

TC97-091

KC/TS

TC97-091

DOCKET NO.

In the Matter of

IN THE MATTER OF THE  
APPLICATION OF CALLS FOR LESS,  
INC. DBA CFL FOR A CERTIFICATE  
OF AUTHORITY TO PROVIDE  
TELECOMMUNICATIONS SERVICES IN  
SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

DATE	MEMORANDA
6/17/97	Filed andocketed;
6/19/97	TC Log Filing;
1/30/98	Indemnity Bond;
2/27/98	Order Denying COA;
2/27/98	Notice Closed;
2/16/99	Replacement Surety Bond.

TC97-091



*A Full Service Telecommunications Company*

PO Box 1550

N. Sioux City, SD 57049

Telephone (800) 354-5377

Fax (800) 994-5579

South Dakota Public Utilities Commission  
Attn: Harlan Best  
500 East Capitol Ave.  
Pierre, SD 57501-5070

RECEIVED  
JUN 17 1997  
SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

June 13, 1997

RE: Application For Authority To Operate As A Reseller Of Interexchange Telecommunications, Travel And Debit Cards, And IPP Services Of Calls for Less, Inc. DBA CFL.

Dear Harlan,

Enclosed please find our completed Application, required Exhibits, Tariff and Application Fee of \$250.00 (MTI Ck# 005382). There should be 1 original and 10 copies, pursuant to SD/PUC Rule 20:10:01:02.05. I have included a self-addressed, stamped envelope for the return of our date stamped copy, for our files.

Thank you for your cooperation in this matter. If you have any questions or concerns please feel free to contact me at the number listed below. I look forward to working with you in the future.

Sincerely,

Terry Anderson  
Regulatory  
605/232-4112 ext 212  
605/232-4195 fax  
E-Mail Address: [cflterry@juno.com](mailto:cflterry@juno.com)

Enclosures

0143.46.2

TC 97-091  
RECEIVED

JUN 17 1997

SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

**APPLICATION FOR REGISTRATION  
FILED WITH THE  
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

IN THE MATTER OF THE APPLICATION OF )  
Calls for Less, Inc. dba CfL FOR AN ORDER )  
authorizing the registration of applicant as a )  
telecommunications company )

Docket No.: \_\_\_\_\_  
Page 1 of 2  
June 13, 1997

Application is hereby made to the South Dakota Public Utilities Commission for an order authorizing Calls for Less, Inc. dba CfL to register as a telecommunications company pursuant to the provisions of SDPUC 20:10:24.02. The following general information and specific exhibits are furnished in support thereof:

**Principal Office:**

Calls for Less, Inc. dba CfL (Incorporated in Nebraska on September 16, 1994)  
9915 South 148th Street  
Omaha, Nebraska 68138  
(402)894-2886

**Registered In-State Agent and Main Point of Contact:**

Kathleen (Kathi) S. Jones, Secretary and Teresa (Terry) M. Anderson, Regulatory  
PO Box 1550 - 725 North Derby Lane  
North Sioux City, SD 57049  
(800)211-5848  
(605)232-4112

**Officers:**

William D. Sapp President 102 Nobel Drive Ashland, NE 68003	Timothy P. Jones Vice President RR 1, Box 615 Jefferson, SD 57038	Kathleen S. Jones Secretary 1040 River Drive Sioux City, IA 51109	Allen J. Marsh Treasurer PO Box 37305 Omaha, NE 68137
--	--	--	--

<u>Directors and/or Major Stockholders</u>	<u>Address</u>	<u>Shares</u>	
Burns Bros. Major Stockholder	516 East Morrison - Suite 1200 Portland, OR 97214	2250	15.01%
William D. Sapp President	102 Nobel Drive Ashland, NE 68003	950	6.341%
Timothy P. Jones Vice President	RR 1, Box 615 Jefferson, SD 57038	950	6.34%
Kathleen S. Jones Secretary	1040 River Drive Sioux City, IA 51109	950	6.34%
Allen J Marsh Treasurer	PO Box 37305 Omaha, NE 68136	800	5.34%
Lee H. Sapp Director	1882 S. 114th Street Omaha, NE 68144	800	5.34%
NATSN Major Stockholder	106 Maple Sullivan, MO 63080	750	5.00%

*All other shareholders hold less than 5%.*

The following is a list of the required Exhibits, pursuant to SD PUC Application requirements:

<u>Exhibit A</u>	Certificate of Authority to Transact Business
<u>Exhibit B</u>	Description
<u>Exhibit C</u>	Area of Service
<u>Exhibit D</u>	Financial Statements
<u>Exhibit E</u>	Articles of Incorporation
<u>Exhibit F</u>	By-Laws
<u>Exhibit G</u>	Equipment
<u>Exhibit H</u>	Technical Expertise
<u>Exhibit I</u>	Proposed Tariff
<u>Exhibit J</u>	Senior Management Team

WHEREFORE, the undersigned applicant requests that the South Dakota Public Utilities Commission, enter an order granting the application, in accordance with the provisions of Commission Rules.

DATED this 13th day of June, 19 97.

Applicant: Calls for Less, Inc. dba CFL

Signature: *Teresa M. Anderson*

By: Teresa M Anderson

Title: Regulatory

STATE OF Southern }  
County of Woodbury } as  
Michelle Beavitt being first duly sworn



**EXHIBIT A**  
**CERTIFICATE OF AUTHORITY**  
**TO**  
**TRANSACT BUSINESS**

5. 6. 4. 8

**NEXT**

**DOCUMENT (S)**

**DISREGARD**

**BACKGROUND**

# State of South Dakota



## OFFICE OF THE SECRETARY OF STATE

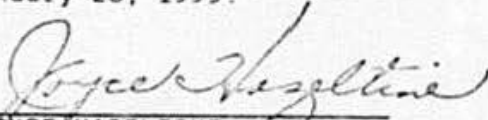
### CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of CALLS FOR LESS, INC. (NE) 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 under the name of CALLS FOR LESS, INC.

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 January 26, 1995.



  
JOYCE HAZELTINE  
Secretary of State



# Secretary of State

Capitol, Ste 204  
East Capitol Avenue  
Pierre, South Dakota  
57501-5070



JOYCE HAZELTINE  
Secretary of State

TOM LECKEY  
Deputy

January 27, 1995

May Adam Gerdes & Thompson  
Mr. Brent Wilbur  
PO Box 160  
Pierre, SD 57501

Re: Calls For Less, Inc.

Dear Mr. Wilbur:

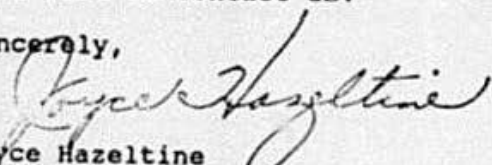
We have received the Application for Certificate of Authority on behalf of the above named corporation together with the \$80 filing fee.

The application has been approved and filed. Enclosed is a Certificate of Authority attached to the duplicate along with our receipt.

SDCL 47-9-3 requires the filing of a corporate annual report with our office between the anniversary date of qualification and prior to the first day of the second month following. The first report is due the year following qualification. An annual report form will be mailed to the corporation for timely filing. Please contact our office if the corporate address changes or if the form is not received.

If this office can be of any assistance in the future, please feel free to contact us.

Sincerely,

  
Joyce Hazeltine  
Secretary of State

JH/BKW: C  
Enclosure

Administration  
605 773 3537  
Fax 605 773 6580

Corporations  
605 773 4845  
605 773 4550

Uniform Commercial Code  
605 773 4422  
605 773 4550

Telecommunications  
for Deaf  
605 773 5010



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**NEXT**

**DOCUMENT (S)**

**DISREGARD**

**BACKGROUND**

FILE NO. \_\_\_\_\_ RECEIVED  
 RECEIPT NO. \_\_\_\_\_

APPLICATION FOR CERTIFICATE OF AUTHORITY

JAN 26 1995

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement.

RECEIVED

(1) The name of the corporation is CAUS FOR LESS, INC.  
 (Exact corporate name)

JAN 24 1995

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this state is \_\_\_\_\_

SECRETARY OF STATE

(3) State where incorporated NEBRASKA Federal Taxpayer ID# \_\_\_\_\_

(4) The date of its incorporation is 9-16-94 and the period of its duration is PERPETUAL

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 9915 So. 148th STREET, OMAHA, NEBRASKA Zip Code 68138

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is c/o The Prentice-Hall Corporation System, Inc., 503 South Pierre Street, Pierre Zip 57501 and the name of its proposed registered agent in the State of South Dakota at that address is The Prentice-Hall Corporation System, Inc.

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: RESEL TELECOMMUNICATIONS SERVICES.

(8) The names and respective addresses of its directors and officers are:

Name	Officer Title	Street Address	City	State	Zip
<u>William D. Sapp</u>	<u>PRESIDENT</u>	<u>102 Noble Dr.</u>	<u>Ashland</u>	<u>NE</u>	<u>68003</u>
<u>Timothy P. Jones</u>	<u>VICE PRESIDENT</u>	<u>RR, Box 615</u>	<u>JEFFERSON</u>	<u>SD</u>	<u>57038</u>
<u>Lee H. Sapp</u>	<u>VICE PRESIDENT</u>	<u>1892 S. 114th St.</u>	<u>Omaha</u>	<u>NE</u>	<u>68144</u>
<u>Allen J. Marsh</u>	<u>TREASURER</u>	<u>1716 Tecumseh</u>	<u>Omaha</u>	<u>NE</u>	<u>68136</u>
<u>Kathleen S. Jones</u>	<u>SECRETARY</u>	<u>1040 River Dr.</u>	<u>Sioux City</u>	<u>IA</u>	<u>51109</u>

(SEE ATTACHED LIST OF DIRECTORS)

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>20,000</u>	_____	_____	<u>\$10.00 (TEN DOLLARS)</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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(10) The aggregate number of its issued shares, itemized by classes, par value & par value, and series, if any, within a class, is:

Number or shares	Class	Series	Par value per share or statement that shares without par value
8,250			\$10.00 (TEN DOLLARS)

(11) The amount of its stated capital is \$ 160,688.00

(12) This application is accompanied by a CERTIFICATE OF FACT duly acknowledged by the secretary of state or other officer having custody of corporate records in the state or country under whose laws it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

(14) That such corporation, as a consideration of its being permitted to begin or continue doing business within the State of South Dakota, will comply with all the laws of the said State with regard to foreign corporations.

The application must be signed by the chairman of the board of directors, or by the president or by another officer.

I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT.

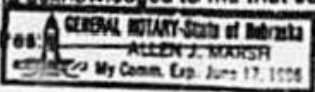
Dated January 4 1995

William S. [Signature]  
(Signature)  
President  
(Title)

State of Missouri  
County of Jasper

On this 4 day of January, 1995, before me Allen J. Marsh personally appeared William S. [Signature], known to me, or proved to me, to be the President of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed same.

My Commission Expires



[Signature]  
(Notary Public)

Notarial Seal

\*\*\*\*\*

The Consent of Appointment below must be signed by the registered agent listed in number six.

### CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, The Prentice-Hall Corporation System, Inc., hereby give my consent to serve as the  
(name of registered agent)

registered agent for CALLS FOR LESS, INC  
(corporate name) The Prentice-Hall Corporation System, Inc

Dated January 30 1995

By: Cheryl L. Sparks  
(signature of registered agent)  
ASST. SECY

11. 04. 148

**EXHIBIT B**  
**DESCRIPTION**



Calls for Less, Inc. dba Cfl. seeks a Certificate of Registration to operate as a reseller of telecommunications services throughout the entire State of South Dakota. Such authority would include twenty-four (24) hour originating and terminating intrastate, intraLata and interLATA calls of business and residential customers, to operate as a Travel and Debit (Prepaid Calling) Card reseller, and to provide COCOT/COPT service. As Cfl. is not applying for authorization to provide Operator services, let it be known that such services would be provided by AT&T at all times.

Cfl. seeks to provide telecommunications services at rates which are competitive with the services of other interexchange carriers and requests that the South Dakota Public Utilities Commission grant Applicant competitive status as a competitive telecommunications company. Detailed descriptions of Cfl.'s rules and regulations, services, and rates can be found in its Proposed Tariff - Exhibit I.

Cfl. was formed and is currently owned by a group of investors who have a wide range of successful and currently profitable businesses. As the majority of Cfl.'s stockholders are themselves current customers and future sites of payphone locations, pending certification in their states, we feel confident of a profitable future.

Likewise, as each of these stockholder/owners are themselves the customers, and have their own clientele to consider, it is in Cfl.'s own interest to provide the very best service possible.

The financial history of the company shows it was formed September 1994 and has been operating at an increased profit since January 1996, with a strong cash position. see Exhibit D.

