

Ont

County / Comté

Street No. / Numéro n°

Thornhill

L4J7K3

11 Name of Signing Officer

Nom du signataire

Last name / Nom de famille

MOEINI

First name / Prénom

NEDA

Business name / N° personnel

12 Signature of authorized signing officer
Signature du signataire autorisé

X



<p>BIN : 941364416</p> <p>NAME : GOLD LINE</p> <p>REG'D : 1994-11-18</p> <p>EXPIRY : 1999-11-18</p>

under the Business Names Act - Corporations
Enregistrement
en vertu de la Loi sur les noms commerciaux (Personnes morales)

Print clearly in CAPITAL LETTERS / Écrivez clairement en LETTRES MAJUSCULES

1. Registration Type
Type d'enregistrement

REG NO	941364416	B, U or O enter "Business Identification Number" SI est de B, U ou O, entrer "Le n° d'identification de l'entreprise"	Protect your right of name from being used by others. Protégez votre droit de nom commercial de l'être utilisé par d'autres.	
A	New Nouvel	B Renewal Renouvellement	C <input checked="" type="checkbox"/> Amendment Modification	D Corporation Réorganisation

2. Business or Identification Name / Nom commercial ou d'identification

GOLD LINE

3. Mailing
Address
Adresse
Postale

Street Number / N° de rue	Street Name / Nom de la rue	Province	County / Comté	Postal Code / Code postal
12	JANE STREET	ONTARIO		L4J 7K3
City/Town / Ville				
THORNHILL				

4. Business address in Ontario
Adresse commerciale en Ontario

Street Number / N° de rue	Street Name / Nom de la rue	Province	County / Comté	Postal Code / Code postal
12	JANE STREET	Ontario		L4J 7K3
City/Town / Ville				
THORNHILL				

5. Date of first use of Name.
Date de la première utilisation de la dénomination.

Year/Month/Day
Année/Mois/Jour 94/11/13

6. Give a Brief description of the ACTIVITY being carried out under the business/identification name.
Résumez brièvement la genre d'ACTIVITÉ exercée sous le nom commercial ou d'identification.

TELECOMMUNICATION SERVICE

7. Corporation Name / Personne morale

GOLD LINE TELEMAGEMENT INC.

8. Ontario corporation number/Numéro de la personne morale de l'Ontario

1032798

9. Jurisdiction in which the corporation was incorporated/Le territoire de compétence où la personne morale a été constituée

ONTARIO

10. Address of Head or Registered Office of the corporation/Adresse du siège social ou bureau enregistré de la personne morale

Street Number / N° de rue	Street Name / Nom de la rue	Province	Country / Pays	Postal Code / Code postal
12	JANE STREET	ONTARIO	CANADA	L4J 7K3
City/Town / Ville				
THORNHILL				

11. Name of Signing Officer
Nom du signataire

Last name
Nom de famille MOEINI-KORBKANDI (a.k.a. MOEINI)

First name
Prénom NEDA

12. Signature of authorized signing officer
Signature du signataire autorisé

X 

BIN	941364416
NAME	GOLD LINE
REG. N.	1995-07-14

Ontario Corporation Number
Numéro de la compagnie en Ontario
1012798

CERTIFICATE
This is to certify that these
articles are effective on

JULY 14 JUILLET, 1999

em. D. Hill
Director / Directeur
Business Corporations Act / Loi de sur les compagnies



ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION

Form 8
Business
Corporations
Act
Formula
numéro 3
Loi
sur les
compagnies

1. The present name of the corporation is: Dénomination sociale actuelle de la compagnie

1 0 3 2 7 9 8 O N T A R I O I N C .

2. The name of the corporation is changed to (if applicable): Nouvelle dénomination sociale de la compagnie (le cas échéant)

G O L D L I N E T E L E M A N A G E M E N T I N C .

3. Date of incorporation/amalgamation: Date de la constitution ou de la fusion

10/06/93

4. The articles of the corporation are amended as follows: Les statuts de la compagnie sont modifiés de la façon suivante

THAT the Articles of Incorporation be and they are hereby amended to change the name of the corporation to GOLD LINE TELEMANAGEMENT INC.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément à l'article 168 et, s'il y a lieu, à l'article 170 de la Loi sur les compagnies.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les résolutions autorisant la modification ont été approuvées par les actionnaires/directeurs (selon le cas applicable) de la corporation le

07/07/95

(Date signed)
(Date signée)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

1011706 ONTARIO INC.

By: Per

Ataollah Nozari-Kordestani
i.e. Ataollah Nozari - President

President

DIRECTOR'S SPECIAL RESOLUTION
OF
1032798 ONTARIO INC.

