

TC02-038

KC/H7

TC02-038

DOCKET NO. _____

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

Public Utilities Commission of the State of South Dakota

DATE	MEMORANDA
4/15 02	Filed and Docketed;
4/18 02	Weekly Filing;
6/19 02	Order Granting COA;
6/19 02	Docket Closed.

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

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

Authority was Granted effective June 15, 2002
Docket No. TC02-038

This is to certify that

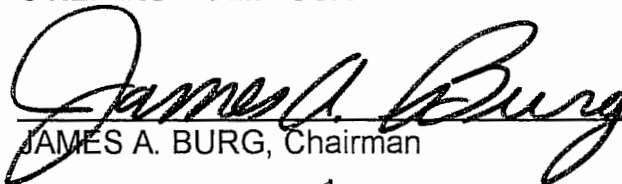
TELENATIONAL COMMUNICATIONS, INC.

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 19th day of June, 2002.

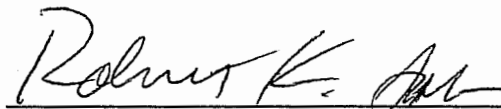
**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



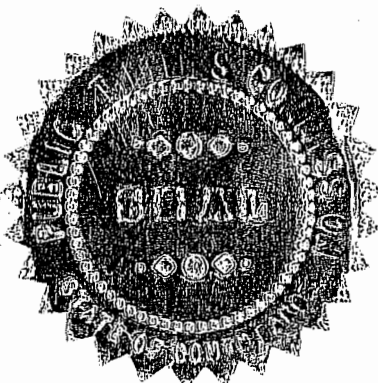
JAMES A. BURG, Chairman



PAM NELSON, Commissioner



ROBERT K. SAHR, Commissioner



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

IN THE MATTER OF THE APPLICATION OF)
TELENATIONAL COMMUNICATIONS, INC.)
FOR A CERTIFICATE OF AUTHORITY TO)
PROVIDE INTEREXCHANGE)
TELECOMMUNICATIONS SERVICES IN)
SOUTH DAKOTA)

ORDER GRANTING
CERTIFICATE OF
AUTHORITY

TC02-038

On April 15, 2002, 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 Telenational Communications, Inc. (TCI).

TCI seeks to provide direct dial outbound long distance service through Feature Group D circuits ordered by the company. A proposed tariff was filed by TCI. The Commission has classified long distance service as fully competitive.

On April 18, 2002, the Commission electronically transmitted notice of the filing and the intervention deadline of May 3, 2002, to interested individuals and entities. No petitions to intervene or comments were filed and at its June 13, 2002, meeting, the Commission considered TCI's request for a certificate of authority. Commission Staff recommended granting a certificate of authority.

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission finds that TCI has met the legal requirements established for the granting of a certificate of authority. TCI has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. The Commission approves TCI's application for a certificate of authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that TCI's application for a certificate of authority to provide interexchange telecommunications services is hereby granted, effective June 15, 2002. It is

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

Dated at Pierre, South Dakota, this 19th day of June, 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: *Belaine Koelb*

Date: 6/21/02

(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
WEEKLY FILINGS
For the Period of April 11, 2002 through April 17, 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 report. Phone: 605-773-3705 Fax: 605-773-3809

CONSUMER COMPLAINTS

CT02-010 **In the Matter of the Complaint filed by Cheryl Williams, Gregory, South Dakota, against Direct One Com.Long Distance, Paysystems.Com and Long Distance USA Regarding Unauthorized Billing for Services.**

Complainant states that when she ordered an item from NSI Diabetic Socks/Publishers Choice, the telemarketer attempted to sell her long distance service. Complainant told the telemarketer that she was not interested. On her December 2001, credit card statement, Complainant had two charges for long distance service. One of the charges was from Direct One and one charge was from Paysystems.Com. Complainant's January 2002, credit card statement reflected another charge for long distance service from Long Distance USA. Complainant states that other than the charges to her credit card statement, she has never received anything in the mail from any of the billing companies. Complainant requests that each company listed on her billing be fined \$1,000.00 as allowed under South Dakota law, and that the companies be stopped from deceiving South Dakota residents and using unethical practices to generate profits.

Staff Analyst: Mary Healy
Staff Attorney: Karen Cremer
Date Docketed: 04/11/02
Intervention Deadline: N/A

CT02-011 **In the Matter of the Complaint filed by Scott Vander Meulen, Brookings, South Dakota, against AT&T Communications of the Midwest, Inc. Regarding a Billing Dispute.**

Complainant states that the service that was offered to him by AT&T was not honored. Complainant was contacted by AT&T regarding AT&T long distance service. The representative offered Complainant a calling plan that would cost him \$12.00 per month for unlimited calls, send him a \$75.00 check, 2 \$50.00 phone cards, 4 coupons for free pizza and remove his current long distance charges. When Complainant did not pay for the unauthorized billing dispute, the account was turned over to a collection agency. Although AT&T credited \$80.29 of the charges Complainant believes that AT&T did not honor the offer that was made to him and he was signed up for a calling plan he did not agree to. Complainant requests that AT&T pay him for the remainder of the offer that he agreed to in the amount of \$159.98 plus pay him \$1,000.00 as stated in SDCL 49-31-93 for the unauthorized billing.

Staff Analyst: Mary Healy
Staff Attorney: Karen Cremer
Date Docketed: 04/15/02
Intervention Deadline: N/A

TELECOMMUNICATIONS

TC02-035 **In the Matter of the Filing for Approval of an Amendment to an Interconnection Agreement between Qwest Corporation and Midwest Wireless Communications, L.L.C. and Switch 2000 L.L.C.**

On April 12, 2002, the Commission received for approval a filing of an Amendment to the Interconnection Agreement between Midwest Wireless Communications, L.L.C. and Switch 2000 L.L.C. and Qwest Corporation. According to the parties, the agreement is a negotiated agreement and is made

in order to implement the requirements of the FCC Order on Remand and Report and Order in CC Docket Nos. 96-98 and 99-68 regarding intercarrier compensation for Internet service provider (ISP) bound traffic. Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than May 2, 2002. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest
Date Docketed: 04/12/02
Initial Comments Due: 05/02/02

TC02-036 In the Matter of the Filing for Approval of an Amendment to an Interconnection Agreement between Qwest Corporation and Rural Cellular Corporation.

On April 12, 2002, the Commission received for approval a filing of an Amendment to the Interconnection Agreement between Rural Cellular Corporation and Qwest Corporation. According to the parties, the agreement is a negotiated agreement and is made in order to add terms and conditions for SPOP in the LATA as set forth in Attachment 1 and Exhibit A attached to the amendment. Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than May 2, 2002. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest
Date Docketed: 04/12/02
Initial Comments Due: 05/02/02

TC02-037 In the Matter of the Filing for Approval of an Amendment to an Interconnection Agreement between Qwest Corporation and Sprint Communications Company L.P.

