

TCOO-082

IN THE MATTER OF THE
APPLICATION OF LD
EXCHANGE.COM, INC. FOR A
CERTIFICATE OF AUTHORITY TO
PROVIDE TELECOMMUNICATIONS
SERVICES IN SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

[illegible]

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

Also Admitted in New York
and Maryland

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

May 15, 2000

VIA OVERNIGHT DELIVERY

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

RECEIVED

MAY 16 2000

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Re: LD Exchange.com, Inc.

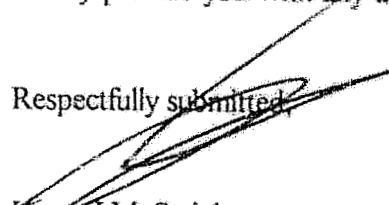
Dear Mr. Bullard:

Enclosed please find one original and ten (10) copies of LD Exchange.com, Inc.'s Application for Registration of a Telecommunications Company.

- I have also enclosed a check in the amount of \$250.00 payable to the "South Dakota Public Utilities Commission" for the filing fee, and an extra copy of this cover letter to be date stamped and returned to me in the enclosed self-addressed prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for LD Exchange.com, Inc.

Enclosures

cc: Dale Christensen

LD Exchange.com

000977

Check

Check

DATE: 05/08/2000

NUM: 00000977

INVOICE NO.	DATE	DESCRIPTION	PAID AMOUNT	DISCOUNT	APPLIED AMOUNT
CR 050800	05/08/2000	Vchr: VO141205/08/2000	250.00 US		250.00 US
INTERNAL NO.	VENDOR	TOTALS			
127	500002	State of South Dakota - Public Utilities	250.00 US		

LD Exchange.com
2510 N. RED HILL AVENUE, SUITE 230
SANTA ANA, CA 92705-5542
(949) 622-4444

AN ARTIFICIAL WATERMARK IS PRESENT ON THE REVERSE SIDE

WELLS FARGO BANK 11-24-721081

000977

DATE
05/09/2000

CHECK NUMBER
CR000977

Two hundred fifty and no/100 *****

PAY


TO THE
ORDER
OF

State of South Dakota
Public Utilities Commission
500 E. Capitol
Pierre, SD 57501-5070

AMOUNT

250.00 US

OPERATING ACCOUNT VOID AFTER 90 DAYS


TWO SIGNATURES REQUIRED FOR CHECKS OVER \$3,000.00

FACE OF DOCUMENT IS A COLORED BACKGROUND ON WHITE PAPER

000977 121000248 4375 658259

APPLICATION FOR REGISTRATION
OF LD EXCHANGE.COM, INC.
FILED WITH THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

RECEIVED

MAY 18 2000

IN THE MATTER OF THE
APPLICATION OF
LD EXCHANGE.COM, INC.

FOR AN ORDER
AUTHORIZING THE REGISTRATION
OF APPLICANT AS A
TELECOMMUNICATIONS COMPANY

Docket No.

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

APPLICATION

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

1. Name, Address and Telephone Number of Applicant:

LD Exchange.com, Inc.
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542
Telephone: (949) 622-4566
Toll-Free Customer Service: (888) 435-7526

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

Applicant will operate under the name LD Exchange.com, Inc.

3. Applicant's corporate information:

Applicant was organized in the State of Delaware on January 15, 1997. A copy of the Applicant's Certificate of Incorporation, as amended, is attached hereto as Exhibit A. A copy of Applicant's Certificate of Authority to transact business as a foreign corporation in the State of South Dakota is attached hereto as Exhibit B.

The Applicant has no principal office in South Dakota. The name and address of the Applicant's registered agent is:

National Corporate Research, Ltd.
C/O Marilyn Person
819 West Third
Pierre, South Dakota 57501

The names and address of each corporation, association, partnership, cooperative, or individual holding a 20% or greater ownership or management interest in the Applicant corporation and the amount and character of the ownership or management interest are as follows:

Name and Address	Shares Owned	Percentage of all Shares Issued and Outstanding and Voting Control
Micro General Corporation	170,454	100%

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

4. Partnership Information:

Not Applicable.

5. Description of Services Applicant intends to offer:

Applicant is a switch-based reseller which intends to offer 1+ and 101XXXX direct outbound dialing, 800/888 toll-free inbound dialing, travel card service, and prepaid calling card service.

6. Means by which the Applicant intends to provide services:

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

7. Geographic Areas in which services will be offered:

Applicant intends to provide services on a statewide basis.

8. Financial Qualifications:

Applicant is financially qualified to provide intrastate interexchange telecommunications services within South Dakota. In particular, Applicant has adequate access to the capital necessary to fulfill any obligations it may undertake with respect to the provision of intrastate telecommunications

services in the State of South Dakota. A copy of Applicant's Balance Sheet and Income Statement for the year ended December 31, 1999 is attached hereto as Exhibit D, which demonstrates that Applicant has the financial ability to provide the services that it proposes to offer. Applicant hereby respectfully requests a waiver of ARSD 20:10:24:02(8) to the extent it requires applicant to file a current balance sheet, income statement, and cash flow statements.

9. Applicant's complaints and regulatory matters contact and how Applicant handles customer billings and customer service matters.

All inquiries regarding regulatory matters should be addressed to:

Tracy Bonds, Director of Customer Care
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542
Telephone: (949) 622-4566
Facsimile: (949) 477-6960
E-Mail: tbonds@ldexchange.com

All inquiries regarding complaints should be addressed to:

Tracy Bonds, Director of Customer Care
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542
Telephone: (949) 622-4566; (888) 435-7526 (toll-free)
Facsimile: (949) 477-6960
E-Mail: tbonds@ldexchange.com

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

10. Regulatory Status:

Applicant is currently in the process of obtaining all required authorizations from the state regulatory agencies. Applicant is currently authorized to provide service in California.

