

TOTAL HOLDINGS, INC.

d/b/a GTC Communications

October 29, 2008

South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: *Total Holdings, Inc. d/b/a GTC Communications*

Dear Sir or Madam:

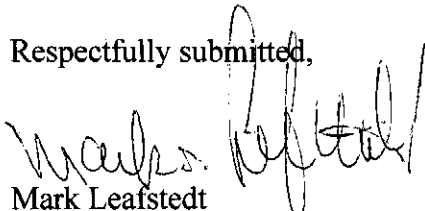
Enclosed for filing with the South Dakota Public Utilities Commission please find an original of Total Holdings, Inc. d/b/a GTC Communications' Application for a Certificate of Authority to Provide Interexchange Telecommunications Services within the State of South Dakota, along with a check in the amount of \$250.00 payable to the "Public Utilities Commission – South Dakota" to cover the cost of the filing fee.

An electronic version of this Application has been filed this date via the Commission's Electronic Filing System.

Please acknowledge received by date-stamping the extra copy of this cover letter and returning to the undersigned in enclosed self-addressed postage prepaid envelope.

If you have any questions or need any additional information, please do not hesitate to contact Alice Breslow, Compliance Paralegal, at 213-995-9700 x264 or via electronic mail at legal@mygtc.com. Thank you.

Respectfully submitted,



Mark Leafstedt
Chief Executive Officer
Total Holdings, Inc.

Enclosure

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

In the Matter of the Application of)
Total Holdings, Inc. d/b/a GTC)
Communications for a Certificate of)
Authority to Provide Interexchange)
Telecommunications Services)
Within the State of South Dakota)

Docket No. _____

APPLICATION FOR A CERTIFICATE OF AUTHORITY

Pursuant to the provisions of SDCL § 49-31-3 and ARSD 20:10:24:02, Total Holdings, Inc. d/b/a GTC Communications (hereinafter “THI” or “Applicant”) hereby applies for a Certificate of Authority to provide interexchange telecommunications services within the State of South Dakota. In support of its Application, Applicant provides the following information:

1. The applicant’s name, address, telephone number, facsimile number, web page URL, and E-mail address:

Total Holdings, Inc. (d/b/a GTC Communications)
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017
Telephone: 213-995-9700
Facsimile: 213-995-9710
Web site: Not currently available
Email: legal@mygtc.com

2. A description of the legal and organizational structure of the applicant’s company:

Applicant is a California corporation. A copy of Applicant’s Articles of Incorporation is attached hereto as Exhibit A. Applicant is affiliated with Total Call International, Inc. and OPEX Communications, Inc. A copy of Applicant’s organizational chart is attached hereto as Exhibit B.

3. The name under which the applicant will provide interexchange services if different than in subdivision (1) of this section.

Applicant will provide interexchange services under GTC Communications.

- 4. A copy of the applicant's certificate of authority to transaction business in South Dakota from the Secretary of State.**

A copy of Applicant's certificate to transact business in South Dakota is attached hereto as Exhibit C.

- 5. The location of applicant's principal office, if any, in this state and the name and address of its current registered agent, if applicable.**

Applicant has no principal office in South Dakota. The name and address of Applicant's current registered agent is CT Corporation System, 319 South Coteau Street, c/o CT Corporation System, Pierre, South Dakota 57501.

- 6. A list and specific description of the telecommunications services the applicant intends to offer.**

Applicant is a reseller, which intends to provide interexchange services, such as outbound 1+ dialing, travel card, prepaid calling card, and 800/888 toll-free inbound services.

- 7. A detailed statement of how applicant will provide its services.**

Applicant does not own or maintain any transmission facilities or switching equipment in the State of Dakota. Applicant will provide services through Sprint, its underlying carrier. As a reseller, Applicant has no points of presence in the State of South Dakota, thus Applicant neither owns, leases, nor operates any switching, transmission, or other physical facilities in the State of South Dakota, and no such facilities will be used by Applicant in providing long distance service in the State of South Dakota. Rather, Applicant will be engaged in reselling long-distance services provided by facilities-based carriers within the State of South Dakota.

- 8. A service area map or narrative description indicating with particularity the geographic area proposed to be served by applicant.**

Applicant intends to provide services on a statewide basis.