EXHIBIT C  
AREA OF SERVICE

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CFL is Certified (*where required*) To Conduct Business in all 48 contiguous United States except:

Alabama, Arizona, Delaware, Georgia, New Mexico, and Rhode Island  
(*Certification has been applied for and is currently pending*)

Actual Certification (*where required*) for Telecommunications has been approved in the following states:  
Arkansas, Colorado, Florida, Iowa, Idaho, Illinois, Kansas, Kentucky, Louisiana, Maine, Massachusetts, Maryland, Michigan, Minnesota, Missouri, Mississippi, Montana, Nebraska, New Hampshire, New Jersey, Nevada, New York, Ohio, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, Wisconsin, and Washington D.C.

Certification for Telecommunications and/or IPP (COCOT/COPT) has been applied for and is pending in the following states:

Vermont

CFL is currently filing for Certification for Telecommunications and/or IPP (COCOT/COPT) in the following states:

California, Connecticut, Indiana, North Carolina, North Dakota, Oklahoma, *South Dakota*, West Virginia, and Wyoming.

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**EXHIBIT D**  
**FINANCIAL STATEMENTS**



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CfL Report to Shareholders  
May 22, 1997

A presentation was made to the shareholders regarding the proposed merger or consolidation of CfL and another phone card company. A slide presentation detailed what the "new company" might look like.

At this time, Ted Kessner, attorney for CfL, detailed the procedures surrounding the proposed merger/consolidation. This information would be supplied to all shareholders in an informational meeting. In order for a definitive agreement, 66 2/3 % approval of shareholders would be necessary.


Regarding the opportunities at hand for CfL to merge or sell with a larger company, the window is small. The current opportunity facing CfL was examined.

The shareholders unanimously felt as a group that it would be more beneficial for CfL to review all resources and options before agreeing to a merger/consolidation.

All present were reminded that the discussion pertaining to the merger and/or consolidation were confidential and all information was only privy to those parties involved. All handouts were then returned.

At this time, financial statements for the three months ended March 31, 1997, were distributed to all present.

Respectfully submitted,

  
Kathi Jones

CALLS FOR LESS, INC

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FINANCIAL STATEMENTS

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FOR THE THREE MONTHS ENDED MARCH 31, 1997

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TO WHOM IT MAY CONCERN:

I have reviewed the accompanying Balance Sheet of Call For Less, Inc. as of March 31, 1997 and the related Statements of Operations and Accumulated Deficit for the three months ended, and certify they are true and accurate statements of our financial standings as of this date.

Omaha, Nebraska  
May 5, 1997



Allen J Marsh  
Treasurer

CALL FOR LESS, INC.  
BALANCE SHEET  
AS OF MARCH 31, 1997

ASSETS

*Current Assets:*

Cash	\$	385,579
Accounts Receivable		433,057
Notes Receivable		5,612
Income Tax Receivable		16,469
Prepaid Expenses		11,301
Inventories		<u>36,833</u>
<i>Total Current Assets</i>		888,851

*Property and Equipment:*

Furniture & Fixtures	\$	4,792
Equipment & Computers		1,065,113
Transportation Equipment		<u>32,227</u>
		1,102,132
Less Depreciation		<u>(433,321)</u>
<i>Total Property and Equipment</i>		668,811

*Other Assets:*

		<u>132</u>
<i>Total Assets</i>		\$ 1,558,594

LIABILITIES AND STOCKHOLDERS' EQUITY

*Current Liabilities:*

Accounts Payable	\$	663,404
Deferred Liabilities		891,888
<i>Total Current Liabilities</i>		1,555,292

*Stockholders' Equity:*

Common Stock \$10. par value		
Authorized 20,000 shares, issued		
16,025 shares	\$	160,250
Paid In Capital		54,750
Accumulated Deficit		<u>(166,798)</u>
		48,202
Less Treasury Stock		<u>44,900</u>
<i>Total Stockholders' Equity</i>		3,302
<i>Total Liabilities and Stockholders' Equity</i>		<u>\$ 1,558,594</u>

unaudited

The accompanying notes are an integral part of these financial statements



CALLS FOR LESS, INC.

STATEMENT OF OPERATIONS AND ACCUMULATED DEFICIT  
FOR THE THREE MONTHS ENDED MARCH 31, 1997

---

<i>Gross Revenue</i>		\$ 1,510,554
<i>Costs and Expenses:</i>		
<i>Cost of Sales</i>	\$ 1,108,093	
<i>Operating Expenses</i>	314,242	
<i>Depreciation and     Amortization</i>	<u>55,085</u>	
		1,477,420
<i>Net Income before     Other Income</i>		33,134
<i>Other Income</i>		<u>3,280</u>
<i>Net Income</i>		36,414
<i>Accumulated Deficit, Beginning</i>		(203,212)
<i>Accumulated Deficit, End of Period</i>		<u>\$ (166,798)</u>

unaudited

The accompanying notes are an integral part of these financial statements

81434621  
CALL FOR LESS, INC.  
STATEMENT OF CASH FLOWS  
FOR THE THREE MONTHS ENDED MARCH 31, 1997

---

Cash Flow From Operating Activities:

Net Income	\$	36,414
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and Amortization		55,085
(Increase) in Current Assets		(23,267)
Increase in Current Liabilities		60,464
Net Cash Used in Operations		<u>92,282</u>
		128,696

Cash Flow from Investing Activities:

Purchased of Property and Equipment	\$	(121,226)
Purchase of Treasury Stock		(25,600)
Net Cash used in Investing Activities		<u>(146,226)</u>
		(17,530)

Cash Flow from Financing Activities:

Issuance of Common Stock		3,120
Paid In Capital		<u>9,368</u>
Net Cash provided by Financial Activities		<u>(12,488)</u>
		(5,042)

Cash, Beginning of Period: 390,621

Cash, End of the Period: \$ 385,579

unaudited

The accompanying notes are an integral part of these financial statements

CALLS FOR LESS, INC  
NOTES TO FINANCIAL STATEMENTS

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1. Summary of Significant Accounting Policies:

The following is a summary of significant accounting policies used in the preparation of these Financial Statements:

(a) Business Operation:

Calls For Less, Inc (the Company) is a reseller of long distance telephone services on a wholesale basis and an independent payphone provider.

(b) Fiscal Year

The Company began operations on September 16, 1994. The Fiscal year ends on December 31.

(c) Property and Equipment

Depreciation is provided using an accelerated methods over the estimated useful lives of five (5) years. Upon sale or disposition, related costs and accumulated depreciation are removed from the accounts and any gains or losses are recorded currently.

(d) Other Assets

Other assets includes the cost of organizational costs. These costs are being amortized over their useful lives of 5 years.

2. Property and Equipment:

Property and Equipment consists of the following:

Equipment:	\$ 1,102,132
Less Accumulated Depreciation	( 433,321)
	<u>\$ 668,811</u>

2. Other Assets

Organizational Costs	\$ 1,695
Less Accumulated Amortization	(763)
	<u>\$ 932</u>

**EXHIBIT E**  
**ARTICLES OF INCORPORATION**



SEP 16 1994

STATE OF NEBRASKA } 93  
SECRETARY'S OFFICE } 1246  
Received and filed for  
record and recorded on  
film roll 917 at page 20  
Allen J. Beermann  
Secretary of State  
By [Signature]

ARTICLES OF INCORPORATION  
OF  
CALLS FOR LESS, INC.

The undersigned acting as incorporator of a corporation under the Nebraska Business Corporation Act, Sections 21-2001 through 21-20,147, R.R.S. Nebraska, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: Calls for Less, Inc.

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

- (a) To acquire, own and operate any and all lawful business enterprises, and to deal in property of all kinds, including the owning of real estate, personal property, franchises, and the conducting of business as principal, agent or otherwise;
- (b) To generally pursue any course of conduct which corporations organized under the laws of the State of Nebraska can pursue to engage generally in lawful business activity.

ARTICLE IV

The corporation shall have and exercise all of the powers and rights conferred upon corporations organized and existing under the Nebraska Business Corporation Act, and any enlargements of such powers conferred by subsequent legislative acts, and in addition thereto, the corporation shall have and exercise all the powers and rights as are necessary, suitable,

FILED FOR RECORD IN SARPY COUNTY NEBR September 19 1994 AT 10:00 O'CLOCK A.M.  
AND RECORDED IN BOOK 37 OF Firm PAGE 108 Drew [Signature] COUNTY CLERK #20ck pd

8-14-5-6-2-4

proper and convenient or expedient to the attainment of the aforesaid purposes of the corporation.

#### ARTICLE V

The address of the registered office of the corporation and the initial registered agent at such address are:

William D. Sapp - 9915 South 148th Street  
Omaha, NE 68138

#### ARTICLE VI

The name and address of the incorporator is:

William D. Kuester - 134 South 13th Street, Suite 400  
Lincoln, NE 68508

#### ARTICLE VII

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts.

#### ARTICLE VIII

Section 1. The amount of total authorized capital stock of the corporation shall be \$200,000 divided into 20,000 shares of a par value of \$10.00 each.

Section 2. No shareholder shall have a preemptive right to acquire shares of the capital stock of the corporation.

#### ARTICLE IX

Section 1. The number of members of the Board of Directors, their terms of office and the manner of their election shall be set forth in the By-laws.

62.64.348

Section 2. No outside director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided however, this provision shall not eliminate the liability of the director for:

- a. Any act or omission not in good faith which involves intentional misconduct or a knowing violation of law;
- b. Any transaction from which the director derived an improper direct or indirect financial benefit;
- c. Paying a dividend or approving a stock repurchase which was in violation of the Nebraska Business Corporation Act;
- d. Any act or omission which violates a declaratory or injunctive order obtained by the corporation or its stockholders; and
- e. Any act or omission occurring prior to the date this provision becomes effective.

As used herein, the term "outside director" shall have the meaning set forth in §§21-2035 of the Nebraska Business Corporation Act.

The foregoing provision shall not limit the corporation from providing any other indemnification permitted by law nor shall it be deemed inclusive of any other rights to which the director may be entitled under any by-law, agreement, or vote of stockholders. The corporation may purchase and maintain insurance on behalf of any person who is or was a director of the corporation against any liability asserted against him or incurred by him in such capacity or arising out of his status as a director whether the corporation would have the power to



indemnify him against such liability under the provisions of law or this Article.

ARTICLE X

The Board of Directors shall have the power to make, alter and amend the By-laws of the corporation.

Executed September 16, 1994.

  
\_\_\_\_\_  
William D. Kuester, Incorporator



022.64.6410

**EXHIBIT F**

**BY-LAWS**

**BY-LAWS**  
**OF**  
**CALLS FOR LESS, INC.**

**INDEX**

<u>Subject</u>	<u>Article</u>
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Transactions with Corporation	XI
Amendments	XII

BY-LAWS  
OF  
CALLS FOR LESS, INC.

ARTICLE I

Offices

The principal office of the corporation shall be located in Omaha, Sarpy County, Nebraska. The corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II

Shareholders

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held within one hundred twenty (120) days after the first of <sup>December</sup> ~~January~~ in each year beginning in the year 1994 ~~1995~~, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meeting. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than twenty-five percent (25%) of all the outstanding shares of the corporation entitled to vote at the meeting.

Amend. December 1994

Section 3. Time and Place of Meeting. The Board of Directors shall designate in the notice of the meeting the date, time and place of annual or special meetings of shareholders.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the shareholder at his address as it appears on the stock record books of the corporation with postage thereon prepaid.

Section 5. Quorum. A majority of the outstanding shares of the corporation entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6. Proxies. At all meetings of the shareholders, a shareholder may vote by proxy executed in writing

B 24343



by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the corporation before or at the time of the meeting.

### ARTICLE III

#### Board of Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be <sup>20</sup>10. Directors shall be elected for terms of one year and shall serve until their successors have been elected and qualified. Directors need not be residents of the State of Nebraska nor shareholders of the corporation.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-law provision immediately after and at the same place as the annual meeting of the shareholders. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, to holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Nebraska, as a place

for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least three (3) days previous thereto by written notice served personally or mailed to each Director at his business address. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of Directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A

Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

#### ARTICLE IV

##### Officers

Section 1. Number. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors or President. Any number of offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually at the first meeting of the Board of Directors held after the annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors or President may be removed by the Board of Directors whenever in its judgment the best interests of the corporation may be served thereby, but such



removal shall be without prejudice to the contractual rights, if any, of the person so removed.

Section 4. President. The President shall be the chief executive officer of the corporation, and, subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and the Board of Directors. He may appoint officers, agents or employees other than those appointed by the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. The Vice Presidents. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election) shall perform the duties of the



President and one so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall also perform such other duties as may from time to time be assigned to him by the President or the Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of the shareholders' and the Board of Directors' meetings, see that all notices are duly given in accordance with the provisions of the By-laws, be custodian of the corporate records and the seal of the corporation, keep a register of the post office address of each shareholder, sign with the President certificates of shares of the corporation, have general charge of the stock transfer books of the corporation and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the President or the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum as and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation and in general perform the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President or the Board of Directors.