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

11. Description of Marketing

Applicant intends to market its services to primarily to residential customers and to small to mid-sized businesses. All sales personnel will have telecommunications service experience. Applicant will market through direct sales by employees and agents. Applicant does not intend to engage in multilevel marketing at this time. Applicant's marketing materials are currently being developed and are not available at this time.

12. Cost Support:

Applicant intends to provide services at a price above its cost.

13. Federal Tax Identification Number:

33-0740085

14. The Number and Nature of Complaints filed against the Applicant with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered:

None

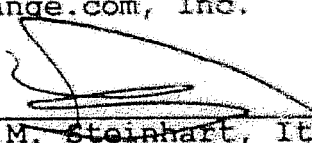
15. Tariff

A copy of Applicant's proposed tariff is attached hereto as Exhibit E.

WHEREFORE, the undersigned Applicant requests that the South Dakota Public Utilities Commission enter an order granting this application.

DATED this 15 day of May, 2000.

LD Exchange.com, Inc.

By: 
Lance J.M. Steinhart, Its Counsel

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

County of Orange

Dale Christensen, being first duly sworn, deposes and says that he/she is the Treasurer of LD Exchange.com, Inc., the Applicant in the proceeding entitled above, that he/she has read the foregoing application and knows the contents thereof; that the same are true of his/her knowledge, except as to matters which are therein stated on information or belief, and to those matters he/she believes them to be true.

Dale Christensen

Dale Christensen
Treasurer

Subscribed and sworn to before this 9 day of May, 2000.

[Signature]

Notary Public

My Commission expires: Sept. 27, 2001

LIST OF EXHIBITS

- A - CERTIFICATE OF INCORPORATION AS AMENDED
- B - CERTIFICATE OF AUTHORITY
- C - MARKETING MATERIAL
- D - FINANCIAL INFORMATION
- E - PROPOSED TARIFF

EXHIBIT A - CERTIFICATE OF INCORPORATION AS AMENDED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LD EXCHANGE.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2706430 8100

001123089

AUTHENTICATION: 0309103

DATE: 03-10-00

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "L/D EXCHANGE COM. INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2706430 8100

AUTHENTICATION: 0309091

NEXT

DOCUMENT (S)

BEST IMAGE

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FROM : THE COMPANY CORPORATION

PHONE NO. : 302 575 1346

STATE OF DELAWARE
DEPARTMENT OF REGISTRATION P2
DIVISION OF CORPORATIONS
FILED 09:00 AM 01/15/1997
971015055 - 2706400

CERTIFICATE OF INCORPORATION
OF

L/D Exchange Com. Inc.

FIRST: The name of this corporation is L/D Exchange Com. Inc.

SECOND: Its registered office in the State of Delaware is to be located at 1313 N. Market Street, Wilmington DE 19801-1151, County of New Castle. The registered agent in charge thereof is The Company Corporation, address "same as above".

THIRD: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

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

FOURTH: The amount of the total authorized capital stock of this corporation is divided into 1,500 shares of stock at NO par value.

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

Regina Cephas, 1313 N. Market St., Wilmington DE 19801-1151

SIXTH: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholder; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the law of the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Delaware, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Delaware.

SEVENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED: JANUARY 15, 1997

Regina Cephas
Regina Cephas

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "L/D EXCHANGE COM. INC.", CHANGING ITS NAME FROM "L/D EXCHANGE COM. INC." TO "LD EXCHANGE.COM, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2706430 8100

001123089

AUTHENTICATION: 0309097

DATE: 03-10-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

L/D Exchange Com. Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of L/D Exchange Com. Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended said Article shall be and read as follows:

"First. The name of this corporation is
LD Exchange.com, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting of the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment as duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Joseph Lyle Putegnat II has caused its corporate seal to be hereunto affixed and this certificate to be signed by

Joseph Lyle Putegnat II its authorized officer this 5th day of March, 19 97.

President

Authorized Officer, Title

Joseph Lyle Putegnat II President
Printed name and title

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

LD Exchange.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of LD Exchange.com, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended said Article shall be and read as follows:

"FOURTH: The amount of the total authorized capital stock of this corporation is divided into 10,000,000 shares of common stock at \$.001 par value."

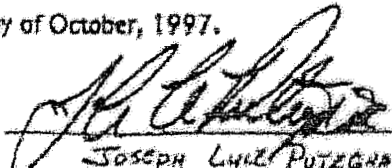
SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporations was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting of the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment as duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporations shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said LD Exchange.com, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by

Joseph Lyle Putegnat Its President and Secretary, this 6th day of October, 1997.


JOSEPH LYLE PUTEGNAT
President

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LD MERGER CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "LD EXCHANGE.COM, INC." UNDER THE NAME OF "LD EXCHANGE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1998, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2706430 8100M

AUTHENTICATION: 0309109

CERTIFICATE OF MERGER

OF

LD MERGER CORPORATION,
a Delaware corporation

INTO

LD EXCHANGE.COM, INC.,
a Delaware corporation

LD EXCHANGE.COM, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), in lieu of filing the Agreement of Merger required by Section 251 of the DGCL, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations participating in the merger herein certified is as follows:

Name	State of Incorporation
LD Merger Corporation	Delaware
LD Exchange.com, Inc.	Delaware

SECOND: An Agreement and Plan of Reorganization, dated as of November 12, 1998 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the aforementioned constituent corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation in the merger herein certified is LD Exchange.com, Inc.

FOURTH: The Certificate of Incorporation of LD Exchange.com, Inc., as now in effect, shall be the Certificate of Incorporation of said surviving corporation until it is amended pursuant to the applicable provisions of the DGCL.

FIFTH: The executed Merger Agreement is on file at the office of the surviving corporation, located at 12625 High Bluff Drive, Suite 112, San Diego, California 92130.

