

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

ATTORNEYS AT LAW
900 COMERICA BUILDING
KALAMAZOO, MICHIGAN 49007-4752
TELEPHONE (269) 381-8844
FACSIMILE (269) 381-8822

GEORGE H. LENNON
DAVID G. CROCKER
MICHAEL D. O'CONNOR
HAROLD E. FISCHER, JR.
LAWRENCE M. BRENTON
GORDON C. MILLER
GARY P. BARTOSIEWICZ
BLAKE D. CROCKER

ROBERT M. TAYLOR
RON W. KIMBREL
PATRICK D. CROCKER
RUSSELL B. BAUGH
ANDREW J. VORBRICH
TYREN R. CUDNEY
STEVEN M. BROWN
KRISTEN L. GETTING

OF COUNSEL
JOHN T. PETERS, JR.

THOMPSON BENNETT
(1912 - 2004)
VINCENT T. EARLY
(1922 - 2001)
JOSEPH J. BURGIE
(1926 - 1992)

July 5, 2005

Pamela Bonrud, Executive Director
South Dakota Public Utilities Commission
State Capitol Building
500 East Capital Avenue
Pierre, SD 57501

RECEIVED
JUL 06 2005
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

RE: Acceris Management and Acquisition LLC

Dear Ms. Bonrud:

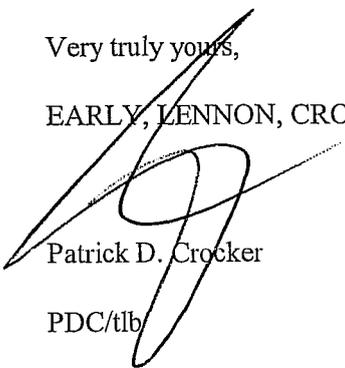
Enclosed herewith for filing with the Commission, please find an original and ten (10) copies of the above captioned corporation's APPLICATION FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO TRANSACT THE BUSINESS OF A RESELLER OF INTEREXCHANGE TELECOMMUNICATIONS SERVICES AND FOR APPROVAL OF ITS INITIAL TARIFF, along with a check in the amount of \$250.00 to cover the filing fees related to same.

Also enclosed is an exact duplicate of this letter. Please stamp the duplicate and return same in the enclosed, postage-paid envelope.

Should you have any questions, please contact me.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.


Patrick D. Crocker

PDC/tlb

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

IN THE MATTER OF:

THE APPLICATION OF)
Acceris Management and Acquisition LLC)
FOR A CERTIFICATE OF PUBLIC CONVENIENCE)
AND NECESSITY TO TRANSACT THE BUSINESS) Docket No _____
OF A RESELLER OF INTEREXCHANGE)
TELECOMMUNICATIONS SERVICES)
AND FOR APPROVAL OF ITS INITIAL TARIFF)

APPLICATION FOR AUTHORIZATION

Acceris Management and Acquisition LLC (hereinafter "Applicant") respectfully requests that the Public Utilities Commission of the State of South Dakota (hereinafter referred to as "Commission") grant Applicant authority pursuant to SDCL 49-31-3 and in accordance with ARSD 20:10:24:02 to provide intrastate telecommunications services to the public within South Dakota through the resale of similar services offered by other interexchange carriers ("IXCs") in the State. Applicant further requests that the Commission approve its initial proposed tariff. Applicant, for purposes of verification, and in evidence of its fitness to operate and the public need for its services, offers the following information in support of this Application:

Identification of the Applicant

1. Applicant's name, address, and telephone number:

Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402
(612) 465-0260

2. Applicant is a limited liability company organized under the laws of the State of Minnesota. A copy of the Company's Articles of Organization is attached hereto as **Exhibit A**. Applicant has the authority to transact business within the State of South Dakota as a foreign limited liability company. A copy of the qualifying document is set forth in **Exhibit B** hereto.

3. Correspondence regarding this Application should be directed to:

Patrick D. Crocker
Early, Lennon, Crocker & Bartosiewicz, P.L.C.
900 Comerica Building
Kalamazoo, MI 49007-4752
Telephone: (269) 381-8844
Facsimile: (269) 381-8822
Email: pcrocker@earlylennon.com

4. Applicant's registered agent is:

Ronald D. Olinger
117 East Capitol
Pierre, SD 57501

Description of Authority Requested

5. Applicant seeks authority to operate as a reseller of intrastate telecommunications services to the public on a statewide basis. Applicant seeks authority to offer a full range of "1+" interexchange telecommunications services on a resale basis. Specifically, Applicant seeks authority to provide MTS, in-WATS, out-WATS, and Calling Card services.

6. Applicant does not intend to provide operator services, 900 or 700 services.

7. Applicant owns no transmission facilities. Applicant will offer service to its subscribers using facilities of the communications networks of MCI, AT&T, Global Crossing, Sprint and other facilities-based IXCs and the local exchange telephone companies ("LECs").

8. Applicant has no plans at this time to construct any telecommunications transmission facilities of its own and seeks no construction authority by means of this Application. Applicant will operate exclusively as a reseller.

9. Applicant will abide by all rules governing telecommunications resellers, which the Commission has promulgated or may promulgate in the future, unless application of such rules in specifically waived by the Commission.

Proposed Services

10. Applicant intends to offer MTS, in-WATS, out-WATS, and Calling Card services to subscribers within South Dakota. Applicant combines high quality transmission services with very competitive rates, flexible end user billing, professional customer service and excellent reporting to create a unique blend, which meets the individualized needs of such customers.

11. Applicant's services are designed to be especially attractive to residential and business users.

12. Applicant's intends to engage in "switchless" resale. Applicant will arrange for the traffic of underlying subscribers to be routed directly over the networks of Applicant's network providers.

13. Applicant is committed to the use of ethical sales practices. All distributors of its products must commit in writing to market Applicant's services in a professional manner, and to fairly and accurately portray Applicant's services and the charges for them.