- 9. For the most recent 12 month period, financial statements of the applicant including a balance sheet, income statement, and cash flow statement. The applicant shall provide audited financial statements, if available.**

Applicant is financially qualified to provide intrastate interexchange telecommunications services within South Dakota. In particular, Applicant has adequate access to the capital necessary to fulfill any obligations it may undertake with respect to the provision of intrastate services in the State of South Dakota. See Exhibit D, which is attached hereto. Applicant's Balance Sheet and Income Statement for the quarter ended June 30, 2008, which demonstrate that Applicant has the financial ability to provide the services that it proposes to offer.

- 10. The names, address, telephone number, facsimile number, E-mail address, and toll free number of the applicant's representatives to whom all inquiries must be made regarding complaints and regulatory matters and a description of how the applicant handles customer service matter.**

All inquiries regarding regulatory matters should be addressed to:

Alice Breslow, Compliance Paralegal
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017
Telephone: 213-995-9700 x264
Facsimile: 213-995-9710
Email: legal@mygtc.com

All inquiries regarding complaints should be addressed to:

Lucy Sung, Customer Service Director
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017
Telephone: 213-995-9700
Facsimile: 213-995-9710
Toll Free: 800-486-4030
Email: service@mygtc.com

Applicant has a full staff to handle all customer service issues or complaints. Customer service may be reached via a toll-free number, 1-800-486-4030, during hours 6am – 7pm PST Monday-Friday.

- 11. Information concerning how the applicant plans to bill and collect charges from customers.**

Applicant will direct bill its customers monthly utilizing “real-time” completed call detail information from Applicant's underlying carriers. Applicant's bills will include call

detail information and separate line items for all services and charges, including any monthly recurring charges, onetime charges, taxes or surcharges. The bill requires payment within 30 days. Applicant's toll-free number will be on all invoices.

12. Information concerning applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of interexchange customers.

Applicant intends to solicit new customers through direct sales by employees and agents. Applicant will verify change orders in compliance with FCC rules. Specifically, by using one of the following in obtaining a customer's authorization for a carrier change: 1) get it in writing via a letter of authorization; or 2) obtain electronically over the phone via independent third party verification.

13. Information concerning how the applicant will make available to any persons information concerning the applicant's current rates, terms, and conditions for all of its telecommunications services.

Applicant will have a copy of its approved intrastate tariff on file with the South Dakota Public Utilities Commission. A copy of Applicant's proposed Tariff is attached hereto as Exhibit E.

14. Information concerning how the applicant will notify a customer of any materially adverse change to any rate, term, or condition of any telecommunications service being provided to the customer. The notification must be made at least thirty days in advance of the change.

Applicant intends to notify customers of any materially adverse change to any rate, term, or condition of any telecommunications service in writing through post cards and/or bill inserts. This notification will be made at least thirty days in advance of the change.

15. 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.

Applicant is currently in the process of obtaining all required authorities from the state regulatory agencies. Applicant is currently authorized to provide service in Colorado, Florida, Georgia, Idaho, Indiana, Iowa, Michigan, Minnesota, Montana, New York, North Dakota, Oregon, Texas, Utah, Virginia, Washington, and Wisconsin. Applicant has never been denied certification in any state and Applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified.

- 16. 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.**

Applicant intends to market its services primarily to small to mid-sized businesses and residential customers. All sales personnel will have telecommunications service experience. Applicant will market through direct sales by employees and agents. Applicant does not intend to engage in multilevel marketing. No marketing materials are available at this time.

- 17. Federal tax identification number and South Dakota sales tax number.**

Applicant's federal tax identification number is 26-2109883 and its South Dakota sales tax number is 73-001-262109883E-ST-001.

- 18. 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.**

Applicant is a newly formed company and has not yet begun to operate in any jurisdiction. As such no customer complaints have been filed against the Applicant.

- 19. A written request for waiver of those rules the applicant believes to be inapplicable.**

Applicant does not request any waivers.