SIXTH: A copy of the aforementioned Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

LD EXCHANGE.COM, INC.
a Delaware corporation

By:


Joseph L. Putegnat, III, President

LD MERGER CORPORATION
a Delaware corporation

By:


Patrick F. Stone, President and
Chief Executive Officer

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "LD EXCHANGE.COM, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2706430 8100

AUTHENTICATION: 0309115

001123089

DATE: 03-10-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LD EXCHANGE.COM, INC.
a Delaware corporation

LD EXCHANGE.COM, INC., a Delaware corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. The Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation, directing that said amendment be submitted to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, THAT Article Fourth of the Certificate of Incorporation is hereby amended to read in full as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is Thirty Million (30,000,000) shares of common stock, par value \$.001."

2. That thereafter, the holders of a majority of the outstanding shares of Common Stock approved the Amendment.

3. That said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, LD EXCHANGE.COM, INC. has caused this Certificate of Amendment to be signed by its duly authorized Secretary, M'Lisa Jones Kane, this 18th day of November, 1999.

LD EXCHANGE.COM, INC.
a Delaware corporation

By: 

M'Lisa Jones Kane, Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/16/1999
991544973 - 2706430

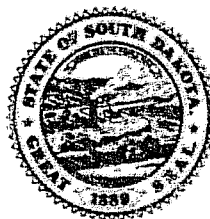
P. 002

TEL: 714 622 4116

16 59 (THU) 14:44 FIDELITY NAT. TITLE

EXHIBIT B - CERTIFICATE OF AUTHORITY

State of South Dakota



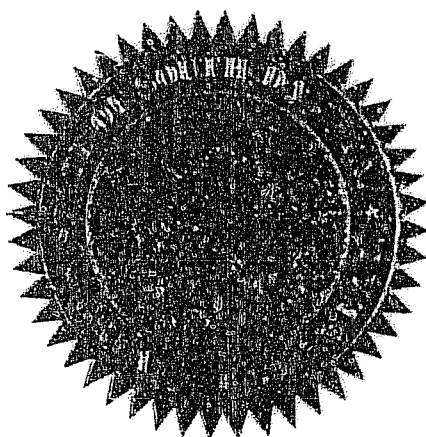
OFFICE OF THE SECRETARY OF STATE

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 LD EXCHANGE.COM, INC. (DE) to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 26, 2000.



Joyce Hazeltine
Secretary of State

EXHIBIT C - MARKETING MATERIAL
Not Available

EXHIBIT D - FINANCIAL INFORMATION

MICRO GENERAL CORP
LD EXCHANGE
BALANCE SHEET
December 31, 1999

LDX

Assets

Current Assets

Cash and Cash Equivalents	\$121,397.21
Accounts Receivable - Trade	4,468,260.09
Accounts Receivable Trade - Fidelity	364,808.28
Allowance - Uncollected Accounts	(2,024,772.95)
Intercompany Receivable / (Payable)	(5,439,445.79)
Prepaid Expenses	1,198,816.97
Receivable-Real EC	5,527.49
Other Assets	125,859.70

Total Current Assets	(1,179,549.00)
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Non Current Assets

Equipment & Improvements	2,976,601.85
Accumulated Depreciation	(402,951.28)

Total Non Current Assets	2,573,650.57
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Total Assets	\$1,394,101.57
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Liabilities

Current Liabilities

Accounts Payable - Trade	\$23,928.50
Other Payables	3,438,229.26
Accrued Liabilities	20,985.09
Accrued Taxes	41,399.65
Current Portion of Capital Leases	18,754.49

Total Current Liabilities	3,543,296.99
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Non Current Liabilities

Long Term Liabilities	146,066.85
Capital Leases	75,558.57

Total Non Current Liabilities	221,625.42
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LDX

Total Liabilities

3,764,922.41

Stockholder's Equity

Paid in Capital

361,332.28

Retained Earnings - Beginning Year

(95,499.27)

Current Year Profit / (Loss)

(2,636,653.85)

Total Stockholder's Equity

(2,370,820.84)