Description and Fitness of Applicant

14. Applicant's officers have extensive managerial, financial and technical experience with which to execute the business plan described herein. In support of Applicant's managerial and technical ability to provide the services for which authority is sought herein, Applicant submits a description of the background and experience of its management as **Exhibit C**. In support of Applicant's financial ability to provide the proposed services, Applicant attaches financials as **Exhibit D**.

Public Interest Considerations

15. Applicant's entry into the South Dakota marketplace is in the public interest because Applicant intends to make a uniquely attractive blend of service quality, network management and reporting, and low rates available.

16. In addition to the direct benefits delivered to the public by its services, Applicant's entry into the South Dakota marketplace will benefit the public indirectly by increasing the competitive pressure felt by existing IXCs, spurring them to lower costs and improve services in response.

Requested Regulatory Treatment

17. Applicant is a non-dominant reseller of interexchange telecommunications services. Applicant requests to be regulated by the Commission in the same relaxed fashion extended to other, similarly situated resellers.

Initial Proposed Tariff

18. Applicant proposes to offer service pursuant to the rules, regulations, rates and other terms and conditions included in Applicant's initial proposed tariff, which is attached hereto as **Exhibit E**. Billing, payment, credit, deposit and collection terms are set forth in Applicant's proposed tariff.

Compliance with ARSD 20:10:24:02

19. In accordance with ARSD 20:10:24:02, Applicant provides the following information:

(1) The name, address and telephone number of Applicant:

Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402
(612) 465-0260

(2) Applicant shall provide services under the name:

N/A

(3) (a) Applicant was organized in the State of Minnesota on May 10, 2005.

A copy of Applicant's Articles of Organization is attached as Exhibit A. A copy of its certificate of authority to transact business within the State of South Dakota as a foreign limited liability company is attached as Exhibit B.

(b) Applicant has no principal office in South Dakota. Applicant's registered agent is Ronald D. Olinger, 117 East Capitol, Pierre, SD 57501.

(c) Applicant owns or controls no subsidiaries. The names and addresses of Applicant's shareholders along with percentage owned and current Officers and Board of Directors:

Shareholder: North Central Equity, LLC 100%
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Members: Elam Baer, CEO and Chief Manager
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Laura Conradi Carlson, CFO/Secretary and Manager
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

- (4) Applicant is a limited liability company organized under the laws of Minnesota.
- (5) See paragraph 5 of the Application.
- (6) See paragraph 6 of the Application.
- (7) Applicant shall offer services on all equal-access areas within the State of South Dakota. Accordingly, Applicant does not attach a map describing service boundaries.
- (8) See Exhibits D and E attached hereto.
- (9) (a) All complaints should be directed to:
Drew Backstrand
Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402
Toll Free: 800-852-7023
Facsimile: 612-455-1022
Email: backstrand@ncequity.net

Regulatory matters should be directed to:
Drew Backstrand
Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402
Telephone: 612-465-0265
Facsimile: 612-465-1022
Email: backstrand@ncequity.net

- (b) The Company will schedule monthly billing to customers. Payment is due by the invoice date printed on the bill. The Company may impose a late charge of 1.5% per month on any delinquent amounts.
- (c) Customer service representatives will handle all initial customer disputes. A representative may escalate the resolution of a dispute internally, or refer the customer to the Commission. Customers may reach a representative by calling (800) 852-7023.
- (10) Applicant is a newly formed company that is seeking authority to provide the resale of telecommunications services throughout the United States. Applicant is not currently authorized to provide telecommunications services in any jurisdiction, but is in the process of obtaining authority to provide interexchange and/or local exchange telecommunications services throughout the United States. Additionally, Applicant has never been denied registration or certification in any jurisdiction and is in good standing with the regulatory agency in each jurisdiction.
- (11) Applicant plans to market their services to business and residential customers via advertising, direct marketing, website, and independent distributors. Applicant has no promotional materials at this time.
- (12) See paragraph 20 of the Application.
- (13) Applicant's federal tax identification number is 20-2855923.

- (14) Applicant has not received complaints with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider or for the act of charging customers for services that have not been ordered.
- (15) Applicant requests a waiver of the cash flow statement required in 20:10:24:02(8).
- (16) Applicant agrees with the restrictions relating to prepaid services and deposits.

Applicant's Cost for Underlying Transport Services

20. Applicant proposes to resell services within South Dakota in excess of Applicant's cost of purchasing services from Applicant's underlying carriers MCI, AT&T, Global Crossing and Sprint. Applicant purchases intrastate services from Global Crossing and resells to the public as follows:

| | <u>Buy</u> | <u>Sell</u> |
|--------------------|------------|-------------|
| Switched Inbound | | |
| Switched Outbound | | |
| Dedicated Inbound | | |
| Dedicated Outbound | | |

Conclusion

21. A decision by the Commission to grant Applicant a Certificate of Public Convenience and Necessity is plainly in the public interest. Applicant will introduce important new products and services at very competitive rates as well as enhance the competitiveness of the overall long distance market in South Dakota.

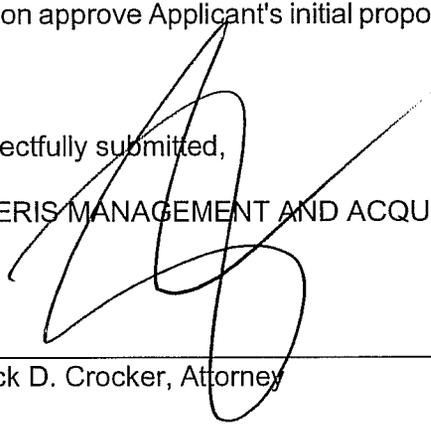
WHEREFORE, ACCERIS MANAGEMENT AND ACQUISITION LLC respectfully requests that this Commission grant it authority to transact the business of a reseller of interexchange telecommunications services within the State of South Dakota, that the Commission regulate it in a streamlined fashion, and that the Commission approve Applicant's initial proposed tariff effective on the date of the Order granting authority.