On April 12, 2002, the Commission received for approval a filing of an Amendment to the Interconnection Agreement between Sprint Communications Company L.P. and Qwest Corporation. According to the parties, the agreement is a negotiated agreement and is amended by adding terms, conditions and rates for DC Power Reduction Procedure as set forth in Attachment 1 and Exhibit A attached to the amendment. Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than May 2, 2002. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Rolayne Ailts Wiest
Date Docketed: 04/12/02
Initial Comments Due: 05/02/02

TC02-038 In the Matter of the Application of Telenational Communications, Inc. for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

Telenational Communications, Inc. (Telenational) filed an application for a Certificate of Authority to provide interexchange telecommunications services in South Dakota. Telenational intends to provide direct dial outbound long distance service through Feature Group "D" circuits ordered by the Company.

Staff Analyst: Heather Forney
Staff Attorney: Karen Cremer
Date Docketed: 04/15/02
Intervention Deadline: 05/03/02

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



April 12, 2002
Via Overnight Delivery

RECEIVED

APR 15 2002

210 N. Park Ave.
Winter Park, FL
32789

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

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

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

RE: Application of Telenational Communications, Inc., for Certificate of Authority to
Provide Intrastate Interexchange Telecommunications Services within South Dakota.

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

Dear Mr. Bullard:

Enclosed for filing are the original and ten (10) copies of the application of Telenational Communications, Inc. for a Certificate of Authority to Provide Intrastate Interexchange Telecommunications Services within South Dakota. Also enclosed please find a check in the amount of \$250 to cover the filing fee.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided. Any questions you may have pertaining to this filing may be directed to me at (407) 740-8575 or via email at mbyrnes@tminc.com. Thank you for your assistance.

Sincerely,

Monique Byrnes
Consultant to
Telenational Communications, Inc.

MB/lk

cc: Chris Canfield, Telenational
file: Telenational - SD IXC
tms: 5553SDi0200

SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

RECEIVED

APR 15 2002

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Application of)
Telenational Communications, Inc.)
for Certificate of Authority to Provide)
Intrastate Interexchange Telecommunications)
Services within South Dakota)

Docket No. _____

Pursuant to Rule 20:10:24:02 of the Commission's Telecommunications Services Rules, Telenational Communications, Inc. ("Telenational" or "Applicant") submits the following information for the Application of a Certificate of Authority to Provide Intrastate Interexchange Telecommunication Services within south Dakota:

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

Telenational Communications, Inc.
7310 Woolworth Avenue
Omaha, Nebraska 68124
Telephone: (402) 392 - 1110
Facsimile: (402) 392 - 7583
Toll Free: (800) 636 - 5436

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

Not Applicable

3. If the applicant is a corporation:

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

Applicant is a privately held corporation, incorporated in Delaware on May 30, 1997. A copy of Applicant's certificate of authority to operate in the state of South Dakota is provided in Attachment I.

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

Principal office in South Dakota: None

Registered Agent: National Registered
300 South Phillips Avenue, Suite 300
Sioux Falls, South Dakota 57102

- (c) The names and addresses of any corporation, association, partnership, cooperative, or individual holding a 20 percent or greater ownership or management interest in the applicant corporation and the amount and character of the ownership or management interest;**

Principal stockholders.

Apex Acquisition, Inc. 100%

4. If the applicant is a partnership, the name, title and business address of each partner, both general and limited.

Not Applicable

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

The Company offers direct dial outbound long distance service through Feature Group "D" circuits ordered by the Company. The Company will route the calls over the transmission facilities of other certificated carriers, to the company's switch site in Omaha. Calls will be switched by Telenational and then returned to New York by various carriers.

The Company has no plans to install or construct transmission facilities in South Dakota. The Company will not have any facilities in South Dakota and will on utilize the networks transmission facilities of certificated underlying carriers.

6. **A detailed statement of the means by which the applicant will provide its services:**

Telenational does not intend to install or operate any switching or transmission facilities in South Dakota. The Company will use resold transmission services of other carriers to transmit calls to and from its Nebraska switching center for all intrastate South Dakota calls.

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

Telenational intends to offer service throughout the state of South Dakota.

8. **Current financial statements of the applicant including a balance sheet, income statement, and cash flow statement; a copy of the applicant's latest annual report; a copy of the applicant's report to stockholders; and a copy of the applicant's tariff with the terms and conditions of service;**

Telenational has sufficient financial resources to operate as a telecommunications reseller. In support of its financial ability to provide service, the Company offers its most recent set of financials included herein as Attachment III. Applicant is a privately held corporation, and therefore does not publish an annual report or issue a report to its stockholders. The terms and conditions of service as well as all rates are provided in the Applicant's proposed tariff; see Attachment IV.

9. **The names, addresses, telephone number, fax number, E-mail number, E-mail address, and toll free number of the applicant's representatives to whom all inquires must be made regarding complaints and regulatory matters and a description of how the applicant handles customer billings and customer service matters:**

For inquiries regarding this application and tariff, contact:

Monique Byrnes
Consultant to Telenational Communications, Inc.
Technologies Management, Inc.
P.O. Box 200
Winter Park, Florida 32790-0200
Telephone: (407) 740-8575
Facsimile: (407) 740-0613

For all other matters, contact:

Chris Canfield, President
Telenational Communications, Inc.
7310 Woolworth Avenue
Omaha, Nebraska 68124
Telephone: (402) 392 - 1110
Facsimile: (402) 392 - 7583

Customers may contact Telenational Communications, Inc.'s customer service department at (800)-636 - 5436. Customer service personnel are fully trained to handle calls efficiently and courteously.

- 10. A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified; and a detailed explanation of why the applicant is not in good standing in a given state, if applicable:**

Telenational is currently seeking authority to operate as a carrier in each state of the United States, excluding Alaska and Hawaii. Telenational seeks authority to provide telecommunications services in South Dakota as part of the Company's objective to become a nationwide service provider. The Company has not been denied certification from any state utility commission.

Telenational did lose its Nebraska Certification, prior to the purchase of Telenational by Apex Acquisition, Inc., for failure to file its annual reports. The company believes this will no longer be an issue since it has retained an outside consulting group to handle all Compliance Reporting issues.

- 11. A description of how the applicant intends to market its services, its target market, whether the applicant engages in any multilevel marketing and copies of any company brochures used to assist in the sale of services.**

The Company's initial plan is to market its services to residential and business Customers through retail establishments. The Company is in the process of developing its materials. None are yet available.

- 12. Cost support for rates shown in the company's tariff for all noncompetitive or emerging competitive services.**

All services offered by Telenational are competitive.

13. Federal tax identification number:

Telenational' Federal tax identification number is 91-1828240.

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:

Telenational has not had any complaints filed against it as yet.

15. A written request for waiver of those rules the applicant believes to be inapplicable:

Telenational is not requesting any waivers at this time.

16. Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the interexchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.

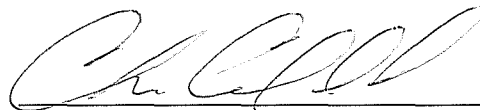
Telenational will gladly submit any additional information needed by the Commission.

As evidenced by the foregoing application, Telenational Communications, Inc. is fully qualified to offer and provide long distance service within the State of South Dakota. Therefore, Telenational Communications, Inc. respectfully requests that the Commission grant this application at its earliest convenience.

Dated this 20 day of March 2002.

Respectfully Submitted,

By:



Chris Canfield, President
Telenational Communications, Inc.
7310 Woolworth Avenue
Omaha, Nebraska 68124

ATTACHMENT I

Telenational Communications, Inc.