ARTICLE V

Committees

Section 1. Executive Committee. The Board of Directors may designate an Executive Committee made up of at least four members of the Board of Directors. The Executive Committee shall have all the powers and authority of the Board of Directors, provided however, the Board of Directors reserves to itself alone the power to declare dividends, issue stock, or recommend to the shareholders any action requiring their approval. The Executive Committee shall act by a majority of its members. The Executive Committee shall make regular reports to the Board of Directors of its activities. The Executive Committee shall be subject to the control of the Board of Directors.

Section 2. Other Committees. The Board of Directors may designate such other Committees and delegate such authority and responsibility as is required to perform the purposes for which the Committee is created. At least one Director or officer must be a member of each such Committee. A Committee shall act by a majority of its members. The Committee shall be subject to the control of the Board of Directors.

ARTICLE VI

Indemnification

The corporation shall indemnify any Director or officer who is made a party, or is threatened to be made a party, to any

action or proceedings, other than an action by the corporation, by reason of the fact that he is or was a Director or officer of the corporation, against all expenses, including attorneys' fees, judgments, fines, amounts paid in settlement, and all other amounts actually and reasonably incurred by him in connection with such action, if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the corporation.

#### ARTICLE VII

##### Certificates for Shares and Their Transfer

Section 1. Certificates representing shares of the corporation shall be of such form and shall be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and the date of issue shall be entered in the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificates shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such



terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the corporation may be made only on the stock transfer books of the corporation by the holder of record thereof or by his lawful representative, who shall furnish proper evidence of the authority to transfer and on surrender for cancellation of the certificate for such shares. The person in whose name the shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes.

#### ARTICLE VIII

##### Dividends

The Board of Directors may from time to time declare and the corporation may pay dividends on its outstanding shares in the manner and upon the terms and conditions provided by law.

#### ARTICLE IX

##### Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the words "Corporate Seal".

#### ARTICLE X

##### Waiver of Notice

Whenever any notice is required to be given to any shareholder or Director of the corporation under the provisions of these By-laws and under the provisions of the Articles of



034.64.01A.08

Incorporation and the laws of the State of Nebraska, waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

#### ARTICLE XI

##### Transactions with Corporation

No contract or other transactions between this corporation and one or more of its directors, officers or shareholders or between this corporation and any other corporation, firm or association in which one or more of its officers, directors or shareholders are officers, directors or shareholders shall be either void or voidable (1) if at a meeting of the Board of Directors or committee authorizing or ratifying the contract or transaction, there is a quorum of persons not so interested in the contract or other transaction and the contract or transaction is approved by a majority of such quorum, or (2) if the contract or other transaction is ratified at an annual or special meeting of shareholders, or (3) if the contract or other transaction is just and reasonable to the corporation at the time it is made, authorized or ratified.

#### ARTICLE XII

##### Amendments

These By-laws may be amended, altered or repealed and new By-laws may be adopted by the Board of Directors at any regular or special meeting of the Board.

**EXHIBIT G**  
**EQUIPMENT**

Pay Phone Equipment to be installed by CIL:

Intellicall - Astratel - 2 / Coin Phone (Manufacturer/Type)	#15120 (Model #)	EHSUSA - 24053 - CC - E (FCC Number)
Intellicall - Pro*Phone / Charge-A-Call (Manufacturer/Type)	#1050 (Model #)	EHSUSA - 18090 - TE - E (FCC Number)

Maintenance of the Pay Phone Equipment will be provided by CIL. Vice President, Timothy Jones has overseen the training of CIL's current maintenance staff, and the installation and technical coordination of the following:

- Intellicall private payphone equipment and INET Communications
- PBX and Dialers (Call Directors) in business and hospitality applications
- Datalan Network and IBM PC's in business environment
- XENIX/Informix PC Operating System and Wyse terminals in business a environment
- T-1 Service and Channel Bank and coordination of all LEC services
- Installation of CPDI prepaid calling card processing system
- Distributor for Telrad Systems.



**NEXT**

**DOCUMENT (S)**

**DISREGARD**

**BACKGROUND**



25¢

Per Minute  
Long Distance \*

4 Minute minimum  
Anywhere in Contiguous US



*You Can  
connect for Less*

**Emergency -  
No Coin Needed**

**EMERGENCY Dial "911"**

To report problems  
with this phone  
Dial "211"

Or call 1-800-354-5377

**Coin Calls 25¢  
Local -**

Listen for dial tone,  
deposit coins, then dial  
U.S. Coins only  
No change provided.

**Directory  
Assistance**

(charges may apply)

Local information... 1+411  
Long Distance information  
1+area code+555+1212

**Coin Calls  
Long Distance**

Dial  
1+area code+number

This station operated  
by CfL, Inc

**Calling Card and Operator  
Assisted Calls**

To place a Local or  
Long Distance Calling  
Card call within this  
area Dial 0+area code+  
number. These calls are  
routed and priced by

AT&T  
P.O. Box 723  
Basking Ridge, NJ  
07920

This station allows  
access to all Long  
Distance Carriers.  
Consult your carrier  
for dialing and  
rate information.

To place Long Distance  
calls outside this area,  
Dial 0+area code+  
number. These calls are  
routed and priced by

AT&T  
P.O. Box 723  
Basking Ridge, NJ  
07920

Complaints regarding  
Operator Services may  
be directed to  
FCC Enforcement Division  
CCB Room 6202  
2025 M. Street N.W.  
Washington, DC 20554

USA. 010. 4470

**EXHIBIT H**  
**TECHNICAL EXPERTISE**

## TECHNICAL EXPERTISE

70+ combined years of Telecommunications Customer Service

50+ combined years of Computer Hardware, Software, and Management experience including:

- IBM Mainframes
- PC's
- Macintosh
- DOS/VSE
- MS-DOS
- XENIX/UNIX
- Novell
- Lantastic

50+ combined years of Computer Programming experience including:

- COBOL
- Visual Basic
- Databus

50+ combined years of Telecommunications Hardware, Software, and Management experience including:

- Private Payphones
- 1+Long Distance for Business and Residential
- 0+Long Distance for Payphones
- 1+Long Distance for Payphones
- PBX
- Key Systems
- Automated Switches
- Voice Mail

15+ combined years of Database Management experience including:

- Dbase
- Adabase
- Informix
- Access

8+ combined years of Prepaid Calling Card experience including:

- Automated Switches
- PC Based Switches
- Magnetic Stripe Processing equipment
- Voice Mail
- Zon Processing



U.A. 011. 41110

**EXHIBIT I**  
**PROPOSED TARIFF**



TELECOMMUNICATIONS SERVICES TARIFF

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

TITLE SHEET

This tariff contains the description, regulations, and rates applicable to the furnishing of telecommunications services provided by Calls for Less, Inc. dba CfL with principal offices at 9915 South 148th Street, Omaha, Nebraska, 68138. This tariff applies for services furnished within the state of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, where copies may be inspected, during normal business hours.

ISSUED: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_

---

**TELECOMMUNICATIONS SERVICES TARIFF**

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**CHECK SHEET**

Sheets Title through 20 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date at the bottom of this page.

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12	Original	30	Original
13	Original	31	Original
14	Original	32	Original
15	Original	33	Original
16	Original	34	Original
17	Original	35	Original
18	Original	36	Original

ISSUED: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_

## TELECOMMUNICATIONS SERVICES TARIFF

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ISSUED: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_



TELECOMMUNICATIONS SERVICES TARIFF

---

CONCURRING CARRIERS

NONE

CONNECTING CARRIERS

WiTel, MCI and AT&T

OTHER PARTICIPATING CARRIERS

NONE

---

ISSUED: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_



## TELECOMMUNICATIONS SERVICES TARIFF

## SYMBOLS

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

- (C) - To signify changed regulations
- (D) - To signify discontinued regulations or rate
- (I) - To signify increase in rate
- (N) - To signify new regulation or rate
- (R) - To signify reduction in rate
- (T) - To signify a change in text but no change in regulation or rate

## 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 between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the PUC. For example, the 4th revised sheet 14 cancels the 3rd revised sheet 14. Because of various suspension periods, deferrals, etc. the PUC follows in its tariff approval process, the most current sheet number on file with the PUC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. Check Sheets - When a tariff filing is made with the PUC, 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 revisions. All revisions made in a given filing are designated by an asterisk (\*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the PUC.

ISSUED: \_\_\_\_\_

EFFECTIVE: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

205.04.1428

100-000-00000  
Calls for Less, Inc. dba CFL

South Dakota PUC Tariff No. 1  
Original Page No. 6

TELECOMMUNICATIONS SERVICES TARIFF

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APPLICATION OF TARIFF

This tariff contains the descriptions, rules, regulations, rates, and charges applicable to interexchange carrier telecommunications, travel and debit ( prepaid calling ) cards, and IPP (COCOT/COPT) services offered by Calls for Less, Inc. dba CFL within the State of South Dakota.

ISSUED: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_

## TELECOMMUNICATIONS SERVICES TARIFF

## SECTION I - TECHNICAL TERMS AND ABBREVIATIONS

1. Account Number - A numerical code, one or more of which is assigned to each Customer to enable each Customer to access Company's service. Account Numbers are used by Company both to prevent unauthorized access to its facilities and to identify the Customer for billing purposes. Each Customer is assigned an Account Number or Code. If a Customer wishes to have the charges on their monthly statement segregated in a particular way, they must do so by obtaining one or more Additional Account Code(s).
2. Access Line - A dedicated arrangement which connects Customer location or Company switching center.
3. Application for Service - A standard Company order form which includes all pertinent billing, technical, and other description information which will enable Company to provide telecommunications services.
4. Authorized User - A person, firm, corporation or other entity authorized by Company or customer to receive or send communications.
5. Called Station - Denotes the terminating point of a call (i.e., the called telephone number).
6. Calling Card Call - A billing arrangement whereby Customer may charge a call to a valid calling card issued by a local exchange carrier or other carriers with whom Company has billing and collection arrangements whether directly or indirectly through a billing arrangement.
7. Calls for Less, Inc. - To be recognized throughout this document as either CFL or "Company".
8. Collect Call - A billing arrangement by which the charge for a call may be charged to the called station, provided the called station accepts responsibility for such charge when asked by Company's operator.
9. Company - Calls for Less, Inc. dba CFL.
10. Company Recognized Holidays - Company recognizes the following holidays: New Year's Day (January 1), Memorial Day, Independence Day (July 4), Labor Day, Thanksgiving Day, and Christmas Day (December 25). The rate applicable is the Evening Rate unless a lower rate is applicable.
11. Credit Card Call - A billing arrangement whereby Customer may charge a call to a valid commercial credit card.
12. Customer - The person, firm, partnership, corporation or other entity which subscribes or orders in compliance with tariff regulations. Customers also may be the party who is responsible for the payment of charges.

ISSUED: \_\_\_\_\_

By: William D. Sapp  
 Calls for Less, Inc.  
 9915 South 148th Street  
 Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_



## TELECOMMUNICATIONS SERVICES TARIFF

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SECTION I - TECHNICAL TERMS AND DEFINITIONS (CONTINUED)

13. Debit Card (i.e. Prepaid Calling Card, Phone Card) - A service that allows Customer to pay in advance for long distance and utilize the service through 800 access. As Customer uses the service the per minute rate is deducted from the advance payment. Each time Customer uses the service they are given the remaining balance in their account. International travelers and customers who need long distance service at a reasonable rate instead of using operator assisted services or coins.
14. Dedicated Access - A special access line from Customer premises to Local Exchange Company.
15. End User - Any person, firm, partnership, corporation, or other entity whose furnished telecommunications services are under the provisions and regulations of Company's tariff. End User is typically a member of the transient public and if so, does not negotiate directly with Company for provisioning or termination of service.
16. Installation - The connection of a dedicated access line, or port for a new or additional service.
17. Intrastate Call - Any call which originates and terminates within the State of South Dakota.
18. Local Exchange Carrier - A company which furnishes local telephone service.
19. Major Credit Card - Company recognized major credit cards include the following: American Express, Discover, MasterCard, and VISA.
20. Operator Dialed Surcharge - In addition to the per minute rates an Operator Dialed Surcharge applies to Operator Station and Person-to-Person calls when Customer has the capability of dialing all the digits necessary to complete a call, but elects to dial the appropriate operator code ("O", "OO", or "10XXX") and request the operator to dial the called station.
21. Operator Station - A call type other than person-to-person whereby the assistance of an operator is required to complete a call. For the purpose of this tariff, Operator Services shall be provided by AT&T, unless an alternate OSP is selected by End User.
22. Operator Surcharge - A fee that may be applied to calls which require the assistance of an operator. This charge may vary depending upon the call type selected by End User.
23. Person-to-Person - A call type whereby the caller originating the call specifies to an operator a particular person to be reached, or a particular station, room number, department, or office to be reached through a PBX attendant.
24. Premises - Space designated by Customer for termination of Company's service. In the case of a non-profit sharing group, this term includes space at sharer's place of business.