Total Liabilities and Stockholder's Equity

\$1,394,101.57

MICRO GENERAL CORP
LD EXCHANGE
INCOME STATEMENT

prior to 10-1-99 FISCAL YEAR 1999

		October	November	December	total year-to-date
REVENUE					
Other		0.00	0.00	25,000.00	25,000.00
Telecom - Retail	278,106.70	293,868.89	261,577.72	250,268.52	1,083,821.83
Int'l - Arbitrage (Resale)	44,484,348.54	5,272,595.61	3,196,300.70	2,487,293.28	55,440,538.13
Int'l - Vietnam		795,563.70	926,978.11	855,621.32	2,578,163.13
Int'l - Nigeria I - Lagos		153,534.57	105,511.30	150,996.41	450,042.28
Int'l - Sri Lanka I		0.00	0.00	48,577.11	48,577.11
Int'l - Sri Lanka (XSLD)		0.00	0.00	0.00	0.00
Int'l - Cambodia		0.00	0.00	0.00	0.00
TOTAL	44,762,455.24	6,515,562.77	4,490,367.83	3,855,756.84	59,624,142.48
Sales Returns		0.00	74.07	13,272.20	13,346.27
Net Revenue	44,762,455.24	6,515,562.77	4,490,293.76	3,842,484.44	59,610,796.21
COST OF GOODS SOLD					
Telecom - Retail	464,429.45	274,452.80	363,391.07	201,891.62	1,304,164.94
Int'l - Arbitrage (Resale)	42,266,155.74	5,085,896.78	3,305,335.94	3,295,125.18	53,952,513.64
Int'l - Vietnam	566,244.03	672,307.72	697,147.90	294,177.84	2,229,877.49
Int'l - Panama		0.00	0.00	62,483.34	62,483.34
Int'l - Nigeria I - Lagos		127,028.30	76,073.59	198,984.98	401,986.77
Int'l - Sri Lanka I (Primera Sprint)		0.00	0.00	64,131.46	64,131.46
Int'l - Sri Lanka (XSLD)		0.00	0.00	3,333.34	3,333.34
Int'l - India (Bombay)		0.00	0.00	10,197.81	10,197.81
Int'l - India (Ahmadabad)		0.00	0.00	0.00	0.00
Int'l - Ghana I (Primera Sprint)		0.00	0.00	11,666.67	11,666.67
Int'l - Cambodia		0.00	0.00	0.00	0.00
Int'l - Bangladesh		0.00	0.00	1,815.38	1,815.38
Total	43,296,829.22	6,159,685.60	4,441,948.50	4,143,707.52	58,042,170.84
Gross Profit	1,465,626.02	355,877.17	48,345.26	(301,223.08)	1,568,625.37
Operating Expenses					
Sales and Marketing					
Personnel Expense	65,649.94	13,083.33	7,287.64	13,476.59	99,497.50
Travel and Entertainment	18,125.33	5,561.92	15,032.30	3,868.96	42,588.51
Office and Telephone		789.46	451.11	1,743.22	2,983.79
Advertising and Promotions		3,051.60	0.00	0.00	3,051.60
Total	83,775.27	22,486.31	22,771.05	19,088.77	148,121.40
General & Administrative					
Personnel Expense	406,671.99	142,185.33	183,296.25	154,128.10	886,281.67
Building and Equipment	57,591.18	14,961.86	101,276.37	67,403.54	241,232.95
Professional Services	150,231.03	18,905.03	17,559.76	107,315.11	294,010.93
Travel and Entertainment		11,204.62	27,785.98	2,911.59	41,902.19
Office and Telephone	51,400.40	23,736.14	19,815.30	16,338.85	111,290.69
Bad Debt	1,147,371.52	175,000.00	60,000.00	0.00	1,382,371.52
Miscellaneous	111,723.09	13,818.00	133,170.75	191,070.45	449,782.29
Total	1,924,989.21	399,810.98	542,904.41	539,167.64	3,466,872.24

MICRO GENERAL CORP
LD EXCHANGE
INCOME STATEMENT

	prior to 10-1-99	FISCAL YEAR 1999			
		October	November	December	total year-to-date
Other Income and Expenses					
Depreciation	95,347.66	46,484.22	32,708.52	148,864.97	323,205.37
Amortization	58,616.93				58,616.93
Other Income and Expenses		0.00	(3,271.56)	(3,279.89)	(12,551.45)
Interest Expense	131,688.56	66,093.00	58,930.27	0.00	256,722.83
Total	285,653.15	112,580.22	88,375.23	139,385.08	625,993.68
Net Income(Loss) before Allo	(828,791.61)	(179,000.34)	(605,705.43)	(998,864.57)	(2,612,361.95)
Overhead Allocation		0.00	0.00	24,291.91	24,291.91
Net Income(Loss)	(828,791.61)	(179,000.34)	(605,705.43)	(1,023,156.40)	(2,638,653.86)

EXHIBIT E - PROPOSED TARIFF

LD EXCHANGE.COM, INC.

ORIGINAL SHEET 1

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by LD Exchange.com, Inc. ("LDX"), with principal offices at 2510 N. Redhill Avenue; Suite 230, Santa Ana, California 92705-5542. This tariff applies for services furnished within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

LD EXCHANGE.COM, INC.

ORIGINAL SHEET 2

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

RESERVED FOR FUTURE USE

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

TELECOMMUNICATIONS SERVICES TARIFFCHECK SHEET

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

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original
25	Original
26	Original
27	Original
28	Original
29	Original
30	Original
31	Original
32	Original

* New or Revised Sheet

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TELECOMMUNICATIONS SERVICES TARIFFTABLE OF CONTENTS

	Page
Title Sheet.....	1
Reserved for Future Use.....	2
Check Sheet.....	3
Table of Contents.....	4
Tariff Format.....	5
Symbols.....	6
Section 1 - Technical Terms and Abbreviations.....	7
Section 2 - Rules and Regulations.....	9
2.1 Undertaking of the Company.....	9
2.2 Use of Services.....	10
2.3 Liability of the Company.....	11
2.4 Responsibilities of the Customer.....	13
2.5 Cancellation or Interruption of Service.....	15
2.6 Credit Allowance.....	17
2.7 Restoration of Service.....	18
2.8 Deposit.....	18
2.9 Advance Payments.....	18
2.10 Payment and Billing.....	19
2.11 Collection Costs.....	20
2.12 Taxes.....	20
2.13 Late Charge.....	20
2.14 Returned Check Charge.....	20
Section 3 - Description of Service.....	21
3.1 Computation of Charges.....	21
3.2 Customer Complaints and/or Billing Disputes.....	22
3.3 Level of Service.....	23
3.4 Billing Entity Conditions.....	23
3.5 Service Offerings.....	24
Section 4 - Rates.....	29

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TELECOMMUNICATIONS SERVICES TARIFFTARIFF FORMAT

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

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

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

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

SYMBOLS

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

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

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TELECOMMUNICATIONS SERVICES TARIFFSECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

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

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

Company or LDX - Used throughout this tariff to mean LD Exchange.com, Inc., a Delaware Corporation.

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

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

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

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

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TELECOMMUNICATIONS SERVICES TARIFF

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

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

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of South Dakota.

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

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

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TELECOMMUNICATIONS SERVICES TARIFFSECTION 2 - RULES AND REGULATIONS2.1 Undertaking of the Company

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

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TELECOMMUNICATIONS SERVICES TARIFF

- 2.1.1 The services provided by the Company are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers which may be subject to the jurisdiction of this Commission.
- 2.1.2 The rates and regulations contained in this tariff apply only to the services furnished by the Company and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of the Company.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use of Services

- 2.2.1 The Company's services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of the Company's services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.

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TELECOMMUNICATIONS SERVICES TARIFF

- 2.2.3 The use of the Company's services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.
- 2.2.4 The Company's services are available for use twenty-four hours per day, seven days per week.
- 2.2.5 The Company does not transmit messages, but the services may be used for that purpose.
- 2.2.6 The Company's services may be denied for nonpayment of charges or for other violations of this tariff.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.

