

To the Honorable

IN THE MATTER OF THE
APPLICATION OF VITCOM
CORPORATION FOR A CERTIFICATE
OF AUTHORITY TO PROVIDE LOCAL
EXCHANGE SERVICES IN SOUTH
DAKOTA

Public Utilities Commission of the State of South Dakota

MEMORANDA

*Spec's: Deleted, Rejected,
VITCOM, Deleted, Deleted,
App & a amended petition for a COA to provide Local Exchange Tel. Services in SD,
67 Air Mail, Deleted COA,
67 Deleted Deleted*



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

FAX (212) 753-8101

e-mail: dklein@telfile.com

August 13, 2001

VIA FEDERAL EXPRESS

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

RECEIVED

AUG 14 2001

Re: Vitcom Corporation

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Dear Sir or Madam:

Enclosed for filing, please find one original and ten (10) copies of Vitcom Corporation's Petition for a Certificate of Authority to Operate as a Reseller and Facilities-based Provider of Local Exchange Telecommunications Services in the State of South Dakota, along with check no. 1043 in the amount of Two Hundred Fifty Dollars (\$250.00) to cover the cost of filing.

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.

7/13/2001

Returned check
 8/30/01

AUG 14 2001

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

In the Matter of the Petition of)
Vitcom Corporation)
for a Certificate of Authority to Operate)
as a Reseller and Facilities-based Provider)
of Local Exchange Telecommunications)
Services)

Docket No. _____

**PETITION FOR A
CERTIFICATE OF AUTHORITY**

Pursuant to South Dakota's Telecommunications Service Rule 20:10:32:03, in support of the Petition of Vitcom Corporation (hereinafter "Vitcom") for the issuance of a Certificate of Authority to provide resold and facilities-based local exchange telecommunications services in the State of South Dakota, the following information is provided:

I. Name and Address of Applicant

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

Name: Vitcom Corporation
Address: 111 John Street, Suite 1400
New York, New York 10038
Telephone Number: (212) 571-4000
Fax Number: (212) 571-4059
FEIN: 13-4101490

2. The name in which Applicant will provide resold and facilities-based local exchange telecommunications services to the public will be "Vitcom Corporation."

3. Structure of Organization:

Vitcom is a corporation.

(a) Vitcom was incorporated in the State of Delaware on December 29, 1999. A copy of its Amended and Restated Certificate of Incorporation is attached hereto as Exhibit 1. Vitcom is certified to do business as a foreign corporation in the State of South Dakota. A copy of Vitcom Corporation'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) Vitcom does not have a principal office located in the State of South Dakota. The Registered Agent of Vitcom in the State of South Dakota is:

Corporation Service Company
503 South Pierre Street
Pierre, SD 57501

(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 Applicant Corporation and the amount and character of the ownership or management interest:

No corporation, association, partnership, cooperative, or individual holds a 20 percent or greater ownership or management interest in the Applicant Corporation.

(d) Vitcom has two wholly owned subsidiaries: Technet International and Nexcom Communications.

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

Zalmen Ashkenazi -- CEO/Chairman
Steve Campos - President of Latin Operations
David Friedman - Director
Robert Wolf - Director
Robert Kaszovits - Director

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

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

5. The Services to be Offered by Applicant

Vitcom intends to provide local exchange telecommunications services indiscriminately to both residential and business class customers throughout the entire State of South Dakota. Although Vitcom does not intend to offer services in the rural areas, to the extent any incumbent local exchange carrier ("ILEC") or competitive local exchange carrier ("CLEC") 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 Vitcom will seek authority to operate in such service area(s) as well. Vitcom proposes to acquire and resell various voice and data communications services offered by local exchange 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 local exchange carriers at bulk rates and will be resold to Applicant's customers, so that customers will benefit from reduced pricing. The experienced management, technical, and operations expertise of the Vitcom team will enable Vitcom to begin offering competitive high-quality service immediately upon the grant of the authority requested herein.

In addition to reduced pricing, the introduction of Vitcom 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 local exchange services through the addition of a well managed new entrant into the market.

Vitcom will arrange for an incumbent local exchange company to connect the customer to the Applicant's services. Vitcom will handle requests for new service identically for both small and large businesses.

Vitcom plans to offer local exchange telecommunications services indiscriminately to business and residential customers located in the State of South Dakota. Exchange services include, but will not be limited to, the following:

1. A basic local exchange service option for residential customers;
2. IntraNPA (intra area code) directory assistance service, free telephone directories with one free listing (white pages), and free 900 prefix call blocking;
3. Services for the Hearing impaired;
4. Lifeline Services;
5. Emergency or 911 service;
6. Vitcom will offer interLATA equal access at the same time it begins to offer its basic local exchange services;
7. Local exchange access services to single-line and multi-line customers (including basic business and residential lines, direct inward/outward PBX trunk service, Centrex services and ISDN);
8. VoIP service; and
9. Switched and special carrier access services to other common carriers on an equal basis.

Initially, Vitcom intends to provide competitive local exchange services to consumers in South Dakota's ILEC territories utilizing its Clarent Softswitch with Class 4/5 functionality. Vitcom's services will utilize this switch and any other facilities-based or resold network elements that it may determine are necessary or economically prudent in furtherance of its telecommunications business. Vitcom may supplement this service with other resold services provided by ILECs and/or CLECs. Where economically prudent, Vitcom may also install additional facilities where warranted by demand. Vitcom's services will be available on a full-time basis, 24 hours a day, seven days a week.

Vitcom asserts that the local exchange services that it proposes to offer will satisfy the minimum standards established by the SDPUC. Vitcom agrees to meet the minimum basic local service standards, including quality of service and billing standards, as the SDPUC requires of the ILECs with which Vitcom seeks to compete.

6. A Detailed Statement of the Means by Which the Applicant 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.

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

Vitcom will offer services to its subscribers through the resale of other carriers' facilities and network elements in conjunction with its own network elements and its Clarent Softswitch with Class 4/5 functionality. This switch will provide both tandem and end office functions. Vitcom will also construct its own additional facilities, where warranted, the selection of which will be based upon Vitcom's analysis of facility cost, suitability and quality of service.

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

Vitcom 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 local exchange carriers.

