

TC01-037



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE
NEW YORK, NEW YORK 10022-5803

TEL (212) 546-0090

FAX (212) 753-8101

e-mail: dklein@telfile.com

RECEIVED

MAR 23 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

March 22, 2001

VIA FEDERAL EXPRESS

Ms. Heather K. Forney
Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, SD 57501-5070

Re: In the Matter of the Filing for Approval of Transfer of
Certificate of Authority from Quintelco, Inc. to Local Telecom
Holdings, LLC d/b/a/ Transpoint Communications

Dear Ms. Forney:

Initially Quintelco, Inc. and Local Telecom Holdings, LLC d/b/a Transpoint Communications' ("Transpoint"), by and through its representative, Telecom Certification & Filing, Inc. ("TC&F"), requested the South Dakota Public Utilities Commission's ("Commission") approval of the transfer of control of the local exchange and interexchange telecommunications licenses held by Quintelco, Inc. to Transpoint in *Docket No. TC00-124*. At that time, certain documentation was requested by Commission in order to approve the transfer but was not readily available by Transpoint. Therefore, TC&F requested that its request for transfer of certificate of authority be withdrawn. The withdrawal of its request was granted by Commission on *December 7, 2000*.



TELECOM CERTIFICATION & FILING, INC.

Ms. Heather K. Forney
March 22, 2001
Page 2

Pursuant to your correspondence of August 24, 2000 and the Administrative Rules of South Dakota, if requesting a sale, assignment, lease or transfer of a certificate of authority, the Company shall provide the information required by ARSD 20:10-24:02 and ARSD 20:10-24:03. However, at the present time, Transpoint intends to only provide resold interexchange telecommunications service and requests the transfer of Quintelco Inc.'s interexchange Certificate of Authority to Transpoint. Transpoint in the future intends to provide facilities-based local exchange telecommunications service and will seek Commission approval at that time.

In connection to the above referenced transfer of certificate of interexchange authority only, enclosed for filing, please find one original and ten (10) copies of Transpoint's Petition for a Certificate of Authority to Operate as a Non-Facilities Based Reseller of Interexchange Telecommunications Services in the State of South Dakota, along with its proposed tariff.

Pursuant to our telephone conversation, the filing fee submitted to the Commission on August 15, 2001 of Two Hundred Fifty Dollars was retained by Commission and should be applied to Transpoint's Petition.

At your earliest convenience, please date stamp and return the copy of this cover letter to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

Alice Rodriguez
Project Manager

Enc.

2112-05/29032

00039032.1

TC01-037

RECEIVED

MAR 23 2001

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

In the Matter of the Petition of)
Local Telecom Holdings, LLC)
d/b/a Transpoint Communications)
for a Certificate of Authority to Operate)
as a Non Facilities-based Reseller of)
Interexchange Telecommunications Services)

Docket No. _____

**PETITION FOR A
CERTIFICATE OF AUTHORITY**

Pursuant to South Dakota's Telecommunications Service Rule 20:10:24:02, in support of the Petition of Local Telecom Holdings, LLC d/b/a Transpoint Communications ("Petitioner") for the issuance of a Certificate of Authority to provide non facilities-based resold interexchange telecommunications services in the State of South Dakota, the following information is provided:

1. Name and Address of Petitioner

The full Name, Address and Telephone Number of the Petitioner is:

Name: Local Telecom Holdings, LLC d/b/a Transpoint Communications
Address: 26565 West Agoura Road, Suite 305
Calabasas, CA 91302
Telephone Number: (818) 871-9900
Fax Number: (818) 871-9910
Federal Identification Number: 13-4113542

2. The name in which Petitioner will provide non facilities-based resold interexchange telecommunications services to the public will be "Transpoint Communications".

3. Structure of Organization:

Petitioner is a limited liability company.

(a) Petitioner was incorporated in the State of Delaware on April 7, 2000. A copy of its Certificate of Formation is attached hereto as Exhibit 1. Petitioner is certified to transact business in the State of South Dakota. A copy of Petitioner's Certificate of Authority to transact business in the State of South Dakota as issued by the Secretary of State is attached hereto as Exhibit 2.

(b) Petitioner does not have a principal office located in the State of South Dakota. The Registered Agent of Petitioner in the State of South Dakota is:

National Registered Agents, Inc.
300 South Phillips Avenue, Suite 300
Sioux Falls, SD 57102

(c) The names and addresses of each corporation, association, partnership, cooperative, or individual holding a 20 percent or greater ownership or management interest in the Petitioner Corporation and the amount and character of the ownership or management interest:

Transpoint Communications, LLC
26565 West Agoura Street, Suite 305
Calabasas, CA 91302

Transpoint Communications, LLC owns one hundred percent (100%) of the interest in Petitioner.

(d) Petitioner has no affiliates or subsidiaries.

4. Petitioner's Officers and Directors are as Follows:

Paul Black - President and Chief Executive Officer
Ralph Metz - Chief Operating Officer/Manager
Adam Bir - Vice President, Sales

Petitioner presently has no officers or employees in the State of South Dakota.

Petitioner has the technical and managerial resources necessary to provide customers in the State of South Dakota with high-quality resold interexchange telecommunications services. Transpoint's management possesses extensive management and technical experience in the telecommunications industry. The relevant operational and managerial experience of Petitioner's Executive Management staff is set forth in Exhibit 3 attached hereto.

5. The Services to be Offered by Petitioner

Petitioner intends to provide non-facilities-based and resold interexchange telecommunications services indiscriminately to both residential and business class customers throughout the entire State of South Dakota. Although Petitioner does not intend to offer services in the rural areas, to the extent any interexchange carrier ("IXC") in the State of South Dakota is granted a small or rural carrier exemption pursuant to §251 (f) of the Federal Telecommunications Act of 1996 in the future, then Local Telcom Holdings, LLC d/b/a Transpoint Communications will seek authority to operate in such service area(s) as well. Petitioner proposes to acquire and resell various voice and data communications services offered by IXCs, and to package and provide these services for the specialized functions and needs of its customers. In particular, services will be acquired from underlying IXCs at bulk rates and will be resold to Petitioner's customers, so that customers will benefit from reduced pricing. The experienced management, technical, and operations expertise of the Petitioner team will enable Petitioner to begin offering competitive high-quality service immediately upon the grant of the authority requested herein.

In addition to reduced pricing, the introduction of Petitioner's services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of telephone service. Thus, South Dakota Public Utilities Commission (hereinafter "SDPUC") grant of this petition will significantly serve the public interest through enhanced competition in the market for interexchange services through the addition of a well managed new entrant into the market.

Petitioner will arrange for an interexchange company to connect the customer to the Petitioner's services. Petitioner will handle a request for new service identically for both small and large businesses.

Initially, Petitioner intends to provide non-facilities-based and resold interexchange services to South Dakota consumers in South Dakota's IXC territories utilizing the facilities and networks of its underlying carriers. Petitioner may supplement this service with other resold services provided by IXCs. Petitioner's services will be available on a full-time basis, 24 hours a day, seven days a week.

Petitioner asserts that the interexchange telecommunications services that it proposes to offer will satisfy the minimum standards established by the SDPUC. Petitioner agrees to meet the minimum basic interexchange service standards, including quality of service and billing standards, as the SDPUC requires of the IXC's with which Petitioner seeks to compete.