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TELECOMMUNICATIONS SERVICES TARIFF

- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.
- 2.3.4 Reserved for Future Use
- 2.3.5 Reserved for Future Use
- 2.3.6 Reserved for Future Use

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TELECOMMUNICATIONS SERVICES TARIFF

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

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by the Company on the Customer's behalf.
- 2.4.3 If required for the provision of the Company's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to the Company.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to the Company and the Customer when required for Company personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of the Company's services.
- 2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of the Company's equipment to be maintained within the range normally provided for the operation of microcomputers.

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- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with the Company's facilities or services, that the signals emitted into the Company's network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel, or degrade service to other Customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, the Company will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to Company equipment, personnel or the quality of service to other Customers, the Company may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, the Company may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay the Company for replacement or repair of damage to the equipment or facilities of the Company caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any Company equipment installed at Customer's premises.
- 2.4.9 If the Company installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.

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Santa Ana, California 92705-5542

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

2.5 Cancellation or Interruption of Services

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, the Company may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
- 2.5.1.A For nonpayment of any sum due the Company for more than thirty (30) days after issuance of the bill for the amount due, unless the charge is in dispute;
 - 2.5.1.B For violation of any of the provisions of this tariff,
 - 2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over the Company's services, or
 - 2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its services.

TELECOMMUNICATIONS SERVICES TARIFF

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

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TELECOMMUNICATIONS SERVICES TARIFF

2.6 Credit Allowance

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

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TELECOMMUNICATIONS SERVICES TARIFF

2.7 Restoration of Service

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

2.8 Deposit

The Company does not require deposits.

2.9 Advance Payments

The Company does not require advance payments.

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TELECOMMUNICATIONS SERVICES TARIFF2.10 Payment and Billing

- 2.10.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt. A late fee will be assessed on unpaid amounts 30 days after rendition of bills.
- 2.10.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.
- 2.10.3 All bills are presumed accurate, and shall be binding on the customer unless objection is received by the Company in writing within 180 days after such bills are rendered. No credits, refunds, or adjustments shall be granted if demand therefore is not received by the Company in writing within such 180 day period.

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TELECOMMUNICATIONS SERVICES TARIFF2.11 Collection Costs

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

2.12 Taxes

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

2.13 Late Charge

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

2.14 Returned Check Charge

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

2.15 Reconnection Charge

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

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

- 3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.
- 3.1.2 Where mileage bands appear in a rate table, rates for all calls are based upon the airline distance between the originating and terminating points of the call, as determined by the vertical and horizontal coordinates associated with the exchange (the area code and three digit central office code) associated with the originating and terminating telephone numbers. If the Customer obtains access to the Company's network by a dedicated access circuit, that circuit will be assigned an exchange for rating purposes based upon the Customer's main telephone number at the location where the dedicated access circuit terminates. The vertical and horizontal (V & H) coordinates for each exchange and the airline distance between them will be determined according to industry standards.

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TELECOMMUNICATIONS SERVICES TARIFF

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

3.2 Customer Complaints and/or Billing Disputes

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

2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542
(888) 435-7526

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

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TELECOMMUNICATIONS SERVICES TARIFF

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

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

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

3.3 Level of Service

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

3.4 Billing Entity Conditions

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

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TELECOMMUNICATIONS SERVICES TARIFF3.5 Service Offerings

3.5.1 1+ Dialing

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

3.5.2 Travel Cards

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

3.5.3 800 Service (Toll-Free)

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

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

TELECOMMUNICATIONS SERVICES TARIFF

3.5.4 Company Prepaid Calling Cards

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

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

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

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

TELECOMMUNICATIONS SERVICES TARIFF

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

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

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

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

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

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

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

TELECOMMUNICATIONS SERVICES TARIFF

3.5.5 Directory Assistance.

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

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

TELECOMMUNICATIONS SERVICES TARIFF

3.5.6 Specialized Pricing Arrangements.

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

3.5.7 Emergency Call Handling Procedures

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

3.5.8 Promotional Offerings

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

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

TELECOMMUNICATIONS SERVICES TARIFF

SECTION 4 - RATES

4.1 1+ Dialing

\$0.15 per minute

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

4.2 Travel Cards

\$.199 per minute

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

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

LD EXCHANGE.COM, INC.

ORIGINAL SHEET 30

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

4.3 Toll Free

\$0.15 per minute

A \$10 per month per number service charge applies.
Billed in one minute increments.

4.4 Prepaid Calling Cards

\$.25 Per Telecom Unit

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

LD EXCHANGE.COM, INC.

ORIGINAL SHEET 31

SOUTH DAKOTA PUC TARIFF NO. 1

TELECOMMUNICATIONS SERVICES TARIFF

4.5 Directory Assistance

\$.95

4.6 Returned Check Charge

\$20.00

ISSUED: May 16, 2000

EFFECTIVE: , 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

TELECOMMUNICATIONS SERVICES TARIFF4.7 Rate Periods

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

* To, but not including

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

4.8 Payphone Dial Around Surcharge

A dial around surcharge of \$.35 per call will be added to any completed INTRASTATE toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

4.9 Universal Service Fund Assessment & Presubscribed Interexchange Carrier Charge

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

ISSUED: May 16, 2000

EFFECTIVE:

, 2000

ISSUED BY:

Dale Christensen, Treasurer
2510 N. Redhill Avenue; Suite 230
Santa Ana, California 92705-5542

000977

Check # 000977
Date: 05/08/2000

INVOICE NO.

DATE

DESCRIPTION

PAID AMOUNT

DISCOUNT

APPLIED AMOUNT

CR 050800

05/08/2000

Vchr: VO11205/06/2000

250.00 US

TC00-082

INTERNAL NO.