Vitcom'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 (800) 805-2000 or (800) 805-7000. Vitcom has the technical ability to provide the services contemplated herein. Vitcom's management possesses extensive technical experience in the telecommunications industry. Vitcom's management also possesses the technical expertise necessary to provide customers in the State of South Dakota with high-quality local exchange telecommunications services.

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

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

Vitcom intends to provide resold and facilities-based local exchange telecommunications services throughout the entire State of South Dakota. Vitcom initially intends to provide local exchange telecommunications services from, to and between all exchanges in the State of South Dakota served by South Dakota's ILECs 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 ILECs have submitted to the SDPUC maps which illustrate in detail the exact geographical area served by each ILEC, the Applicant refers the SDPUC to said maps. In as much as Vitcom intends to provide 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, Vitcom respectfully requests that the SDPUC not require the Applicant to submit the same or similar maps.

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

In demonstration of Vitcom's financial qualifications, balance sheets, income statements and cash flow reports for the periods ending December 31, 2001 and April 30, 2001, respectfully, are collectively attached hereto as Exhibit 4. These financial statements demonstrate that Vitcom 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, Vitcom asserts that it has the financial resources necessary to operate as a reseller and facilities-based local exchange telecommunications services provider in the State of South Dakota.

8a. Proposed Tariffs

Vitcom's proposed local tariff, containing its proposed rates, terms and conditions of service, is attached hereto as Exhibit 5. Vitcom 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 Applicant's Representatives to Whom all Inquiries Should be Made Regarding Complaints and Regulatory Matters and a Description of how the Applicant Handles Customer Billings and Customer Service Matters.

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

Name: Mr. Mordy Friedman
Title: Head of CLEC Operations
Address: 111 John Street, Suite 1400
New York, New York 10038
Telephone Number: (212) 571-4000
Facsimile Number: (212) 571-4059
E-mail: mordy@vitcom.net
Toll Free Number: (800) 805-2000 or (800) 805-7000

9a. Customer Billings

Applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services through the ILECs that the Applicant will contract with. Vitcom will bill its customers on a monthly basis. Customer billing questions will be forwarded to a Vitcom Customer Service Representative (hereinafter "CSR") with on-line access to billing information. The CSR will have the authority to investigate subscriber billing issues and/or questions and make associated limited balance adjustments. If the subscriber is not satisfied with the response from the CSR, at the subscriber's request, the call will be handed off to an account supervisor for resolution. The subscriber's account will be appropriately debited or credited based upon the outcome of this discussion. If the subscriber remains unsatisfied after speaking with the account supervisor, he/she will be given the option of sending his/her written complaint to the Company's Customer Service Department for review.

9b. Customer Service

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

Customer complaints can be addressed to:

Ms. Daniela Baptista
Customer Service Representative
Vitcom Corporation
444 Brickell Avenue
Miami, Florida 33130

Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (305) 350-9900, (800) 805-2000 or (800) 805-7000.

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

Subscribers may contact Vitcom Customer Service by calling the Company at its toll-free customer service number: (800) 805-2000 or (800) 805-7000. Customer support will be provided through use of a combination of a voice recognition unit and live CSR and customer sales representative interactions.

10. Current Business Transactions

Vitcom is currently authorized to provide facilities-based and resold local exchange telecommunications services in the states of Florida, Michigan and New York.

Vitcom is in the process of petitioning the remaining states of the Union for local exchange authority. In no instance has an application been denied or rejected.

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

Applicant intends to market its local exchange services to its target market, which consists primarily of business and residential customers, through direct marketing, direct mailings, telemarketing and, perhaps, via televised infomercials. Vitcom does not engage in multilevel marketing. Copies of Vitcom 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 Company's Tariff for all Noncompetitive or Emerging Competitive Services.

All services offered by the Applicant, as detailed in its tariff attached hereto as Exhibit 7, are competitive in nature. The Applicant does not offer noncompetitive or emerging competitive services at this time.

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

13. Managerial and Technical Qualifications

Vitcom's management possesses extensive management and technical experience in the telecommunications industry. Vitcom's management possesses the managerial and technical ability to provide local exchange telecommunications services in the State of South Dakota as demonstrated below.

13a. Managerial Qualifications

Vitcom has the managerial experience to successfully operate as a reseller and facilities-based local exchange telecommunications services provider in the State of South Dakota. Vitcom'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 Vitcom, is clear evidence that Vitcom possesses the managerial qualifications required to provide resold and facilities-based local exchange telecommunications services. Vitcom's key managerial and technical qualifications are attached hereto as Exhibit 8.

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 Vitcom's South Dakota Operations for the Proposed System is:

Name: Ms. Joann Abellar
Title: Director Facilities & Deployment
111 John Street, Suite 1400
New York, New York 10038
Telephone Number: (212) 571-4000

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

14a. A list of all of the ILECs that Vitcom plans to interconnect with in the State of South Dakota is attached hereto as Exhibit 6. Vitcom intends to provide telecommunications services from, to and between all exchanges in South Dakota served by the State's ILECs to the extent permitted by federal and State law, and by the rules and regulations of the SDPUC.

14b. Vitcom has only recently contacted the incumbent carriers in the State of South Dakota. Negotiations are to begin shortly.

14c. Copies of any request for interconnection made by Vitcom to any local exchange carrier will be furnished to the SDPUC.

15. Rural Telephone Company

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

16. Solicitation and Unauthorized Switching

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

Vitcom 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 Vitcom's business operations, have been involved in any formal complaint or other investigatory or enforcement proceeding.

18. Request for Waiver

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

19. Federal Identification Number

The Federal Identification Number for Vitcom is 13-4101490.

10. Statement of Compliance

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

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

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

11. How Competition will be Enhanced if the Applicant is Allowed to Enter the Market

Vitcom proposes to provide various voice and data communications services offered by common carriers and to package and provide these services for the specialized business and needs of its customers. In particular, services will be acquired from underlying common carriers at bulk rates and will be resold to Applicant's customers, so that customers will benefit from reduced pricing. In addition, Vitcom will interconnect with the networks of the State's ILECs. The experienced management, technical and operations expertise of the Vitcom team will enable Vitcom 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 Vitcom services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of local telephone service. Thus, SDPUC grant of this Petition will significantly serve the public interest through the addition of a well managed new entrant into the local services market.