ISSUED: \_\_\_\_\_

EFFECTIVE: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138



## TELECOMMUNICATIONS SERVICES TARIFF

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SECTION I - TECHNICAL TERMS AND DEFINITIONS (CONTINUED)

25. Processing Fee - A fee which Company may charge a Customer on a one-time basis to cover the cost of processing the Customer's initial service application and assigning Account Number(s) to Customer.
26. Rate Period - For all purposes of this tariff, the following rate period definitions shall apply:
- |               |   |
|---------------|---|
| Day:          | 8:00 a.m. to 5:00 p.m. *, Monday through Friday   |
| Evening :     | 5:00 p.m. to 11:00 p.m. *, Sunday through Friday  |
| Night/Weekend | 11:00 p.m. to 8:00 a.m. *, all week days and Sundays<br>- Saturday all day - Sunday 8:00 a.m. to 5:00 p.m.<br>* To but not inclusive. |
27. Service Area - Refers to the entire State of South Dakota.
28. Special Access - A special access line from customer premise to Local Exchange Company.
29. Station - Any location from which long distance calls may be placed or received.
30. Subscriber - The person, firm, partnership, corporation, or other entity who owns, leases or otherwise manages the pay telephone(s), PBX, or other switch vehicle from which an End User places a call utilizing the service of Company.
31. Third Party Billed Call - A billing arrangement by which the charges for a call are billed to a number that is different from the calling number and the called number; provided that the third party accepts responsibility for such charge when asked by an operator.
32. Volume Discount - A pricing concept which rewards volume users.

ISSUED: \_\_\_\_\_

EFFECTIVE: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

## TELECOMMUNICATIONS SERVICES TARIFF

## TABLE OF ACRONYMS

1. ANI - Automated Numbering Identification - A type of signaling provided by a Local Exchange Company which automatically identifies the local exchange line from which a call originates.
2. BOC - Bell Operating Company
3. CfL - Calls for Less, Inc.
4. COCOT/COPT - Customer Owner Coin Operated Telephone/Customer Owner Pay Telephone(Coinless)
5. DS-1 - A high digital communications service with a transmission rate of 1.544 million bits per second, or the equivalent of 24-voice channels transmitting at 64 thousand bits per second each.
6. FGB Access - Feature Group B Access. 950-XXXX Dialing procedures.
7. FGD Access - Feature Group D Access. 10XXX dialing, one plus dialing procedures.
8. IPP - Independent Payphone Provider
9. IRC - International Record Carrier.
10. LATA - Local Access Transport Area.
11. LEC - Local Exchange Company
12. NSC - Network Switching Center.
13. OSP - Operator Service Provider
14. POP - Point of Presence - A physical location within a LATA at which an Interexchange Company establishes itself for the purpose of obtaining LATA access and to which the BOC/LEC provides access.

ISSUED: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_

TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS

1. Description of Service
  - 1.1 For purpose of this tariff, the service provided by Company is the resale of interexchange carrier telecommunications, travel and debit (prepaid calling) card, and IPP (COCOT/COPT) services within the State of South Dakota.
  - 1.2 The facilities of Company will be available as soon as practicable upon receipt of an order between those points in different LATAs as specified. Interconnection of Company's facilities with the facilities of other duly authorized and regulated communications common carriers, and with International Record Carriers ("IRC"), will be permitted.
  - 1.3 The obligation of Company to provide service is dependent upon its ability to procure and maintain facilities which are required to meet Subscriber's order for service. Company will make all reasonable efforts to secure the necessary facilities and will amend its tariff accordingly, providing such new service will not adversely affect Company's present services.
  - 1.4 Company, when acting on Subscriber's request, and as Subscriber's authorized agent, will make reasonable efforts to arrange for service requirements which may include terminal equipment, circuit conditioning, or connection access.
  - 1.5 To use Company's service, the Customer accesses Company's system, Customer's phone number or security code or other billing type is verified and the call is processed.

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ISSUED: \_\_\_\_\_  
By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_

TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

2. Application for Service

- 2.1 Company requires a Subscriber to sign an application form furnished by Company and to establish credit as provided in these Rules and Regulations, as a condition precedent to the initial establishment of such service. Company's acceptance of an order for service to be provided an applicant whose credit has not been duly established may be subject to the provision described, § II, 3, Deposits.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

3. Deposits/Advance Payment
- 3.1 Each applicant for service may be required to establish a deposit. Determination if a deposit will be required will be based on credit history obtained from a credit reporting agency.
- 3.2 A deposit/advance payment is not to exceed the estimated charges for two (2) months service.
- 3.3 A deposit will be returned:
- 3.3.1 when an application for service has been canceled prior to the establishment of service. The deposit will be applied to any charges applicable in accordance with the tariff and the excess portion of the deposit will be returned.
- 3.3.2 at the end of twelve (12) months of timely payment with one (1) forgiveness in the twelve (12) month period.
- 3.3.3 or upon the discontinuance of service if before twelve (12) months. Company will refund Subscriber's deposit or the balance in excess of unpaid bills for the service.
- 3.4 The fact that a deposit has been made in no way relieves Subscriber from complying with the regulations with respect to the prompt payment of bills.
- 3.5 Interest on deposit will be paid pursuant to Commission Rules.

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SECTION II - RULES AND REGULATIONS (CONTINUED)

4. Use of Service
- 4.1 Neither Subscriber nor their authorized End Users may use the service furnished by Company for any unlawful purpose. Use and restoration of the service furnished by Company will be in accordance with Commission Rules.
- 4.2 The service offered herein may be used for one or more of the following:
- 4.2.1 for the transmission of communications to or by Customer.
- 4.2.2 for the transmission of communications to or from an authorized End User.
- 4.2.3 for the transmission of communications to or from Subscriber of another common carrier, which has subscribed to Company's communications service for purposes of resale.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

5. Limitations
- 5.1 Service is offered, subject to the availability of the necessary facilities and/or equipment and subject to the provisions of the tariff. Company reserves the right not to provide service to or from a Customer where the necessary facilities or equipment are not available.
- 5.2 Company reserves the right to discontinue furnishing service, upon written notice, per Commission Rules, when necessitated by conditions beyond its control, or when the provisions of this tariff are violated or are in violation of the law.
- 5.3 Service may be discontinued by Company by blocking traffic to certain cities or NXX exchanges or by blocking calls using certain customer authorization codes when Company deems it necessary to take such action to prevent unlawful use of its service. Notice will be given to Customer within 24 hours, of when the blocking commences. Company will restore service as soon as it can be provided without undue risk.
- 5.4 There are no limits on the number of calls placed or the length of individual calls.

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SECTION II - RULES AND REGULATIONS (CONTINUED)

6. Terms and Conditions

- 6.1 Service is provided and billed on a monthly basis beginning on the date that billing becomes effective, and continues to be provided until canceled, by Customer.
- 6.2 In the event Customer orders a Company option that does not require a monthly subscription fee, Company reserves the right to treat a period of non-use of not less than ninety (90) days a cancellation and to discontinue furnishing service, with five (5) day notice, after such ninety (90) day period.
- 6.3 Service is offered on a monthly basis, twenty-four (24) hours per day.
- 6.4 For the purpose of computing charges in this tariff, a month is considered to have thirty (30) days.
- 6.5 The name(s) of Customer(s) responsible for bill must be stipulated in the application for service.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION II - RULES AND REGULATIONS (CONTINUED)

7. Liability

- 7.1 The liability of Company for damages arising out of mistakes, omissions, interruptions, delays, errors, or defects in transmission occurring in the course of furnishing service and not caused by the negligence of the customer or of Company in failing to maintain proper standards of maintenance, shall in no event exceed an amount equivalent to the proportionate charge to the customer or End User for the period of service during which such mistakes, omissions, interruptions, delays, errors, or defects in transmission occur.
- 7.2 Company shall be indemnified and held harmless by the customer against claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over Company's channels.
- 7.3 When the facilities of other carriers are used in establishing connections to points not reached by Company's facilities, Company is not liable for any act or omission of the other carrier(s).
- 7.4 Company does not guarantee or make any warranty with respect to any equipment provided by it where such equipment is used in locations containing an atmosphere which is explosive, prone to fire, dangerous or otherwise unsuitable for such equipment.
- 7.5 The customer indemnifies and holds Company harmless from any and all loss, claims, demands, suits or other action, whether suffered, made, instituted or asserted by the customer or by any other party or persons, for any personal injury to, or death of, any person or persons, and for any loss, damage, or destruction of any property, whether owned by the customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location, or use of such equipment so used, which is not regulated.
- 7.6 Company shall not be liable for any failure of performance due to causes beyond its reasonable control, including, but not limited to, acts of God, fires, meteorological phenomena, floods, or other catastrophes; national emergencies, insurrections, riots or wars, strikes, lockouts, work stoppages or other labor difficulties, and any law, order regulation or other action of any governing authority thereof.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

- 7.7 Company shall not be liable for:
- 7.7.1 Unlawful use or use by an unauthorized person of Company's facilities and services.
  - 7.7.2 Any claim resulting from furnishing, installation, operation, maintenance, or removal of facilities at customer's premise(s).
  - 7.7.3 Any claim arising out of a breach in the privacy or security of communications transmitted over Company facilities.
  - 7.7.4 Changes in any of the facilities, operations, services or procedures of Company that render any facilities or services provided by Subscriber obsolete, or require modification or alteration of such facilities or services, or other wise affect their use or performance. Company will endeavor to advise customer on a timely basis of such change.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

8. Interconnection With Other Carriers

- 8.1 Service furnished by Company may be connected with services or facilities of another participating carrier, as named in this tariff. Such interconnection may be made at a Company terminal or entrance site, at a terminal of another participating customer, or at the premises of a customer, joint user, or authorized End User. Service furnished by Company is not part of a joint undertaking with such other carrier(s).

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

9. Change in Service Agreement

- 9.1 When a change in service arrangement involves the continued use by the customer of circuits furnished by Company, installation charges do not apply to the circuits continued in use. The minimum service period and monthly fees for the circuits contained in use is determined from the date of initial installation thereof.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

9. Change in Service Agreement

- 9.1 When a change in service arrangement involves the continued use by the customer of circuits furnished by Company, installation charges do not apply to the circuits continued in use. The minimum service period and monthly fees for the circuits contained in use is determined from the date of initial installation thereof.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

10. Inspection

- 10.1 Company may, upon reasonable notice, make such tests and inspections as may be necessary to determine that the requirements of this tariff are being complied with, in the installation, operation, and/or maintenance of Customer or Company equipment. Company may interrupt the service at any time, without penalty to Company, because of departure from any of these requirements. Except for if service is out for more than 24 hours, then any monthly recurring charge or fee will be pro-rated.

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SECTION II - RULES AND REGULATIONS (CONTINUED)

11. Testing and Adjustments

- 11.1 Upon reasonable notice, the circuits provided by Company shall be made available to Company for such tests and adjustments as may be necessary to maintain them in satisfactory condition; no interruption allowance will be granted for the time during which such tests and adjustments are made if interruption is less than 24 hours. Credit allowance will be pro rated based on the amount of time of the interruption over 24 hours.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

12. Interruption of Service
- 12.1 Subscriber shall notify Company of any interruption in service. Before giving such notice, Subscriber shall ascertain that the trouble is not being caused by any action or omission of Subscriber or is not in wiring or equipment, if any, furnished by the LEC, Company, or Subscriber and connected to Company's facilities.
- 12.2 For purpose of credit computation, every month shall be considered to have 720 hours.
- 12.3 No credit shall be allowed for an interruption of a continuous duration of less than two (2) hours, other than for testing and adjusting.
- 12.4 Company shall make all reasonable efforts to prevent interruptions of service. When interruptions occur, Company shall reestablish service with the shortest possible delay.
- 12.5 Arrangements shall be made to receive and record trouble reports twenty-four (24) hours daily and also to clear trouble of an emergency nature; at night, on holidays, on weekends, as well as during regular working hours.

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## TELECOMMUNICATIONS SERVICES TARIFF

## SECTION II - RULES AND REGULATIONS (CONTINUED)

## 13. Payment Arrangements

Paragraphs 13.1 through 13.9, below, apply only to services for which Company bills directly. For services billed to LEC telephone accounts, calling cards or credit cards, reference paragraph 13.10.