Respectfully submitted,

AC CERIS MANAGEMENT AND ACQUISITION LLC

Dated: July 5, 2005

By:



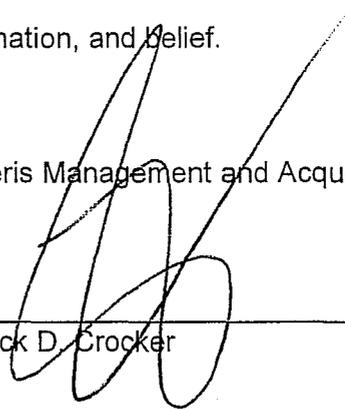
Patrick D. Crocker, Attorney

VERIFICATION

I, Patrick D. Crocker, am the Attorney for Acceris Management and Acquisition LLC, and am authorized to make this verification on its behalf. I do hereby verify that I have read the foregoing Application and the statements made therein are true, correct, and complete to the best of my knowledge, information, and belief.

Executed on the 17th day of June 2005.

Acceris Management and Acquisition LLC



Patrick D. Crocker

Subscribed and sworn before me this 17th day of June 2005.



Notary Public: Paula A. Schneider
Kalamazoo County, Michigan
Acting in Kalamazoo County
My Commission Expires: June 24, 2011

EXHIBIT A

Articles of Organization

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

This limited liability company is now legally organized under the laws of Minnesota.

Name: Acceris Management and Acquisition LLC

Charter Number: 1353712-2

Chapter Formed Under: 322B

This certificate has been issued on 05/10/2005.



Mary Kiffmeyer
Secretary of State.

LLC OR



**ARTICLES OF ORGANIZATION
OF
AC CERIS MANAGEMENT AND ACQUISITION LLC**

The undersigned, being of full age and for the purpose of forming a limited liability company for general business purposes under Chapter 322B of the Minnesota Statutes, does hereby adopt the following Articles of Organization:

Article 1

Name

The name of this limited liability company is Acceris Management and Acquisition LLC. *m*

Article 2

Registered Office

The address of the registered office of this limited liability company is

60 South Sixth Street
Suite 2535
Minneapolis, MN 55402

Article 3

Period of Existence

Unless dissolved earlier in accordance with law, the period of existence of this limited liability company shall be perpetual.

Article 4

Organizer

The name and address of the sole organizer of this limited liability company are

Christopher A. Carlisle
Gray, Plant, Mooty, Mooty & Bennett, P.A.
500 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402

Article 5

Preemptive Rights Prohibition

The members of this limited liability company shall have no preemptive rights as described in Minnesota Statutes Section 322B.33 or any successor thereto.

**Article 6
Cumulative Voting**

The members of this limited liability company shall have no rights of cumulative voting as described in Minnesota Statutes Section 322B.63 or any successor thereto.

**Article 7
Limitation of Liability of Governors**

A governor of this limited liability company shall not be personally liable to this limited liability company or its members for monetary damages for breach of fiduciary duty as a governor, except for liability (i) based on a breach of the governor's duty of loyalty to this limited liability company or its members; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) under Section 322B.56 or Section 80A.23 of the Minnesota Statutes; or (iv) for any transaction from which such governor derived an improper personal benefit. If Chapter 322B of the Minnesota Statutes is hereafter amended to authorize the further elimination or limitation of the liability of governors, then the liability of a governor of this limited liability company, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by Chapter 322B of the Minnesota Statutes, as amended. Any repeal or modification of this Article by the members of this limited liability company shall be prospective only and shall not adversely affect any limitation on the personal liability of a governor of this limited liability company existing at the time of such repeal or modification.

**Article 8
Actions by Written Consent**

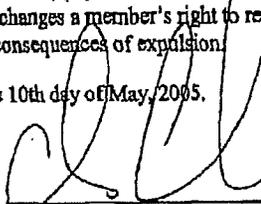
Any action which is required or permitted to be taken by the governors of this limited liability company at a meeting and which does not require the approval of the members may be taken by written action signed by the number of governors that would be required to take the same action at a meeting at which all governors were present. However, if the action is one which must be approved by the members, such action may be taken only by written action signed by all of the governors then in office. Any action required or permitted to be taken at a meeting of the members may be taken by written action signed by members who possess the voting power that would be required to take the same action at a meeting of the members at which all members were present.

**Article 9
Dissenters' Rights Prohibition**

Pursuant to Minnesota Statutes Section 322B.383, subdivision 1(1) (or similar provisions of future law), a member shall have no right to dissent from, and obtain payment for the fair value of the member's membership interest in the event of an amendment of the articles of organization which materially and adversely affects the rights or preferences of the membership interests of the dissenting member in that it: (i) alters or abolishes a preferential right of the membership interests; (ii) creates, alters, or abolishes a right in respect of the redemption of the

membership interests, including a provision respecting a sinking fund for the redemption or repurchase of the membership interests; (iii) alters or abolishes a preemptive right of the owner of the membership interests to make a contribution; (iv) excludes or limits the right of a member to vote on a matter or to cumulate votes; (v) changes a member's right to resign or retire; or (vi) establishes or changes the conditions for or consequences of expulsion.

The undersigned has set his hand this 10th day of May, 2005.



Christopher A. Carlisle
Organizer

GP:1710865 v1

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

MAY 10 2005

Mary Hoffmeyer
Secretary of State *M*

STATE OF MINNESOTA
DEPARTMENT OF STATE
I hereby certify that this is a true and correct copy of the document as filed for record in this office.
DATED _____
Mary Hoffmeyer
Secretary of State
3

19

EXHIBIT B

**Certificate of Authority to Transact Business
as a Foreign Limited Liability Company**

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

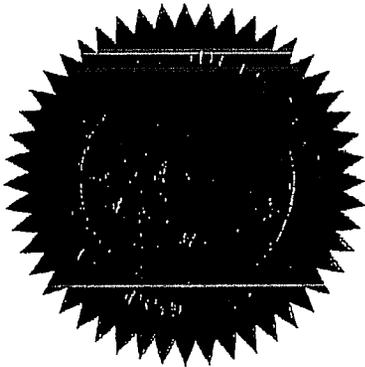
Certificate of Authority Limited Liability Company

ORGANIZATIONAL ID #: FL002445

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **ACCERIS MANAGEMENT AND ACQUISITION LLC (MN)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this June 24, 2005.