12. Expeditious Treatment

Vitcom 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, Vitcom Corporation respectfully submits that the Certificate of Public Convenience and Necessity would be served by grant of its petition for certification to operate as a reseller and facilities-based local exchange telecommunications services provider in the State of South Dakota.

Respectfully submitted,

Vitcom Corporation

By: 

David O. Klein, COO

Telecom Certification & Filing, Inc.

485 Madison Avenue, 15th Floor

New York, NY 10022-5803

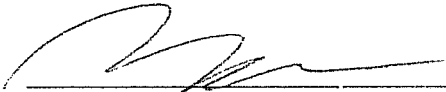
(212) 546-9090

Representative of Vitcom Corporation

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)


VERIFICATION

I, Zalmen Ashkenazi, declare that I am the Chief Executive Officer of Vitcom Corporation, 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 Vitcom Corporation's provision of service.

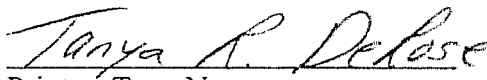


Zalmen Ashkenazi

Sworn to me before, the undersigned Notary Public on this the 9th day of August, 2001.



Notary Public



Print or Type Name

TANYA R. DeROSE
Notary Public, State of New York
No. 03-4973858
Qualified in New York County
Commission Expires Nov. 19, 2002

EXHIBIT 1

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 RESTATED CERTIFICATE OF "VITCOM CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MARCH, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3152035 8100

001163619

AUTHENTICATION: 0352244

DATE: 03-31-00

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VITCOM CORPORATION

(Pursuant to Section 228, 242 and 245 of the
General Corporation Law of the State of Delaware)

Vitcom Corporation (the "Corporation"), a Corporation organized and existing
under the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was originally incorporated under the name
"Vitcom Corp." in Delaware, and the date of its filing of its original Certificate of Incorporation
(the "Original Certificate of Incorporation") with the Secretary of State of the State of Delaware
was December 29, 1999. A Certificate of Amendment of Certificate of Incorporation
(collectively with the Original Certificate of Incorporation, the "Amended Certificate of
Incorporation") was filed with the Secretary of State of the State of Delaware on January 10,
2000.

SECOND: That the Board of Directors duly adopted resolutions proposing to
amend and restate the Amended Certificate of Incorporation of the Corporation, and that
thereafter, pursuant to such resolutions of the Board of Directors, a consent of stockholders in
lieu of meeting was signed by the holders of outstanding stock having not less than the minimum
number of votes that would be necessary to authorize or take such action at a meeting at which
all shares entitled to vote thereon would have been present and voted.

THIRD: That said amendment and restatement was duly adopted in accordance
with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of
Delaware.

FOURTH: The Amended and Restated Certificate of Incorporation of the
Corporation shall be amended and restated in its entirety as follows:

ARTICLE I

The name of this Corporation is Vitcom Corporation.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 9 East Lockerman Street, City of Dover, County of Kent, State of Delaware 19901. The name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE III

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.

ARTICLE IV

A. Classes of Stock. The Corporation is authorized to issue 30,000,000 shares of common stock, \$.0001 par value per share ("Common Stock") and 5,500,000 shares of Series A Convertible Preferred Stock, \$.0001 par value per share (the "Series A Preferred Stock").

B. Rights, Preferences and Restrictions of Preferred Stock. The powers, preferences, privileges, and other special rights of the Series A Preferred Stock are set forth below in this Article IV(B).

1. Dividend Provisions. The holders of outstanding shares of Series A Preferred Stock shall be entitled to receive dividends pro rata with the Common Stock, out of any assets legally available therefor, payable if, as, when, and at the rate per share declared by the Board of Directors. Such dividends may be payable quarterly or otherwise as the Board of Directors may from time to time determine. For purposes of such dividends, each outstanding share of Series A Preferred Stock shall be entitled to receive dividends for the number of shares of Common Stock into which such share of Series A Preferred Stock would be convertible (as of the record date for such dividend) in accordance with Section 3 of this Article IV(B). The right to dividends on Series A Preferred Stock shall not be cumulative and no right shall accrue to holders of Series A Preferred Stock by reason of the fact that dividends on said shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest.

2. Liquidation Preference.

(c) In the event of any liquidation, dissolution or winding up of this Corporation, the holders of each outstanding share of Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of Common Stock by reason of their ownership thereof including the payment of dividends, an amount equal to the sum of \$3.50 per share (subject to adjustment for stock splits, dividends, recapitalizations and the like) for each share of Series A Preferred Stock then held by them, and all dividends previously declared but unpaid prior to the date fixed for distribution on each share of Series A Preferred Stock (on an as-if converted basis) held by them. If upon the occurrence of such event, the assets and funds thus distributed among the holders of Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full

after said preferential amounts, then the entire assets and funds of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in proportion to the preferential amount that each holder is otherwise entitled to receive and no liquidation payments shall be made to holders of Common Stock.

(b) Upon the completion of the distributions required by subsection (a) above, the remaining assets of the Corporation available for distribution shall be distributed among the holders of Common Stock pro rata based on the number of shares of Common Stock held by them.

(c) For purposes of this Section 2, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (A) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation but excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation); or (B) a sale of all or substantially all of the assets of the Corporation by means of a single transaction or series of related transactions; unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least 50% of the voting power of the surviving or acquiring entity. In any of such events, if the consideration received by the Corporation is other than cash, its value will be its fair market value as determined in good faith by the Corporation's Board of Directors, except that any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such exchange over the thirty (30)-day period ending three (3) days prior to the closing;

(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30)-day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A)(1), (2) or (3) to reflect the approximate fair market value thereof, as determined in good faith by the Board of Directors of the Corporation.