6. A Detailed Statement of the Means by Which the Petitioner will Provide its Services, Including the Type and Quantity of Equipment to be Used in the Operation, the Capacity, and the Expected use of Equipment.

Petitioner will resell the interexchange telecommunications services of facilities-based carriers offering business and residential class services throughout the State of South Dakota.

Petitioner will offer services to its subscribers through the resale of other carriers' facilities and network elements.

All facilities to be used in connection with the provisioning of the proposed services are those of the State's IXC and, as such, are already constructed and in operation in accordance with any necessary federal and State authorizations.

Petitioner will, through interconnection with other carriers, offer 911 and enhanced 911 emergency service, directory assistance and operator assisted dialing, dual party relay services and other miscellaneous services currently provided by existing IXC's.

Petitioner's services will be available on a full-time basis, 24 hours a day, seven days a week. Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (888) 239-2941. Petitioner has the technical ability to provide the services contemplated herein. Petitioner's management possesses extensive technical experience in the telecommunications industry. Petitioner's management also possesses the technical expertise necessary to provide customers in the State of South Dakota with high-quality resold interexchange telecommunications services.

The quality of service that Petitioner's interexchange customers will receive will be at least equivalent to that provided by the IXC's. Petitioner's services will satisfy the minimum standards established by the SDPUC. Petitioner will file and maintain its tariff in the same manner and form as required of IXC's with which Transpoint seeks to compete.

7. The Geographic Areas in Which the Services will be Offered or a Map Describing the Service Area:

Petitioner intends to provide non-facilities-based and resold interexchange telecommunications services throughout the entire State of South Dakota. Petitioner initially intends to provide interexchange telecommunications services from, to and between all exchanges in the State of South Dakota served by South Dakota's IXC's to the extent permitted by federal and State law, and by the SDPUC's rules. In connection with the approval of their current operating authority in the State of South Dakota, to the extent that the IXC's have submitted to the SDPUC maps which illustrate in detail the exact geographical area served by each IXC, the Petitioner refers the SDPUC to said maps. In as much as Petitioner intends to provide resold interexchange telecommunications services in all parts of the State, to the extent authorized by law, and that maps detailing the provision of telecommunications service in South Dakota are already on file with the SDPUC, Petitioner respectfully requests that the SDPUC not require the Petitioner to submit the same or similar maps.

8. Current Financial Statements; A Copy of the Petitioner's Report to Stockholders; and A Copy of Petitioner's Tariff with the Terms and Conditions of Service.

In support of its financial qualifications, Petitioner submits its balance sheet, income statement and pro forma financial statements for its first three (3) years of operations, as attached hereto as Exhibit 4. These statements demonstrate that Petitioner has the financing and working capital necessary to fulfill any obligations it may undertake with respect to the operation and maintenance of its network.

Accordingly, Petitioner asserts that it has the financial resources necessary to operate as a resold interexchange telecommunications services provider in the State of South Dakota.

8a. Proposed Tariffs

Petitioner's proposed interexchange tariff, containing its proposed rates, terms and conditions of service, is attached hereto as Exhibit 5. Petitioner believes that the rates, terms and conditions of service contained in the abovementioned proposed tariff are competitive and reasonable.

9. The Names, Addresses, Telephone Number, Fax Number, E-mail Address, and Toll Free Number of the Petitioner's Representatives to Whom all Inquiries Should be Made Regarding Complaints and Regulatory Matters and a Description of how the Petitioner Handles Customer Billings and Customer Service Matters.

The Representative of the Petitioner to whom the SDPUC is requested to direct correspondence regarding this Application is:

Name: David O. Klein
Title: Chief Operating Officer
Address: c/o Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
Telephone Number: (212) 546-9090
Facsimile Number: (212) 753-8101
E-mail: dklein@telfile.com

The Representative of the Petitioner to whom the SDPUC is requested to direct other correspondence is:

Name: Adam Bir
Title: Vice President of Sales
Address: 26565 West Agoura Road, Suite 305
Calabasas, CA 91302
Telephone Number: (818) 871-9900
Facsimile Number: (818) 871-9910
E-mail: abir@transpointcom.com
Toll Free Number: (888) 239-2941

9a. Customer Billings

Profitec, on behalf of Petitioner, will bill Petitioner's Customers on a monthly basis.

9b. Customer Service

Petitioner understands the importance of effective customer service for interexchange service consumers. Petitioner has made arrangements for its customers to call the Petitioner at its toll-free customer service number. In addition, customers may contact the Petitioner in writing at the headquarters address listed below. The toll-free number will be printed on the customers' monthly billing statements. Petitioner services will be available on a full-time basis, 24 hours a day, seven days a week.

Customer complaints can be addressed to:

Local Telecom Holdings, LLC d/b/a Transpoint Communications
BMSI
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (888) 239-2941.

Petitioner will not discriminate between business and residential customers when service is requested and/or provided.

Subscribers may contact Petitioner's Customer Service by calling the Petitioner at its toll-free customer service number: 1-888-239-2941. Customer support will be provided through use of a combination of a voice recognition unit and live CSR and customer sales representative interactions.

16. Current Business Transactions

Petitioner has received resold local exchange and interexchange telecommunications authorization in the states of Michigan, New York, Oregon, Tennessee and Washington. Petitioner has also received resold interexchange telecommunications authorization in the states of California, Colorado, Maine, Pennsylvania and Rhode Island. However, as of this date, Petitioner has only commenced providing services in the State of California. Petitioner has not commenced providing any type of telecommunications services to either Colorado, Maine, Michigan, New York, Oregon, Pennsylvania, Tennessee, Rhode Island or Washington customers.

Petitioner is in the process of petitioning the State of Massachusetts for facilities-based local telecommunications authority and the remaining states of the Union for resold interexchange telecommunications authority. In no instance has an application been denied or rejected.

11. A Description of how Petitioner Intends to Market its Services, its Target Market, Whether the Petitioner Engages in any Multilevel Marketing, and Copies of any Company Brochures Used to Assist in the Sale of Services:

Petitioner intends to market its resold interexchange services to its target market, which consists primarily of business and residential customers, through direct marketing, direct mailings, telemarketing and, perhaps, via televised infomercials. Petitioner does not engage in multilevel marketing. Copies of Petitioner brochures that will be used to assist in the marketing of company services are not available, as of this date.

12. Cost Support for Rates Shown in the Petitioner's Tariff for all Noncompetitive or Emerging Competitive Services.

All services offered by the Petitioner, as detailed in its tariff attached hereto as Exhibit 5, are competitive in nature. The Petitioner does not offer noncompetitive or emerging competitive services at this time.

Because Petitioner plans to provide service to less than fifty thousand (50,000) interexchange subscribers in the State of South Dakota, cost support information for rates shown in the Petitioner's tariff or price list (for rate or price regulated noncompetitive or emerging competitive services) should not apply to Petitioner.

13. Managerial and Technical Qualifications

Petitioner's management possesses extensive management and technical experience in the telecommunications industry. Petitioner's management possesses the managerial and technical ability to provide resold interexchange telecommunications service in the State of South Dakota as demonstrated below.