WE, the undersigned, being the directors of 1032798 Ontario Inc. (hereinafter referred to as the "Corporation"), do hereby consent to the following resolutions of the Corporation as evidenced by our signatures hereafter in accordance with the Ontario Business Corporations Act this 7th day of July, 1995.

WHEREAS the Corporation was incorporated by Articles of Incorporation on June 10, 1993;

AND WHEREAS it is considered necessary and expedient in the interests of the Corporation to amend its Articles of Incorporation as hereinafter provided;

CHANGE OF NAME

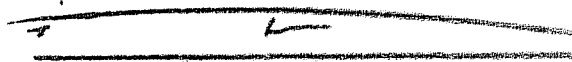
NOW THEREFORE BE IT RESOLVED:


1. THAT the Articles of Incorporation be and they are hereby amended to change the name of the corporation to **GOLD LINE TELEMANAGEMENT INC.**
2. THAT upon the Articles of Amendment having become effective in accordance with the provisions of the Ontario Business Corporations Act the Articles of Incorporation are amended accordingly.
3. THAT the officers of the Corporation be and they are hereby authorized for and on behalf of the Corporation to execute and deliver the said Articles of Amendment and all such other documents and instruments and do such acts and things as may be requisite to give full effect to the resolution.

4. THAT the Secretary of the Corporation be and he is hereby authorized for and on behalf of the Corporation specifically to:

- (i) file a Notice of Change under the Corporations Information Act;
- (ii) order a new corporate seal for the Corporation and prepare the necessary Directors Resolutions adopting the new corporate seal of the Corporation; and
- (iii) prepare new Share Certificates for all of the issued shares in the capital of the Corporation.

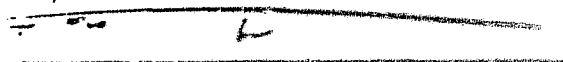
AND WE, the directors of the Corporation, have signed.



Atzollah Moeini-Korbekandi
(a.k.a. Ataollah Moeini)


Neda Moeini-Korbekandi
(a.k.a. Neda Moeini)

WE, the undersigned, being the shareholders of 1032796 Ontario Inc., do hereby consent to and confirm the foregoing Change of Name resolution of the Corporation as evidenced by our signatures hereafter in accordance with the Ontario Business Corporations Act this 7th day of July, 1995.

AND WE, the shareholder, of the Corporation, have signed.


Ataollah Moeini-Korbekandi
(a.k.a. Ataollah Moeini)


Neda Moeini-Korbekandi
(a.k.a. Neda Moeini)

Registration
under the Business Names Act - Corporations
Enregistrement
en vertu de la Loi sur les noms commerciaux (Personnes morales)

Print clearly in CAPITAL LETTERS / Écrivez clairement en LETTRES MAJUSCULES

Registration Type
Type d'enregistrement

<input type="checkbox"/> BIN	<input type="checkbox"/> Part 1 of the Act
<input type="checkbox"/> REG	<input type="checkbox"/> Part 2 of the Act
<input type="checkbox"/> Other	<input type="checkbox"/> Other

Business or Corporation Name / Nom commercial ou d'entreprise

GOLD LINE PAGING

8500 LESLIE ST

THORNHILL

ONT CANADA L3T 7M1

Street Address / Adresse

Street Number / N° de rue

12

Street Name / Nom de la rue

JANE ST

City/Town / Ville

THORNHILL

Ontario

Postal Code / Code postal

L4J 1K3

Date of Registration / Date d'enregistrement

APR 14 1996

PAGER SALES & CUSTOMER SERVICE

Corporation Name / Nom de la société

GOLD LINE TELEMANAGEMENT INC.