(d) The Corporation shall give each holder of record of Series A Preferred Stock written notice of such impending transaction within ten (10) days after the Corporation's Board of Directors approves such action, or not later than twenty (20) days prior to the stockholders' meeting called to approve such transaction, or within twenty (20) days after the commencement of an involuntary proceeding, whichever is earlier, and shall also notify such holders in writing of the proposed transaction. The initial notice shall describe the material terms and conditions of the proposed transaction, including a description of the securities, cash or property to be received by the holders of shares of Series A Preferred Stock and the date of delivery thereof. The Corporation shall thereafter give such holder prompt notice of any material changes to the facts set forth in the initial notice. The Corporation shall not consummate any such proposed transaction before the expiration of twenty (20) days after the Corporation has delivered the first notice provided for herein or sooner than ten (10) days after the Corporation has delivered notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Series A Preferred Stock that are entitled to such notice rights or similar notice rights and that represent at least a majority of the voting power of all then outstanding shares of such Series A Preferred Stock.

3. Conversion. The holders of the Series A Preferred Stock shall have conversion rights as follows:

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof (other than as provided in clause (b) hereof), at any time after the date of issuance of such share, at the office of this Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$3.50 by the Conversion Price (defined below). The "Conversion Price" shall initially be \$3.50 and shall be subject to adjustment as hereinafter provided.

(b) Automatic Conversion. Each share of Series A Preferred Stock shall automatically be converted into such number of shares of fully paid and nonassessable shares of Common Stock as is determined by dividing \$3.50 by the then effective Conversion Price (i) in the event that holders of at least fifty percent (50%) of the outstanding Series A Preferred Stock consent to such conversion, or (ii) upon the completion of a firm commitment underwritten public offering of the Corporation's Common Stock which results in gross proceeds to the Corporation of at least \$25,000,000.

(c) Mechanics of Conversion. Before any holder of Series A Preferred Stock shall be entitled to convert the same into shares of Common Stock, such holder shall, during regular business hours, surrender the certificate or certificates representing such holder's shares of Series A Preferred Stock, duly endorsed for transfer to the Corporation, at the office of the Corporation or of any transfer agent for the Series A Preferred Stock, and shall give written notice to the Corporation at its principal corporate office, of the election to convert the same and shall state therein the name or names in which the certificate or certificates for shares of Common Stock are to be issued. The Corporation shall, as soon as practicable thereafter,

issue and deliver at such office to such holder of Series A Preferred Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, the conversion may, at the option of any holder tendering Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock upon conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities. Upon conversion of only a portion of the number of shares of Series A Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to the holder of the certificate so surrendered for conversion a new certificate covering the number of shares of Series A Preferred Stock representing the unconverted portion of the certificate so surrendered.

(d) Conversion Price Adjustments for Certain Dilutive ISSUANCES. The Conversion Price of the Series A Preferred Stock shall be subject to adjustment from time to time as follows:

(i) (A) If the Corporation shall issue any Additional Stock (as defined below) without consideration or for a consideration per share less than the Conversion Price in effect immediately prior to the issuance of such Additional Stock, the Conversion Price then in effect shall (except as otherwise provided in this clause (i)) be adjusted to a price determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (assuming the conversion of all then outstanding shares of Series A Preferred Stock) plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for the issuance of the Additional Stock would purchase at such Conversion Price; and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issuance (assuming the conversion of all then outstanding shares of Series A Preferred Stock) plus the number of shares of such Additional Stock. For the purpose of this subsection, all shares of Common Stock issuable upon exercise or conversion of option or convertible securities outstanding immediately prior to such issuance shall also be deemed to be outstanding.

(B) In the case of the issuance of Common Stock for cash, the consideration shall be deemed to be the amount of cash paid therefor before deducting any reasonable discounts, commissions or other expenses allowed, paid or incurred by this Corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

(C) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the consideration other than cash shall be

deemed to be the fair value thereof as determined in good faith by the Board of Directors irrespective of any accounting treatment.

(ii) "Additional Stock" shall mean any shares of Common Stock issued (or deemed to have been issued pursuant to subsection 3(d)(7)) by this Corporation other than shares of Common Stock issued or issuable:

(A) pursuant to a transaction described in subsection 3(e)(i) hereof;

(B) to employees, consultants, directors or vendors of this Corporation directly or pursuant to a stock option plan or restricted stock plan approved from time to time by the stockholders and Board of Directors of this Corporation (provided that the total number of shares to be issued hereunder shall not exceed 2,000,000 shares);

(C) as a dividend or distribution on Series A Preferred Stock;

(D) to any third party in connection with a bona fide business relationship approved by the Board of Directors, including without limitation corporate partnering or lending arrangements;

(E) for which adjustment of the Series A Preferred Stock is made pursuant to Section 3(d)(i) hereof;

(F) upon conversion of shares of Series A Preferred Stock or currently outstanding securities;

(G) in a public offering before or in connection with which outstanding shares of Series A Preferred Stock will be converted to Common Stock, or upon exercise of warrants or rights granted to underwriters in connection with such a public offering; or

(H) in connection with the acquisition of stock or assets of another corporation by the Corporation by merger, purchase of the stock or assets, or other reorganization.

(c) Adjustments for Subdivisions, Dividends, Distributions, Recapitalizations and Similar Transactions.

(i) In the event the Corporation should at any time or from time to time fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock (hereinafter referred to as "Common Stock Equivalents")

without payment of any consideration by such holder for the additional shares of Common Stock or the Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Conversion Price of the Series A Preferred Stock shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase of the aggregate shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents.

(ii) If the number of shares of Common Stock outstanding at any time is decreased by a combination of the outstanding shares of Common Stock, then, following the record date of such combination, the applicable Conversion Price for the Series A Preferred Stock shall be appropriately increased so that the number of shares of Common Stock issuable on conversion of each share of Series A Preferred Stock shall be decreased in proportion to such decrease in outstanding shares.

(iii) If at any time or from time to time there shall be a recapitalization of the Common Stock (other than a subdivision, combination or merger or sale of assets transaction provided for elsewhere) provision shall be made so that the holders of Series A Preferred Stock shall thereafter be entitled to receive upon conversion of the Series A Preferred Stock the number of shares of stock or other securities or property of the Company or otherwise to which a holder of Common Stock deliverable upon conversion would have been entitled on such recapitalization. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section with respect to the rights of the holders of the Series A Preferred Stock after the recapitalization to the end that the provisions of this Section (including adjustment of the applicable Conversion Price then in effect and the number of shares purchasable upon conversion of shares of the Series A Preferred Stock) shall be applicable after that event as nearly equivalent as may be practicable.