13a. Managerial Qualifications

Petitioner has the managerial experience to successfully operate as a resold, non facilities-based interexchange telecommunications services provider in the State of South Dakota. Petitioner's management has been able to implement a number of innovative measures to meet consumer needs. The backgrounds of these key executives, combined with the telecommunications history of Petitioner, is clear evidence that Petitioner possesses the managerial qualifications required to provide non facilities-based, resold interexchange telecommunications services. Petitioner's key managerial and technical qualifications are attached hereto as Exhibit 3.

13b. Technical Qualifications

The Name, Address and Telephone Number of the Person Primarily Responsible for the Design, Installation, Maintenance and Repair of Equipment and the individual most knowledgeable about Petitioner's South Dakota Operations for the Proposed System is:

Name: Mr. Adam Bir
Title: Vice President, Sales
26565 West Agoura Road, Suite 305
Calabasas, CA 91302
Telephone Number: (818) 871-9900

14. Information Detailing the Following Matters Associated with Interconnection to Provide Proposed Local Exchange Services.

At this time, Petitioner is not applying for authority to operate as a local exchange carrier. Petitioner is applying for interexchange authority to operate as a non-facilities-based reseller of telecommunications services in the State of South Dakota.

15. Rural Telephone Company

Petitioner does not seek to provide resold, non-facilities-based competitive IXC services in the service area of a rural telephone company. Therefore, Petitioner should not have to meet the service obligations imposed pursuant to § 20:10:32:15.

16. Solicitation and Unauthorized Switching

Petitioner will not switch a customer's service without a valid Letter of Authorization ("LOA") or Third Party Verification.

Petitioner will not charge its Customers for any services that have not been ordered.

17. Formal Complaints

No officer, director, or shareholder, nor any of the Petitioner's business operations, have been involved in any formal complaint or other investigatory or enforcement proceeding.

18. Request for Waiver

Petitioner hereby requests a waiver of the SDPUC's request for additional financial statements, specifically a statement of cash flow. Petitioner does not offer prepaid calling cards, does not require advance deposits and does not require advanced payments from its customers. Therefore, Petitioner respectfully requests that the SDPUC not apply the additional financial statements requirement to it.

19. Federal Identification Number

The Federal Identification Number for Petitioner is 13-4113542.

20. Statement of Compliance

Petitioner agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the SDPUC. Petitioner certifies and agrees that its interexchange telecommunications services will be provided in compliance with the rules and regulations of the SDPUC.

Petitioner understands that the SDPUC may, at its discretion, require the production of audited financial statements and additional information from the Petitioner to supplement that contained in this Application. Petitioner shall notify the SDPUC of any changes in subdivisions 1, 2, 3b, 7, 8a, 9 and 11, as they occur.

Petitioner understands that certification as a public utility to provide resold interexchange telecommunications services is nontransferable and may be revoked by the SDPUC for violation of SDPUC Rules and Regulations.

21. How Competition will be Enhanced if the Petitioner is Allowed to Enter the Market

Petitioner proposes to provide various voice and data communications services offered by communications common carriers and to package and provide these services for the specialized functions and needs of its customers. In particular, services will be acquired from underlying communications common carriers at bulk rates and will be resold to Petitioner's customers, so that customers will benefit from reduced pricing. In addition, Petitioner will interconnect with the networks of IXC's. The experienced management, technical and operations expertise of the Petitioner's team will enable Transpoint to begin offering competitive high quality service immediately upon the grant of the authority requested herein.

In addition to the reduced pricing, the introduction of the Petitioner services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of interexchange telecommunications services. Thus, SDPUC grant of this Petition will significantly serve the public interest through the addition of a well managed new entrant into the interexchange telecommunications services market.

22. Expeditious Treatment

Petitioner desires to be licensed to offer the benefits of its service to the public at the earliest possible date. Therefore, it is requested that this Petition be given expeditious treatment.

CONCLUSION

In view of the foregoing, Local Telcom Holdings, LLC d/b/a Transpoint Communications respectfully submits that the Certificate of Public Convenience and Necessity would be served by grant of its Petition for certification to operate as a non-facilities-based and resold interexchange telecommunications service provider in the State of South Dakota.

Respectfully submitted,

Local Telcom Holdings, LLC
d/b/a Transpoint Communications

By: 

David O. Klein, COO

Telecom Certification & Filing, Inc.

485 Madison Avenue, 15th Floor

New York, NY 10022-5803

(212) 546-9090

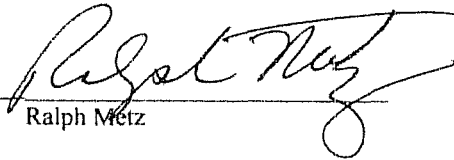
Representative of Local Telcom Holdings, LLC

d/b/a Transpoint Communications

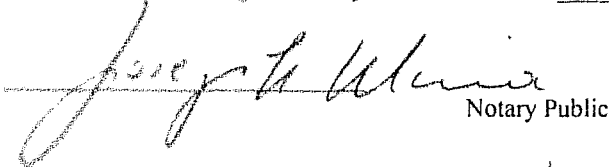
STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

VERIFICATION

I, Ralph Metz, declare that I am the Chief Operating Officer of Local Telcom Holdings, LLC d/b/a Transport Communications, the Petitioner. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Petition and I declare that they are true and correct. In addition, I hereby assert my willingness to comply with all the rules and regulations that the South Dakota Public Utilities Commission may lawfully impose upon Local Telcom Holdings, LLC d/b/a Transport Communications's provision of service.


Ralph Metz

Seen to me before, the undersigned Notary Public on this the 14 day of February, 2001.


Notary Public

Joseph Mina
Print or Type Name

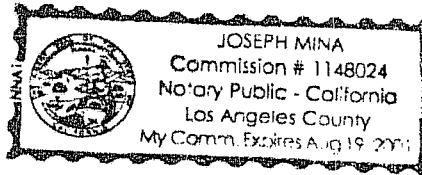


EXHIBIT 1

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 FORMATION OF "LOCAL TELCOM HOLDINGS, LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF APRIL, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3209610 8100

001181732

0371346

AUTHENTICATION:

04-10-00

DATE:

STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF FORMATION

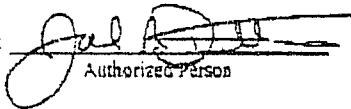
- * First: The name of the limited liability company is Local Telecom Holdings, LLC.
- * Second: The address of its registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington.

The name of its registered agent at such address is Corporation Service Company.

- * Third: The purpose for which this limited liability company is organized is to engage in any activity within the purpose for which limited liability companies may be organized in the State of Delaware, and all such activities shall by such statement be deemed within the purpose of the limited liability company, subject to expressed limitations, if any.

In Witness Whereof, the undersigned have executed this Certificate of Formation of Local Telecom Holdings, LLC this 6th day of April, 2000.

BY:

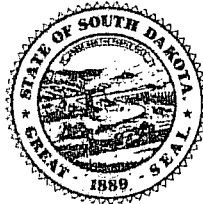

Authorized Person

NAME: Joel Dichter, Esq.