Ontario corporation number / Numéro de la société enregistrée en Ontario

1032798

Jurisdiction in which the corporation was incorporated / La province de la province où la société a été incorporée

ONTARIO

Address of Head or Registered Office of the corporation / Adresse de l'adresse de la société

Street Number / N° de rue

12

Street Name / Nom de la rue

JANE ST

City/Town / Ville

THORNHILL

ONT

CANADA

L4J 1K3

Name of Signing Officer / Nom du signataire

MOEINI

NEDA

Signature of authorized signing officer / Signature de l'agent autorisé

X 

REGISTRATION NUMBER / NUMÉRO D'ENREGISTREMENT

BIN...: 940327084
 NAME...: GOLD LINE
 REG'D N...: 1996-04-14
 EXPIRY...: 2001-04-14

EXHIBIT B - CERTIFICATE OF AUTHORITY

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

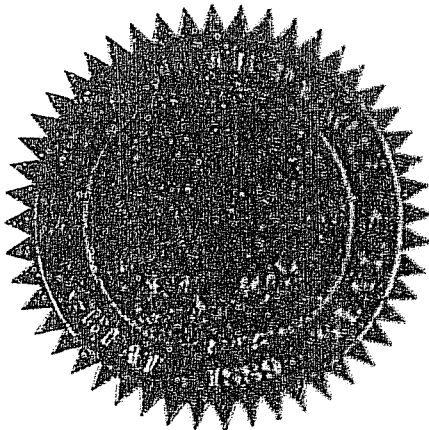
Certificate of Authority

ORGANIZATIONAL ID #: FB025805

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this December 21, 2001.



Joyce Hazeltine
Secretary of State

EXHIBIT C - MARKETING MATERIAL
Not Available

EXHIBIT D - FINANCIAL INFORMATION

EXHIBIT E - PROPOSED TARIFF

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Gold Line Telemagement Inc. ("Gold Line"), with principal offices at 180 West Beaver Creek Road, Richmond Hill, Ontario L4B 1B4 Canada. 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: January 2, 2002

EFFECTIVE: 2001

ISSUED BY: Ellie Nejati, Director of Provisioning
 180 West Beaver Creek Road
 Richmond Hill, Ontario L4B 1B4 Canada

GOLD LINE TELEMAGEMENT INC.

ORIGINAL SHEET 1

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

RESERVED FOR FUTURE USE

ISSUED: January 2, 2002

EFFECTIVE: 1/2/02

ISSUED BY: Ellie Nejati, Director of Provisioning

180 West Beaver Creek Road

Richmond Hill, Ontario L4B 1B4 Canada

TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

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

<u>SHEET</u>	<u>REVISION</u>
1	Original
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30	Original
31	Original
32	Original

* New or Revised Sheet

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TELECOMMUNICATIONS SERVICES TARIFF

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TARIFF FORMAT

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

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

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

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

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

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SYMBOLS

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

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

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TELECOMMUNICATIONS SERVICES TARIFFSECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

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

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

Company or Gold Line - Used throughout this tariff to mean Gold Line Telemagement Inc., a Canadian Corporation.

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

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

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

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

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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.

SOUTH DAKOTA PUC TARIFF NO. 1
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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- 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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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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- 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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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.

TELECOMMUNICATIONS SERVICES TARIFF

- 2.5.2 Without incurring liability, the Company may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.
- 2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon thirty (30) days written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

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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.

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

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TELECOMMUNICATIONS SERVICES TARIFF**2.11 Collection Costs**

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

2.12 Taxes

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

2.13 Late Charge

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

2.14 Returned Check Charge

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

2.15 Reconnection Charge

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

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

3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.

3.1.2 Where mileage bands appear in a rate table, rates for all calls are based upon the airline distance between the originating and terminating points of the call, as determined by the vertical and horizontal coordinates associated with the exchange (the area code and three digit central office code) associated with the originating and terminating telephone numbers. If the Customer obtains access to the Company's network by a dedicated access circuit, that circuit will be assigned an exchange for rating purposes based upon the Customer's main telephone number at the location where the dedicated access circuit terminates. The vertical and horizontal (V & H) coordinates for each exchange and the airline distance between them will be determined according to industry standards.