Authority to Operate in South Dakota

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

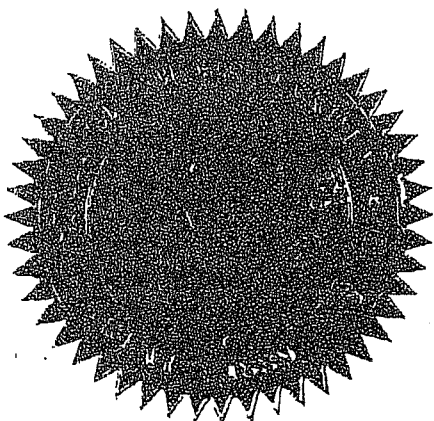
Certificate of Authority

ORGANIZATIONAL ID #: FB026005

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

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this March 4, 2002.



Joyce Hazeltine
Secretary of State

ATTACHMENT II

Telenational Communications, Inc.

Articles of Incorporation

Delaware

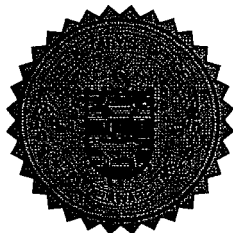
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELENATIONAL COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELENATIONAL COMMUNICATIONS, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF MAY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2756936 8300

020075028

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1596836

DATE: 02-05-02

**CERTIFICATE OF INCORPORATION
OF
TELENATIONAL COMMUNICATIONS, INC.**

ARTICLE ONE

The name of the corporation is **TELENATIONAL COMMUNICATIONS, INC.**

ARTICLE TWO

The address of the corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is Corporation Trust Company.

ARTICLE THREE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The corporation shall have authority to issue One Thousand (1,000) shares of common stock, with par value at \$.0001 per share, to be issued as and when the Board of Directors shall determine.

ARTICLE FIVE

The Board of Directors of the corporation shall have the power to adopt, amend, and repeal any or all of the Bylaws of the corporation.

ARTICLE SIX

Meetings of the stockholders of the corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the Delaware General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the corporation.

ARTICLE SEVEN

To the fullest extent permitted by Delaware General Corporation Law as the same exists or may hereafter be amended: (i) a director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, (ii) the corporation shall indemnify, defend and hold harmless any and all of its existing and former directors, advisory directors, officers, employees and agents from and against any and all losses, claims, damages, expenses, fees, or liabilities, whether joint or several, incurred by each of them, including but not limited to all legal fees, judgments, penalties or amounts paid in defense, settlement or compromise, all of which may arise or be incurred, rendered, or levied in any legal action, or administrative proceeding brought or threatened against any of them by reason of the fact that such person is or was a director, advisory director, officer, employee or agent of the corporation.

ARTICLE EIGHT

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

W. Dean Spies
9601 Katy Freeway, Suite 200
Houston, Texas 77024

ARTICLE NINE

The initial Board of Directors of the corporation shall consist of three (3) person(s). The names and mailing address(es) of the person(s) to serve as the initial director(s) are:

Phillip S. Magiera
One Colonial Road
Dover, Massachusetts 02030

Jonathan Y. Hicks
101 North Waukegan, Suite 930
Lake Bluff, IL 60044

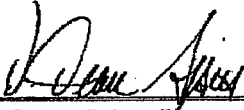
Edward P. Mooney
100 California Street, Suite 1400
San Francisco, CA 94111

ARTICLE TEN

The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Delaware General Corporation Law.

I, THE UNDERSIGNED, for the purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true.

DATED this 30th day of May, 1997.



W. Dean Spies, Incorporator

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TELENATIONAL COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MAY, A.D. 1997, AT 5:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2756936 8100

971177852

AUTHENTICATION:

8490184

DATE:

06-02-97

ATTACHMENT III

Telenational Communications, Inc.

Financial Information

Telenational Communications, Inc.

Balance Sheet

As of October 31, 2001

Oct 31, 01

ASSETS

Current Assets

Checking/Savings

1000 · Cash - Wells Fargo (Ops)156	180,045.26
1001 · Cash - Wells Fargo (PR) 148	-2,824.58
1004 · Cash - BOA #8404	-13,540.48
1007 · Cash - BOA #4120	73,370.08
1017 · Cash - Citibank 601053903	<u>-3,606.04</u>

Total Checking/Savings 233,444.24

Other Current Assets

1040 · Accounts Receivable	413,609.49
1070 · Allowance for Doubtful Accounts	-24,355.60
1030 · Petty Cash	500.00
1120 · Prepaid Expenses	21,233.33
2700 · Deposits	<u>75,000.00</u>

Total Other Current Assets 485,987.22

Total Current Assets 719,431.46

Fixed Assets

1500 · Furniture & Fixtures	37,105.39
1540 · Computer Equipment	7,414.53
1550 · Software	17,765.20
1560 · Switch & Peripheral Equipment	67,928.85
1570 · Switch Installation Cost	5,737.32
1700 · Accumulated Depreciaton	<u>-682.74</u>

Total Fixed Assets 135,268.55

Other Assets

1900 · Goodwill	<u>95,616.77</u>
-----------------	------------------

Total Other Assets 95,616.77

TOTAL ASSETS 950,316.78

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

3010 · Accounts Payable	<u>168,493.15</u>
-------------------------	-------------------

Total Accounts Payable 168,493.15

Other Current Liabilities

3050 · Customer Deposits	16,664.20
3120 · Accrued Payroll	40,977.92
3130 · Accrued Expenses	302,449.42
3133 · Unclaimed Property	<u>25,796.97</u>

Total Other Current Liabilities 385,888.51

Total Current Liabilities 554,381.66

Telenational Communications, Inc.

Balance Sheet

As of October 31, 2001

Oct 31, 01

Long Term Liabilities

4026 · Note Payable (Apex)

400,000.00

Total Long Term Liabilities

400,000.00

Total Liabilities

954,381.66

Equity

5005 · Capital Stock

1,000.00

Net Income

-5,064.88

Total Equity

-4,064.88

TOTAL LIABILITIES & EQUITY

950,316.78

Telenational Communications, Inc.
Income Statement
for the period from October 26, 2001 through October 31, 2001