Type or Print

EXHIBIT 2

State of South Dakota



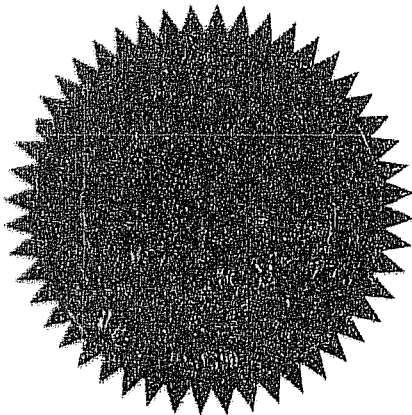
OFFICE OF THE SECRETARY OF STATE

Certificate of Authority Limited Liability Company

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that duplicate of the Application for a Certificate of Authority of **LOCAL TELCOM HOLDINGS, LLC (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Limited Liability Company Act, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this November 29, 2000.



Joyce Hazeltine
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
505 B. CAPITOL AVE
PIERRE, SD 57501
605/771-4000
FAX 605/771-4100

CERTIFICATE OF AUTHORITY APPLICATION
OF A
FOREIGN LIMITED LIABILITY COMPANY

RECEIVED

NOV 29 2000

S.D. SEC. OF STATE

RECEIVED

NOV 29 2000

S.D. SEC. OF STATE

1 The name of the Foreign Limited Liability Company is: Local Telcom Holdings, LLC

2 The State of the state or country under whose law it is organized is: Delaware

3 The street address of its principal office is 485 Madison Avenue, New York, NY 10022

4 The address of its initial designated office in South Dakota is: 300 South Phillips Avenue, Suite 300
Sioux Falls, SD 57102

5 The name and street address of its initial agent for service of process in South Dakota is: National Registered Agents, Inc.
300 South Phillips Avenue, Suite 300
Sioux Falls, SD 57102

6 The date of organization is April 7, 2000, and the period of duration is: Perpetual

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

Paul Block, Manager
485 Madison Avenue
New York, NY 10022

8 Whether one or more of the members of the company are to be liable for its debts and obligations under a provision similar to SDCL 47-34A-103 (c).

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

Date: 10/25/00

Paul Block Manager
(Signature and Title)

FILING INSTRUCTIONS:

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

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE
PIERRE, S.D. 57501
(605) 771-4000
FAX (605) 771-4110

FIRST ANNUAL REPORT
OF A
LIMITED LIABILITY COMPANY

RECEIVED

NOV 21 '00

S.D. SEC. OF STATE

RECEIVED

NOV 29 '00

S.D. SEC. OF STATE

1 The name of the Limited Liability Company is: Local Telcom Holdings, LLC

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

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

National Registered Agents, Inc.

100 South Phillips Avenue, Suite 300

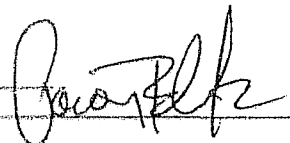
Sioux Falls, SD 57102

4 The address of its principal office is: 485 Madison Avenue, New York, NY 10022

5 The names and business addresses of any managers:

Paul Black
485 Madison Avenue
New York, NY 10022

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

Date: 10/20/00  Paul Black, Manager
(Signature and Title)

* FILING FEE:

AGREED CONTRIBUTION	FEE
Not in excess of \$50,000	\$ 90
\$50,001 to \$100,000	\$150
In excess of \$100,000	\$150 for first \$100,000 plus \$.50 for each additional \$1,000

The maximum amount charged may not exceed sixteen thousand dollars (\$16,000.).

State of Delaware
Office of the Secretary of State

PAGE 1

RECEIVED

NOV 29 '00

S.D. SEC. OF STATE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LOCAL TELCOM HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LOCAL TELCOM HOLDINGS, LLC" WAS FORMED ON THE SEVENTH DAY OF APRIL, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



3209610 8300

001589982

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0812163

DATE: 11-27-00

EXHIBIT 3

PERSONNEL BIOGRAPHIES

Paul Black **President**

Mr. Black joined Normad as President in May of 2000. Prior thereto, Mr. Black served as Senior Vice President, Global Market Development for Pacific Gateway Exchange, Inc. Mr. Black has in excess of 30 years in the telecommunications industry, having served as President of RLS Communications USA Inc., the U.S. operating subsidiary of RSL Communications, through 1997. Mr. Black also has been Vice President of International Business Development of Pacific Gateway from 1993 to 1995 and President of SERSA/GEOCOM, a provider of dedicated international communications services. From 1990 to 1993, Mr. Black was Manager, Western Region, for GTE Spacenet, now known as GTE Telcom.

Ralph Metz **Chief Financial Officer/Manager**

Mr. Metz is a graduate of Hillsdale College Hillsdale Michigan with a BLS degree. Mr. Metz has been in the telecommunications industry for 23 years and has an extensive international background in voice, data and multimedia communications service, software and hardware. Mr. Metz has held management positions with RCA Communications, AT&T and Contel. Most recently Mr. Metz held Vice President positions with RSL COM USA, North Communications (A John Kluge Company) and Pacific Gateway Exchange. Mr. Metz was responsible to building successful programs at both RSL and Pacific Gateway Exchange.

Applicant's Officers and Directors are as follows:

Paul Black, President and Chief Executive Officer

Ralph Metz, Chief Operating Officer/Manager

Adam Bir, Vice President, Sales

They can be reached at Applicant's primary place of business at 26565 West Agoura Road, Suite 305, Calabasas, CA 91302; (818) 871-9900.

EXHIBIT 4

Local Telecom Holdings, LLC

Balance Sheet as of

2/28/01

ASSETS

Current Assets

Cash	57,923
Marketable securities	-
Accounts receivable, net	2,588
Inventory	
Prepaid expenses	
Other	575

Total Current Assets 61,086

Long-Term Assets

Property, plant, and equipment	
Less accumulated depreciation	
Net property, plant, and equipment	0
Other long-term assets	

Total Long-Term Assets 0

Total Assets 61,086

LIABILITIES AND SHAREHOLDERS' EQUITY

Current Liabilities

Short-term debt	
Current maturities of long-term debt	
Accounts payable	20,448
Income taxes payable	
Accrued liabilities	
Other	907

Total Current Liabilities 21,355

Long-Term Liabilities

Long-term debt less current maturities	
Deferred income taxes	
Other long-term liabilities	

Total Long-Term Liabilities 0

Shareholders' Equity

Partner's Capital	200,000
Additional paid-in capital	
Retained earnings/(deficit)	(46,731)
Net income/(loss)	(113,538)

Total Shareholders' Equity 39,731

Total Liabilities and Shareholders' Equity 61,086

Local Telcom Holdings, LLC
for Period Ended 2/28/01

2001

Revenue 3,859

Cost of Goods Sold 2,506

Gross Margin 1,353

STAFF & RELATED EXPENSES:

Gross salaries and wages 23,776

Consulting fee 8,985

Commission - Employed Staff 0

Agent Commission 0

Billing/Out Debt 0

Payroll Taxes 9,445

Health Plan 1,319

Legal 1,020

Mobile Phones 1,969

Total Staff & Related Expenses 46,514

OFFICE EXPENSES:

Printing Charges/Stationery 34,160

Postage 53

Telephone 879

Office Equipment / Furniture 0

Computer Equipment 0

Office Supplies 533

Fedex/UPS charges 334

Misc 1,500

Total Office Expenses 37,459

PREMISES EXPENSES:

Rent & Rates 11,300

Insurance 0

Total Premises Expenses 11,300

TRAVELING EXPENSES:

Fares 2,008

Hotels 3,457

Meals 556

Auto Expense 412

Total Traveling Expenses 6,433

SALES & MARKETING EXPENSES:

Advertising/Website 12,504
Trade Shows 3,072
Entertainment 575

Total Sales & Marketing Expenses 16,151

Total Operating Expenses 117,857

Expense reimbursement - Vocallink (7,407)

Net Revenue / (Loss) (S)109,097

Local Telcom Holdings, LLC
Three Year Projection

	<u>2001</u>	<u>2002</u>	<u>2003</u>
Revenue	\$5,148,062	\$16,070,400	\$19,927,206
Cost of Goods Sold	<u>2,882,915</u>	<u>8,999,424</u>	<u>11,159,296</u>
Gross Margin	<u>2,265,147</u>	<u>7,070,976</u>	<u>8,768,010</u>
<u>STAFF & RELATED EXPENSES:</u>			
Gross salaries and wages	348,226	870,564	1,044,677
Commission-Employed Staff	102,961	257,403	308,884
Agent Commission	823,690	2,059,225	2,471,070
Badling/Bad Debt	360,364	900,911	1,081,093
Payroll Taxes	48,752	121,879	148,236
Health Plan	34,400	86,000	103,200
Legal	99,600	249,000	296,800
Mobile Phones	<u>10,200</u>	<u>25,500</u>	<u>30,600</u>
<i>Total Staff & Related Expenses</i>	<u>1,828,193</u>	<u>4,570,482</u>	<u>5,484,579</u>
<u>OFFICE EXPENSES:</u>			
Printing Charges/Stationery	26,400	66,000	79,200
Postage	1,850	4,625	5,550
Telephone	15,000	37,500	45,000
Office Equipment / Furniture	3,500	8,750	10,500
Computer Equipment	9,500	23,750	28,500
Office Supplies	1,460	3,650	4,380
Fedex/UPS charges	2,150	5,375	6,450
Misc	<u>3,000</u>	<u>7,500</u>	<u>9,000</u>
<i>Total Office Expenses</i>	<u>62,860</u>	<u>157,150</u>	<u>189,580</u>
<u>PREMISES EXPENSES:</u>			
Rent & Rates	67,800	169,500	200,400
Insurance	<u>5,400</u>	<u>13,500</u>	<u>16,200</u>
<i>Total Premises Expenses</i>	<u>73,200</u>	<u>183,000</u>	<u>216,600</u>
<u>TRAVELING EXPENSES:</u>			
Fares	22,350	55,875	67,050
Hotels	24,750	61,875	74,250
Meals	8,500	21,250	25,500
Auto Expense	<u>2,160</u>	<u>5,400</u>	<u>6,480</u>
<i>Total Traveling Expenses</i>	<u>57,760</u>	<u>144,400</u>	<u>173,280</u>
<u>SALES & MARKETING EXPENSES:</u>			
Advertising/Website	18,000	45,000	54,000
Trade Shows	15,500	38,750	46,500
Entertainment	<u>15,000</u>	<u>37,500</u>	<u>45,000</u>
<i>Total Sales & Marketing Expenses</i>	<u>48,500</u>	<u>121,250</u>	<u>145,500</u>
Total Operating Expenses	<u>2,070,513</u>	<u>5,176,282</u>	<u>6,211,539</u>
Net Revenue	<u>\$194,635</u>	<u>\$1,894,694</u>	<u>\$2,456,471</u>

EXHIBIT 5

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by Local Telcom Holdings, LLC d/b/a Transpoint Communications, with principal offices at 26565 West Agoura Road, Suite 305, Calabasas, CA 91302. 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: March 23, 2001

Effective: _____

By: Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

CHECK SHEET

Sheet 1 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 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

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

TABLE OF CONTENTS

Title Page 1

Check Sheet 2

Table of Contents 3

Symbols 4

Tariff Format 5

Section 1 -- Technical Terms and Abbreviations 6

Section 2 -- Rules and Regulations 8

Section 3 -- Description of Service 14

Section 4 -- Rates 17

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SYMBOLS

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

- D - Delete or Discontinue
- I - Change Resulting in an Increase to a Customer's Bill
- M - Moved from Another Tariff Location
- N - New
- R - Change Resulting in a Reduction to a Customer's Bill
- T - Change in Text or Regulation but no Change in Rate or Charge

Issued: March 23, 2001

Effective:

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. 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 sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the SDPUC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the SDPUC follows in their tariff approval process, the most current sheet number on file with the SDPUC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 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).1.
 - 2.1.1.A.1.(a).1.(i).
 - 2.1.1.A.1.(a).1.(i).(1).
- D. **Check Sheets** - When a tariff filing is made with the SDPUC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the South Dakota Public Utilities Commission.

Issued: March 23, 2001

Effective:

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to the network switching center of the Company's Underlying Carriers.

Authorization Code - A numerical code, one or more of which are available to a customer to enable the customer to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Calling Card - A card issued by the Company, the customer's Local Exchange Company, authorized vendor, or other common carrier which allows the customer to make telephone calls and bill calls to the Calling Card by entering a PIN.

Card Number - A multi-digit identifying number which may be printed on each Calling Card, which may also be referred to in this tariff as a PIN.

Company or Carrier - Local Telcom Holdings, LLC d/b/a Transpoint Communications.

Credit Card Charges - Calling Card charges that may be billed to Major Credit Cards.

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

Day - From 8:00 a.m. up to, but not including, 5:00 p.m. local time Monday through Friday.

Evening - From 5:00 p.m. up to, but not including 11:00 p.m. local time Sunday through Friday.

Holidays - The Company's recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Thanksgiving Day and Christmas Day.

Major Credit Card - A universally accepted charge card. MasterCard, VISA, Diner's Club International, American Express and Carte Blanche are examples of major credit cards which the Company may accept.

Issued: March 23, 2001

Effective: _____

By: Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

Night/Weekend - From 11:00 p.m. up to, but not including, 8:00 a.m. Sunday through Friday, and 8:00 a.m. Saturday up to, but not including 5:00 p.m. Sunday.

PIN(s) - One or more multi-digit (usually 8 or more) personal identification numbers which have been assigned to a customer to use with a designated 800 number, or other access number, to access the Company's network.

SDPUC - South Dakota Public Utilities Commission.

Underlying Carriers - Those SDPUC approved telecommunications service providers whose services the Company resells to its customers under the provisions of this tariff.

Issued: March 23, 2001

Effective:

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

The Company's Underlying Carrier(s) facilities are furnished for communications originating at specified points within the State of South Dakota under terms of this tariff.

The Company operates, and maintains the communication services provided hereunder in accordance with the terms and conditions set forth under this tariff. When authorized by the Customer, the Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities to allow connection of a Customer's location to the Company's Underlying Carrier(s) network. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services are provided on a monthly basis unless ordered on a longer time basis, and are available 24 hours per day, seven days per week.

2.2 Limitations

- 2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.
- 2.2.2 The Company reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this tariff.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 2 - RULES AND REGULATIONS (contd.)