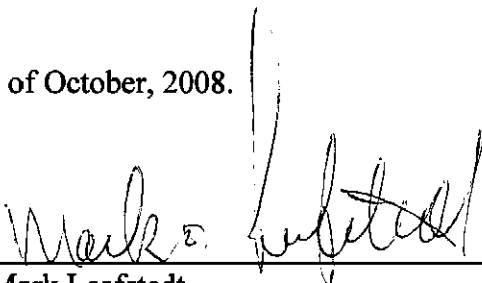
- 20. Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide**

the interexchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.

The information provided herein and all exhibits fully describe Applicant's ability to provide high quality telecommunications interexchange services to South Dakota consumers. Applicant demonstrates herein that it has the technical, financial and managerial skills to offer interexchange services in South Dakota and such services will be in the public interest.

WHEREFORE, THI hereby requests that the Public Utilities Commission enter an order granting a certificate of authority to THI to provide interexchange services within the State of South Dakota.

Respectfully submitted this 29th day of October, 2008.



Mark Leafstedt,
Chief Executive Officer
Total Holdings, Inc.
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017
Telephone: (213) 995-9700
Facsimile: (213) 995-9710
Email: legal@mygtc.com

Exhibit A
Articles of Incorporation

See attached certificate

3088736



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 29 2008

Debra Bowen

DEBRA BOWEN
Secretary of State

3088736

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB 28 2008

ARTICLES OF INCORPORATION

I

The name of this Corporation is: TOTAL HOLDINGS, INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name: Mark Mitchell Geyer

Address: 23945 Calabasas Road, Suite 212,

City: Calabasas, State: CALIFORNIA Zip: 91302

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is: 1,000 shares, without par value.

Dated: 2/27/2008


Mark Leafstedt, Incorporator



Exhibit B
Corporate Structure

Total Holdings, Inc. (“THI”) is a newly formed corporation and was incorporated in the State of California on February 28, 2008.

The Affiliates of THI are as follows:

Total Call International, Inc.
707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017

OPEX Communications, Inc.
707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017