Chris Nelson
Chris Nelson
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

CERTIFICATE OF AUTHORITY APPLICATION
OF A
FOREIGN LIMITED LIABILITY COMPANY

RECEIVED

JUN 24 05

S.D. SEC. OF STATE

1. The name of the foreign limited liability company is: ACCERIS MANAGEMENT AND ACQUISITION LLC

2. The name of the state or country under whose law it is organized is: Minnesota

3. The street address of its principal office is: 60 South 6th Street, Suite 2535, Minneapolis, MN 55402

4. The address of its initial designated office in South Dakota is: NA 117 E Capitol
Pierre SD 57501

5. The name and street address of its initial agent for service of process in South Dakota is: Ronald D. Olinger,

117 East Capitol, Pierre, SD 57501.

6. The date of organization is: May 10, 2005, and the period of duration is: perpetual

7. If the company is manager-managed, rather than member-managed, the name and address of each initial manager:

Sam Baer, 60 South 6th Street, Suite 2535, Minneapolis, MN 55402

Laura Conradi Carlson, 60 South 6th Street, Suite 2535, Minneapolis, MN 55402

8. Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-303 (c).

The application must be signed by a member if the company is a member-managed company or by a manager if its a manager-managed company.

Date: 6/14/05

Laura Conradi Carlson VP. Finance & Manager
(Signature and Title)

FILING INSTRUCTIONS:

- The application for authority must be accompanied by the first Annual Report.
- One original and one exact or conformed copy must be submitted.
- The application must be accompanied by an original, currently dated *Certificate of Good Standing or Existence* from the Secretary of State in the state where it is organized.

callc.pdf

HL 2445

RECEIVED

JUN 24 2005

S.D. SEC. OF STATE

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

FIRST ANNUAL REPORT
OF A
LIMITED LIABILITY COMPANY

1. The name of the Limited Liability Company is:

Acceris Management and Acquisition LLC

2. The state or country under whose law it is organized is: Minnesota

3. The address of its registered office and the name of its registered agent for service of process in South Dakota is:

Raymond D. Olinger
117 East Capitol
Pierre, SD 57501

4. The address of its principal office is:

60 South 6th Street, Suite 2535
Minneapolis, MN 55402

5. The names and business addresses of any managers:

William Baer, 60 South 6th Street, Suite 2535, Minneapolis, MN 55402
Laura Conradi Carlson, 60 South 6th Street, Suite 2535, Minneapolis, MN 55402

6. The dollar amount of the total agreed contributions to the Limited Liability Company is \$ 1,000

Date:

6/14/05


(Signature and Title)

VP. Finance and
Manager

* FILING FEE: \$550

EXHIBIT C

Background and Experience of Management

Principal Managers and Officers of Acceris Management and Acquisition LLC

● Elam Baer, Chief Executive Officer/Chief Manager

- Responsibilities: Management of Acceris Management and Acquisition LLC. Additional duties include deal sourcing, new investment screening, assisting portfolio companies, and negotiating transactions.
- Age 45, Mr. Baer has founded and grown a number of successful companies since starting his business career in 1992. These companies include QAI, Inc. (U.S. based telecommunications reseller), QAI Australia, Inc. (telecommunications reseller), QuikPage, Inc. (web page directory), NewTel Germany (telecommunications reseller), and NewTel Holdings LLC (telecommunications reseller in Ireland, United Kingdom, Switzerland, Spain and Australia). Prior to his business career, Mr. Baer was a lawyer. He received his bachelor's and juris doctorate degrees from the University of Minnesota.

● Laura Conradi Carlson, Chief Financial Officer/ Secretary/Manager

- Responsibilities: All financial reporting, financial statement preparation, cash management, investment valuation, tracking and analysis of portfolio performance, preparing and executing due diligence plans
- Age 34, Ms. Carlson served as controller or CFO of various companies founded by Elam Baer prior to joining North Central. Ms. Carlson also spent five years with Ernst & Young LLP as a senior auditor and two years with a telecom firm as Director of Accounting. Ms. Carlson is an honor's graduate from the University of St. Thomas, where she received a B.A. in Accounting in 1992, and received her CPA in 1993.

EXHIBIT D

Financials

Applicant is a wholly owned subsidiary of North Central Equity LLC (“NCE”). As a newly formed company, Applicant does not yet have financial statements. Applicant will submit financial statements for its parent. Applicant is requesting that these financial statements be filed under seal and kept confidential and proprietary.

EXHIBIT E

Tariff

**TARIFF APPLICABLE TO
INTEREXCHANGE SERVICES
WITHIN THE STATE OF SOUTH DAKOTA
PROVIDED BY
ACCERIS MANAGEMENT AND ACQUISITION LLC**

Issued:

Issued by:

Elam Baer, CEO
Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

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 Acceris Management and Acquisition LLC ("Acceris"), with principal offices at 60 South Sixth Street, Suite 2535, Minneapolis, MN 55402. 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:
Issued by:

Elam Baer, CEO
Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

CONCURRING, CONNECTING OR
OTHER PARTICIPATING CARRIERS

1. **Concurring Carriers – None**
2. **Connecting Carriers – None**
3. **Other Participating Carriers – None**

Issued:
Issued by:

Elam Baer, CEO
Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

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> | <u>SHEET</u> | <u>REVISION</u> |
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| 31 | Original | 63 | Original |
| 32 | Original | 64 | Original |

* New or Revised Sheet

Issued:

Issued by:

Effective:

Elam Baer, CEO
 Acceris Management and Acquisition LLC
 60 South Sixth Street, Suite 2535
 Minneapolis, MN 55402

CHECK SHEET (cont'd)

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> |
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| 65 | Original |
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| 76 | Original |
| 77 | Original |

* New or Revised Sheet

Issued:
Issued by:

Elam Baer, CEO
Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

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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 on Commission file.