VENDOR

State of South Dakota - Public Utilities

TOTALS 250.00 US

LD Exchange.com
2510 N. RED HILL AVENUE, SUITE 230
SANTA ANA, CA 92705-5542
(949) 622-4444

WELLS FARGO BANK 114421000
DATE 05/09/2000
CHECK NUMBER 000977

00097

AN ARTIFICIAL WATERMARK IS PRESENT ON THE REVERSE SIDE

Two hundred fifty and no/100 *****

AMOUNT 250.00 US

PAY
TO THE
ORDER
OF

State of South Dakota
Public Utilities Commission
500 E. Capitol
Pierre, SD 57501-5070

OPERATING ACCOUNT VOID AFTER 90 DAYS

Handwritten Signature
TWO SIGNATURES REQUIRED FOR CHECKS OVER \$1000.00

FACE OF DOCUMENT IS A COLORED BACKGROUND ON WHITE PAPER

⑈000977⑈ ⑈121000248⑈ 4375 658259⑈

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of May 11, 2000 through May 17, 2000

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

CONSUMER COMPLAINT

CT00-072 In the Matter of the Complaint filed by Judy M. Nelson, Piedmont, South Dakota, against U S WEST Communications, Inc. Regarding Wrongful Billings and Billing Practices for Long Distance Telephone Services as a Result of "Slamming" by Various Telephone Companies.

The complainant, on behalf of her company, Nelson Supergraphics, alleges repeated difficulties with various telephone companies over the past several years as a result of "slamming." Through extensive expenditures of time and effort, the company and the complainant have managed to resolve some of the issues, however serious matters remain unresolved. The most significant matter involves U S WEST withholding over \$5000.00 in credits obtained from the "slamming" phone companies. The bills were resolved long ago and have recently resurfaced. The complainant alleges that U S WEST refuses to work with her to release the credits she is due. The complainant is seeking the assistance of the PUC in moving the matter forward to a satisfactory resolution.

Staff Analyst: Charlene Lund
Staff Attorney: Camron Hoseck
Date Docketed: 05/12/00
Intervention Deadline: NA

CT00-073 In the Matter of the Complaint filed by Lynn and Larry Meiners, Rapid City, South Dakota, against Minimum Rate Pricing Regarding Unauthorized Switching of Long Distance Provider.

The complainants allege that they began to receive unauthorized billings for carrier line charges and long distance services by Minimum Rate Pricing, Inc. at the same time that an account was being established for services with MCI. The complainants request \$1000.00 compensation and any fine against the company that the commission believes appropriate.

Staff Analyst: Charlene Lund
Staff Attorney: Karen E. Cremer
Date Docketed: 05/15/00
Intervention Deadline: NA

CT00-074 In the Matter of the Complaint filed by Leon L. Lengkeek, Brookings, South Dakota, against Crusade Communications and Business Options, Inc. Regarding Unauthorized Switching of Services.

The Complainant states that his long distance service was switched without authorization. After several contacts to multiple companies, the Complainant was unable to reach an informal resolution with the companies. The Complainant is seeking \$1000 plus credit of all charges.

Staff Analyst: Leni Healy
Staff Attorney: Karen E. Cremer
Date Docketed: 05/17/00
Intervention Deadline: NA

ELECTRIC

EL00-017 In the Matter of the Filing by MidAmerican Energy Company for Approval of Tariff Revisions.

MidAmerican Energy Company (MidAmerican) is proposing to add a provision to the South Dakota Electric Tariff No. 1. This new provision will allow MidAmerican to interrupt and thereby "purchase" energy from its large customers who reduce their load by at least two Megawatts. This option can be used upon mutual agreement of both MidAmerican and the eligible customer, whenever MidAmerican is purchasing high price energy in the wholesale markets, or has the opportunity to make sales in these markets.

Staff Analyst: Keith Senger
Staff Attorney: Camron Hoseck
Date Docketed: 5/11/00
Intervention Deadline: 6/2/00

EL00-018 In the Matter of the Petition of Otter Tail Power Company for Approval of a Released Energy Tariff.

Otter Tail Power Company (OTP) is proposing to add a provision to the South Dakota Electric Rate Schedule. This new provision will allow OTP to "purchase" energy from its large customers who curtail their load by at least one Megawatt. This option can be used upon mutual agreement of both OTP and the eligible customer, whenever OTP is purchasing high price energy in the wholesale markets to serve its native load, or has the opportunity to make sales in these markets.

Staff Analyst: Keith Senger
Staff Attorney: Camron Hoseck
Date Docketed: 5/12/00
Intervention Deadline: 6/2/00

TELECOMMUNICATIONS

TC00-079 In the Matter of the Application of Worldwide Fiber Networks, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

On May 11, 2000, Worldwide Fiber Networks, Inc. filed for a Certificate of Authority to provide interexchange telecommunications services throughout South Dakota. The Applicant intends to provide broadband network and co-location services to telecommunications companies, Internet service providers, application service providers and data-centric enterprises.

Staff Analyst: Heather Forney
Staff Attorney: Camron Hoseck
Date Docketed: 05/11/00
Intervention Deadline: 06/02/00

TC00-080 In the Matter of the Filing for Approval of a Resale Agreement between U S WEST Communications, Inc. and HJN Telecom, Inc.

On May 12, 2000, the Public Utilities Commission received an agreement between HJN Telecom, Inc. and U S WEST Communications, Inc. for approval by the Commission pursuant to 47 U.S.C. Section 252(e). The agreement allows HJN Telecom, Inc. and U S WEST Communications, Inc. to provide, within the geographical areas where U S WEST is the incumbent Local Exchange Carrier, the resale of local Telecommunications Services.

Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than June 9, 2000. Parties to the agreement may file written responses to the comments no later than June 19, 2000.

Staff Attorney: Camron Hoseck
Date Docketed: 05/12/00
Comments Due: 06/09/00

TC00-081 In the Matter of the Establishment of Switched Access Revenue Requirement for Baltic Telecom Cooperative.