CHART

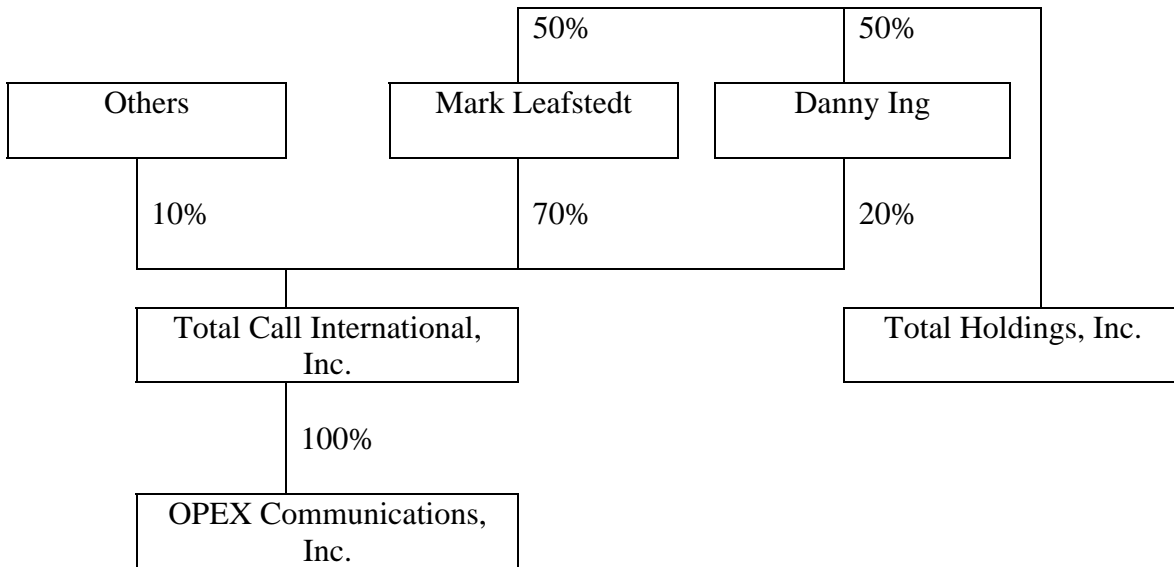


Exhibit C
Certificate to Transact Business in South Dakota

See attached

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

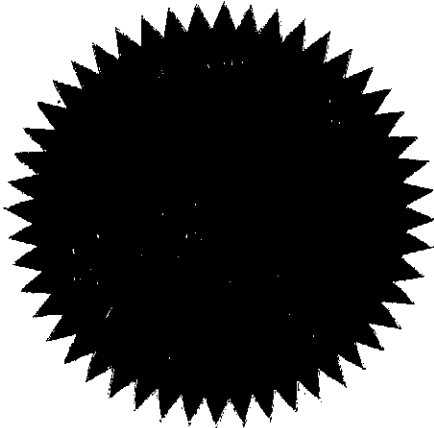
Certificate of Authority

ORGANIZATIONAL ID #: FB032888

I, **Chris Nelson**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **TOTAL HOLDINGS, INC. (CA)** 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 August 19, 2008.



Chris Nelson

Chris Nelson
Secretary of State

**Fictitious Business Name Registration Receipt from the Central Filing System
of the Secretary of State's Office.**

The described business hereby certifies that they will engage in, conduct, or operate a business for profit under the fictitious name of:

GTC Communications

Owner Name
Total Holdings, Inc.

Residence Address
707 Wilshire Blvd. Floor 12
Los Angeles California 90017

Post Office Address

That the address where the main office of such business is to be maintained is:
707 Wilshire Blvd. Floor 12 Los Angeles California 90017

Receipt Number: 21577
Original Registration Date: 9/2/2008
Filed By: Mark Leafstedt
Amount Paid: \$10.00

Finished

Print This Page for Confirmation and Details

Amendment: An amendment should be filed when some substantive item about the business changes such as change in ownership, business name change, address change, etc. When an amendment is done it automatically renews the business registration information and extends the expiration date by making it 5 years from the amendment date.

Renewal: A renewal needs to be filed every 5 years if no amendments are made to the business.

Exhibit D
Financial Statement

See attached Balance Sheet and Income Statement

TOTAL HOLDINGS, INC.
BALANCE SHEET
FOR THE PERIOD ENDING JUNE 30, 2008

ASSETS	<u>THI</u>
CURRENT ASSETS	
Cash and cash equivalents	\$ 294,841
Accounts receivable, less allowances	
Prepaid expenses	
Due from TCM	
Due from TCI	
Note Receivable	
Inventory	
Deposits	
Deferred Income Taxes	
Other Investments	\$ 100,000
Total Current Assets	<u>\$ 394,841</u>
PROPERTY, PLANT, AND EQUIPMENT	
Fixed Assets	
Less: Accumulated Depreciation/Amortization	
Net Property, Plant, and Equipment	<u>\$ -</u>
OTHER ASSETS	
Net amortizable intangible assets	
Goodwill	
TOTAL ASSETS	<u><u>\$ 394,841</u></u>
LIABILITIES AND STOCKHOLDERS' EQUITY	
CURRENT LIABILITIES	
Accounts Payable	
Accrued Liabilities	
Line of Credit	
Note Payable	\$ 299,000
Due to TCI	
Due to Opex	
Customer deposits	
Deferred Revenue	
Total Current Liabilities	<u>\$ 299,000</u>
LONG-TERM LIABILITIES	
Software Loan	
TOTAL LIABILITIES	<u>\$ 299,000</u>
STOCKHOLDERS' EQUITY	<u>\$ 95,841</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>\$ 394,841</u></u>

TOTAL HOLDINGS, INC.
 STATEMENT OF INCOME
 FOR THE 2 MONTHS ENDING JUNE 30, 2008

	<u>THI</u>
REVENUES	\$ 126,930
COST OF SALES	\$ -
GROSS PROFIT	<u>\$ 126,930</u>
	100.0%
SALES, GENERAL & ADMINISTRATIVE	
Sales and marketing	\$ -
General and administrative	\$ 32,089
Other (Income)/Expense	\$ -
TOTAL SG&A	<u>\$ 32,089</u>
EBITDA	<u>\$ 94,841</u>
Depreciation and amortization	\$ -
Net interest	\$ -
Provision for income taxes	\$ -
NET INCOME	<u><u>\$ 94,841</u></u>