(c) No Impairment. This Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Series A Preferred Stock against impairment.

(g) No Fractional Shares and Certificate as to Adjustments.

(A) No fractional shares shall be issued upon the conversion of any share or shares of the Series A Preferred Stock, and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total

number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(B) Upon the occurrence of each event which would cause adjustment or readjustment of the Conversion Price of the Series A Preferred Stock pursuant to this Section 3, this Corporation, at its expense, shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. This Corporation shall, upon the written request at any time of any holder of Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (A) such adjustment and readjustment, (B) the relevant Conversion Price for such holder, and (C) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of a share of Series A Preferred Stock.

(ii) Notices of Record Date. In the event of any taking by this Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this Corporation shall mail to each holder of Series A Preferred Stock, at least twenty (20) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(i) Reservation of Stock Issuable Upon Conversion. This Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, in addition to such other remedies as shall be available to the holder of such Series A Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, obtaining the requisite stockholder approval of any necessary amendment to these articles.

(j) Notices. Any notice required by the provisions of this Section to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of this Corporation.

4. Voting Rights. Except as provided below, the holder of each share of Series A Preferred Stock shall have the right to one (1) vote for each share of Common Stock

into which such share of Series A Preferred Stock could then be converted, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notices of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote, except as otherwise provided by law. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded up to the nearest whole number.

5. Protective Provisions. So long as any of the shares of Series A Preferred Stock remain outstanding, this Corporation shall not, without first obtaining the approval of the holders of at least a majority of the then outstanding shares of Series A Preferred Stock, amend the Corporation's Certificate of Incorporation or bylaws so as to adversely affect the rights of the holders of the Series A Preferred Stock, including, without limitation, authorizing a decrease in the number of shares of Series A Preferred Stock.

6. Status of Converted Stock. In the event any shares of Series A Preferred Stock shall be converted pursuant to the provisions hereof, the shares so converted shall be cancelled and shall not be issuable by the Corporation. The Certificate of Incorporation of this Corporation shall be appropriately amended to effect the corresponding reduction in the Corporation's authorized capital stock.

C. Common Stock.

1. General. All shares of Common Stock will be identical and will entitle the holders thereof to the same rights, powers and privileges. The rights, powers and privileges of the holders of the Common Stock are subject to and qualified by the rights of holders of any then outstanding shares of Series A Preferred Stock.

2. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors. The holders of shares of Common Stock shall be entitled to receive dividends pro rata with the Series A Preferred Stock.

3. Dissolution, Liquidation or Winding Up. In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, each issued and outstanding share of Common Stock shall entitle the holder thereof to receive an equal portion of the net assets of the Corporation available for distribution to the holders of Common Stock after the payment of all debts and other liabilities and subject to any preferential rights of any then outstanding Series A Preferred Stock.

4. Voting Rights. The holder of each share of Common Stock shall have the right to one (1) vote for each share of Common Stock, and shall be entitled to notice of

any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

5. Redemption. The Common Stock is not redeemable.

D. Election of Directors.

1. Number of Directors. The Board of Directors of the Corporation shall consist of seven (7) members.

2. Series A Director. In the election of directors, for so long as at least a majority of the Series A Preferred Stock has not been converted to Common Stock, the holders of shares of Series A Preferred Stock voting as a separate class shall be entitled to elect one director, with each share of Series A Preferred Stock entitled to one vote per share. Such director may be removed from the Board of Directors only by the affirmative vote of the holders of a majority of the outstanding Series A Preferred Stock, voting separately as a class.

3. Other Directors. Except as provided in clause (D)(2) above, the holders of shares of Common Stock and not the Series A Preferred Stock, voting as a single class, shall have the right to vote on the election or removal of all directors of the Corporation, with each share of Common Stock entitled to one vote.

ARTICLE V

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. Elections of directors need not be written by ballot unless the bylaws of the Corporation shall so provide.

B. The books of the Corporation may be kept at such place within or without the State of Delaware as the bylaws of the Corporation may provide or as may be designated from time to time by the board of directors of the Corporation.

ARTICLE VI

Except to the extent that the General Corporation Law of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. If the General Corporation Law is amended after approval of this ARTICLE VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. No amendment to or repeal of this provision shall apply to or have any effect on the liability of

alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the bylaws may provide.

ARTICLE IX

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE X

The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another Corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereinafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity,

against all expenses (including attorneys' fees), judgments, fines and amounts paid to settlement actually and reasonable incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom.

Indemnification may include payment by the Corporation of expenses in defending an action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the Indemnitee to repay such payment if it is ultimately determined that such person is not entitled to indemnification under this ARTICLE X, which undertaking may be accepted without reference to the financial ability of such person to make such repayment.

The Corporation shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person unless the initiation thereof was approved by the Board of Directors of the Corporation.

The indemnification rights provided in this ARTICLE X (i) shall not be deemed exclusive of any other rights to which Indemnitees may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this ARTICLE X.

* * *

FIFTH: The foregoing amendment and restatement has been duly adopted by the Board of Directors in accordance with the applicable provisions of Section 242 and 243 of the General Corporation Law.

SIXTH: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 231 of the General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Incorporation on this 29th day of March, 2000.

VITCOM CORPORATION

By: /s/ Stephen Campot
Stephen Campot
Chief Financial Officer

EXHIBIT 2

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State of South Dakota



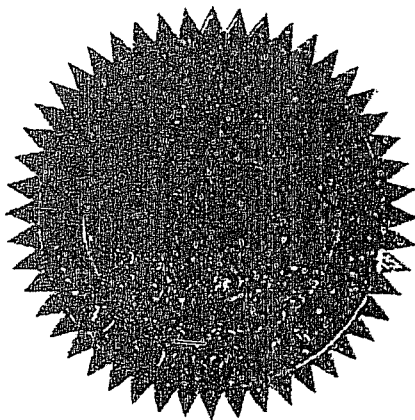
OFFICE OF THE SECRETARY OF STATE

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 **VITCOM CORPORATION (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 May 9, 2001.