- 13.1 The End User is responsible for payment of all charges for services furnished. Charges for installation, physical or administrative changes, expedites, or cancellation of orders are payable upon completion. Recurring charges are billed in advance.
- 13.2 For billing of fixed charges, service is considered to be established upon the day in which Company notifies Subscriber of installation and testing of Subscriber's service.
- 13.3 End User will be billed for all usage accrued beginning immediately upon access to the service. Customers are billed on a thirty (30) day cycle. After thirty (30) days from rendition of the billing, it shall be considered past due and a late payment charge of one and one-half percent (1.5%) per month will be applied to residential and non-residential customers. Payment will be considered timely if paid within thirty (30) days of rendition of the billing. Rendition is deposit of billing in the US mail, postage prepaid.
- 13.4 Customer will be granted one (1) forgiveness of a late payment charge each calendar year if a late payment is received.
- 13.5 A customer who discontinues service or whose service is canceled by Company and/or in accordance with sections of this tariff, and wishes to reinstate service, may be subject to a reconnection charge as stated in the tariff rate section.
- 13.6 If notice of a dispute as to charges is not received, in writing, in person at Company's office, or by telephone, by Company after an invoice is rendered, such invoice shall be deemed to be correct. If customer disputes amount on billing and does not receive satisfactory results from contacting Company, Company will provide a written notice to the complainant of his right to file a complaint with the South Dakota Public Service Commission at the following number, (602)564-3940. Undisputed amount of billing should be paid on a timely basis or service may be subject to termination.
- 13.7 A charge will apply whenever a check or draft presented for payment, within a reasonable time period, of service is not accepted by the institution on which it is written. The charge is as stated, § IV-8.
- 13.8 Customers will be billed for and are liable for payment of all applicable federal, state, and local taxes, surcharges or other assessments including such amounts as Company may be authorized to pass through to the customer as stated in this tariff.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

- 13.9 Company will provide a toll-free telephone number for inquiries regarding bills or service. This toll free number will be 1 - 800 - 354-5377 and will be available to customers on a daily 24 hours basis.
- 13.10 Certain calls (e.g. O<sup>+</sup>, credit card or calling card calls) may be billed by local exchange carriers or other billing agents on behalf of Company pursuant to Commission Rules. In these situations, the payment rules agreed upon between the company, billing agent and/or the End User apply. This would include, but not exclusively, late payment fees and due date requirements. The End User may never the less refer any billing inquiries or disputes directly to Company in accordance with this Section.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

14. Customer Complaints

- 14.1 For consideration of any disputed charges, an End User must submit in writing to Company, the call details and the basis for any requested adjustments. An investigation will be conducted promptly and thoroughly. Records are kept on file showing the name and address of each complainant, the date of complaint and the nature and disposition of complaint. This information is available for inspection by the Commission or its staff upon request. Company's 800 number for inquiries is 800-354-5377.
- 14.2 Within thirty (30) days of receiving a written complaint Company will provide written notice as to the status of the complaint.
- 14.3 Should the complaint not be resolved by payment due date, End User will pay the undisputed amount.
- 14.4 If a complaint is not resolved to End User's and/or Company's satisfaction a filing for a resolution may be filed with the South Dakota Public Service Commission at the following address:
- South Dakota Public Utility Commission  
500 East Capitol  
Pierre, SD 57501-5070
- 14.5 Company provides the following 800 toll-free number for customer complaints:
- 800-354-5377.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION II - RULES AND REGULATIONS (CONTINUED)

15 Disconnection of Service by Customer

- 15.1 Customer must give advance verbal or written notice for disconnection of any Company service. Company will have up to five (5) days to complete disconnect. Subscriber will be responsible for all charges for five (5) days or until the disconnection is effected, whichever is sooner. This five (5) day period will begin on the day of receipt of notice from Subscriber.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION II - RULES AND REGULATIONS (CONTINUED)

16. Cancellation of Service by Company
- 16.1 Company, by written notice pursuant to Commission Rules to Subscriber or applicant, may immediately cancel the application for or discontinue service without incurring any liability for any of the following reasons:
- 16.1.1 a violation of or failure to comply with any regulation governing the furnishing of service under this tariff.
- 16.1.2 ...upon written notification, Company will discontinue furnishing service to Subscriber who has not used the service for a period of ninety (90) days and who appears, after investigation to have left the community or who advises Company that Company's service(s) is no longer desired and no longer desires to be carried as a customer.
- 16.1.3 ...an order of a court or other government authority having jurisdiction which prohibits Company from furnishing service.
- 16.2 Cancellation of service may occur after, not less than, five (5) days prior notice for non-residential customers and twelve (12) days prior notice for residential customers for the following reasons:
- 16.2.1 customer's failure to pay regulated sum due Company for service after thirty (30) days of the date Company rendered its bill in the US mail for such service.
- 16.2.2 ...for failure of the customer or prospective customer to furnish service equipment, permits, certificates, rights if way necessary to obtain service or for the failure of Customer to fulfill the contractual obligations imposed upon Customer as conditions of obtaining service by a contract filed with the subject to the regulatory authority of the Commission.
- 16.3 Company has the right to refuse or discontinue service to any premises at any time it finds it necessary to protect itself against intentional abuse or in the event the service is to be used for unlawful purposes.

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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION III - DESCRIPTION OF SERVICE

1. General Description of Service
  - 1.1 For purposes of this tariff, the service provided by Company is the resale of interexchange carrier telecommunications, travel and debit (prepaid calling) cards, and IPP (COCOT/COPT) services.
  - 1.2 Company offers its services subject to the provisions of this tariff.
  - 1.3 Company's services are offered to subscribers on a monthly basis.
  - 1.4 Company's services are offered to subscribers twenty-four (24) hours per day, seven (7) days per week, three-hundred and sixty-five (365) days per year.
  - 1.5 Company offers its services subject to the availability of the necessary facilities and/or equipment. Company reserves the right to refuse to provide service to or from any location where the necessary facilities and/or equipment are not available.

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ISSUED: \_\_\_\_\_

By: William D. Sapp  
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TELECOMMUNICATIONS SERVICES TARIFF

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SECTION III - DESCRIPTION OF SERVICE (CONTINUED)

2. Call Completion

- 2.1 Not more than one (1) call per hundred (100) calls during a typical "busy hour" will receive a busy signal from Company's terminal or experience any other service delay related to Company's facilities or service. Company is not responsible for delays or signal degradation caused by the LEC or Connecting Carriers.

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## TELECOMMUNICATIONS SERVICES TARIFF

## SECTION III - DESCRIPTION OF SERVICE (CONTINUED)

## 3. Calculation of Charges and Distance

- 3.1 Charges for Company's service(s) are based on the distance and duration of the call, and the rate period (Day Evening, and Night/Weekend) when the call is placed.
- 3.2 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call. For the purpose of determining airline mileage, vertical and horizontal grid lines have been established across the United States and Canada. The spacing between adjacent vertical grid lines and between horizontal grid lines represents a distance of one coordinate unit. This unit is the square root of 0.1, expressed in statute miles. A vertical (V) and a horizontal (H) coordinate is computed for each local exchange company primary serving office and from its latitude and longitude location by use of appropriate map-projection equations. A pair of V-H coordinates locate a primary serving office or serving office for determining airline mileage, at a particular intersection of an established vertical grid line with an established horizontal grid line. The distance between any two primary serving offices or serving offices is the airline mileage computed as follows:

$$\text{FORMULA: } \sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

- 3.3 Chargeable time ends when the calling station or the called station "hangs up".
- 3.4 When a call is established in one rate period and ends in another rate period, the rate in effect at the calling station for each rate period applies to the portion of the call occurring within that rate period. When a unit of time is split between two (2) rate periods, the portion of the call in one rate period is calculated and the remainder of the call is rated at the other rate period, with the total of the two (2) calculations being the total call charges.

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## TELECOMMUNICATIONS SERVICES TARIFF

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SECTION III - DESCRIPTION OF SERVICE (CONTINUED)

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## 4. Service Offerings

- 4.1 CfL Business is a flat rate, direct access service. This service is designed for businesses that conduct the majority of their business during the day. There is no installation or monthly fee. Calls are billed in six (6) second increments. For rate schedule § IV, 1.
- 4.2 CfL Residential is a flat rate, direct access service. This service is designed for residential users. There is no installation or monthly fee. Calls are billed in six (6) second increments. For rate schedule § IV, 2.
- 4.3 CfL Dedicated Outbound is a flat rate, special access service. This service is designed for high volume businesses that conduct the majority of their business during the day. Calls are billed in six (6) seconds increments. For rate schedule § IV, 3.
- 4.4 CfL Dedicated Inbound is a flat rate, special access service. This service is designed for high volume businesses that conduct the majority of their business during the day. Calls are billed in six (6) seconds increments. For rate schedule § IV, 4.
- 4.5 CfL 800 is a flat rate, direct access, incoming only service offering. The customer can use a regular telephone line to receive calls with this service. There is no installation or monthly fee. Calls are billed in six (6) second increments. For rate schedule § IV, 5.
- 4.6 CfL Travel Service allows the customer to call an 800 number and use an authorization code to gain access to Company's network from any of the forty-eight (48) contiguous states. There is no installation or monthly fee. Calls are billed in full minute increments for billing purposes. For rate schedule § IV, 6.
- 4.6.1 Travel I, Promotional
- 4.6.2 Travel II, Generic
- 4.7 CfL Debit Card (Prepaid Calling Card) Service is an advance payment service for long distance services that allows a customer to access their account through an 800 number. This service was developed for International travelers and individuals who have not established local service and need a reasonable alternative to operator assisted services and coins. There is no installation or monthly fee. Calls are billed in full minute increments for billing purposes. For rate schedule § IV, 7.
- 4.7.1 Debit Card I, Promotional
- 4.7.2 Debit Card II, Generic

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION III - DESCRIPTION OF SERVICE (CONTINUED)

- 4.8 Directory Assistance - Company offers Interstate and Intrastate Directory Assistance.
- 4.8.1 Intrastate Directory Assistance is offered and billed on a per call basis. To access intrastate directory assistance, the End User dials 1-411. No additional measure use per call charges apply.
- 4.8.2 Interstate Directory Assistance is offered and billed on a per call basis. To access interstate directory assistance, the End User dials Area Code + 555-1212. No additional measure use per call charges apply. For rate schedule § IV, 8.
- 4.9 CfL IPP (COCOT) Services are available throughout the entire State of South Dakota and in accordance with Commission Rules and Regulations. Target area for service application shall be primarily, but not exclusive to, Truck Stops. Calls are billed in full minute increments for billing purposes. There is a four (4) minute minimum per call. For rate schedule § IV, 9.
- 4.10 CfL Voice Mail is a feature of the CfL Travel Service (§ III, 4.6) and CfL Debit Card (§ III, 4.7) that allows a customer to access their account through an 800 number to leave and/or retrieve messages. The maximum length per message is one (1) minute. Messages may be saved for a maximum of four (4) days. Calls are billed in full minute and thirty (30) second increments for billing purposes. For rate schedule § IV, 10.
- 4.11 Special Promotions. Company may from time to time engage in special promotional trial service offerings of limited duration, (not to exceed ninety (90) days a per customer basis, for non-optional, recurring charges), designed to attract new Subscribers or to increase Subscriber awareness of a particular tariff offering. request for promotional offerings will be presented to the Commission for its review, in accordance with the rules and regulations established by the addendum to Company's rates and charges.
- 4.12 Payment and Billing - CfL will direct bill its business, residential, 800 service, and travel cards, services pursuant to Commission Rules. Debit Cards are prepaid.

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TELECOMMUNICATIONS SERVICES TARIFF

SECTION IV - RATES AND CHARGES

1. CfL Business Service
  - \$ .1742 flat rate day
  - \$ .1394 flat rate non-day
  - Description of CfL Business Service is as stated, § III, 4.1.
  
2. CfL Residential Service
  - \$ .1742 flat rate day
  - \$ .1394 flat rate non-day
  - Description of CfL Business Service is as stated, § III, 4.2.
  
3. CfL Dedicated Outbound
  - \$ .1100 flat rate day
  - \$ .0880 flat rate non-day
  - Description of CfL Dedicated Outbound is as stated, § III, 4.3.
  
4. CfL Dedicated Inbound
  - \$ .1100 flat rate day
  - \$ .0880 flat rate non-day
  - Description of CfL Dedicated Inbound is as stated, § III, 4.4.
  
5. CfL 800 Service
  - \$ .1742 flat rate day
  - \$ .1394 flat rate non-day
  - Description of CfL 800 Service is as stated, § III, 4.5.

ISSUED: \_\_\_\_\_

EFFECTIVE: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138



TELECOMMUNICATIONS SERVICES TARIFF

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SECTION IV - RATES AND CHARGES (CONTINUED)

6. Cfl. Travel Service I and II
- 6.1 Cfl. Travel Service I - Promotional - Customized design of card varies from location to location, (ie: location logo, colors, etc.)  
\$ .3300 flat rate day and non-day  
\$ .7500 surcharge per call
- 6.2 Cfl. Travel Service II - Utility - Generic card with Cfl. logo.  
\$ .2500 flat rate day and non-day  
\$ .5000 surcharge per call  
Description of Cfl. Travel Service is as stated, § III, 4.6.
7. Cfl. Debit Card Service I and II
- 7.1 Debit Card I, Cfl. Debit Card Service - Promotional - Customized design of card varies from location to location, (ie: location logo, colors, etc.)  
\$ .3300 flat rate day and non-day
- 7.2 Debit Card II, Cfl. Debit Card Service - Utility - Generic card with Cfl. logo.  
\$ .2500 flat rate day and non-day  
Description of Cfl. Debit Card Service is as stated, § III, 4.7.