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

3.2 Customer Complaints and/or Billing Disputes

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

180 West Beaver Creek Road
Richmond Hill, Ontario L4B 1B4 Canada
(800) 803-4410

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

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

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

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

3.3 Level of Service

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

3.4 Billing Entity Conditions

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

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TELECOMMUNICATIONS SERVICES TARIFF3.5 Service Offerings

3.5.1 1+ Dialing

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

3.5.2 Travel Cards

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

3.5.3 800 Service (Toll-Free)

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

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TELECOMMUNICATIONS SERVICES TARIFF

1.5.4 Company Prepaid Calling Cards

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

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

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

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

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

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

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

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

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

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1.5.5 Directory Assistance.

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

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3.5.6 Specialized Pricing Arrangements.

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

3.5.7 Emergency Call Handling Procedures

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

3.5.8 Promotional Offerings

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

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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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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	\$.049	Per Telecom Unit
I	\$.05	Per Telecom Unit
J	\$.059	Per Telecom Unit
K	\$.06	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
FF	\$.07	Per Telecom Unit

A \$.99 per call service charge applies.

A one-time maintenance fee of \$1.00 applies after the 1st call.

ISSUED: January 2, 2002

EFFECTIVE: , 2002

ISSUED BY: Ellie Nejati, Director of Provisioning

180 West Beaver Creek Road

Richmond Hill, Ontario L4B 1M4 Canada

GOLD LINE TELEMAGEMENT INC.

ORIGINAL SHEET 11

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

4.5 Directory Assistance

\$.95

4.6 Returned Check Charge

\$20.00

ISSUED: January 2, 2002

EFFECTIVE: 2002

ISSUED BY: Ellie Nejati, Director of Provisioning
180 West Beaver Creek Road
Richmond Hill, Ontario L4B 1B4 Canada

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			
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 Surcharges

A dial around surcharge of \$0.50 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 "PIC" applies on a monthly basis to all Customer monthly bills at the prevailing rate.

ISSUED: January 2, 2002

EFFECTIVE: 1/1/2002

ISSUED BY: Ellie Nejati, Director of Provisioning

180 West Beaver Creek Road

Richmond Hill, Ontario L4B 1B1 Canada

CONFIDENTIAL

[1]

GOLD LINE TELEMAGEMENT INC.
180 WEST BEAVER CREEK RD.
RICHMOND HILL, ONTARIO L4B 1B4

0225

3 Dec 2001
DATE

PAY
to
the
order
of

Two hundred & fifty Only

US FUNDS DOLLARS

\$ 250⁰⁰/₁₀₀

South Dakota Public Utilities Commission



GOLD LINE TELEMAGEMENT INC.



ROYAL BANK OF CANADA
HWY 404 & HWY 7 BRANCH
260 EAST BEAVER CREEK RD
RICHMOND HILL ON L4B 3M3

PER

[Signature]

⑈000225⑈ ⑆06032⑈003⑆ 400⑈286⑈⑆⑈

South Dakota Public Utilities Commission

WEEKLY FILINGS

For the Period of December 27, 2001 through January 2, 2002

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

NATURAL GAS

NG01-012 In the Matter of the Filing by MidAmerican Energy Company for Approval of its 2001 Economic Development Report and its 2002 Economic Development Plan.

On December 28, 2001, the Commission received a filing from MidAmerican Energy Company pursuant to Docket NG95-019 requesting: (1) approval of its 2001 economic development report, and (2) approval of its 2002 economic development budget.

Staff Analyst: Heather Forney
Staff Attorney: Kelly Frazier
Date Docketed: 12/28/01
Intervention Deadline: 01/18/02

TELECOMMUNICATIONS

TC01-196 In the Matter of the Application of Gold Line Telemanagement Inc. for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

Gold Line Telemanagement Inc. has filed an application for a Certificate of Authority to provide resold interexchange services in South Dakota. The applicant proposes to resell 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services, travel card service, and prepaid calling card service.

Staff Analyst: Michele Farris
Staff Attorney: Kelly Frazier
Date Docketed: 12/31/01
Intervention Deadline: 01/18/02

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You may subscribe or unsubscribe to the PUC mailing lists at <http://www.state.sd.us/puc>

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

**IN THE MATTER OF THE APPLICATION OF)
GOLD LINE TELEMAGEMENT INC. FOR A)
CERTIFICATE OF AUTHORITY TO PROVIDE)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES IN SOUTH DAKOTA)**

**ORDER DENYING
CERTIFICATE OF
AUTHORITY**

TC01-196

On December 31, 2001, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for a certificate of authority from Gold Line Telemagement Inc. (Gold Line).