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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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SECTION 1 – TECHNICAL TERMS AND ABBREVIATIONS

10XXX or 101XXXX Access Code – The Access Code is the 10XXX or 101XXXX Access number.

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.

Casual Calling – A dialing method that enables a Customer to reach the interexchange carrier of the Customer's choice even if the Customer is not a regular Customer of that carrier. The Customer utilizes a 10XXX or 101XXXX Access Code to make calls, and the Customer does not change its Primary Interexchange Carrier.

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 or purchases a Company Prepaid Calling Card and/or originates prepaid calls using such cards, and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Company or Acceris – Used throughout this tariff to mean Acceris Management and Acquisition LLC.

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.

DUC – DUC stands for Designated Underlying Carrier.

LEC – LEC stands for Local Exchange Carrier.

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.

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

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.

Presubscribed Service – A service whereby the Customer can make long distance calls and the Customer must change its Primary Interexchange Carrier to the Company.

Resp. Org. – Responsible Organization or entity identified by Toll-Free service Customer that manages and administers records in the toll-free number 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, between or among points specified by the user, of information of the user's choosing, without change in the form or content of the information as sent and received.

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

U.S.F. – U.S.F. stands for Universal Service Fund.

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SECTION 2 – RULES AND REGULATIONS

2.1 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 necessary facilities, equipment and/or billing arrangements with the DUC and/or LEC, and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. Necessary facilities and equipment may include, but are not limited to, facilities or equipment to be provided by the Company, connecting carriers, underlying carriers, owners and operators of transmission capacity leased to the Company or the LEC. The Company's services are provided on a statewide basis and are not intended to be limited geographically, however, all Switched Access services are only available in equal access areas. The selection of the DUC is made solely in the discretion of the Company. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Except for 101XXXX Access Service, 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 or a Customer's deposit, if required. The service application and the deposit shall not in themselves 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. If service is denied, Customer deposits, if required, will be returned immediately. 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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SECTION 2 – RULES AND REGULATIONS (Cont'd)

- 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 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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SECTION 2 – RULES AND REGULATIONS (Cont'd)

- 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 tariff violations.
- 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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SECTION 2 – RULES AND REGULATIONS (Cont'd)

- 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 It is understood and agreed that this tariff embodies the full understanding and agreement between the Company and the Customer regarding the services provided hereunder. No representation or understanding contrary to the provisions and rates of this tariff shall apply. The company, its officers, directors, employees, shareholders, and their respective heirs and assigns, are specifically excused and indemnified, saved and held harmless, by each Customer taking services under this tariff for any claim of misrepresentation, or errors or omissions made by sales representatives or sales agents.

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SECTION 2 – RULES AND REGULATIONS (Cont'd)

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.

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SECTION 2 – RULES AND REGULATIONS (Cont'd)

- 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 the 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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SECTION 2 – RULES AND REGULATIONS (Cont'd)

- 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 the 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 the Company equipment installed at Customer's premises.

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SECTION 2 – RULES AND REGULATIONS (Cont'd)

- 2.4.9 If the Company installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.
- 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^f (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, the Company may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
- 2.5.1.A For nonpayment of any sum due the Company for more than thirty (30) days after issuance of the bill for the amount due, unless the charge is in dispute
- 2.5.1.B For violation of any of the provisions of this tariff,
- 2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over the Company's services, or
- 2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its services.

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SECTION 2 – RULES AND REGULATIONS (Cont'd)

- 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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SECTION 2 – RULES AND REGULATIONS (Cont'd)

2.6 Credit Allowance

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

2.7 Restoration of Service

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

2.8 Deposit

The Company does not require deposits.

2.9 Advance Payments

The Company does not require advance payments.

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SECTION 2 – RULES AND REGULATIONS (Cont'd)**2.10 Payment and Billing**

- 2.10.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt. A late fee will be assessed on unpaid amounts 30 days after rendition of bills.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, presubscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, presubscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer.
- 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 the applicable contract law statute of limitations. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such applicable contract law statute of limitations.
- 2.10.4 The Company may utilize direct billing and LEC billing. The selection of the billing option is made by the Company. With LEC billing, the Customer's charges for Service(s) are billed with the Customer's bill for local service. If LEC billing is utilized, the rules and regulations applying to rendering and payment of the bill and late charges are the same as covered in the applicable LEC tariff. The Company will make every effort to post any credit due to the Customer account(s) on the Customer's next LEC bill. However, based on the date of the resolution of a dispute and the date credits must be provided to the LEC, it may be two or more billing cycles before a credit will be issued. The Company's name and toll-free telephone number will appear on the Customer's bill.

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SECTION 2 – RULES AND REGULATIONS (Cont'd)

- 2.10.5 If the Customer chooses to pay by credit card, the Customer agrees to the rules governing that payment option, including applicable limits on the amount of Service that may be used before making a payment. No additional notice or consent is required before the Company invoices your credit card or debits the account for all amounts due to the Company. Customer will be notified of any limits that are imposed. If such limits are imposed, Customer may be required to pay for Service with a valid major credit card. The Company may stop offering this option at any time upon notice to the Customer. The Company reserves the right to authorize a credit card payment before the end of the billing cycle if the customer shows unusual use of service, including, without limitation, excessive use of service, abnormal calling patterns or high international termination.

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.