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ISSUED: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

EFFECTIVE: \_\_\_\_\_



TELECOMMUNICATIONS SERVICES TARIFF

SECTION IV - RATES AND CHARGES (CONTINUED)

8. Directory Assistance
- 8.1 Intrastate Directory Assistance  
\$.25 per call  
No additional measure use per call charges apply.
- 8.2 Interstate Directory Assistance  
\$.65 per call  
No additional measure use per call charges apply.  
Description of Cfl. Directory Assistance is as stated, § III, 4.9.
9. IPP (COCOT/COPT)  
\$.2500 per minute  
There is a four (4) minute minimum per call.  
Description of Cfl. IPP (COCOT/COPT) Service is as stated, § III, 4.10.
10. Cfl. Voice Mail
- 10.1 Cfl. Voice Mail I  
\$.2500 for first minute of retrieval  
\$.1500 for each additional half minute of retrieval  
\$.1500 surcharge per access of User's mailbox
- 10.2 Cfl. Voice Mail II  
\$.2000 for first minute of retrieval  
\$.1000 for each additional half minute of retrieval  
\$.1000 surcharge per access of User's mailbox  
Description of Cfl. Voice Mail Service is as stated, § III, 4.11.
11. Payment Arrangements  
Pursuant to § II, 13.7 a \$ 5.00 charge will be assessed or 5% of the face value of the check or draft, whichever is greater, shall be imposed.

ISSUED: \_\_\_\_\_

EFFECTIVE: \_\_\_\_\_

By: William D. Sapp  
Calls for Less, Inc.  
9915 South 148th Street  
Omaha, Nebraska 68138

**EXHIBIT J  
and  
Attachments**

**SENIOR MANAGEMENT TEAM**

CFL submits in support of its Application that it has the managerial ability to provide telecommunications, travel and debit (prepaid calling) cards, and IPP (COCOT/COPT) services within the State of South Dakota. Its senior management team has substantial experience and expertise in business and the telecommunications market. The management and operations expertise of CFL will enable it to offer competitive high quality service. Thus, the Commission grant of this Application will significantly serve the public interest through enhanced competition in the market for telecommunications, travel and debit (prepaid calling) cards, and IPP (COCOT/COPT) services through the addition of a well managed entrant into the State of South Dakota's market.

See Attached - SENIOR MANAGEMENT TEAM RESUMES



ALLEN J. MARSH  
17616 TROON CIRCLE  
OMAHA, NEBRASKA 68136

POSITION:                   TREASURER/CONTROLLER  
                              CALLS FOR LESS, INC.  
                              SAPP BROS. TRUCK STOPS, INC.  
                              SAPP BROS. PETROLEUM, INC.

EMPLOYMENT DATE:        MARCH 1, 1980           SAPP BROS.

BIRTH DATE:                JANUARY 17, 1937

FAMILY:                    MARRIED; WIFE, JANE M. MARSH

EDUCATION:                VILLISCA HIGH SCHOOL, VILLISCA, IOWA  
                              NORTHWEST MISSOURI STATE UNIVERSITY, B.S.,  
                              MARYVILLE, MISSOURI

CERTIFICATES:            CERTIFIED PUBLIC ACCOUNTANT  
                              STATE OF NEBRASKA, FEBRUARY 3, 1969

MILITARY:                 IOWA NATIONAL GUARD     1954 TO 1971  
                              U.S. ARMY RESERVE        1971 TO 1979  
                              RETIRED LT. COLONEL

PRIOR BUSINESSES:        KIRSHENBAUM AND MARSH, CERTIFIED PUBLIC ACCOUNTANTS  
                              AND PREDECESSORS     1960 TO 1980

AFFILIATIONS:            PAST PRESIDENT AND GOVERNOR, SERTOMA CLUB  
                              BOARD OF DIRECTORS, ASHLAND COUNTRY CLUB 1991 TO 1994  
                              CHAIRMAN AND BOARD MEMBER, FAITH/ CHRISTIAN CHURCH  
                              TRUSTEE, SANITARY IMPROVEMENT DISTRICT 48,  
                              SARPY COUNTY, NEBRASKA

## WILLIAM (BILL) SAPP

**POSITION:** President and Chief Executive Officer of Sapp Bros. Truck Stops, Inc.  
President of Sapp Bros. Petroleum, Inc.  
President of Sapp Bros., Inc.  
Vice President of Poland Oil Co., Grand Island, Nebraska  
Vice President of Pro Oil Co., Ogallala, Nebraska

**Birth Date:** April 20, 1932

**Family:** Married: Wife, Lucille M. Sapp  
Daughters: Suzanne, Nancy, Mary, and Cindy

**Education:** Diller High School, Diller, NE  
Fairbury Jr. College, Fairbury, NE 2 years  
University of Nebraska, Lincoln, NE B.S. Degree

**Early Career:** School teacher 3 years  
U.S. Army 2 years  
Prudential Insurance Company 2 years

**Sapp Bros. Business started June, 1960:**

Sapp Bros. Ford Sales, Co-Owner and Manager	1960 to 1965
Sapp Bros. GMC Truck Sales, Co-Owner and Manager	1965 to 1971
Sapp Bros. Truck Plaza, Co-Owner and Manager	1971 to 1980
Sapp Bros. Petroleum, Inc. Co-Owner and Manager	1980 to Present

**Past Affiliations:**

City Council,	City of Ashland, NE
President, Sertoma Club,	Omaha, NE
President, Chamber of Commerce	Ashland, NE
President, American Lutheran Church,	Ashland, NE
President, Stir-up Committee	Ashland, NE
Campaign Chairman, Ashland Care Clinic	Ashland, NE
Governor, North Nebraska Sertoma	
President, Boystown Booster,	Omaha, NE
President, Nebraska Petroleum Marketers	

**Present Affiliations:**

Director, SID-48  
Truck Stop Board Member - Texaco Truck Stop Division  
PMAA - Committee Member  
Treasurer, ELCA Men in Mission  
State Gideon Board - State Fair Fund Coordinator  
Bank Director - Norwest Banks Nebraska N.A.

## TIMOTHY P. JONES

**CURRENT POSITION:** FOUNDER AND PRESIDENT  
Midland Telephone Company, Inc., Iowa  
ACN/American Communications Network, Inc., South Dakota  
STC/Siouxland Telephone Company / MTI Communications, Iowa  
CO-FOUNDER AND VICE-PRESIDENT  
CfL/Calls for Less, Inc., Nebraska

**BUSINESS HIGHLIGHTS:** Founder and Co-Founder of four successful and profitable telecommunications companies.

- 1985 Founded one of the first competitive private payphone management companies in the Midwest which still operates today in three states.
- 1986 Negotiated long distance operator service contract with International Telecharge, Inc. and became Master Agent selling 0+ services to private payphones and management companies.
- 1987 Began first hospitality marketing efforts of 0+ and installation of PBX's.
- 1989 Negotiated contract with Teleconnect long distance and began marketing 0+ services.
- 1992 Negotiated contract and began marketing for Metromedia (ITT) 0+ and 1+ services.
- 1993 Became "Master Agent" for MCI Telecommunications - Telecom\*USA Operator services and MCI 1+ Services to Businesses.
- 1994 Negotiated contract with Witel Carrier Services and the joint marketing efforts of the "Calls for Less" Prepaid Calling Card.
- 1997 Expanded CfL to include the marketing, installation, and maintenance of private payphones throughout the United States.
- 1997 Negotiated contract with MCI Carrier Division.
- 1997 Negotiated contract with AT&T Operator Services.

**TECHNICAL QUALIFICATIONS:** *Has overseen installation and technical coordination in the companies for:*  
Intellicall private payphone equipment and INET Communications  
PBX and Dialers (Call Directors) in business and hospitality applications  
Datalan Network and IBM PC's in business environment  
Xenix/Informix PC Operating System and Wyse terminals in business environment  
T-1 Service and Channel Bank and coordination of all LEC services  
Installation of CPDI prepaid calling card processing system  
Distributor for Telrad Systems.

**SALES AND MARKETING:** Has developed sales and marketing programs within the companies over the past 12 years to lead the companies to their current success. Focus in early years was in the area of 0+ Operator Services, with an emphasis in the presubscription arena. In 1988, the companies led the market with a national sales organization of over 750 men and women. In 1989, in order to better control the salesmarket, sales were brought in-house and a telemarketing staff was developed. From 1989 through today, the companies have continued to sell 0+ Services to several hundred LEC phones. In early 1994, the companies began selling 1+ MCI services as a "Platinum Agent." In late 1994 the companies' newest experience was the joint marketing efforts of the "Calls for Less" Prepaid Calling Card. Today CfL has expanded into the Private Payphone arena.

**EDUCATION:** University of Wyoming, BS Laramie, WY

**PRIOR BUSINESSES:** Jones Distributing Company, Inc. 1975 - 1985



## KATHLEEN S. JONES

- CURRENT POSITION:** CO-FOUNDER AND VICE-PRESIDENT  
ACN/American Communications Network, Inc., South Dakota  
STC/Siouxland Telephone Company / MTI Communications, Iowa
- CO-FOUNDER AND SECRETARY**  
CfL/Calls for Less, Inc., Nebraska
- BUSINESS HIGHLIGHTS:** Co-Founder of three successful and profitable telecommunications companies that continue to expand and grow.
- 1985 Involved in the development of one of the first competitive private payphone management companies in the Midwest.
  - 1986 Coordinated and set-up operations for the ITI Master Agent program selling 0+ services to private payphones and management companies.
  - 1987 Put systems in place to process hospitality 0+ and installation of PBX's and call directors.
  - 1989 Began marketing 0+ services for Teleconnect.
  - 1992 Began marketing for Metromedia (ITT) 0+ and 1+ services.
  - 1993 Became "Master Agent" for MCI Telecommunications - Telecom\*USA 0+ and 1+ services.
  - 1994 Set up operations and systems for the joint marketing efforts of the "Calls for Less" Prepaid Calling Card.
  - 1997 Expanded CfL to include the marketing, installation, and maintenance of private payphones throughout the United States.
- OPERATIONS:** From 1985 to 1990 developed the company systems and procedures to maintain profitability as General Manager. Responsibilities included: hiring and training of all company personnel, responsibility for each department in the companies including in-house MIS department, coordination of all internal functions of the company and reporting to the Board of Directors on a monthly basis. Currently, as an owner of the companies, oversees all departments as Chief Operating Officer.
- SALES AND MARKETING:** Has taken an active role in the sales and placement of private payphones, Hotel 0+ Services, and presubscription to site owners and developing the MCI and Metromedia Agent program within the companies. Has been jointly responsible for all the marketing materials in the companies since 1985. Has developed corporate logos and collateral, coordination of marketing materials, assists in the design of marketing methods, and provides organization abilities to get a new company up and functioning profitably.
- EDUCATION:** University of South Dakota, BFA Vermillion, SD
- PRIOR BUSINESSES:** Jones Distributing Company, Inc. 1979 - 1985

**NEXT**

**DOCUMENT (S)**

**DISREGARD**

**BACKGROUND**

MTI • P.O. BOX 1116 • NORTH SIOUX CITY, SD • 605-232-3457



INVOICE NO.	REFERENCE	AMOUNT	DISCOUNT	NET AMT.
06/09/97	applicatin	250.00	0.00	250.00

Date  
06/13/97

Check Number  
00005382

TC97-091

\$ 250.00

	NORWEST BANK IOWA, N.A. 41-4 SIOUX CITY 730	005382
P.O. Box 1116 North Sioux City, SD 57049 (605) 232-3457		00005382
PAY: ** TWO HUNDRED FIFTY DOLLARS AND 00 CENTS **	VOID AFTER 90 DAYS	
	DATE	AMOUNT
	06/13/97	*****250.00
TO THE ORDER OF	South Dakota Public Utilities Commission 500 East Capitol Ave. Pierre SD 57501-5070	

⑈005382⑈ ⑆073000228⑆ 1340000488⑈



South Dakota  
Public Utilities Commission  
State Capitol 500 E. Capitol  
Pierre, SD 57501-5070  
Phone: (800) 332-1782  
Fax: (605) 773-3809

# TELECOMMUNICATIONS SERVICE FILINGS

These are the telecommunications service filings that the Commission has received for the period of:

**06/13/97 through 06/19/97**

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact Delaine Kolbo within five days of this filing.