Gold Line proposes to resell 1+ and 101XXXX outbound dialing, 800/888 toll-free inbound dialing, directory assistance, data services, travel card service and prepaid calling card service. The Commission has classified long distance service as fully competitive.

On January 3, 2002, the Commission electronically transmitted notice of the filing and the intervention deadline of January 18, 2002, to interested individuals and entities. No petitions to intervene or comments were filed. At its regularly scheduled August 15, 2002, meeting, the Commission considered Gold Line's request for a certificate of authority. Commission Staff recommended denying the certificate of authority and closing the docket as Gold Line has not responded to correspondence from Staff.

The Commission finds that it has jurisdiction over this matter pursuant to Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission finds that Gold Line has not met the legal requirements established for the granting of a certificate of authority. Gold Line has not, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. The Commission voted to deny Gold Line's application for a certificate of authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that Gold Line's application for a certificate of authority is hereby denied.

Dated at Pierre, South Dakota, this 29th day of August, 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	<u>Tim Doughter</u>
Date	<u>8-29-02</u>
(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

John Smith
John Smith

RECEIVED

AUG 29 2002

Lance J. M. Steinhart, P.C.
Attorney At Law
1720 Windward Concourse
Suite 250
Alpharetta, Georgia 30005

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Telephone: (770) 232-9200
Facsimile: (770) 232-9206

Also admitted in New York
and Maryland

August 9, 2002

VIA OVERNIGHT DELIVERY

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

RECEIVED

AUG 12 2002

Re: Gold Line Telemanagement Inc.
Docket No. TC01-196

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

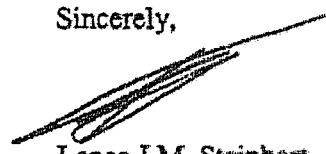
Dear Mr. Bullard:

On behalf of the above-referenced company, I would like to withdraw the Application for a Certificate of Authority to Provide Interexchange Telecommunications Services in the State of South Dakota.

I have also enclosed a copy of this cover letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,



Lance J.M. Steinhart
Attorney for Gold Line Telemanagement Inc.

cc: Shala Yazdani

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

IN THE MATTER OF THE APPLICATION OF)	ORDER RESCINDING
GOLD LINE TELEMAGEMENT INC. FOR A)	ORDER AND GRANTING
CERTIFICATE OF AUTHORITY TO PROVIDE)	WITHDRAWAL OF
INTEREXCHANGE TELECOMMUNICATIONS)	APPLICATION
SERVICES IN SOUTH DAKOTA)	TC01-196

On December 31, 2001, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for a certificate of authority from Gold Line Telemagement Inc. (Gold Line) to provide interexchange (long distance) telecommunications services in South Dakota. The Commission has classified long distance service as fully competitive.

On January 3, 2002, the Commission electronically transmitted notice of the filing and the intervention deadline of January 18, 2002, to interested individuals and entities. No petitions to intervene or comments were filed. At its regularly scheduled August 15, 2002, meeting, the Commission considered Gold Line's request for a certificate of authority. Commission Staff recommended denying the certificate of authority and closing the docket as Gold Line had not responded to correspondence from Staff.

After the Commission voted to deny Gold Line's application, Staff received a letter from the Company dated August 9, 2002, requesting that its application be withdrawn. Based on this letter, Staff brought the docket back before the Commission requesting that the Commission reconsider its previous Order and issue an Order rescinding the previous Order and permitting Gold Line to withdraw its application.

At its regularly scheduled September 5, 2002, meeting, the Commission reconsidered this matter.

The Commission finds that it has jurisdiction over this matter pursuant to Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission found that Gold Line's request to withdraw its request for a certificate of authority is reasonable and closed the docket. It is therefore

ORDERED, that the Commission's original Order issued in this docket on August 29, 2002, is rescinded and shall be of no further force and effect; and it is further

ORDERED, that Gold Line shall be permitted to withdraw its request for a certificate of authority; and it is further

ORDERED, that this docket is closed.

Dated at Pierre, South Dakota, this 18th day of September, 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: *Alvina Kalbo*

Date: 9/20/02

(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