Baltic Telecom Cooperative filed a switched access cost study developing a revenue requirement that is included in the revenue requirement used to determine the switched access rates for the Local Exchange Carrier Association.

Staff Analyst: Harlan Best
Staff Attorney: Karen E. Cremer
Date Docketed: 05/15/00
Intervention Deadline: 06/02/00

TC00-082 In the Matter of the Application of LD Exchange.com, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

On May 16, 2000, the Commission received a filing from LD Exchange.com for a Certificate of Authority to provide telecommunications services in South Dakota. The applicant is a switch-based reseller that intends to offer 1+ and 101XXXX direct outbound dialing, 800/888 toll-free inbound dialing, travel card service, and prepaid calling card service throughout South Dakota.

Staff Analyst: Michele Farris
Staff Attorney: Karen E. Cremer
Date Docketed: 05/16/00
Intervention Deadline: 06/02/00

TC00-083 In the Matter of the Filing for Approval of an Agreement for Local Wireline Network Interconnection and Service Resale between Avera Communication, L.L.C. and U S WEST Communications, Inc.

On May 17, 2000, the Public Utilities Commission received an agreement between Avera Communication, L.L.C. and U S WEST Communications, Inc. for approval by the Commission pursuant to 47 U.S.C. Section 252(e). The agreement allows Avera Communication to provide (a) services for resale, (b) certain unbundled network elements, ancillary functions and additional features to Avera (collectively referred to as "Network Elements") for Avera's offering and provisioning of telecommunications services. The agreement also sets forth the terms, conditions and prices

... to interconnect and pay reciprocal compensation for the exchange of

... to interconnect.

Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than June 14, 2000. Parties to the agreement may file written responses to the comments no later than June 24, 2000.

Staff Attorney: Camron Hoseck

Date Docketed: 05/17/00

Comments Due: 06/14/00

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

RECEIVED

JUN 27 2000

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

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Also Admitted in New York
and Maryland

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

June 26, 2000

VIA FEDERAL EXPRESS

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

Re: LD Exchange.com
Docket No. TC00-082

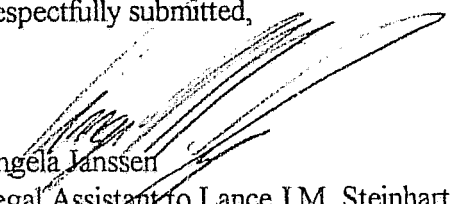
Dear Mr. Bullard:

Enclosed please find one original and ten (10) copies of LD Exchange.com's Indemnity Bond in the amount of Twenty Five Thousand Dollars (\$25,000).

I have enclosed an extra copy of this cover letter to be date stamped and returned to me in the enclosed self-addressed prepaid envelope.

If you have any questions or if I may provide you with any additional information, please do not hesitate to contact me.

Respectfully submitted,



Angela Janssen
Legal Assistant to Lance J.M. Steinhart
Attorney for LD Exchange.com

Enclosures

cc: Kerry Pickens

IDEMNITY BOND
TO THE
PEOPLE OF THE STATE OF SOUTH DAKOTA

Bond No. 112012630

We, LD Exchange.com, the principal and applicant for a CERTIFICATE OF AUTHORITY to resell long distance telecommunications services within the State of South Dakota, and Amwest Surety Insurance Company, as an admitted surety insurer, bind ourselves unto the Public Utilities Commission of the State of South Dakota and the consumers of South Dakota as Obligee, in the sum of \$25,000.00.

The conditions of the obligation are such that the principal, having been granted such CERTIFICATE OF AUTHORITY subject to the provision that said principal purchase this Indemnity Bond, and if said principal shall in all respects fully and faithfully comply with all applicable provisions of South Dakota State Law, and reimburse customers of LD Exchange.com for any prepayment or deposits they have made which may be unable or unwilling to return to said customers as a result of insolvency or other business failure, then this obligation shall be void, discharged and forever exonerated, otherwise to remain in full force and effect.

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 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 Public Utilities Commission. Such cancellation shall not affect any liability incurred or accrued hereunder prior to the termination of said thirty (30) day period.

Dated this 24th day of May, 2000.

To be effective this 24th day of May, 2000.

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

Countersigned this 25th day of

May, 2000.

Countersigned for South Dakota

By Ronald E. Taen
Resident Agent

- LD Exchange.com

[Signature]
By:

Amwest Surety Insurance Company

[Signature]
By: James L. Smith, Attorney-in-Fact

LIMITED POWER OF ATTORNEY


Amwest Surety Insurance Company

Far West Insurance Company

Bond No.: 112012630

Bond Issue Date: 05/24/2000

POWER NUMBER 0001138352

This document is printed on white paper containing the artificial watermarked logo () of Amwest Surety Insurance Company on the front and brown security paper on the back. Only unaltered originals of the Limited Power of Attorney ("POA") are valid. This POA may not be used in conjunction with any other POA. No representations or warranties regarding this POA may be made by any person. This POA is governed by the laws of the State of Nebraska and is only valid until the expiration date. Amwest Surety Insurance Company and Far West Insurance Company (collectively the "Company") shall not be liable on any limited POA which is fraudulently produced, forged or otherwise distributed without the permission of the Company. Any party concerned about the validity of this POA or an accompanying Company bond should call your local Amwest branch office at (602) 263-1112.

KNOW ALL BY THESE PRESENT, that Amwest Surety Insurance Company, a Nebraska corporation and Far West Insurance Company, a Nebraska corporation (collectively the "Company"), do hereby make, constitute and appoint:

Joseph A. Cohen, III

Jennifer Cavillo

James L. Smith

Caren J. Hanks

Brandy L. Hanks

Linnay Tull

As Employees of Amwest Surety Insurance Co

its true and lawful Attorney-in-fact, with limited power and authority for and on behalf of the Company as surety to execute, deliver and affix the seal of the company thereto if a seal is required on bonds, undertakings, recognizances, reinsurance agreement for a Miller Act or other performance bond or other written obligations as follows:

All Bonds up to \$25,000,000.00

and to bind the company thereby. This appointment is made under and by authority of the By-Laws of the Company, which are now in full force and effect.