Exhibit E
Proposed Tariff

See attached

TOTAL HOLDINGS, INC.
d/b/a GTC Communications

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

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Total Holdings, Inc. d/b/a GTC Communications (“GTC Communications” or “GTC”), with principal offices at 707 Wilshire Boulevard, 12th Floor, Los Angeles, California 90017. 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: October 29, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

TOTAL HOLDINGS, INC.
d/b/a GTC Communications

ORIGINAL SHEET 2
SOUTH DAKOTA PUC TARIFF NO. 1
TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

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

<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISIONS</u>
1	Original*	21	Original*
2	Original*	22	Original*
3	Original*	23	Original*
4	Original*	24	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*		

* New or Revised Sheet

ISSUED: October 29, 2008

ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

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ISSUED: October 29, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

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.

ISSUED: October 29, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

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

ISSUED: October 29, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

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

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

Company or GTC - Used throughout this tariff to mean Total Holdings, Inc. d/b/a GTC Communications, a Nevada corporation.

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

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

ISSUED: October 29, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

Resp. Org - Responsible Organization or entity identified by an 800 service Customer that manages and administers records in the 800 database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

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

ISSUED: October 29, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate resale telecommunications services provided by GTC for telecommunications between points within the State of South Dakota. Resale services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company reserves the right to examine the credit record and check the references of all applicants and Customers. The Company may examine the credit profile/record of any applicant prior to accepting the service order. The service application shall not in itself obligate the Company to provide services or to continue to provide service if a later check of applicant's credit record is, in the opinion of the Company, contrary to the best interest of the Company. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Customer, to allow connection of a Customer's location to a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

2.1.1 The services provided by GTC 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 resale services furnished by GTC 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 GTC.

ISSUED: October 29, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

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 GTC'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 GTC'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.

2.2.3 The use of GTC'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 GTC's services are available for use twenty-four hours per day, seven days per week.

2.2.5 GTC does not transmit messages, but the services may be used for that purpose.

2.2.6 GTC's services may be denied for nonpayment of charges or for other violations of this tariff.

2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.

2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

ISSUED: October 29, 2008
ISSUED BY:

Mark Leafstedt, CEO
707 Wilshire Boulevard, 12th Floor
Los Angeles, California 90017

EFFECTIVE: _____

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

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by GTC on the Customer's behalf.
- 2.4.3 If required for the provision of GTC's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to GTC.

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- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to GTC and the Customer when required for GTC personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of GTC'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 GTC's equipment to be maintained within the range normally provided for the operation of microcomputers.
- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with GTC's facilities or services, that the signals emitted into GTC'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, GTC 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 GTC equipment, personnel or the quality of service to other Customers, GTC may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, GTC may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay GTC for replacement or repair of damage to the equipment or facilities of GTC 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 GTC equipment installed at Customer's premises.
- 2.4.9 If GTC installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.

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2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

2.5 Cancellation or Interruption of Services

2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, GTC 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 GTC 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 GTC'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 GTC from furnishing its services.

2.5.2 Without incurring liability, GTC 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 GTC's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.

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2.5.3 Service may be immediately suspended by GTC 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 GTC deems it necessary to take such action to prevent unlawful use of its service. GTC 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.

2.6 Credit Allowance

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

2.6.2 Credit shall not be issued for unavailability of long distance services.

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 to commence service.

2.9 Advance Payments

GTC does not require advance payments.

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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, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.

2.10.3 All bills are presumed accurate, and shall be binding on the customer unless objection is received by the Company in writing within 30 days after such bills are rendered. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such 30 day period.

2.11 Collection Costs

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

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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. GTC may adjust its rates and charges or impose additional rates and charges on its Customer in order to recover amounts it is required by governmental or quasi-government authorities to collect from and pay to others in support of statutory or regulatory programs. Examples of such programs include, but are not limited to, the Universal Service Fund, the Primary Interexchange Carrier Charge, and compensation to payphone service providers for use of their payphones to access GTC's services.

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.

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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 and time of day of the call; i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.
- 3.1.2 Usage charges are assessed on a flat rate basis. As such, usage charges are not dependent on the distance of each call or the airline mileage between points. 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.
- 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. GTC will not bill for uncompleted calls.

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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:

707 Wilshire Boulevard, 12th Floor
Los Angeles, CA 90017
(800) 486-4030

Any objection to billed charges should be reported promptly to GTC. 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.