	<u>Oct 01</u>	<u>% of Income</u>
Ordinary Income/Expense		
Income		
6080 · International Revenue	91,765.16	87.88%
6100 · Montly Recurring Charge	9,284.39	8.89%
6300 · Billing Fees	2,831.56	2.71%
9050 · Other Revenue	539.72	0.52%
Total Income	<u>104,420.83</u>	<u>100.0%</u>
Cost of Goods Sold		
7000 · Cost of Sales	54,730.43	52.41%
7010 · Recurring Charges	6,842.52	6.55%
Total COGS	<u>61,572.95</u>	<u>58.97%</u>
Gross Profit	42,847.88	41.03%
Expense		
8000 · Agent Commissions	10,970.38	10.51%
8010 · Advertising & Promotion	12.49	0.01%
8040 · Bad Debt Expense	2,090.00	2.0%
8050 · Bank Service Charges	625.19	0.6%
8070 · Delivery Expense	58.15	0.06%
8080 · Depreciation Expense	682.74	0.65%
8096 · Equipment Lease	145.43	0.14%
8095 · Equipment Maintenance	45.00	0.04%
8190 · Repairs & Maintenance	400.00	0.38%
8097 · Internal Network	237.07	0.23%
8110 · Licenses & Fees	168.45	0.16%
8130 · Office Expense	456.58	0.44%
8145 · Operating Expenses	0.00	0.0%
8160 · Organization Expenses	8,377.40	8.02%
8150 · Postage	663.49	0.64%
8155 · Printing and Reproduction	368.76	0.35%
8055 · Billing Services	800.00	0.77%
8066 · Outside Services	100.00	0.1%
8170 · Professional Fees		
8171 · Legal Fees	87.60	0.08%
8172 · Accounting Fees	588.00	0.56%
8176 · Consulting Fees	17.85	0.02%
Total 8170 · Professional Fees	<u>693.45</u>	<u>0.66%</u>
8180 · Rent	1,646.67	1.58%
8185 · Property Tax Expense	500.00	0.48%
8200 · Salaries		
8201 · Gross Salaries	12,143.19	11.63%
8202 · Salaries - Bonus	400.00	0.38%
8210 · W/C Insurance	41.13	0.04%
8211 · Employee Benefits	1,215.84	1.16%
8215 · Payroll Tax Expenses	956.84	0.92%
8216 · Payroll Management Fee	212.50	0.2%

Telenational Communications, Inc.

Income Statement

for the period from October 26, 2001 through October 31, 2001

	<u>Oct 01</u>	<u>% of Income</u>
8220 · 401K Expense	148.22	0.14%
Total 8200 · Salaries	<u>15,117.72</u>	<u>14.48%</u>
8240 · Telephone	2,181.61	2.09%
8250 · Travel & Ent		
8251 · Meals	672.53	0.64%
8253 · Travel	911.60	0.87%
Total 8250 · Travel & Ent	<u>1,584.13</u>	<u>1.52%</u>
8260 · Utilities	66.31	0.06%
Total Expense	<u>47,991.02</u>	<u>45.96%</u>
Net Ordinary Income	-5,143.14	-4.93%
Other Income/Expense		
Other Income		
9000 · Interest Income	78.26	0.08%
Total Other Income	<u>78.26</u>	<u>0.08%</u>
Net Other Income	<u>78.26</u>	<u>0.08%</u>
Net Income	<u><u>-5,064.88</u></u>	<u><u>-4.85%</u></u>

Telenational Communications, Inc.

Balance Sheet

as of November 30, 2001

Nov 30, 01

ASSETS

Current Assets

Checking/Savings

1000 · Cash - Wells Fargo (Ops)156	-41,227.26
1001 · Cash - Wells Fargo (PR) 148	-2,824.58
1002 · Wells fargo Investment	364,301.37
1004 · Cash - BOA #8404	-16,365.34
1007 · Cash - BOA #4120	4,045.49
1017 · Cash - Citibank 601053903	-6,141.29

Total Checking/Savings 301,788.39

Other Current Assets

1040 · Accounts Receivable	372,390.89
1070 · Allowance for Doubtful Accounts	-34,574.11
1030 · Petty Cash	500.00
1120 · Prepaid Expenses	8,233.33
2700 · Deposits	75,500.00

Total Other Current Assets 422,050.11

Total Current Assets 723,838.50

Fixed Assets

1500 · Furniture & Fixtures	37,105.39
1540 · Computer Equipment	7,414.53
1550 · Software	17,765.20
1560 · Switch & Peripheral Equipment	67,928.85
1570 · Switch Installation Cost	5,737.32
1700 · Accumulated Depreciaton	-4,096.43

Total Fixed Assets 131,854.86

Other Assets

1900 · Goodwill	95,616.77
-----------------	-----------

Total Other Assets 95,616.77

TOTAL ASSETS 951,310.13

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

3010 · Accounts Payable	434,880.84
-------------------------	------------

Total Accounts Payable 434,880.84

Other Current Liabilities

3050 · Customer Deposits	16,664.20
3025 · Accrued Interest	4,500.00
3120 · Accrued Payroll	12,545.66
3130 · Accrued Expenses	48,225.38
3133 · Unclaimed Property	25,796.97

Telenational Communications, Inc.

Balance Sheet

as of November 30, 2001

	<u>Nov 30, 01</u>
Total Other Current Liabilities	<u>107,732.21</u>
Total Current Liabilities	542,613.05
Long Term Liabilities	
4026 · Note Payable (Apex)	<u>400,000.00</u>
Total Long Term Liabilities	<u>400,000.00</u>
Total Liabilities	942,613.05
Equity	
5005 · Capital Stock	1,000.00
Net Income	<u>7,697.08</u>
Total Equity	<u>8,697.08</u>
TOTAL LIABILITIES & EQUITY	<u>951,310.13</u>

Telenational Communications, Inc.

Statements of Income

for the one month ended November 30, 2001 and for the period from October 26, 2001 to November 30, 2001

	for the one month ended November 30, 2001		for the period October 26, 2001 through November 30, 2001	
		% of Income		% of Income
Ordinary Income/Expense				
Income				
6080 · International Revenue	457,146.62	87.48%	548,911.78	87.54%
6102 · Carrier Revenue	45,461.29	8.7%	45,461.29	7.25%
6100 · Monthly Recurring Charge	2,500.00	0.48%	11,784.39	1.88%
6101 · Monthly Non-Recurring Charges	2,000.00	0.38%	2,000.00	0.32%
6300 · Billing Fees	13,821.11	2.65%	16,652.67	2.66%
6000 · Transaction Fees	361.67	0.07%	361.67	0.06%
9050 · Other Revenue	2,884.29	0.55%	3,424.01	0.55%
6301 · Revenue Adjustments	-1,573.54	-0.3%	-1,573.54	-0.25%
Total Income	522,601.44	100.0%	627,022.27	100.0%
Cost of Goods Sold				
7000 · Cost of Sales	251,889.95	48.2%	306,620.38	48.9%
7010 · Recurring Charges	39,730.75	7.6%	46,573.27	7.43%
Total COGS	291,620.70	55.8%	353,193.65	56.33%
Gross Profit	230,980.74	44.2%	273,828.62	43.67%
Expense				
8000 · Agent Commissions	58,952.95	11.28%	69,923.33	11.15%
8010 · Advertising & Promotion	6,496.67	1.24%	6,509.16	1.04%
8040 · Bad Debt Expense	10,450.00	2.0%	12,540.00	2.0%
8050 · Bank Service Charges	2,965.70	0.57%	3,590.89	0.57%
8051 · Credit Card Fees	1,280.91	0.25%	1,280.91	0.2%
8070 · Delivery Expense	363.44	0.07%	421.59	0.07%
8080 · Depreciation Expense	3,413.69	0.65%	4,096.43	0.65%
8096 · Equipment Lease	673.94	0.13%	819.37	0.13%
8095 · Equipment Maintenance	310.26	0.06%	355.26	0.06%
8190 · Repairs & Maintenance	3,675.50	0.7%	4,075.50	0.65%
8097 · Internal Network	1,182.71	0.23%	1,419.78	0.23%
8110 · Licenses & Fees	976.71	0.19%	1,145.16	0.18%
8130 · Office Expense	1,627.84	0.31%	2,084.42	0.33%
8160 · Organization Expenses	11,433.56	2.19%	19,810.96	3.16%
8150 · Postage	5,802.43	1.11%	6,465.92	1.03%
8155 · Printing and Reproduction	600.86	0.12%	969.62	0.16%
8055 · Billing Services	4,000.00	0.77%	4,800.00	0.77%
8066 · Outside Services	116.25	0.02%	216.25	0.03%
8170 · Professional Fees				
8171 · Legal Fees	2,000.00	0.38%	2,087.60	0.33%
8172 · Accounting Fees	4,845.00	0.93%	5,433.00	0.87%
8176 · Consulting Fees	896.00	0.17%	913.85	0.15%
Total 8170 · Professional Fees	7,741.00	1.48%	8,434.45	1.35%
8180 · Rent	8,233.33	1.58%	9,880.00	1.58%
8185 · Property Tax Expense	0.00	0.0%	500.00	0.08%
8200 · Salaries				
8201 · Gross Salaries	57,730.79	11.05%	69,873.98	11.14%
8202 · Salaries - Bonus	0.00	0.0%	400.00	0.06%
8210 · Group Insurance	202.46	0.04%	243.59	0.04%
8211 · Employee Benefits	5,548.04	1.06%	6,763.88	1.08%
8215 · Payroll Tax Expenses	4,038.42	0.77%	4,995.26	0.8%
8216 · Payroll Management Fee	1,061.39	0.0%	1,273.89	0.0%
8220 · 401K Expense	694.80	0.13%	843.02	0.13%
Total 8200 · Salaries	69,275.90	13.26%	84,393.62	13.46%
8240 · Telephone	5,668.74	1.09%	7,850.35	1.25%
8250 · Travel & Ent				
8251 · Meals	650.25	0.12%	1,322.78	0.21%
8252 · Entertainment	2,425.00	0.46%	2,425.00	0.39%
8253 · Travel	4,575.36	0.88%	5,486.96	0.88%
Total 8250 · Travel & Ent	7,650.61	1.46%	9,234.74	1.47%
8260 · Utilities	849.33	0.16%	915.64	0.15%