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SECTION 2 – RULES AND REGULATIONS (Cont'd)**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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SECTION 3 – DESCRIPTION OF SERVICE

3.1 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/or time of day of the call. 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. For all calls, fractions of an increment are rounded up to the next whole increment. For example, a call with a one (1) minute increment lasting 35 seconds will be rounded to one (1) minute. Calls with charges that include a fraction of a cent .5 or greater will be rounded to the next highest cent. For example, a Customer making a call with a computed charge of \$1.434 will be charged \$1.43 and a Customer making a call with a computed charge of \$1.435 will be charged \$1.44.
- 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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SECTION 3 – DESCRIPTION OF SERVICE (Cont'd)

- 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.
- 3.1.4 If the Customer uses a calling plan with a monthly recurring charge, that monthly charge is charged for every billing or calendar month in which a customer uses the service as defined by placing a call from a working telephone number.

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:

60 South Sixth Street, Suite 2535
Minneapolis, MN 55402
(800) 852-7023

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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SECTION 3 – DESCRIPTION OF SERVICE (Cont'd)

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.

The Company reserves the right to suspend or cancel without advance written notice and without any liability whatsoever, the provision of Toll-Free Service to any Toll-Free Service customer if the Company determines in its sole discretion that the customer is using the Toll Free Service to make or permit any telephone facility under such customer's control to be used for any purpose or activity including, calling card platforms, prepaid calling card platforms, any obscene, indecent or harassing purpose or activity, prohibited by Section 223 of the Communications Act of 1934, as amended. (Calling card platform, debit card platform)

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.

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SECTION 3 – DESCRIPTION OF SERVICE (Cont'd)**3.4 Service Offerings****3.4.1 Presubscribed 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". The customer is presubscribed to the Company's service.

3.4.2 Casual Calling

This service permits Customers to originate calls via switched access lines, and to terminate intrastate calls via a 1OXXX or 101XXXX Access Code. The Customer dials the Access Code followed by "1+ ten digits". This service is Non Primary Interexchange Carrier Service. Non Primary Interexchange Carrier Service is available to residences and businesses, except hospitals, payphones, hotels and in-mate only facilities, that demonstrate credit-worthiness.

3.4.3 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.

3.4.4 Toll-Free Service

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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SECTION 3 – DESCRIPTION OF SERVICE (Cont'd)**3.4.5 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. Directory assistance is available to any Customer that has access to the directory assistance bureau of the DUC.

3.4.6 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 provided to Customers pursuant to contract. Unless otherwise specified, the regulations for such arrangements are in addition to the applicable regulations and prices in other sections of the tariff. Specialized rates or charges will be made available to similarly situated Customers on a non discriminatory basis.

3.4.7 Emergency Call Handling Procedures

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

3.4.8 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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SECTION 4 – RATES

4.1 Presubscribed 1+ Dialing – RESIDENTIAL

Eastern European Saver 3

\$.169 per minute

Billed in one minute increments

Eastern European Saver 4

\$.169 per minute

Billed in one minute increments

A low usage fee of \$2.95 applies to monthly usage under \$15

USA Free 30 Pick 5

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$3.95 applies

A minimum usage fee of \$10.00 applies

USA Free 30

\$.179 per minute

Billed in one minute increments

A minimum usage fee of \$10.00 applies

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Acceris Management and Acquisition LLC
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SECTION 4 – RATES (cont'd)

4.1 Presubscribed 1+ Dialing – RESIDENTIAL (cont'd)

World Wide Advantage

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Call China For Less

\$.179 per minute

Billed in one minute increments

Call India For Less

\$.179 per minute

Billed in one minute increments

Call India For Less Plus

\$.179 per minute

Billed in one minute increments

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Effective:

SECTION 4 – RATES (cont'd)

4.1 Presubscribed 1+ Dialing – RESIDENTIAL (cont'd)

Call Philippines For Less

\$.179 per minute

Billed in one minute increments

Call Philippines For Less Plus

\$.179 per minute

Billed in one minute increments

Call 4 Cents 101- 5335

\$.139 for the first ten minutes

\$.149 for each additional minute

Billed in one minute increments

Crazy Call

\$.99 per the first thirty minutes

Billed in five minute increments for every minute over the initial thirty

Issued:
Issued by:

Elam Baer, CEO
Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)**4.1 Presubscribed 1+ Dialing – RESIDENTIAL (cont'd)****India Saver**

\$.169 per minute

Billed in one minute increments

India Super Saver

\$.169 per minute

Billed in one minute increments

A low usage fee of \$2.95 applies to monthly usage under \$75

Call Central America

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Call East Asia

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

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Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)**4.1 Presubscribed 1+ Dialing – RESIDENTIAL (cont'd)****Call Eastern Europe**

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Call South America

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Call South Asia

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Penny Plan

\$.184 per minute

Billed in one minute increments

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.1 Presubscribed 1+ Dialing – RESIDENTIAL (cont'd)

Philippines Advantage

\$.184 per minute

Billed in one minute increments

A monthly recurring charge of \$4.95 applies

Call Mexico Local

\$.179 per minute

Billed in one minute increments

Call China Local

\$.179 per minute

Billed in one minute increments

Call Russia Local

\$.179 per minute

Billed in one minute increments

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.1 Presubscribed 1+ Dialing – RESIDENTIAL (cont'd)

Call Brazil Local

\$.179 per minute

Billed in one minute increments

China Saver

\$.179 per minute

Billed in one minute increments

Hola America

\$.169 per minute

Billed in one minute increments

A monthly recurring charge of \$3.95 applies

Middle East Saver

\$.184 per minute

Billed in one minute increments

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont' d)

4.1 Presubscribed 1+ Dialing – RESIDENTIAL (cont'd)

10-10-834

\$.52 for the first minute

\$.13 each additional minute

Billed in one minute increments

Call South Asia Local

\$.179 per minute

Billed in one minute increments

China Saver Promo

\$.179 per minute

Billed in one minute increments

10-10-502

\$.184 per minute

Billed in one minute increments

10-10-629

\$.184 per minute

Billed in one minute increments

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.1 Presubscribed 1+ Dialing – COMMERCIAL

Premier Business

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A monthly recurring charge of \$6.95 applies