2.2 Limitations (contd.)

- 2.2.3 All services provided under this tariff are directly controlled by the Company and the Customer may not transfer or assign the use of service, except with the express consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.3 Liabilities of the Company

- 2.3.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring due to the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the aforementioned faults in transmission occur.
- 2.3.2 The Company shall be indemnified and held harmless by the Customer against:
- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities;
 - (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

Issued: March 23, 2001

Effective:

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 2 - RULES AND REGULATIONS (contd.)

2.4 Interruption of Service

- 2.4.1 Credit allowances for the interruption of service, which is not due to the Company's testing or adjusting, negligence of the Customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the Customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

Before giving such notice, the customer shall ascertain that the trouble is not being caused by an action or omission by the Customer within the Customer's control, or is not due to the wiring or equipment, if any, furnished by the Customer and connected to the Company's facilities.

- 2.4.2 For the purposes of credit computation, every month shall be considered to have 720 hours.
- 2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = \frac{A}{720} \times B$$

"A" -- outage times in hours

"B" -- total fixed monthly charge for affected facility

Issued: March 23, 2001

Effective:

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 2 - RULES AND REGULATIONS (contd.)

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer has tampered with the Company's equipment; or
- 2) A safety hazard is found on the customer's premises.

2.6 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rerouting, substitution of component parts or pathways, and other means, as determined necessary by the Company.

2.7 Billing Periods

The Customer will receive an itemized statement of account after the 30-day cycle.

2.8 Understanding Your Statement of Account

Your statement will outline specific charges or adjustments for the Company's services incurred and paid for during the preceding 30-day period.

2.9 Questions About Your Statement of Account

If the customer has questions about the Company's charges that may appear on its bill, the Customer should call the Company's service representative or the Company's designated billing agent.

Issued: March 23, 2001

Effective:

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 2 - RULES AND REGULATIONS (contd.)

2.10 Special Promotions

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.11 Billing Dispute

In the event the customer is not satisfied with the Company's resolution of a billing dispute, the customer may make application to the SDPUC for review and disposition of the matter. Customers may contact the Commission toll free at (800) 332-1782 or by mail at the Public Utilities Commission, Capitol Building, 1st Floor, 500 East Capitol Avenue, Pierre, South Dakota 57501-5070.

2.12 Forms of Payment

For the protection of the customer, customers should send checks or money orders payable in United States dollars with their account number, area code, and telephone number included. Cash should not be sent. Unless otherwise required by law, tariff or Commission order, partial payments received without customer direction will be prorated by the Company.

2.13 Advanced Payments

The Company does not require advance payments.

2.14 Responsibility of the Company

The Company endeavors to provide the best long distance service possible at a fair and competitive price. In turn, the Customer is responsible for paying his/her bills on time and must report any problems in a timely manner so that they can be corrected.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 2 - RULES AND REGULATIONS (contd.)

2.15 Frequency Restrictions

There are no frequency restrictions.

2.16 Credit for Incomplete Calls

There will be no charge assessed to the customer for incomplete calls.

2.17 Minimum Call Completion Rate

A Customer can expect a call completion rate (number of calls completed /number of calls attempted) of not less than 90% during peak use periods for all Company services.

2.18 Deposits

The Company does not require a deposit from the customer.

2.19 Taxes

All State and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

2.20 Returned Check Charge

A fee of \$10.00 will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 3 - DESCRIPTION OF SERVICES

3.1 Usage Based Services

The Company's charges are based on the actual usage of Company's services, plus any special features and/or service options, if any. Charges begin when the Company's answer supervision determines that the other party has picked up. Charges cease when the termination(s) is/are disconnected.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the switchless resale of various underlying carriers' services including, the Underlying Carriers tariffed Software Defined Network (SDN) Service. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of customers needing to communicate between geographic locations within the State.

Each service Customer is charged individually for each call on a conversation minute basis. Each call is measured and charged at the applicable rate for the initial sixty (60) second period or fraction thereof, and then at the applicable rate for each additional sixty (60) second period or fraction thereof. The minimum length of a call is sixty (60) seconds. See Section 4, Rates, for the applicable rate schedule.

Dedicated access circuits may be provided and billed by the local exchange company (LEC). Dedicated access channels may be purchased from carriers other than the LEC only in accordance with SDPUC rules or if the special access channel is jurisdictionally interstate. Charges for the dedicated access channel are determined by the access provider.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.3 Directory Assistance Service

Directory Assistance Service is provided by the Company's Underlying Carrier(s) to assist subscribers in obtaining telephone numbers.

3.4 Accessing Service

The service provided by the Company is one way dial in - dial out, multi-point telecommunications services, allowing the customer to originate calls through the network facilities of the Underlying Carriers. Access to the Company may differ dependent upon the type of exchange access service provided by the local exchange telephone company to the Underlying Carriers.

3.5 Availability of Service

The services provided through the Company, are available where equal access and the Billing Systems of its Underlying Carriers are provided.

3.6 Locations of Service

The services offered by the Company are to be available statewide, where the long distance services of its Underlying Carriers are available. The services offered by the Company are not intended to be limited geographically.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.7 Timing of Calls

- 3.7.1 Long distance usage charges are based on usage of the Company's service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.
- 3.7.2 Minimum call duration and usage measurement and rounding for billing purposes is specified on per-product basis in the rate section of this tariff.
- 3.7.3 There is no charge applied for incomplete calls.

3.8 Calling Card Service

- 3.8.1 This service permits use of a Calling Card to access and pay for the Company's telecommunications services.
- 3.8.2 Customers obtain the service by dialing an assigned number or other Access Codes to access the Company's network. The customer is prompted by an automated voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Underlying Carrier(s) processor tracks the call duration from when the call is answered by the Underlying Carrier(s) processor for rating purposes on a real time basis. Billing for all calls ends when the called party hangs-up.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 4 - RATES

4.1 Long Distance Telecommunications Network Usage Rates

4.1.1 The calls placed through the Company are rated using one of the following schedules. The charges for all calls during a billing month will be totaled. If the total charge includes a fraction of a cent, the fraction is rounded to the next whole cent (e.g., \$4,101.345 would be rounded to \$4,101.35).

4.1.2 Day, Evening and Night rate periods apply to Long Distance Telecommunications Network Usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m. Monday through Friday and 5:00 p.m. to, but not including 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 4 - RATES (contd.)

4.2 Long Distance Network and Calling Card Usage Rates

4.2.1 South Dakota Intrastate Interlata Rates

	<u>DAY</u>		<u>EVE</u>		<u>NIGHT</u>	
	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
Switched Outbound:						
	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.
Switched Inbound:						
	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.
Dedicated Outbound:						
	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.
Dedicated Inbound:						
	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.

4.2.2 South Dakota Intrastate Intralata Rates

	<u>DAY</u>		<u>EVE</u>		<u>NIGHT</u>	
	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
Switched Outbound:						
	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.
Switched Inbound:						
	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.	\$0.240/min.
Dedicated Outbound:						
	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.
Dedicated Inbound:						
	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.	\$0.131/min.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 4 - RATES (contd.)

4.2 Long Distance Network and Calling Card Usage Rates

4.2.3 Calling Card Service

<u>DAY</u>		<u>EVE</u>		<u>NIGHT</u>	
<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.