Telenational Communications, Inc.

Statements of Income

for the one month ended November 30, 2001 and for the period from October 26, 2001 to November 30, 2001

	for the one month ended		for the period October 26, 2001	
Total Expense	<u>213,742.33</u>	<u>40.9%</u>	<u>261,733.35</u>	<u>41.74%</u>
Net Ordinary Income	17,238.41	3.3%	12,095.27	1.93%
Other Income(Expense)				
9000 - Interest Income	23.55	0.01%	101.81	0.02%
9010 - Interest Expense	<u>-4,500.00</u>	<u>-0.86%</u>	<u>-4,500.00</u>	<u>-0.72%</u>
Net Other Income(Expense)	<u>-4,476.45</u>	<u>-0.86%</u>	<u>-4,398.19</u>	<u>-0.7%</u>
Net Income	<u><u>12,761.96</u></u>	<u><u>2.44%</u></u>	<u><u>7,697.08</u></u>	<u><u>1.23%</u></u>

Telenational Communications, Inc.

Balance Sheet

As of December 31, 2001

Dec 31, 01

ASSETS

Current Assets

Checking/Savings

1000 · Cash - Wells Fargo (Ops)156	-9,716.62
1001 · Cash - Wells Fargo (PR) 148	-2,824.58
1002 · Wells Fargo Investment (#156)	283,180.92
1004 · Cash - BOA #8404	-12,190.34
1007 · Cash - BOA #4120	-695.22
1009 · Wells Fargo Investment (#429)	88,462.06
1011 · Cash - Wells Fargo (#569)	-120,029.82
1012 · Cash - Wells Fargo (#439)	-37.00
1017 · Cash - Citibank 601053903	-6,138.76

Total Checking/Savings 220,010.64

Other Current Assets

1040 · Accounts Receivable	443,372.66
1070 · Allowance for Doubtful Accounts	-46,361.03
1030 · Petty Cash	500.00
1120 · Prepaid Expenses	10,233.33
2700 · Deposits	75,500.00

Total Other Current Assets 483,244.96

Total Current Assets 703,255.60

Fixed Assets

1500 · Furniture & Fixtures	37,105.39
1540 · Computer Equipment	9,957.84
1550 · Software	17,765.20
1560 · Switch & Peripheral Equipment	67,928.85
1570 · Switch Installation Cost	5,737.32
1700 · Accumulated Depreciaton	-7,878.24

Total Fixed Assets 130,616.36

Other Assets

1900 · Goodwill	95,616.77
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Total Other Assets 95,616.77

TOTAL ASSETS 929,488.73

Telenational Communications, Inc.

Balance Sheet

As of December 31, 2001

Dec 31, 01

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable

3010 · Accounts Payable 399,133.48

Total Accounts Payable 399,133.48

Other Current Liabilities

3050 · Customer Deposits 16,664.20

3025 · Accrued Interest 8,375.00

3120 · Accrued Payroll 20,558.34

3130 · Accrued Expenses 35,238.89

3133 · Unclaimed Property 25,796.97

Total Other Current Liabilities 106,633.40

Total Current Liabilities 505,766.88

Long Term Liabilities

4026 · Note Payable (Apex) 400,000.00

Total Long Term Liabilities 400,000.00

Total Liabilities 905,766.88

Equity

5005 · Capital Stock 1,000.00

Net Income 22,721.85

Total Equity 23,721.85

TOTAL LIABILITIES & EQUITY 929,488.73

Telenational Communications, Inc.
Income Statements

for the one month ended December 31, 2001 and the period from October 26, 2001 to December 31, 2001