A low usage fee of \$5.95 applies to monthly usage under \$25

Premier Business Summer Savings w/WWB

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A monthly recurring charge of \$4.95 applies

A low usage fee of \$5.95 applies to monthly usage under \$25

Premier Business Free Month

\$.179 per minute

Billed in six second increments with an 18 second initial charge

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Effective:

SECTION 4 – RATES (cont'd)

4.1 Presubscribed 1+ Dialing – COMMERCIAL (cont'd)

Business Mexico

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A low usage fee of \$3.95 applies to monthly usage under \$35

Simplicity Business

\$.179 per minute

Billed in six second increments with an 18 second initial charge

Simplicity Business w/WWB

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A monthly recurring charge of \$4.95 applies

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)**4.1 Presubscribed 1+ Dialing – COMMERCIAL (cont'd)****Elite Business**

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A low usage fee of \$3.95 applies to monthly usage under \$25

Elite Business w/WWB

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A monthly recurring charge of \$4.95 applies

A low usage fee of \$3.95 applies to monthly usage under \$25

Premier Business Summer Savings \$50

\$.179per minute

Billed in six second increments with an 18 second initial charge

Business Connections Standard

\$.1803 per minute

Billed in six second increments with an 18 second initial charge

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Effective:

SECTION 4 – RATES (cont'd)**4.2 Casual Calling – RESIDENTIAL****Eastern European Saver 3**

\$.169 per minute

Billed in one minute increments

Eastern European Saver 4

\$.169 per minute

Billed in one minute increments

A low usage fee of \$2.95 applies to monthly usage under \$15

USA Free 30 Pick 5

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$3.95 applies

A minimum usage fee of \$10.00 applies

USA Free 30

\$.179 per minute

Billed in one minute increments

A minimum usage fee of \$10.00 applies

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60 South Sixth Street, Suite 2535
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Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – RESIDENTIAL (cont'd)

World Wide Advantage

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Call China For Less

\$.179 per minute

Billed in one minute increments

Call India For Less

\$.179 per minute

Billed in one minute increments

Call India For Less Plus

\$.179 per minute

Billed in one minute increments

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – RESIDENTIAL (cont'd)

Call Philippines For Less

\$.179 per minute

Billed in one minute increments

Call Philippines For Less Plus

\$.179 per minute

Billed in one minute increments

Call 4 Cents 101- 5335

\$.139 for the first ten minutes

\$.149 for each additional minute

Billed in one minute increments

Crazy Call

\$.99 per the first thirty minutes

Billed in five minute increments for every minute over the initial thirty

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – RESIDENTIAL (cont'd)

India Saver

\$.169 per minute

Billed in one minute increments

India Super Saver

\$.169 per minute

Billed in one minute increments

A low usage fee of \$2.95 applies to monthly usage under \$75

Call Central America

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Call East Asia

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

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60 South Sixth Street, Suite 2535
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Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – RESIDENTIAL (cont'd)

Call Eastern Europe

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Call South America

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Call South Asia

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$2.95 applies

Penny Plan

\$.184 per minute

Billed in one minute increments

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Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – RESIDENTIAL (cont'd)

Philippines Advantage

\$.184 per minute

Billed in one minute increments

A monthly recurring charge of \$4.95 applies

Call Mexico Local

\$.179 per minute

Billed in one minute increments

Call China Local

\$.179 per minute

Billed in one minute increments

Call Russia Local

\$.179 per minute

Billed in one minute increments

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – RESIDENTIAL (cont'd)

Call Brazil Local

\$.179 per minute

Billed in one minute increments

China Saver

\$.179 per minute

Billed in one minute increments

Hola America

\$.179 per minute

Billed in one minute increments

A monthly recurring charge of \$3.95 applies

Middle East Saver

\$.184 per minute

Billed in one minute increments

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – RESIDENTIAL (cont'd)

10- 10- 834

\$.52 for the first minute
\$.13 each additional minute
Billed in one minute increments

Call South Asia Local

\$.179 per minute
Billed in one minute increments

China Saver Promo

\$.179 per minute
Billed in one minute increments

10-10- 502

\$.184 per minute
Billed in one minute increments

10- 10- 629

\$.184 per minute
Billed in one minute increments

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – COMMERCIAL

Premier Business

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A monthly recurring charge of \$6.95 applies

A low usage fee of \$5.95 applies to monthly usage under \$25

Premier Business Summer Savings w/WWB

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A monthly recurring charge of \$4.95 applies

A low usage fee of \$5.95 applies to monthly usage under \$25

Premier Business Free Month

\$.179 per minute

Billed in six second increments with an 18 second initial charge

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)**4.2 Casual Calling – COMMERCIAL (cont'd)****Business Mexico**

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A low usage fee of \$3.95 applies to monthly usage under \$35

Simplicity Business

\$.179 per minute

Billed in six second increments with an 18 second initial charge

Simplicity Business w/WWB

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A monthly recurring charge of \$4.95 applies

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Effective:

SECTION 4 – RATES (cont' d)

4.2 Casual Calling – COMMERCIAL (cont'd)

Elite Business

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A low usage fee of \$3.95 applies to monthly usage under \$25

Elite Business w/WWB

\$.179 per minute

Billed in six second increments with an 18 second initial charge

A monthly recurring charge of \$4.95 applies

A low usage fee of \$3.95 applies to monthly usage under \$25

Premier Business Summer Savings \$50

\$.179 per minute

Billed in six second increments with an 18 second initial charge

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Effective:

SECTION 4 – RATES (cont'd)

4.2 Casual Calling – COMMERCIAL (cont'd)

Business Connections Standard

\$.1803 per minute

Billed in six second increments with an 18 second initial charge

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.3 Travel Cards – RESIDENTIAL

Eastern European Saver 3

\$.169 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

Eastern European Saver 4

\$.169 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

USA Free 30 Pick 5

\$0.099 per minute

Billed in one minute increments

USA Free 30

\$0.099 per minute

Billed in one minute increments

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont' d)