4.2.3.1 Operator Handling Charge

Customers will be billed the following operator handling charge for each automated operator assisted Calling Card call.

Per Call Charge \$3.50

4.3 Directory Assistance Service

Customers will be billed at the following per call charge for each directory assistance call. The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

Per Call Charge \$0.99

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

SECTION 4 - RATES (contd.)

4.4 Exemptions and Special Rates

4.4.1 Directory Assistance for Handicapped Persons:

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving handicapped individuals. The Company shall charge the prevailing tariff rates for every call in excess of fifty within a billing cycle.

4.4.2 Hearing and Speech Impaired Persons:

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.4.3 Telecommunications Relay Service:

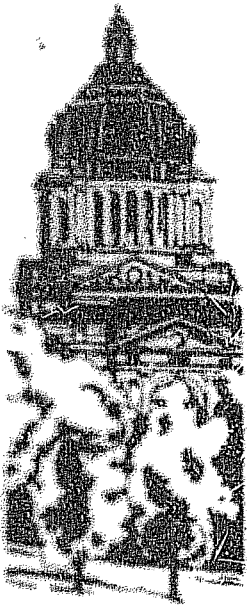
For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is either both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as a credit card surcharge.

Issued: March 23, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telcom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302



South Dakota Public Utilities Commission



State Capitol Building, 500 East Capitol Avenue, Pierre, South Dakota 57501-5070

VIA FAX: 212-753-8101

March 23, 2001

Ms. Alice Rodriguez
Project Manager
Telecom Certification & Filing, Inc.
485 Madison Avenue
New York, NY 10022-5803

RE: APPLICATION FOR CERTIFICATE OF AUTHORITY
Local Telcom Holdings, LLC
d/b/a Transpoint Communications

Dear Ms. Rodriguez:

We received your Application for a Certificate of Authority to operate as an interexchange telecommunications company in the state of South Dakota. Pursuant to SDCL 49-31-3, telecommunication companies shall submit a \$250 application fee when filing:

SDCL 49-31-3. Each telecommunications company that plans to offer or provide interexchange telecommunications service shall file an application for a certificate of authority with the commission pursuant to this section. Telecommunications companies seeking to provide any local exchange service shall submit an application for certification by the commission pursuant to §§ 49-31-1 through 49-31-89. Applications required by this section shall be filed by the company no less than sixty days before its initiation of telecommunications service in this state. The commission shall have the exclusive authority to grant a certificate of authority. Each telecommunications company shall submit a two hundred fifty dollar application fee with its application which shall be deposited into the gross receipts tax fund established pursuant to § 49-1A-2.

Capital Office
Telephone (605)773-3201
FAX (605)773-3809

Transportation/
Warehouses Division
Telephone (605)773-5200
FAX (605)773-3235

Consumer Hotline
1-800-332-1762

TTY Through
Relay South Dakota
1-800-877-1113

Internet Website
www.state.sd.us/puc/

Ken Burg
Chairman
Pam Nelson
Vice-Chairman
Linda Schoenfelder
Commissioner

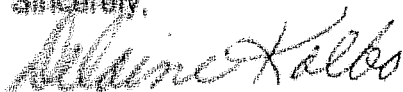
William Dollard Jr.
Executive Director

Harlan Best
Martin C. Bettmann
Sue Cichos
Karen E. Cremer
Christopher W. Downs
Terry Emerson
Michelle M. Farris
Marlene Fischbach
Hansher K. Fosney
Kelly D. Frazier
Mary Giddings
Leri Healy
Mary Healy
Lesa Hull
Dave Jacobson
Amy Kayser
Jennifer Kich
Bob Knudde
Delaine Kolbe
Charlene Lund
Gregory A. Kistov
Keith Senger
Robynne Altha Wiest

Since this is a completely new filing, which is not related to the transfer of certificate of authority in Docket TC00-124, which filing was withdrawn and the docket was closed, we cannot take any action on your application until we receive the applicable fee.

Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Delaine Kolbo".

Delaine Kolbo
Legal Secretary

South Dakota
Public Utilities Commission
Public Utilities Commission



State Capitol Building, 500 East Capitol Avenue, Pierre, South Dakota 57501-5070

VIA FAX: 212-753-8101

April 5, 2001

Ms. Alice Rodriguez
Project Manager
Telecom Certification & Filing, Inc.
485 Madison Avenue
New York, NY 10022-5803

Re: Application for Certificate of Authority
Local Telcom Holdings, LLC
d/b/a Transpoint Communications

Dear Ms. Rodriguez:

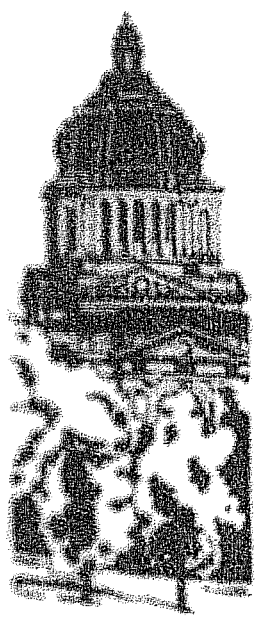
Attached you will find a copy of a letter dated March 23, 2001, that we sent you with reference to the above captioned matter. This is just a reminder that to date, we have not received a check from you for the required filing fee so have been unable to open a docket for this filing.

Very truly yours,

Delaine Kolbo

Delaine Kolbo
Legal Secretary

Enc.



Capital Office
Telephone (605) 773-3111
FAX (605) 773-3889

Transportation
Regulatory Division
Telephone (605) 773-3190
FAX (605) 773-3174

Consumer Hotline
1-800-333-1782

TTY Through
Relay South Dakota
1-800-877-3113

Internet Website
www.state.sd.us/puc

John Barry
Chairman
Tom Nelson
Vice-Chairman
Leslie Schenckfelder
Commissioner

William Richard Jr.
Executive Director

Harlan Best
Mark C. Bestmann
Joe Glavin
Dean E. Gromer
Christopher W. Gromer
Terry Johnson
Michael M. Farris
Markus Fuchsich
Heather N. Forney
Kathy G. Franer
Mary Giddings
Lisa Healy
Mary Healy
Lee Hill
Dawn Jacobson
Amy Kayser
Jennifer Kirk
Kirk Knudsen
Sharon Koehn
Charlene Lovel
Gregory A. Miller
Kath Singer
Richard Allen West



RECEIVED

APR 06 2001

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

26565 W. Agoura Road
Suite 305
Calabasas, CA 91302

T 818.871.9900 ext 213
F 818.871.9910

F:
cperez@transpointmail.com

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

FROM: Cynthia Perez – Transpoint Communications

DATE: Monday, April 02, 2001

RE: Filing Fee

Enclosed please find fee in connection with Local Telcom Holdings dba Transpoint Communications Application for Certificate of Authority filed with the commission.

Should have any questions, please do not hesitate to contact me.