DOCKET NUMBER	TITLE/STAFF/SYNOPSIS	DATE FILED	INTERVENTION DEADLINE
<b>REQUEST FOR CERTIFICATE OF AUTHORITY</b>			
TC97-076	Application by Journey Telecom International, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/TZ)	06/13/97	07/07/97
TC97-091	Application by Calls for Less, Inc. d/b/a CFL for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/TZ) Applicant seeks authority to originate and terminate "intrastate, intraLATA and interLATA calls of business and residential customers, to operate as a Travel and Debit (Prepaid Calling) Card reseller, and to provide COCOT/COPT service."	06/17/97	07/07/97
TC97-103	Application by Crystal Communications, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/TZ) Applicant seeks authority to provide local telecommunications services and interexchange telecommunications services. The Applicant will not offer any local telecommunications services within a Rural Telephone Company service area without seeking separate Commission authority.	06/19/97	07/07/97
TC97-104	Application by Quintelco, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/TZ) Applicant "intends to subscribe to and resell all forms of inter-exchange and intra-exchange telecommunications services in the state of South Dakota, including local dial tone services, Message Telephone Service, Wide Area Telephone Service, WATS-like services, foreign exchange service, private lines, tie lines, access service, cellular service, local switched service and other services and facilities of communications common carriers and other entities."	06/19/97	07/07/97
<b>REQUEST FOR ELIGIBLE TELECOMMUNICATIONS COMPANY STATUS</b>			
TC97-077	Intrastate Telephone Company, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Intrastate Telephone Company is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Bradley (784), Castlewood (793), Clark (532), Florence (758), Hayti (783), Lake Norden (785), Waubay (947), Webster (345), Willow Lake (625) and Bryant (628). Intrastate Telephone Company, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/13/97	07/07/97

TC97-078	Interstate Telecommunications Cooperative, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Interstate Telecommunications Cooperative is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Goodwin (795), Clear Lake (874), Gary (272), Estelline (873), Brandt (876), Astoria (832), Toronto (794), West Hendricks (479), Elkton (542), White (629), Brookings Rural (693), Sinai (826), Nunda/Rutland (586), Wentworth (483) and Chester (489). Interstate Telecommunications Cooperative, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/13/97	07/07/97
TC97-080	West River Cooperative Telephone Company pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. West River Telephone is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Bison (244), Buffalo (375), Camp Crook (605-797) and (406-972), Meadow (788) and Sorum (866). West River Telephone, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/16/97	07/07/97
TC97-081	Stateline Telecommunications, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Stateline is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Newell (456), Nisland (257) and Lemmon (605-374) and (701-376). Stateline, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/16/97	07/07/97
TC97-083	Accent Communications, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area. Accent is the facilities-based exchange carrier presently providing local exchange telecommunications services in the following exchanges: Bristol (492), Doland (635), Frederick (329), Hecla (994), North Hecla (701-992) and Mellette (887). Accent, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/17/97	07/07/97
TC97-084	James Valley Cooperative Telephone Company pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. James Valley Cooperative Telephone Company is the facilities-based exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Andover (298), Claremont (294), Columbia (396), Conde (382), Ferney (395), Groton (397), Houghton (885) and Turton (897). James Valley Cooperative Telephone Company, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/17/97	07/07/97
TC97-085	Heartland Communications, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Heartland Communications is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Platte/Geddes (337). Heartland Communications, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/17/97	07/07/97

TC97-086	Midstate Telephone Company, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Midstate Telephone Company is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Academy (726), Delmont (779), Ft. Thompson (245), Gann Valley (293), Kimball (778), New Holland (243), Pukwana (894), Stickney (732) and White Lake (249). Midstate Telephone Company, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/17/97	07/07/97
TC97-087	Baltic Telecom Cooperative pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area. Baltic Telecom Cooperative is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Baltic (529) and Crooks (543). Baltic Telecom Cooperative, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/17/97	07/07/97
TC97-088	East Plains Telecom, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area. East Plains Telecom, Inc. is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Alcester (934), Hudson (984), and East Hudson (712-982). East Plains Telecom, Inc., to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/17/97	07/07/97
TC97-089	Western Telephone Company pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Western Telephone is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Cresbard (324), Faulkton (598) and Orient (392). Western Telephone, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/17/97	07/07/97
TC97-090	Stockholm-Strandburg Telephone Company pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Stockholm is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Stockholm-Strandburg (676), Revillo (623) and South Shore (756). Stockholm, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/17/97	07/07/97
TC97-092	Kennebec Telephone Co. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Kennebec Telephone Co. is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Kennebec (869) and Presho (895). Kennebec Telephone Co., to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/18/97	07/07/97
TC97-093	Jefferson Telephone Co., Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Jefferson Telephone Co., Inc. is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchange: Jefferson (966). Jefferson Telephone Co., Inc., to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/18/97	07/07/97



TC97-094	Sully Buttes Telephone Cooperative, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area. Sully Buttes Telephone is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: West Onida (264), Hitchcock (266), Seneca (436), Tolstoy (442), Onaka (447), Wessington (458), Langford (493), Rosholt (537), Tulare (596), Highmore (852), Harrold (875), Ree Heights (943), Hoven (948), Blunt (962) and East Onida (973). Sully Buttes Telephone, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/19/97	07/07/97
TC97-095	Venture Communications, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area. Venture Communications is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Onida (258), Bowdle (285), Roscoe (287), Pierpont (325), Britton (448), Britton, ND (701-443), Roslyn (486), Wessington Springs (539), Selby (649), Gettysburg (765) and Lebanon (768). Venture Communications, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/19/97	07/07/97
TC97-096	SANCOM, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. SANCOM is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Wosey (883), Parkston (928) and Tripp (935). SANCOM, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/19/97	07/07/97
TC97-097	Sanborn Telephone Cooperative pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Sanborn Telephone is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Ethan (227), Mt. Vernon (236), Letcher (248), Forestburg (495), Artesian (527), Woonsocket (796) and Alpena (849). Sanborn Telephone, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/19/97	07/07/97
TC97-098	Beresford Municipal Telephone Co. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Beresford Tel. is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchange: Beresford (763). Beresford Tel., to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/19/97	07/07/97
TC97-099	Roberts County Telephone Cooperative Association pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area. Roberts County Telephone Cooperative Association is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: North New Effington, ND (701-634), New Effington (637) and Claire City (652). Roberts County Telephone Cooperative Association, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/19/97	07/07/97

TC97-100	RC Communications, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area. RC Communications is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: North Veblen, ND (701-634), Wilmot (938), Peever (932), Veblen (738) and Summit (398). RC Communications, to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/19/97	07/07/97
TC97-101	Splitrock Properties, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Splitrock Properties, Inc. is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Howard/Carthage (772) and Oldham/Ramona (482). Splitrock Properties, Inc., to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/19/97	07/07/97
TC97-102	Splitrock Telecom Cooperative, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area. Splitrock Telecom Cooperative, Inc. is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges: Brandon (582) and Garretson (605-594) and (507-597). Splitrock Telecom Cooperative, Inc., to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/KC)	06/19/97	07/07/97
TC97-105	Tri-County Telecom, Inc. pursuant to 47 U.S.C. 214(e) and 47 CFR 54.201 hereby seeks designation as an eligible telecommunications carrier within the local exchange areas that constitute its service area in South Dakota. Tri-County Telecom, Inc. is the facilities-based local exchange carrier presently providing local exchange telecommunications services in the following exchanges in South Dakota: Clayton (825) and Emery (443). Tri-County Telecom, Inc., to its knowledge, is the only carrier today providing local exchange telecommunications services in the above identified exchange areas. (Staff: HB/CH)	06/19/97	07/07/97
<b>FILING OF TYPE 1 PAGING AGREEMENT</b>			
TC97-079	U S WEST Communications, Inc. filed for approval by the Commission the Type 1 Paging Agreement between KJAM Mobile Paging and U S WEST. "This Agreement was reached through voluntary negotiations without resort to mediation or arbitration and is submitted for approval pursuant to Section 252(e) of the Communications Act of 1934, as amended by the Telecommunications Act of 1996. KJAM Mobile Paging and U S WEST further request that the Commission approve this Agreement without a hearing and without allowing the intervention of other parties. Because this Agreement was reached through voluntary negotiations, it does not raise issues requiring a hearing and does not concern other parties not a part of the negotiations. Expedient approval would further the public interest."	06/16/97	07/07/97
<b>NONCOMPETITIVE TELECOMMUNICATIONS FILINGS</b>			
TC97-082	U S WEST Communications filed tariff sheets that remove references to exchanges that have been sold by U S WEST. The sale was effective June 1, 1997. In addition, this filing includes some text changes and clean-up items. U S WEST has requested an effective date of June 1, 1997, for this filing. (Staff: DJ/CH)	06/17/97	NA

<b>FILING OF INFORMATIONAL INTRASTATE PAYPHONE TARIFFS</b>			
--	--	--	--

NA	East Plains Telecom, Inc. on June 13, 1997	NA	NA
----	--	----	----

**Important Notice:** The Commission is compiling a list of internet addresses. If you have an internet address please notify the Commission by: E-mailing it to Terry Norum at: [terryn@pub.state.sd.us](mailto:terryn@pub.state.sd.us) Faxing the address to the Commission at: 605-773-3809





*2 Cant Javel*

**A Full Service Telecommunications Company**

PO Box 1550  
N. Sioux City, SD 57049  
Telephone 605-232-4112  
Fax 605-232-4195

September 18, 1997

*TC97-091*

**RECEIVED**

**SEP 22 1997**

**SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION**

Dear State Regulatory Agency:

Calls for Less, Inc. d/b/a CFL, a Nebraska Corporation, (Federal I.D. No. 47-0781481) is  
certified to do business in your state. The mailing address that you may have on file for  
Calls for Less, Inc. is:

9915 S. 148th St.  
P.O. Box 37767  
Omaha, NE 68138

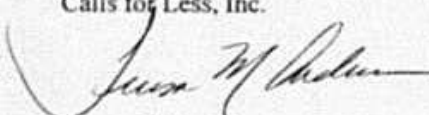
The new mailing address is: **Calls for Less, Inc.**  
**Attn: Teresa M. Anderson**  
**P.O. Box 1550**  
**N. Sioux City, SD 57049**

Effective immediately, please address all correspondence (including annual reports) to  
this new mailing address.

Thank you for your timely cooperation in this matter. As verification of completion of  
this change in your records, please file-stamp the copy of this letter and return in to me in  
the enclosed self-addressed stamped envelope. If you have any questions, please do not  
hesitate to contact me at the number listed below.

Sincerely,

Calls for Less, Inc.

  
Teresa M. Anderson  
Regulatory Affairs  
605-232-4112 ext. 212



# Fidelity and Deposit Company of Maryland

Central Regional Surety Office  
9401 Indian Creek Parkway, Suite 800  
Overland Park, KS 66210

Telephone: 913-451-9091 or 800-452-9091 Fax: 913-451-9050

TC97-091

RECEIVED

JAN 30 1998

SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

Execd LPM 0006694

## INDEMNITY BOND

KNOW ALL MEN BY THESE PRESENTS, That we, **Calls For Less, Inc.**, as Principal and applicant for a Certificate of Authority to provide resold intrastate interexchange telecommunications service within the State of South Dakota, and **FIDELITY AND DEPOSIT COMPANY OF MARYLAND**, as Surety, are held and firmly bound unto the People of the State of South Dakota, as Obligee, in the penal sum of **Twenty-five Thousand and no/100 DOLLARS (\$25,000.00)**.

**The total aggregate liability under this bond is limited to Twenty-five Thousand and no/100 Dollars.**

The conditions of this obligation are such that if the principal is granted a Certificate of Authority to provide resold intrastate interexchange telecommunications service within the state of South Dakota, it shall in all respects fully and faithfully comply with all applicable rules and regulations. This obligation shall be used to return customers' deposits and advance payments to individuals who have paid for the intrastate telecommunication services of the principal if the principal is unable to provide such services or return the deposits and advance payments to its customers for any reason.

This bond shall take effect as of the date hereon and shall remain in force and effect until the surety is released from liability by the written order of the South Dakota Public Utilities Commission, provided that the surety may cancel this Bond and be relieved of further liability hereunder by delivering thirty (30) days written notice to the South Dakota Public Utilities Commission. Such cancellation shall not affect any liability incurred or accrued hereunder prior to the termination of said thirty (30) day period. The principal will promptly reissue a bond before the end of the thirty day period for an amount equal to or greater than the value of this instrument unless the parties agree otherwise.

Dated this 14th day of January, 1998

*Original Bond is in  
Business bottom  
desk drawer*

**CALLS FOR LESS, INC.**

By Kathleen Jones Principal

COUNTERSIGNED BY:

Nick Gusso  
Nick Gusso, SD Resident Agent  
600 South Cliff Avenue  
Sioux Falls, SD 57101

**FIDELITY AND DEPOSIT COMPANY  
OF MARYLAND**

By Deanna Freeman 115  
Deanna Freeman, Attorney-in-Fact

**Power of Attorney**  
**FIDELITY AND DEPOSIT COMPANY OF MARYLAND**

HOME OFFICE: P.O. BOX 1227, BALTIMORE, MD 21203-1227

Know ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by W. B. WALBRECHER, Vice-President, and T. E. SMITH, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint **William E. Cheatham, Raymond W. Fleming, John R. Sanders, Steven G. Schmidt, Joe L. Dittmann, III, John C. Dunaway, Deanna Freeman and Patricia K. Tabel, all of Overland Park, Kansas, EACH** its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: **any and all bonds and undertakings** and the execution of ~~such~~ bonds or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, ~~as if they had been duly~~ executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own ~~proper~~ persons. This power of attorney revokes that issued on behalf of William E. Cheatham, et al, dated January 29, 1997.