Joyce Hazeltine
Secretary of State

EXHIBIT 3

Zalmen Ashkenazi
111 John St. Suite 1400
New York, N.Y. 10038
212-571-4000
e-mail:zalmen@vitcom.net

Mr. Ashkenazi has been involved in the Telecommunications industry for over 10 years. His vast knowledge and experience in the field of Telecommunications has propelled him to his current position as Chief Executive Officer, President, and Chief Technical Officer, of VITCOM Corporation. VITCOM Corp. is a global wholesale long distance carrier on a Voice Over Internet Protocol (VoIP) Network. VITCOM has one of the largest Clarent based networks, in the VoIP community, and intends on pursuing its (GLN) Global Local Network strategy, enabling it to provide voice, data, and fax over its IP network.

At an early age, Mr. Ashkenazi started a vendor owned pay phone business named TotalTel. In 1994, after the sale of TotalTel, Mr. Ashkenazi founded All World Communications - a Long Distance Service Provider, and Nations Telecom, a 1 Plus Reseller and Debit Card Provider, where he had 250 agents under his management.

In 1997, while still at Nations Telecom, Mr. Ashkenazi established TechNet International, seeking to pursue the then emerging technology of Voice over Internet Protocol (VoIP).

In December of 1999, VITCOM Corporation acquired Technet International, where Mr. Ashkenazi retains his current position. As of the first two quarters of 2000, VITCOM Corp. generated approximately \$8.5 million of revenues, mainly due to the leadership of Mr. Ashkenazi.

Mr. Ashkenazi graduated from the College of United Talmudical Academy in Monroe, New York.

JOANN C. ABELLAR 295 Varick Street, Jersey City NJ 07302
201-435-1706 Home / 917-365-7787 Cellular
joann.abellar@worldnet.att.net Email

Highlight of Qualifications

- Knowledge of Basic Telephony
- Extensive experience in voIP technology
- Able to multitask and manage personnel
- Excellent oral and written communication skills
- Software knowledge includes MSdos, Win 95 & NT, MSOffice, Visio

Work Experience

Jan 98 to Present Vitcom Corporation New York, NY Director, Tech Oprs / Facilities & Deployment
As the Director of Technical Operations, responsible for managing five (5) shift technicians to provide around the clock assistance, working with clients on any technical problems, both telephony and data. Assist in client telephony facilities testing and turn up. Document all activities related to the department, such as facilities orders and trouble ticket reporting. Work extensively with Vitcom DBA to ensure proper test reporting and routing. Attend various classes relating to voIP technology, to include Ciarent voIP hardware. As Director of Facilities & Deployment, order Domestic and international lines from carriers such as AT&T, WorldCom and Sprint. Conduct domestic and international site surveys, ensuring all telephony and data requirements can be fulfilled prior to committing to the site. Coordinate all efforts associated with new sites and facilities coming online between vendors and clients. Maintain client circuit, equipment and Class C inventory and its relationship between company and vendors on configurations, upgrades, repairs and shipment of equipment. Account all project statuses and issues relating to the successful turn up of facilities, both client and company to the company CEO and President. Assist in the overall office operations, specifically Human Resources.

Mar 97 to May 00 telX Corporation New York, NY Director of Carrier Relations (Consulting Project)

Responsibilities include ordering Domestic and International lines from telX co-location facilities. Acted as a point of contact for carriers to resolve carrier issues and provide pricing and needs analysis. Managing the Least Cost Routes of voice inventory. Built new carrier relationships for the purpose of selling telX managed hub services and reselling the carriers services. Reviewed all potential customer network applications to ensure feasibility. Attended and presented telX services at industry tradeshows. Act as intermediary between carriers and vendors on configurations, upgrades, repairs and shipment of equipment. Account all project statuses and issues relating to the successful turn up at facilities, both client and company facilities.

Jan 98 to Dec 98 Innovative Telecom Corp Nashua, NH Carrier Services Manager

Responsibilities include coordinating all efforts associated with the ordering of new facilities for clients. Maintain the company's database of all line numbers, Direct Inward Dial (DID) numbers, and DNIS, assigning them to clients as requested. Coordinate installation schedules between carriers and company. Manage schedules to ensure timely delivery to internal and external customers for all carrier requests. Ensure proper management of facilities orders. Maintain carrier contacts and trouble procedures. Consult with clients and associates to determine requirements for new clients or client requests. Develop new procedures to help manage the companies growing business applications and equipment. Work with long distance carriers and providers to coordinate orders.

May 97 to Dec 97 Nations Tech & Telecom New York, NY Director of Carrier Services

Responsibilities included negotiating rates and contracts with long distance service providers. Serve as interface between company and clients. Manage projects in the Prepaid Telecommunications Industry with miscellaneous providers of products and services. Coordinate all efforts associated with new projects coming online between multiple disciplines and Clients. Account all project statuses and issues relating to the successful completion of projects to the Company President. Document, research, test, organize, and implement requests for features to new or existing client services such as additions or modifications to their programs. Provide around the clock assistance, notifying necessary personnel and clients about system changes and problems. Assist clients with decisions related to their projects and the market place.

Jan 95 to May 97 Fremont Comp Int Co San Francisco, CA Billing and Claims Specialist – Claims Unit

Dec 93 to Jan 94 United States Army Various Duty Stations Administrative/Personnel Specialist

May 92 to Dec 93 Wells Fargo Bank San Francisco, CA Trust/Real Estate Operations Supervisor

Professional References furnished upon Request

Steven Roth

481 Crown Street, Apt. #A16
Brooklyn, NY 11225
home (718) 773-0935 mobile (347) 866-3062
stev.roth@netzero.net

Objective

Contribute to your company's growth through creative, hands-on IT management utilizing my strong interpersonal skills with my experience in project and departmental management, and telecommunications, database and application development skills.

Computer Skills

IBM and Macintosh: Windows; Microsoft Office Development (Access, Excel, VBA, Windows API), SQLServer, Visual Basic, Lotus Notes, HTML, Microsoft Outlook Forms, Microsoft Front Page, Quick Books, Quark Xpress, Corel Draw
Telecommunications: Lucent Excel Switch (with SSA), Nortel DMS

Work Experience

Vicom Corporation New York, NY, 2001 - Present

Director of Information Technology

- Department is responsible for all aspects of production, backup and billing databases, intelligent network hardware, development and overall platform stability.