	for the one month ended December 31, 2001	% of Income	for the period October 26, 2001 to December 31, 2001	% of Income
Ordinary Income/Expense				
Income				
6080 · International Revenue	469,495.85	90.87%	1,018,407.63	89.05%
6102 · Carrier Revenue	29,671.22	5.74%	75,132.51	6.57%
6100 · Monthly Recurring Charge	2,500.00	0.48%	14,284.39	1.25%
6101 · Monthly Non-Recurring Charges	0.00	0.0%	2,000.00	0.18%
6300 · Billing Fees	13,436.44	2.6%	30,089.11	2.63%
6000 · Transaction Fees	178.49	0.04%	540.16	0.05%
9050 · Other Revenue	3,442.66	0.67%	6,866.67	0.6%
6301 · Revenue Adjustments	-2,043.94	-0.4%	-3,617.48	-0.32%
Total Income	516,680.72	100.0%	1,143,702.99	100.0%
Cost of Goods Sold				
7000 · Cost of Sales	248,849.13	48.16%	555,469.51	48.57%
7010 · Recurring Charges	30,651.85	5.93%	77,225.12	6.75%
Total COGS	279,500.98	54.1%	632,694.63	55.32%
Gross Profit	237,179.74	45.91%	511,008.36	44.68%
Expense				
8000 · Agent Commissions	59,589.84	11.53%	129,513.17	11.32%
8010 · Advertising & Promotion	4,101.37	0.79%	10,610.53	0.93%
8040 · Bad Debt Expense	11,234.00	2.17%	23,774.00	2.08%
8050 · Bank Service Charges	2,712.13	0.53%	6,303.02	0.55%
8051 · Credit Card Fees	6,685.77	1.29%	7,966.68	0.7%
8070 · Delivery Expense	196.56	0.04%	618.15	0.05%
8080 · Depreciation Expense	3,781.81	0.73%	7,878.24	0.69%
8096 · Equipment Lease	748.94	0.15%	1,568.31	0.14%
8095 · Equipment Maintenance	89.46	0.02%	444.72	0.04%
8190 · Repairs & Maintenance	2,000.00	0.39%	6,075.50	0.53%
8097 · Internal Network	1,182.67	0.23%	2,602.45	0.23%
8110 · Licenses & Fees	794.48	0.15%	1,939.64	0.17%
8130 · Office Expense	1,078.53	0.21%	3,162.95	0.28%
8145 · Operating Expenses	0.00	0.0%	0.00	0.0%
8160 · Organization Expenses	2,833.61	0.55%	22,644.57	1.98%
8150 · Postage	651.20	0.13%	7,117.12	0.62%
8155 · Printing and Reproduction	956.72	0.19%	1,926.34	0.17%
8055 · Billing Services	4,000.00	0.77%	8,800.00	0.77%
8066 · Outside Services	2,578.75	0.5%	2,795.00	0.24%
8170 · Professional Fees				
8171 · Legal Fees	2,000.00	0.39%	4,087.60	0.36%
8172 · Accounting Fees	3,625.00	0.7%	9,058.00	0.79%
8176 · Consulting Fees	1,322.60	0.26%	2,236.45	0.2%
Total 8170 · Professional Fees	6,947.60	1.35%	15,382.05	1.35%
8180 · Rent	8,233.33	1.59%	18,113.33	1.58%
8185 · Property Tax Expense	0.00	0.0%	500.00	0.04%
8200 · Salaries				
8201 · Gross Salaries	59,843.19	11.58%	129,717.17	11.34%
8202 · Salaries - Bonus	3,280.00	0.64%	3,680.00	0.32%
8210 · W/C Insurance	186.43	0.04%	430.02	0.04%
8211 · Employee Benefits	5,732.99	1.11%	12,496.87	1.09%
8215 · Payroll Tax Expenses	5,152.51	1.0%	10,147.77	0.89%
8216 · Payroll Management Fee	814.83	0.16%	2,088.72	0.18%
8220 · 401K Expense	762.24	0.15%	1,605.26	0.14%
Total 8200 · Salaries	75,772.19	14.67%	160,165.81	14.0%
8240 · Telephone	2,694.97	0.52%	10,545.32	0.92%
8250 · Travel & Ent				
8251 · Meals	3,353.64	0.65%	4,676.42	0.41%
8252 · Entertainment	-1,264.01	-0.25%	1,160.99	0.1%
8253 · Travel	4,797.40	0.93%	10,284.36	0.9%
Total 8250 · Travel & Ent	6,887.03	1.33%	16,121.77	1.41%
8256 · Gifts	11,553.39	2.24%	11,553.39	1.01%
8260 · Utilities	1,000.00	0.19%	1,915.64	0.17%

Telenational Communications, Inc.

Income Statements

for the one month ended December 31, 2001 and the period from October 26, 2001 to December 31, 2001

	for the one month ended December 31, 2001		for the period October 26, 2001 to December 31, 2001	
		% of Income		% of Income
Total Expense	<u>218,304.35</u>	<u>42.25%</u>	<u>480,037.70</u>	<u>41.97%</u>
Net Ordinary Income	18,875.39	3.65%	30,970.66	2.71%
Other Income/Expense				
Other Income				
9000 - Interest Income	24.38	0.01%	126.19	0.01%
Total Other Income	<u>24.38</u>	<u>0.01%</u>	<u>126.19</u>	<u>0.01%</u>
Other Expense				
9010 - Interest Expense	3,875.00	0.75%	8,375.00	0.73%
Total Other Expense	<u>3,875.00</u>	<u>0.75%</u>	<u>8,375.00</u>	<u>0.73%</u>
Net Other Income	<u>-3,850.62</u>	<u>-0.75%</u>	<u>-8,248.81</u>	<u>-0.72%</u>
Net Income	<u><u>15,024.77</u></u>	<u><u>2.91%</u></u>	<u><u>22,721.85</u></u>	<u><u>1.99%</u></u>

ATTACHMENT IV

Telenational Communications, Inc.

Proposed Tariff

SOUTH DAKOTA
INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF
Telenational Communications, Inc.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by Telenational Communications, Inc. ("Telenational") within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission. Copies may be inspected during normal business hours at the Company's principal place of business.

Issued:

Effective:

Issued By:

Chris Canfield, President
7310 Woolworth Avenue
Omaha, Nebraska 68124

SDi0200

CHECK SHEET

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

PAGE	REVISION LEVEL
1	Original *
2	Original *
3	Original *
4	Original *
5	Original *
6	Original *
7	Original *
8	Original *
9	Original *
10	Original *
11	Original *
12	Original *
13	Original *
14	Original *
15	Original *
16	Original *
17	Original *
18	Original *
19	Original *
20	Original *
21	Original *
22	Original *
23	Original *
24	Original *
25	Original *
26	Original *

*included in this filing

Issued:

Effective:

Issued By:

Chris Canfield, President
7310 Woolworth Avenue
Omaha, Nebraska 68124

SDi0200

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Issued:

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Issued By:

Chris Canfield, President
7310 Woolworth Avenue
Omaha, Nebraska 68124

SYMBOLS

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

- C** Changed regulation.
- 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.

Issued:

Effective:

Issued By:

Chris Canfield, President
7310 Woolworth Avenue
Omaha, Nebraska 68124

SDi0200

TARIFF FORMAT

A. Page Numbering - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new pages are occasionally added to the tariff. When a new page is added between pages already in effect, a decimal is added. For example, a new page added between pages 14 and 15 would be 14.1.

B. Page Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the Commission. For example, the 4th revised Page 14 cancels the 3rd revised Page 14. Because of various suspension periods, deferrals, etc., the most current page number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the page 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 pages contained in the tariff, with a cross reference to the current revision number. When new pages 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 page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages.) The tariff user should refer to the latest Check Sheet to find out if a particular page is the most current on file with the Commission.

Issued:

Effective:

Issued By:

Chris Canfield, President
7310 Woolworth Avenue
Omaha, Nebraska 68124

SDi0200

SECTION 1 - TERMS AND ABBREVIATIONS

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

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

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable the Company to identify the origin of the Service User so the Company may rate and bill the call. All Authorization Codes shall be the sole property of the Company and no Customer shall have any property or other right or interest in the use of any particular Authorization Code. Automatic Numbering Identification ("ANI") may be used as or in connection with the Authorization Code.

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

Commission - Refers to the South Dakota Public Utilities Commission.

Company or Carrier - Telenational Communications, Inc., unless otherwise clearly indicated by the context.

Customer - A person, firm, partnership, corporation or other entity which arranges for the Carrier to provide, discontinue or rearrange telecommunications services on behalf of itself or others; uses the Carrier's telecommunications services; and is responsible for payment of charges, all under the provisions and terms of this tariff.