TRANSPORT COMMUNICATIONS
GENERAL ACCOUNT
 30161 W AGOURA RD. STE 305
 CALABASAS, CA 91302

CITY NATIONAL BANK
 16-1606/1220

1560

4/2/2001

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

\$ **250.00

 DOLLARS

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

Fee for certification

001560 1220160666 0220385194

TRANSPORT COMMUNICATIONS / GENERAL ACCOUNT

1560

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

4/2/2001

Item	Type	Reference	Original Amt.	Balance Due	Discount	Payment
	Bill		250.00	250.00		250.00
					Check Amount	250.00

TC01-037

Fee for certification

250.00

South Dakota Public Utilities Commission

WEEKLY FILINGS

For the Period of April 05, 2001 through April 11 , 2001

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 COMPLAINTS

CT01-014 In the Matter of the Complaint filed by S&S Communications, Aberdeen, South Dakota, against MCIWorldCom Regarding Billing, Poor Service and Unethical Behavior.

Complainant alleges that MCIWorldCom (MCI) has overbilled S&S Communications' (S&S) corporate account for the months of January through November 2000; MCI has direct billed S&S customers for unauthorized service at casual rates; MCI has provided poor service, slow or no switching of S&S subscriber base orders, not provided MCI LOA forms and proper information; MCI has stalled and mis-provisioned S&S dedicated T-1 facilities; MCI has frozen S&S service orders and its corporate account; and that MCI has performed in an overall unethical manner in its treatment of S&S and its customers. The complainant requests that MCI refund or credit S&S for the over charges; refund all monies that S&S paid as a result of the alleged unauthorized direct billings of its customers; that the Commission hold MCI accountable for its actions according to state and federal law; compensation for the delay in transitioning its dedicated facilities; that MCI compensate S&S for administration costs, lost revenues, and expenses relating to the complaint issue; and that the Commission bar MCI from disconnecting S&S and its customers before the Commission can rule on the merits of the complaint filed.

Staff Analyst: Heather Forney
Staff Attorney: Karen Cremer
Date Docketed: 04/05/01
Intervention Deadline: N/A

TELECOMMUNICATIONS

TC01-037 In the Matter of the Application of Local Telcom Holdings, LLC d/b/a Transpoint Communications for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.

Local Telcom Holdings, LLC d/b/a Transpoint Communications is seeking a Certificate of Authority to provide non-facilities-based and resold interexchange telecommunications services indiscriminately to both residential and business class customers throughout the entire state of South Dakota.

Staff Analyst: Keith Senger
Staff Attorney: Kelly Frazier
Date Docketed: 04/06/01
Intervention Deadline: 04/27/01

TC01-038 In the Matter of the Request by McCook Cooperative Telephone Company for a Waiver of a Requirement to File a Switched Access Cost Study.

McCook Cooperative Telephone Company (McCook) filed a request to waive ARSD 20:10:27:07 which requires a company to submit "cost data in support of its switched access service tariff no less than once every three years." McCook acquired the telephone assets of Hanson Communications, Inc., which included the Salem and Alexandria exchanges, effective January 1, 2001. Alexandria prior to the transfer

TC01-037

TELECOM CERTIFICATION & FILING, INC.
485 MADISON AVENUE, 15TH FLOOR
NEW YORK, NY 10022-5803
Tel (212) 546-9090
Fax (212) 753-8101

FACSIMILE COVER SHEET

DATE: April 19, 2001

TO: Mr Keith Senger
Utility Analyst

OF: South Dakota Public Utilities Commission

FAX NO: (605) 773-3809

* * *

FROM: Alice Rodriguez, Project Manager

NUMBER OF PAGES (INCLUDING COVER PAGE) 2

* * *

NOTES/COMMENTS: Applicant will be offering (post paid) calling calls. The Applicant will not offer prepaid calling cards, will not require any deposits or advance payments from its Customers. Therefore, Applicant should be granted a waiver from filing additional financial statements. Replacement page 9 of Applicant's tariff together with your suggested revisions is attached for your review and approval. Should you require any additional information, please contact the undersigned at the telephone number listed above. Thank you in advance for your cooperation in this matter.

TELEFAX OPERATOR: Alice Rodriguez

CLIENT/MATTER NO. 2112-05

* * *

This facsimile transmission is intended only for the use of the individual(s) named in this transmission sheet and may contain confidential information. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution or the taking of any action in reliance on the contents of this facsimile transmission is strictly prohibited. If you have received this transmission in error, please notify us by telephone immediately so that we can arrange for the return of the documents to us at no cost to you.

00000000

SECTION 2 - RULES AND REGULATIONS (contd.)

2.1 Limitations (contd.)

2.1.3 All services provided under this tariff are directly controlled by the Company and the Customer may not transfer or assign the use of service, except with the express consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

2.1.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.2 Liabilities of the Company

2.2.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring due to the negligence of its employees or its agents shall be determined in accordance with SDCL 49-13-1, 49-13-1.1 and any other applicable law.

2.2.2 The Company shall be indemnified and held harmless by the Customer against:

(A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities;

(B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

Executed March 21, 2001

Effective: _____

By:

Paul Black, President and Chief Executive Officer
Local Telecom Holdings, LLC d/b/a Transpoint Communications
26565 West Agoura Road, Suite 305
Calabasas, CA 91302

0000000000

0000000000

0000000000 01 1010 212 753 0101 10 1000000000

APR 19 '01 11:45 FR KLEIN ZELMAN

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF) ORDER GRANTING
LOCAL TELCOM HOLDINGS, LLC D/B/A) CERTIFICATE OF
TRANSPPOINT COMMUNICATIONS FOR A) AUTHORITY
CERTIFICATE OF AUTHORITY TO PROVIDE)
INTEREXCHANGE TELECOMMUNICATIONS) TC01-037
SERVICES IN SOUTH DAKOTA)

On March 23, 2001, 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 Local Telcom Holdings, LLC d/b/a Transpoint Communications (Transpoint).

Transpoint proposes to offer non-facilities-based and resold interexchange telecommunications services indiscriminately to both residential and business class customers throughout the entire state of South Dakota. A proposed tariff was filed by Transpoint. The Commission has classified long distance service as fully competitive.

On April 12, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of April 27, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its May 8, 2001, meeting, the Commission considered Transpoint's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that Transpoint not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. Commission Staff further recommended a waiver of 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 Transpoint has met the legal requirements established for the granting of a certificate of authority. Transpoint 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 Transpoint's application for a certificate of authority, subject to the condition that Transpoint not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. As the Commission's final decision in this matter, it is therefore

ORDERED, that Transpoint's application for a certificate of authority is hereby granted effective May 23, 2001, subject to the condition that Transpoint not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

FURTHER ORDERED, that the Commission finds good cause to waive ARSD 20:24-02(2) if it is

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

Dated at Pierre, South Dakota, this 14th day of May, 2001.

<p align="center">CERTIFICATE OF SERVICE</p> <p>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, at properly addressed addresses, with charges prepaid thereon.</p> <p><u>Melvin Kalls</u></p> <p><u>5/15/01</u></p> <p align="center">OFFICIAL SEAL</p>

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Docket # -037

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

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

Authority was Granted effective as of May 23, 2001
Docket No. TC01-037

This is to certify that

**LOCAL TELCOM HOLDINGS, LLC
D/B/A TRANSPORT COMMUNICATIONS**

is authorized to provide interexchange telecommunications services in South Dakota, subject to the condition that it not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission.

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 14th day of May, 2001.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



JAMES A. BURG, Chairman



PAM NELSON, Commissioner