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 an appropriate complaint with the Commission for resolution of the conflict. The South Dakota Public Utilities Commission can be reached at:

500 East Capitol Avenue
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 GTC 800 Service charges, the GTC 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.

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3.3 Level of Service

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

3.4 Billing Entity Conditions

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

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3.5 Service Offerings

3.5.1 1+ Dialing

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

3.5.2 Travel Cards

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

3.5.3 800 Service (Toll-Free)

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

3.5.4 Directory Assistance.

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

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3.5.5 Specialized Pricing Arrangements.

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

3.5.6 Emergency Call Handling Procedures

Emergency "911" calls are not routed to the Company, but are completed through the local network.

3.5.8 Promotional Offerings

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

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SECTION 4 - RATES

4.1 1+ Dialing

4.1.1 Basic Plan

\$0.249 per minute

A \$4.95 per month service charge applies.
Billed in one-minute increments.

4.1.2 Residential Plan

Residential Plan is not available to those residential customers whose home phone line is classified as a “business”, “public”, or “semi-public” line. Customer may not use this service for commercial use. If GTC determines the service is not being used for individual residential service, or in any other way violates the restriction of this service, customer will be ineligible for this product, and GTC may terminate customer’s account.

\$0.15 per minute

A \$2.00 minimum monthly billing requirement, per telephone line, applies. Customers whose monthly usage per telephone line is less than the minimum, excluding taxes and surcharges for the monthly billing period, will be billed the minimum amount.

A \$1.95 per month service charge applies.

Monthly service charge waived if customer elects to pay by credit card and receive their bill online.

Billed in one-minute increments.

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4.1.3 Residential Plan II

Residential Plan is not available to those residential customers whose home phone line is classified as a “business”, “public”, or “semi-public” line. Customer may not use this service for commercial use. If GTC determines the service is not being used for individual residential service, or in any other way violates the restriction of this service, customer will be ineligible for this product, and GTC may terminate customer’s account

\$0.15 per minute

A \$2.00 minimum monthly billing requirement, per telephone line, applies. Customers whose monthly usage per telephone line is less than the minimum, excluding taxes and surcharges for the monthly billing period, will be billed the minimum amount.

A \$1.95 per month service charge applies.

However, if customer elects to pay by credit card and paper billing, monthly service charge reduced to \$0.95.

Monthly service charge waived if customer elects to pay by credit card and receive their bill online.

Billed in one-minute increments.

4.1.4 Business Plan

\$0.15 per minute

A \$2.00 minimum monthly billing requirement, per telephone line, applies. Customers whose monthly usage per telephone line is less than the minimum, excluding taxes and surcharges for the monthly billing period, will be billed the minimum amount.

A \$4.95 per month service charge applies.

Billed in one-minute increments.

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4.1.5 Business ePlan

\$0.15 per minute

A \$2.00 minimum monthly billing requirement, per telephone line, applies. Customers whose monthly usage per telephone line is less than the minimum, excluding taxes and surcharges for the monthly billing period, will be billed the minimum amount.

A \$1.95 per month service charge applies if customer elects to pay by credit card and paper billing. Monthly service charge waived if customer elects to pay by credit card and receive their bill online.

Billed in one-minute increments.

4.2 Travel Cards

\$.149 per minute

A \$.25 per call service charge applies.
Billed in one-minute increments.

4.3 Toll Free

\$0.15 per minute

A \$10 monthly minimum usage, per toll-free number, applies. This charge will appear on the bill each month that a customer's toll-free billing, per toll-free number, is less than \$10.00.

Billed in one-minute increments.

4.4 Directory Assistance

\$.85

4.5 Returned Check Charge

\$20.00

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4.6 Rate Periods

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

* To, but not including

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

4.7 Payphone Dial Around Surcharge

A dial around surcharge of \$.50 per call will be added to any completed INTRASTATE toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

4.8 Universal Service Fund Assessment & Presubscribed Interexchange Carrier Charge

The Customer will be assessed a monthly federal 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). A Presubscribed Interexchange Carrier Charge ("PICC") applies on a monthly basis to all Customer monthly bills at the prevailing rate.

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