The said Assistant Secretary does hereby certify that the ~~copy~~ set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 26<sup>th</sup> day of March, A.D. 1997.

ATTEST

FIDELITY AND DEPOSIT COMPANY OF MARYLAND



*T. E. Smith*  
T. E. Smith  
Assistant Secretary

By *W. B. Walbrecher*  
W. B. Walbrecher  
Vice-President

State of Maryland } ss.  
County of Baltimore }

On this 26th day of March, A.D. 1997, before me, the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came W. B. WALBRECHER, Vice-President and T. E. SMITH, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself deposed and said, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



*Carol J. Fuder*  
Carol J. Fuder  
Notary Public  
My Commission Expires August 1, 2000

**CERTIFICATE**

I, the undersigned, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the original Power of Attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate, and I do further certify that the Vice-President who executed the said Power of Attorney was one of the additional Vice-Presidents specially authorized by the Board of Directors to appoint any Attorney-in-Fact as provided in Article VI, Section 2, of the By-Laws of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990:

RESOLVED: "That the facsimile or mechanically reproduced seal of the company or a facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed."

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said Company, this

14th day of January 1998

*J. N. Matie*  
J. N. Matie  
Assistant Secretary



EXTRACT FROM BY LAWS OF FIDELITY AND DEPOSIT COMPANY OF MARYLAND

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertakings, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgments, decrees, mortgages and instruments in the nature of mortgages, ... and to affix the seal of the Company thereto."

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

IN THE MATTER OF THE APPLICATION OF )  
CALLS FOR LESS, INC. DBA CFL FOR A )  
CERTIFICATE OF AUTHORITY TO PROVIDE )  
TELECOMMUNICATIONS SERVICES IN )  
SOUTH DAKOTA )

**ORDER GRANTING  
CERTIFICATE OF  
AUTHORITY**

**TC97-091**

On June 17, 1997, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24.02, received an application for a certificate of authority from Calls for Less, Inc. dba CFL (CFL).

CFL proposes to operate as a travel and prepaid calling card reseller, and to provide COCOT/COPT service. A proposed tariff was filed by CFL. The Commission has classified long distance service as fully competitive.

On June 19, 1997, the Commission electronically transmitted notice of the filing and the intervention deadline of July 7, 1997, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled February 24, 1998, meeting, the Commission considered CFL's request for a certificate of authority. Commission Staff recommended granting a certificate of authority as CFL had furnished the Commission with a surety bond.

The Commission finds that it has jurisdiction over this matter pursuant to Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24.02 and 20:10:24.03. The Commission finds that CFL has met the legal requirements established for the granting of a certificate of authority. CFL has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. The Commission approves CFL's application for a certificate of authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that CFL's application for a certificate of authority is hereby granted. It is

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

Dated at Pierre, South Dakota, this 27<sup>th</sup> day of February, 1998.

CERTIFICATE OF SERVICE	
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
By	<u>Alvin Kalleo</u>
Date	<u>3/2/98</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION:

James A. Burg  
JAMES A. BURG, Chairmart

Pam Nelson  
PAM NELSON, Commissioner

Laska Schoenfelder  
LASKA SCHOENFELDER, Commissioner

# SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

---

## *CERTIFICATE OF AUTHORITY*

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

Authority was Granted February 24, 1998  
Docket No. TC97-091

*This is to certify that*

**CALLS FOR LESS, INC. DBA CFL**

*is authorized to provide telecommunications services in South Dakota.*

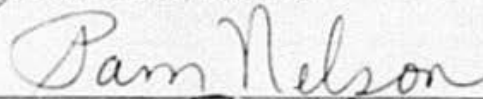
This certificate is issued in accordance with SDCL 49-31-3 and ARSD 20:10:24 02, and is subject to all of the conditions and limitations contained in the rules and statutes governing its conduct of offering telecommunications services

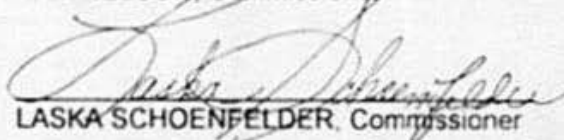
Dated at Pierre, South Dakota, this 27<sup>th</sup> day of February, 1998

**SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION:**



  
\_\_\_\_\_  
JAMES A. BURG, Chairman

  
\_\_\_\_\_  
PAM NELSON, Commissioner

  
\_\_\_\_\_  
LASKA SCHOENFELDER, Commissioner





Fidelity and Deposit Company of Maryland

Home Office: P.O. Box 1227, Baltimore, MD 21203-1227

NOTICE OF CANCELLATION

November 23, 1998

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

RECEIVED  
NOV 25 1998  
SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

The undersigned Surety upon a certain **Indemnity** Bond in your favor as follows:

**Principal:** Calls For Less, Inc., 9915 S. 148th Street, Omaha, NE 68138

**Bond No.:** LPM 0006694

**Amount of Coverage:** \$25,000.00

**Effective Date:** January 14, 1998

hereby notifies you that it desires to cancel and does hereby cancel said bond as an entirety. Such cancellation to become effective January 14, 1999. Please send written confirmation of this notice to the address below

This notice is given to you in accordance with the cancellation provision in said bond contained

By: Deanna Freeman  
Deanna Freeman, Attorney-in-Fact

Fidelity & Deposit Co. of Maryland  
Central Regional Surety Office  
9401 Indian Creek Parkway, Ste. 800  
Overland Park, KS 66210

ORIGINAL TO OBLIGEE

PRINCIPAL'S COPY

AGENT'S COPY

H.O. FILE ROOM COPY

BRANCH OFFICE COPY

RECEIVED

FEB 16 1999

INDEMNITY BOND

SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION

Bond No. 84SUN471518

KNOW ALL MEN BY THESE PRESENTS, That we, **CALLS FOR LESS, INC.**, as Principal and applicant for a Certificate of Authority to provide resold intrastate interexchange telecommunications service within the State of South Dakota, and **HARTFORD FIRE INSURANCE COMPANY**, as Surety, are held and firmly bound unto the State of South Dakota, as Oblige, in the penal sum of **TWENTY FIVE THOUSAND AND NO/100 (\$25,000.00) DOLLARS**

The total aggregate liability under this bond is limited to **TWENTY FIVE THOUSAND DOLLARS AND NO/100 (\$25,000.00) DOLLARS.**

The condition of this obligation are such that if the principal is granted a Certificate of Authority to provide resold intrastate interexchange telecommunications service within the State of South Dakota, it shall in all respects fully and faithfully comply with all applicable rules and regulations. This obligation shall be used to return customers' deposits and advance payments to individuals who have paid for the intrastate telecommunication services of the principal if the principal is unable to provide such services or return the deposits and advance payments to its customers for any reason.

This bond shall take effect as of the date hereon and shall remain in force and effect until the surety is released from liability by the written order of the South Dakota Public Utilities Commission, provided that the surety may cancel this bond and be relieved of further liability hereunder by delivering thirty (30) days written notice to the South Dakota Public Utilities Commission. Such cancellation shall not affect any liability incurred or accrued hereunder prior to the termination of said thirty (30) day period. The principal will promptly reissue a bond before the end of the thirty day period for an amount equal to or greater than the value of this instrument unless the parties agree otherwise.

Dated this 18th Day of January, 1999

CALLS FOR LESS, INC.

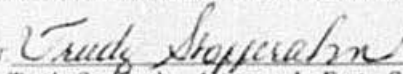
By



Principal

HARTFORD FIRE INSURANCE COMPANY

By



Trudy Stofferahn, Attorney-In-Fact Surety

*Original Bond  
is in Delaine's  
bottom desk drawer.*

COPY

STATE OF MISSOURI  
CITY OF ST. LOUIS

On this 18th day of January, 1999, before me personally appeared

Trudy Stofferahn

to me known to be an Attorney-in-Fact of

Hartford Fire Insurance Company

the corporation

described in the within instrument, and he acknowledged that he executed the within instrument as the act of the said Company in accordance with authority duly conferred upon him by said Company.

STEPHANIE A. KUTTER  
Notary Public - Notary Seal  
STATE OF MISSOURI  
St. Louis County  
My Commission Expires: April 17, 1999

  
Notary Public

IMPORTANT BOND/POLICY INFORMATION

STATE OF MISSOURI

If you have questions or need information regarding your Bond/Policy, please contact your Hartford Fire Insurance Company Agent.

If you are not able to contact or obtain information from your agent, contact Hartford Fire Insurance Company at the following address:

HARTFORD FIRE INSURANCE COMPANIES  
100 PARK PLAZA, 4TH FLOOR, NAPERVILLE, IL 60563  
P.O. BOX 3057, NAPERVILLE, IL 60566

(800)323-3546

COPY



# HARTFORD FIRE INSURANCE COMPANY

Hartford, Connecticut

## POWER OF ATTORNEY

Know all men by these Presents, That the HARTFORD FIRE INSURANCE COMPANY, a corporation duly organized under the laws of the State of Connecticut, and having its principal office in the City of Hartford, County of Hartford, State of Connecticut, does hereby make, constitute and appoint

*MICHAEL G. MOORE, TRUDY STOFFERAHN, JULIA R. LOTSPEICH  
and JEANNETTE DAVIS of ST. LOUIS, MISSOURI*

its true and lawful Attorney(s)-in-Fact, with full power and authority to each of said Attorney(s)-in-Fact, in their separate capacity if more than one is named above, to sign, execute and acknowledge any and all bonds and undertakings and other writings obligatory in the nature thereof on behalf of the Company in its business of guaranteeing the fidelity of persons holding places of public or private trust, guaranteeing the performance of contracts other than insurance policies, guaranteeing the performance of insurance contracts where surety bonds are accepted by states and municipalities, and executing or guaranteeing bonds and undertakings required or permitted in all actions or proceedings or by law allowed, and to bind the HARTFORD FIRE INSURANCE COMPANY thereby, as fully and to the same extent as if such bonds and undertakings and other writings obligatory in the nature thereof were signed by an Executive Officer of the HARTFORD FIRE INSURANCE COMPANY and sealed and attested by one other of such Officers, and hereby ratifies and confirms all that its said Attorney(s)-in-Fact may do in pursuance hereof.

This power of attorney is granted by and under authority of the following provisions:

(1) By Laws adopted by the Stockholders of the HARTFORD FIRE INSURANCE COMPANY at a meeting duly called and held on the 9th day of March, 1971.

### ARTICLE IV

SECTION 8: The President or any Vice-President, acting with any Secretary or Assistant Secretary, shall have power and authority to appoint, for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, one or more Resident Vice Presidents, Resident Assistant Secretaries and Attorneys-in-Fact and at any time to remove any such Resident Vice-President, Resident Assistant Secretary, or Attorney-in-Fact, and revoke the power and authority given to him.

SECTION 11: Attorneys-in-Fact shall have power and authority, subject to the terms and limitations of the power of attorney issued to them, to execute and deliver on behalf of the Company and to attach the seal of the Company thereto any and all bonds and undertakings, and other writings obligatory in the nature thereof, and any such instrument executed by any such Attorney-in-Fact shall be as binding upon the Company as if signed by an Executive Officer and sealed and attested by one other of such Officers.

This power of attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Directors of the HARTFORD FIRE INSURANCE COMPANY at a meeting duly called and held on the 12th day of February, 1995:

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

In Witness Whereof, the HARTFORD FIRE INSURANCE COMPANY has caused these presents to be signed by its Vice-President, and its corporate seal to be hereto affixed, duly attested by its Secretary, this 1st day of May, 1995.

Attest:

HARTFORD FIRE INSURANCE COMPANY

*Richard R. Hammaron*  
Richard R. Hammaron  
Secretary



*Paul L. Marabella*  
Paul L. Marabella  
Vice-President

STATE OF CONNECTICUT }  
COUNTY OF HARTFORD }

On this 1st day of May, A.D. 1995, before me personally came Paul L. Marabella, to me known, who being by me duly sworn, did depose and say that he resides in the County of Hartford, State of Connecticut, that he is the Vice-President of the HARTFORD FIRE INSURANCE COMPANY, the corporation described in and which executed the above instrument, that he knows the seal of the said corporation, that the seal affixed to the said instrument is such corporate seal, that it was so affixed by order of the Board of Directors of said corporation and that he signed his name thereto by like order.

STATE OF CONNECTICUT }  
COUNTY OF HARTFORD }



*Jean H. Wozniak*  
Jean H. Wozniak  
Notary Public  
My Commission Expires June 30, 1996

### CERTIFICATE

I, the undersigned, Secretary of the HARTFORD FIRE INSURANCE COMPANY, a Connecticut Corporation, DO HEREBY CERTIFY that the foregoing and attached POWER OF ATTORNEY remains in full force and has not been revoked, and furthermore, that the Resolutions of the Board of Directors, set forth in the Power of Attorney, are now in force.

Signed and sealed at the City of Hartford

Dated the 18th day of January 1995



*Robert L. Post*  
Robert L. Post  
Secretary