Issued:

Effective:

Issued By:

Chris Canfield, President
7310 Woolworth Avenue
Omaha, Nebraska 68124

SDi0200

SECTION 1 - TERMS AND ABBREVIATIONS, (CONT'D.)

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

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

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

LATA - Local Area of Transport and Access.

LEC - Local Exchange Company.

Personal Identification Number (PIN) - See Authorization Code.

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

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

Telenational - Used throughout this tariff to refer to Telenational Communications, Inc.

V & H Coordinates - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage may be used for the purpose of rating calls.

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of

Telenational's services and facilities are furnished for communications originating at specified points within the State of South Dakota under terms of this Tariff.

Telenational provides for the installation, operation, and maintenance of the communications services provided herein in accordance with the terms and conditions set forth under this Tariff. Telenational 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 Telenational services. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week.

2.2 Use

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

2.2.2 The services the company offers shall not be used for any unlawful purpose for any use as to which the Customer has not obtained all required governmental approvals, authorizations, licenses, consents, and permits.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.3 Limitations of Service

- 2.3.1 Service will be furnished subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this Tariff.
- 2.3.2 The Company reserves the right to discontinue furnishing service, upon written notice, when necessitated by conditions beyond its control, or when the Customer is using the service in violation of the provisions of this Tariff, or in violation of law.
- 2.3.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

2.4 Assignment and Transfer

All facilities provided under this tariff are directly or indirectly controlled by Telenational and neither the Customer nor Subscriber may transfer or assign the use of service or facilities without the express written consent of the Company. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service. Such transfer or assignment, when permitted, shall only apply where there is no interruption of the use or location of the service or facilities.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.5 Liability of the Company**

- 2.5.1** Telenational's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, shall be determined in accordance with SDCL 49-13-1 and 49-13-1.1 and any other applicable law.
- 2.5.2** The Company shall not be liable for any claim or loss, expense, or damage (including indirect, special, or consequential damage), for any interruption, delay, error, omission, or other defect in any service facility, or transmission provided under this Tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by any act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.5.3** The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer or other users of its service against any claim or loss, expense, or damage, (i) for defamation, invasion of privacy, infringement of copyright or patent, unauthorized use of any trademark, trade name, or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property, or entity arising from the material data, information, or content revealed to, transmitted, processed, handled, or used by Company under this Tariff, or (ii) for connecting, combining, or adapting Company's facilities with Customer's apparatus or systems, or (iii) for any act or omission of the Customer, or (iv) for any personal injury or death of any person, or for any loss of or damage to Customer's premises or any other property, whether owned by Customer or others, caused directly or indirectly by the installation, maintenance, location, condition, operation, failure or removal of equipment or wiring provided by the Company if not directly caused by negligence of the Company.
- 2.5.4** The Company shall not be liable for any claim, loss, or refund as a result of theft or unauthorized use of Authorization Codes issued for the use of the Company's services.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.6 Billing and Payment for Service****2.6.1 Payment Arrangements**

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. The Customer agrees to pay to the Company or its authorized agent any cost(s) incurred as a result of any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company. The Customer agrees to pay the Company or its authorized agent any and all cost(s) incurred as a result of the use of the service arrangement, including calls which the Customer did not individually authorize.

All charges due by the Customer are payable to the Company or any agency duly authorized to receive such payments. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the South Dakota Public Utilities Commission. Any objections to billed charges must be promptly reported to the Company or its billing agent. Adjustments to Customers' bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

Charges for installations, service connections, moves, and rearrangements, where applicable, are payable upon demand by the Company or its authorized agent. The billing thereafter will include recurring charges and actual usage as defined in this Tariff.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Billing and Payment for Service, (Cont'd.)

2.6.2 Deposits

The Company does not require Customer deposits.

2.6.3 Advance Payments

The Company does not require Advance Payments..

2.6.4 Late Payment Fees

A late payment fee of 1.5% per month will be charged on any past due balance. Any applicable late payment fees will be assessed according to the terms and conditions of the Company or its billing agent and pursuant to South Dakota state law.

2.6.5 Return Check Charge

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

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.6 Billing and Payment for Service, (Cont'd.)

2.6.6 Billing Dispute

- .1 Any objections to billed charges must be reported to the Company or its billing agent in writing within 180 days of the closing date printed on the invoice or statement issued to the Customer. Disputes may be submitted orally or in writing. Adjustments to Customers' account shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.
- .2 Late payment fees will not be applied during the period when a bill is disputed regardless of the outcome of the dispute.
- .3 Customers may contact the Company's business office at the following toll-free number, 1-888-636-5436 or in writing at:

Telenational Communications, Inc.
7310 Woolworth Avenue
Omaha, Nebraska 68124
Telephone: (402) 392-1110
Facsimile: (410) 392-7583
Toll Free: (800) 636-5436

- .4 If the Customer is not satisfied with the outcome of the billing dispute, the Customer may contact the Commission at the following address:

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

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.7 Taxes and Fees

- 2.7.1 All state and local taxes (e.g., gross receipts tax, sales tax, municipal utilities tax) are not included in the rates under this tariff, but shall be listed as separate line items on the Customer's bill.
- 2.7.2 To the extent that a municipality, other political subdivision or local agency of government, or Commission imposes upon and collects from the Company a gross receipts tax, occupation tax, license tax, permit fee, franchise fee, or regulatory fee, such taxes and fees shall, insofar as practicable and allowed by law, be billed pro rata to Customers receiving service from the Company within the territorial limits of such municipality, other political subdivision or local agency of government.
- 2.7.3 The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs. Such adjustments shall be listed in this tariff.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.8 Refunds or Credits for Service Outages or Deficiencies****2.8.1 Interruption of Service**

Credit allowances for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment or communications systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.5 herein. No credit is issued for outages less than ½ hour in duration. Credit for outages greater than ½ hour in duration is issued for fixed recurring monthly charges only. Outage credits are calculated in thirty minute intervals. The amount of the credit is determined by pro-rating the monthly recurring charge for the time of the outage (in thirty-minute intervals). 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 by Customer. Before giving such notice, the Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by the Customer and connected to the Company's terminal. Interruptions caused by Customer-provided or Company-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via local exchange company access.

Credit allowances for interruptions of service billed on a usage basis shall be limited to the rate applicable to the initial period of the call to compensate for re-establishment of the connection.

2.8.2 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for such tests and adjustments as may be deemed necessary for maintenance in a condition satisfactory to the Company. No interruption allowance will be granted for the time during which such tests and adjustments are made.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.9 Cancellation or Termination of Service by Customer**

Customers may cancel service verbally or in writing at any time. The Company shall hold the Customer responsible for payment of all charges, including fixed fees, surcharges, etc., which accrue up to the cancellation date. Charges may be avoided by dialing another carrier's access code. In the event the Customer executes a term commitment agreement with the Company, the Customer must cancel service and terminate the agreement in accordance with the agreement terms.

2.10 Refusal or Discontinuance by Company

2.10.1 Service may be suspended by the Company, without notice to the Customer, by blocking traffic to certain cities or NXX exchanges, or by blocking calls using certain authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. Telenational will restore services as soon as it can be provided without undue risk, and will, upon request by the Customer, assign new authorization codes to replace ones that have been deactivated.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.10 Refusal or Discontinuance by Company, (Cont'd.)