4.3 Travel Cards – RESIDENTIAL

World Wide Advantage

\$.179 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

Call China For Less

\$0.099 per minute

Billed in one minute increments

Call India For Less

\$0.099 per minute

Billed in one minute increments

Call India For Less Plus

\$0.099 per minute

Billed in one minute increments

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60 South Sixth Street, Suite 2535
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Effective:

SECTION 4 – RATES (cont'd)

4.3 Travel Cards – RESIDENTIAL (cont'd)

Call Philippines For Less

\$0.099 per minute
Billed in one minute increments

Call Philippines For Less Plus

\$0.099 per minute
Billed in one minute increments

Call 4 Cents 101- 5335

\$.139 for the first ten minutes
\$.149 for each additional minute
Billed in one minute increments
A \$1.00 surcharge per call applies

Crazy Call

\$.99 per the first 30 minutes
Billed in five minute increments for every minute over the initial 30
A \$1.00 surcharge per call applies

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Elam Baer, CEO
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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.3 Travel Cards – RESIDENTIAL (cont'd)

India Saver

\$.169 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

India Super Saver

\$.169 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

Call Central America

\$0.099 per minute

Billed in one minute increments

Call East Asia

\$0.099 per minute

Billed in one minute increment

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.3 Travel Cards – RESIDENTIAL (cont'd)

Call Eastern Europe

\$0.099 per minute
Billed in one minute increments

Call South America

\$0.099 per minute
Billed in one minute increments

Call South Asia

\$0.099 per minute
Billed in one minute increments

Penny Plan

\$.184 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.3 Travel Cards – RESIDENTIAL (cont'd)

Philippines Advantage

\$.184 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

Call Mexico Local

\$.099 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

Call China Local

\$0.099 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

Call Russia Local

\$0.099 per minute

Billed in one minute increments

A \$1.00 surcharge per call applies

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.3 Travel Cards – RESIDENTIAL (cont'd)

Call Brazil Local

\$0.099 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

China Saver

\$.179 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

Hola America

\$.169 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

Middle East Saver

\$.184 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

Issued:
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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont' d)

4.3 Travel Cards – RESIDENTIAL (cont'd)

Call South Asia Local

\$0.099 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

China Saver Promo

\$.179 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

10- 10- 502

\$.184 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

10- 10- 629

\$.184 per minute
Billed in one minute increments
A \$1.00 surcharge per call applies

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.3 Travel Cards – COMMERCIAL (cont'd)

Premier Business

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

Premier Business Summer Savings w/WWB

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

Premier Business Free Month

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

Business Mexico

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont' d)

4.3 Travel Cards – COMMERCIAL (cont'd)

Simplicity Business

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

Simplicity Business w/WWB

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

Elite Business

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

Elite Business w/WWB

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.3 Travel Cards – COMMERCIAL (cont'd)

Premier Business Summer Savings \$50

\$0.099 per minute

Billed in six second increments with an 18 second initial charge

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – RESIDENTIAL

Eastern European Saver 4

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Eastern European Saver 3

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

USA Free 30 Pick 5

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – RESIDENTIAL (cont'd)

USA Free 30

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

World Wide Advantage

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call China For Less

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – RESIDENTIAL (cont'd)

Call India For Less

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call India For Less Plus

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call Philippines For Less

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont' d)

4.4 Toll-Free Service – RESIDENTIAL (cont'd)

Call Philippines For Less Plus

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call 4 Cents 101- 5335

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Crazy Call

\$0.15 per minute

Billed in five minute increments for every minute over the initial 30

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – RESIDENTIAL (cont'd)

India Saver

\$0.15 per minute

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

India Super Saver

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call Central America

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – RESIDENTIAL (cont'd)

Call East Asia

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call Eastern Europe

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call South America

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)**4.4 Toll-Free Service – RESIDENTIAL (cont'd)****Call South Asia**

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Penny Plan

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Philippines Advantage

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – RESIDENTIAL (cont'd)

Call Mexico Local

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call China Local

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call Russia Local

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – RESIDENTIAL (cont'd)

Call Brazil Local

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

China Saver

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Hola America

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

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Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)**4.4 Toll-Free Service – RESIDENTIAL (cont'd)****Middle East Saver**

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Call South Asia Local

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

China Saver Promo

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Issued:
Issued by:

Elam Baer, CEO
Acceris Management and Acquisition LLC
60 South Sixth Street, Suite 2535
Minneapolis, MN 55402

Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – RESIDENTIAL (cont'd)

10- 10- 502

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

10- 10- 629

\$0.15 per minute

Billed in one minute increments

A monthly recurring charge of \$2.00 applies

A one time setup fee of \$10.00 applies

Toll-Free Service – COMMERCIAL

Premier Business

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

Premier Business Summer Savings w/WWB

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

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SECTION 4 – RATES (cont' d)

4.4 Toll-Free Service – COMMERCIAL (cont'd)

Premier Business Free Month

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

Business Mexico

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

Simplicity Business

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

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Effective:

SECTION 4 – RATES (cont'd)

4.4 Toll-Free Service – COMMERCIAL (cont'd)

Simplicity Business w/WWB

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

Elite Business

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

Elite Business w/WWB

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

Premier Business Summer Savings \$50

\$0.15 per minute

Billed in six second increments with an 18 second initial charge

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SECTION 4 – RATES (cont'd)

4.5 Directory Assistance

\$0.75

4.6 Returned Check Charge

\$20.00

4.7 Rate Periods

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

* To, but not including

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

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SECTION 4 – RATES (cont'd)**4.8 Payphone Dial Around Surcharge**

A dial around surcharge of \$0.75 per call will be added to any completed INTRASTATE toll access code and subscriber Toll-Free 800/888 type calls placed from a public or semi public payphone.

4.9 Universal Service Fund Assessment & Presubscribed Interexchange Carrier Charge

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

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