Consultant, Brooklyn, NY, 2001

Independent Networks Specialist

- Worked with partner to establish calling card business for Telco Communications (UK) as a self-sufficient operation, implementing all aspects of data and application migrations and hardware configurations.
- Created security code generating application. (Greece)
- Wrote and implemented data migration tool using Windows API and VBA. (Greece)
- Trained Telco staff in all their new functions as platform administrators and Jr. DBA. (UK)
- Migrated data into production server using FoxPro and SQL stored procedures to transfer records on demand and by batch. (UK)

Verel Communications, Brooklyn, NY; 1997 - 2001

Director of Intelligent Networks Operations

- Plan, implement and manage 24/7 department responsible for the operations and administration of a multi-tier, client-server, object oriented, global, calling card network. This platform is built upon Lucent-Excel switches, NT server hosts, proprietary applications and SQLServers.
- Structure group workflow to optimize employees' skills.
- Integrate new department within the company. (IN Operations spanned many other departments and did not present an easy fit.)
- Project manager for coordination and rollout of above-mentioned platform in six countries. Four of these countries entailed a migration from Digitalk's platform to ours. This required compiling and analyzing all data, such as access numbers, cards and rates; molding them into the new applications' structures in a manner that would meet all their current product specifications.
- Create and maintain Intranet project-site, providing a focal point for all global Enhanced Services' projects, such as migrations.
- Trained Jr. SQL Server DBAs.
- Created tools for quick and efficient monitoring of backup/restore process and monitoring database space on all our production databases.
- Liaison with developers on object oriented billing, rating and telephony applications
- Business systems analysis company wide: Collections department application; Winback department and module; Customer service and their Aspect switch, designing and working with staff to implement their first multi-lingual callflows, Customer service troubleshooter and trainer.
- Developed Windows registry analysis tool for Excel administration staff as many of our applications used

the registry as the store for all application variables.

- Created Teleconferencing-billing application. Used by data admin to create files for billing uploads.
- Gather business units' requirements to launch and support new products and services such as new calling cards, prepaid wireless and project codes.

Work Experience (continued)

- Project manager for Priority Call Management migration.
- Product manager for SaveRate – a local access, CLI verified service.
- Design and develop client server application for platform operations department using MSAccess on SQL Server
- Worked with a team to develop client server application for Excel voice prompt management using MSAccess on SQL Server – generates configuration files for prompt downloads and maintains sound file database
- Create applications for collections and teleconferencing using MSAccess.
- Develop client server applications for credit and new accounts using MSAccess on Oracle – department derived their daily workload from these applications and generated reports for billing uploads
- Wrote client application for wireless product provisioning, a MSAccess application integrating both Oracle and SQL Server
- Design and develop client server application for project management using Visual Basic on SQL Server
- Wrote GUI in MSAccess application for the creation of Excel switch configuration files to ease staff's work with these complex text files.

Provi Provi, New York, NY, 1997 - 1998

Restaurant Office Manager

Create and maintain Lotus Notes database; manage all restaurant operations.

Israel Philatelic Agency of North America, division of IGPC, New York, NY, 1995 - 1997

Manager of Operations

Create and maintain company web-site; create and maintain customer database; systems analysis; manage staff of three and oversee all daily operations.

Agriprocessors, Postville, IA, 1992 - 1995

Rabbinical Supervisor

Quality assurance for all stages of kosher meat production; manage 10 to 30 employees.

Document Center, Long Beach, CA; 1988 - 1991

Network Manager/Desktop Publisher

Macintosh network administrator for desktop publishing office; perform nightly network tape backups. Utilize QuarkXpress.

Education

Central Lubavitch Yeshiva Tomchei Tmimim, Brooklyn, NY; 1993 - 1995

Rabbinical Ordination

Long Beach City College, Long Beach, CA, 1988 - 1991

Associates of Arts in Foreign Language

References available upon request

EXHIBIT 4

VITCOM CORPORATION AND SUBSIDIARY

STATEMENT OF CASH FLOWS

CONSOLIDATED

OPERATING ACTIVITIES

August

Net Income	(40,115.39)
Adjustments to reconcile Net Income to net cash provided by operations:	
Current Assets	(328,164.13)
Current Liabilities	(296,818.27)

Net cash provided by Operating Activities	(665,097.79)
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INVESTING ACTIVITIES

Fixed Assets	180,908.07
Deferred Charges	(54,924.00)
Loan Receivable-Officer	70,157.24
Investment in Affiliate-NY	270,727.61
Due from Affiliate-Mexico	9,984.82

Net cash provided by Investing Activities	476,853.74
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FINANCING ACTIVITIES

Opening balance - Equity	(35,076.00)
LTD	(20,833.34)

Net cash provided by Financing Activities	(55,909.34)
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Net cash increase for period	(244,193.39)
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Cash at beginning of period	370,048.21
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Cash at end of period	125,854.82
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VITCOM CORPORATION AND SUBSIDIARY

STATEMENT OF CASH FLOWS

	VITCOM	TECHNET	CONSOLIDATED
	August	August	August
OPERATING ACTIVITIES			
Net Income	12,264.77	(52,380.16)	(40,115.39)
Adjustments to reconcile Net Income to net cash provided by operations:			
Current Assets	(426,308.70)	98,144.57	(328,164.13)
Current Liabilities	149,485.52	(446,303.79)	(296,818.27)
Net cash provided by Operating Activities	(264,558.41)	(400,539.38)	(665,097.79)
INVESTING ACTIVITIES			
Fixed Assets	(176,369.19)	357,277.26	180,908.07
Deferred Charges	(90,000.00)	35,076.00	(54,924.00)
Loan Receivable-Officer	70,157.24		70,157.24
Investment in Affiliate-NY	270,727.61		270,727.61
Due from Affiliate-Mexico		9,984.82	9,984.82
Net cash provided by Investing Activities	74,515.66	402,338.08	476,853.74
FINANCING ACTIVITIES			
Opening balance - Equity	-	(35,076.00)	(35,076.00)
LTD	-	(20,833.34)	(20,833.34)
Net cash provided by Financing Activities	-	(55,909.34)	(55,909.34)
Net cash increase for period	(190,042.75)	(54,110.64)	(244,153.39)
Cash at beginning of period	467,952.75	(97,903.54)	370,049.21
Cash at end of period	277,910.00	(152,014.18)	125,895.82