2.10.2 The Company may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given five (5) days written notice to comply with any rule or remedy any deficiency:

- A.** For nonpayment of undisputed charges, provided that suspension or termination of service shall not be made without five (5) days notice to the Customer, except in extreme cases. Such notice will be provided in a mailing separate from the Customer's regular monthly bill for service.
- B.** For non-compliance with or violation of any State, Municipal, or Federal law, ordinance or regulation pertaining to telephone service.
- C.** For use of telephone service for any purpose other than that described in the application.
- D.** For neglect or refusal to provide reasonable access to Telenational or its agents for the purpose of inspection and maintenance of equipment owned by Telenational or its agents.
- E.** For noncompliance with or violation of Commission regulation or Telenational's rules and regulations on file with the Commission.
- F.** Without notice in the event of Customer, Subscriber or Authorized User use of equipment in such a manner as to adversely affect Telenational's equipment or service to others.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)

2.10 Refusal or Discontinuance by Company, (Cont'd.)

2.10.2 (Cont'd.)

- G.** Without notice in the event of tampering with the equipment or services owned by Telenational or its agents.
- H.** Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, Telenational may, before restoring service, require the Customer or Subscriber to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.
- I.** Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Company from furnishing such services.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.11 Cost of Collection and Repair**

Customer is responsible for any and all costs incurred in the collection of monies due the Company including legal and accounting expenses. The Customer is also responsible for recovery costs of Company-provided equipment and any expenses required for repair or replacement of damaged equipment.

2.12 Interconnection

Service furnished by Telenational may be connected with the services or facilities of other carriers. Such service or facilities are provided under the terms, rates and conditions of the other carrier. The Customer is responsible for all charges billed by other carriers for use in connection with Telenational's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

2.13 Terminal Equipment

The Company's facilities and service may be used with or terminated in terminal equipment or communications systems such as a PBX, key system, single line telephone, or pay telephone. Such terminal equipment shall be furnished and maintained at the expense of the Customer. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of Telenational's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry.

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SECTION 3 - SERVICE DESCRIPTIONS AND RATES

3.1 General

Telenational provides long distance services for communications originating and terminating within the State of South Dakota. The Company's services are available twenty-four (24) hours per day, seven (7) days a week. Intrastate service is offered in conjunction with interstate service.

Customers are charged individually for each call placed through the Company's network. Charges may vary by service offering, mileage band, class of call, time of day, day of week and/or call duration. Customers are billed based on their use of Telenational's services and network.

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SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)

3.2 Timing of Calls

Billing for calls placed over the Telenational network is based in part on the duration of the call as follows, unless otherwise specified in this tariff:

- 3.2.1** Timing of each call begins when the called station is answered (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.
- 3.2.2** Chargeable time for calls ends when one of the parties disconnects from the call.
- 3.2.3** The initial and additional billing increments are stated in the description of each service.
- 3.2.4** The Company will not knowingly bill for unanswered calls. When a Customer indicates that he/she was billed for an incomplete call, the Company will reasonably issue credit for the call.

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SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)

3.3 Rate Periods

The Company does not offer time-of-day rates.

3.4 Holidays

The Company does not offer Holiday rates.

3.5 Mileage Calculation

The Company does not offer distance-sensitive rates.

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SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)**3.6 Miscellaneous Rates and Charges****3.6.1 Public Telephone Surcharge**

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

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

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

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

Rate per Call \$0.35

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SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)**3.7 USA Direct 4.9**

USA Direct 4.9 is a switched outbound service which is available to business and residential Customers for outbound calling from presubscribed lines. Calls are billed in six (6) second increments after the initial minimum period of eighteen (18) seconds and originate and terminate on Customer-provided switched access lines. Rates are not mileage or time-of-day sensitive. This service requires that the customer use electronic billing, where payment is made by credit card or automatic bank debit only. A Monthly Minimum Usage Fee applies if the customer does not meet the minimum monthly revenue requirement.

Rate Per Minute:	\$0.0990
*Monthly minimum usage fee:	\$1.99

*Applies only if pre-tax usage is below \$15.00

3.8 USA Direct 5.9

USA Direct 5.9 is a switched outbound service which is available to business and residential Customers for outbound calling from presubscribed lines. Calls are billed in six (6) second increments after the initial minimum period of eighteen (18) seconds and originate and terminate on Customer-provided switched access lines. Rates are not mileage or time-of-day sensitive. A Monthly Minimum Usage Fee applies if the customer does not meet the minimum monthly revenue requirement.

Rate Per Minute:	\$0.0990
*Monthly minimum usage fee:	\$1.99

*Applies only if pre-tax usage is below \$15.00

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SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)**3.9 USA Direct 6.9**

USA Direct 6.9 is a switched outbound service which is available to business and residential Customers for outbound calling from presubscribed lines. Calls are billed in six (6) second increments after the initial minimum period of eighteen (18) seconds and originate and terminate on Customer-provided switched access lines. Rates are not mileage or time-of-day sensitive.

Rate Per Minute:	\$0.0690
------------------	----------

3.10 Directory Assistance

Directory Assistance is available to Customers. A Directory Assistance charge applies to each call to the Directory Assistance Bureau. Up to two requests may be made on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number.

Per call charge	\$1.25
-----------------	--------

3.11 Travel Card Service

Travel Card Service is available to residential and business Customers for placing calls while away from home or office. Calls are originated by dialing a toll-free access number, followed by an account identification number and personal identification number. Calls may originate from standard residential, business or pay telephone access lines and may terminate to any interstate or intrastate location. Calls are billed in sixty (60) second increments after an initial period for billing purposes of sixty (60) seconds.

Per Minute Charge	\$0.25
Per call charge	\$0.50

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SECTION 4 - CONTRACTS AND PROMOTIONS

4.1 Demonstration of Service

From time to time the Company may demonstrate service for potential Customers by providing free use of its network on a limited basis for a period of time, not to exceed three (3) months. Demonstration of service and the type, duration or quantity of service provided will be at the Company's discretion.

4.2 Promotions

From time to time, the Carrier may provide promotional offerings to introduce a current or potential Subscriber to a service not being used by the subscriber. These offerings may be limited to certain dates, times or locations and may waive or reduce recurring or non-recurring charges.

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ATTACHMENT V

Telenational Communications, Inc.

Sales & Marketing Material

The Company is in the process of developing its materials. None are yet available.

ATTACHMENT VI

Telenational Communications, Inc.

Cost Support Data

No cost support data is provided because all of the Company's services are competitive.

33308

TECHNOLOGIES MANAGEMENT, INC.

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

AMSOUTH BANK
THE RELATIONSHIP PEOPLE
63-466/631

4/11/2002

PAY TO THE ORDER OF South Dakota Public Service Comm.

\$ **250.00

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

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

TECHNOLOGIES MANAGEMENT, INC.

MEMO: Filing fee for Telenational

⑈033308⑈ ⑆063104668⑆ 3720575084⑈

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TECHNOLOGIES MANAGEMENT, INC.

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South Dakota Public Service Comm.
04/11/2002

4/11/2002

Bill #Telenationa

250.00

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Amsouth New Operating Filing fee for Telenational

250.00