I, the undersigned secretary of Amwest Surety Insurance Company, a Nebraska corporation and Far West Insurance Company, a Nebraska corporation, DO HEREBY CERTIFY that this Power of Attorney remains in full force and effect and has not been revoked and furthermore, that the resolutions of the Board of Directors of both Amwest Surety Insurance Company and Far West Insurance Company set forth on this Power of Attorney, and that the relevant provisions of the By-Laws of each company, are now in full force and effect.


Karen G. Cohen, Secretary

RESOLUTIONS OF THE BOARD OF DIRECTORS

This POA is signed and sealed by facsimile under and by the authority of the following resolutions adopted by the Board of Directors of Amwest Surety Insurance Company at a meeting duly held on December 15, 1975 and Far West Insurance Company at a meeting duly held on July 28, 1983:

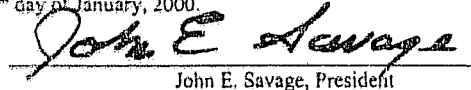
RESOLVED, that the President or any Vice President, in conjunction with the Secretary or any Assistant Secretary, may appoint attorneys-in-fact or agents with authority as defined or limited in the instrument evidencing the appointment in each case, for and on behalf of the Company, to execute and deliver and affix the seal of the Company to bonds, undertakings, recognizances, and suretyship obligations of all kinds; and said officers may remove any such attorney-in-fact or agent and revoke any POA previously granted to such person.

RESOLVED FURTHER, that any bond, undertaking, recognizance, or suretyship obligation shall be valid and bind upon the Company:

- (i) when signed by the President or any Vice President and attested and sealed (if a seal be required) by any Secretary or Assistant Secretary; or
- (ii) when signed by the President or any Vice President or Secretary or Assistant Secretary, and countersigned and sealed (if a seal be required) by a duly authorized attorney-in-fact or agent; or
- (iii) when duly executed and sealed (if a seal be required) by one or more attorneys-in-fact or agents pursuant to and within the limits of the authority evidenced by the power of attorney issued by the Company to such person or persons.

RESOLVED FURTHER, that the signature of any authorized officer and the seal of the Company may be affixed by facsimile to any POA or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligations of the Company; and such signature and seal when so used shall have the same force and effect as though manually affixed.

IN WITNESS WHEREOF, Amwest Surety Insurance Company and Far West Insurance Company have caused these present to be signed by its proper officers, and its corporate seals to be hereunto affixed this 17th day of January, 2000.

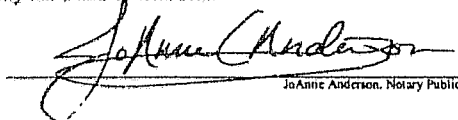

John E. Savage, President


Karen G. Cohen, Secretary

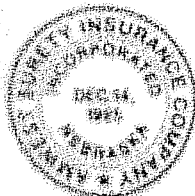
State of California
County of Los Angeles

On January 17, 2000 before me, JoAnne Anderson Notary Public, personally appeared John E. Savage and Karen G. Cohen, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me all that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature 
JoAnne Anderson, Notary Public

(Seal)



5230 Las Virgenes Road Calabasas, CA 91302

TEL 818 871-2000

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
LD EXCHANGE.COM, INC. FOR A)	CERTIFICATE OF
CERTIFICATE OF AUTHORITY TO PROVIDE)	AUTHORITY
TELECOMMUNICATIONS SERVICES IN)	
SOUTH DAKOTA)	TC00-082

On May 16, 2000, 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 LD Exchange.com, Inc. (LD Exchange).

LD Exchange proposes to offer 1+ and 101XXXX direct outbound dialing, 800/888 toll-free inbound dialing, travel card service and prepaid calling card service. A proposed tariff was filed by LD Exchange. The Commission has classified long distance service as fully competitive.

On May 18, 2000, the Commission electronically transmitted notice of the filing and the intervention deadline of June 2, 2000, to interested individuals and entities. No petitions to intervene or comments were filed and at its July 13, 2000, meeting, the Commission considered LD Exchange's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to a continuous \$25,000 surety bond. Commission Staff further recommended a waiver ARSD 20:10:24:02(8).

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission finds that LD Exchange has met the legal requirements established for the granting of a certificate of authority. LD Exchange has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. Further, the Commission finds that there is good cause to waive ARSD 20:10:24:02(8). The Commission approves LD Exchange's application for a certificate of authority, subject to a continuous \$25,000 surety bond. As the Commission's final decision in this matter, it is therefore

ORDERED, that LD Exchange's application for a certificate of authority is hereby granted effective July 16, 2000, subject to a continuous \$25,000 surety bond. It is

FURTHER ORDERED, that the Commission finds good cause to waive ARSD 20:10:24:02(8). It is

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

Dated at Pierre, South Dakota, this 20th day of July, 2000.

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.

Sy: Delaine Kells

Date: 7/21/00

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

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 July 13, 2000, effective July 16, 2000
Docket No. TC00-082

This is to certify that

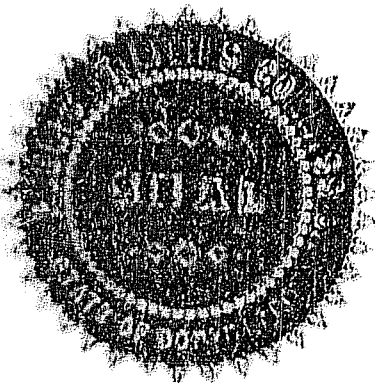
LD EXCHANGE.COM, INC.

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 20th day of July, 2000.

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:




JAMES A. BURG, Chairman


PAM NELSON, Commissioner


LASKA SCHOENFELDER, Commissioner