VITCOM CORPORATION AND SUBSIDIARY

STATEMENT OF CASH FLOWS

OPERATING ACTIVITIES

	VITCOM AUGUST	TECHNET AUGUST	CONSOLIDATED AUGUST
Net Income	12,264.77	(52,380.16)	(40,115.39)
Adjustments to reconcile Net Income to net cash provided by operations:			
1100-00 · Accounts Receivable	(427,539.51)	88,144.57	(339,394.94)
1350-00 · Prepaid Expenses	(1,466.66)		(1,466.66)
1351-00 · Prepaid Insurance	(3,802.53)		(3,802.53)
1356-00 · Vendor Prepayment	10,000.00	10,000.00	20,000.00
1400-00 · Leasehold Improvements	(3,500.00)		(3,500.00)
2000-00 · Accounts Payable	142,315.30	(323,823.17)	(181,507.87)
2003-00 · Accrued Expenses	(40,000.00)	153,466.58	113,466.58
2012-00 · Due to Vitcom	-	(270,727.61)	(270,727.61)
2120-00 · Customer Security Deposits	40,000.00	(7,500.00)	32,500.00
2201-00 · Employee Withholding Tax	(871.62)	685.03	(186.59)
2280-00 · Accrued Liabilities	8,041.84	159.38	8,201.22
2285-00 · P/R Taxes - Suspense			-
2290-00 · Net Payroll		1,436.00	1,436.00
Net cash provided by Operating Activities	(264,558.41)	(400,539.38)	(665,097.79)

INVESTING ACTIVITIES

1570-00 · Equipment	10,000.00	288,722.00	298,722.00
1570-01 · Equipment-Computers	(10,157.68)	(1,444.74)	(11,602.42)
1570-02 · Equipment-Network	(743.24)		(743.24)
1570-03 · Equipment-Unalloc	(715.00)		(715.00)
1570-30 · Equipment Brazil	(34,935.58)		(34,935.58)
1570-40 · Equipment-Mexico	(25,130.98)		(25,130.98)
1570-50 · Equipment-Peru	(1,268.00)		(1,268.00)
1570-90 · Equipemnt - El Sal	(129,250.71)		(129,250.71)
1571-00 · Accumulated Depreciation-Equip	15,832.00	70,000.00	85,832.00
1358-00 · Investment in HH Telecom-Peru	(55,000.00)		(55,000.00)
1500-00 · Deferred Charges- India		35,076.00	35,076.00
1511-00 · Deferred Charges- Canada	(15,000.00)		(15,000.00)
1512-00 · Deferred Charges- El Sal	(20,000.00)		(20,000.00)
1700-20 · Loan Receivable-Z. Ashkenazi	70,157.24		70,157.24
1710-00 · Investment in Technet	270,727.61		270,727.61
1900-00 · Due from Mexicana de Comunicacion		9,984.82	9,984.82
Net cash provided by Investing Activities	74,515.66	402,336.08	476,851.74

FINANCING ACTIVITIES

2909-00 · Due to Schwartz		(20,833.34)	(20,833.34)
3000-00 · Opening balance - Equity		(35,076.00)	(35,076.00)
Net cash provided by Financing Activities	-	(55,909.34)	(55,909.34)
Net cash increase for period	(190,042.75)	(54,110.64)	(244,153.39)
Cash at beginning of period	467,952.75	(97,903.54)	370,049.21
Cash at end of period	277,910.00	(152,014.18)	125,895.82

Vitcom Corporation and Subsidiary

Consolidated Balance Sheet - April 30, 2001

ASSETS

	<u>Unaudited</u>
Current Assets	
Cash in bank	400,956
Accounts receivable - Trade	1,179,674
Loans Receivable	562,265
Advance payments	264,167
Total Current Assets	<u>2,397,062</u>
Property Plant and Equipment (Net)	<u>10,572,457</u>
Other Assets:	
License Software Equipment-Clarent	32,413
Deferred Charges - Clarent Cars	125,000
Deferred Charges - Global Network	68,259
Prepaid Insurance	45,816
Investment in MH Telecom-Peru	160,750
Goodwill, Net	1,530,818
Security deposits-Rent	27,713
Organization expense, Net	159,318
Total Other Assets	<u>2,350,007</u>
Total Assets	<u><u>15,319,556</u></u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Current Liabilities	
Notes Payable-Other	21,667
Customer Security Deposits	179,876
Accounts Payable - Equipment	1,769,454
Accounts Payable and Accrued Expenses	1,999,100
Total Current Liabilities	<u>3,970,107</u>
Long term Liabilities	
Obligations under Capital Leases	209,196
Notes Payable- Other	2,000,000
Total long-term liabilities	<u>2,209,196</u>
Total liabilities	<u>6,179,303</u>
STOCKHOLDER'S EQUITY	
Common Stock	4,638,790
Preferred Stock	14,129,622
Retained earnings (deficit)	(9,629,148)
Total Stockholder's Equity	<u>9,140,254</u>
Total Liabilities & Stockholder's Equity	<u><u>15,319,557</u></u>

VITCOM CORPORATION AND SUBSIDIARY
Consolidating Balance Sheet - April 30, 2001

ASSETS

	VITCOM (UNAUDITED)	TECHNET (UNAUDITED)	Eliminations	Consolidated
CURRENT ASSETS				
Cash in bank	425,316	(24,360)		400,956
Accounts receivable - Trade	859,854	319,818		1,179,672
Loans Receivable	552,265			552,265
Advance Payments	111,440	152,727		264,167
Due from TechNet	11,074,636		(11,074,636)	-
Total Current Assets	13,023,511	448,185	(11,074,636)	2,397,060
PROPERTY, PLANT & EQUIPMENT(Net)	3,011,798	7,560,689		10,572,487
OTHER ASSETS:				
License Software Equipment-Clarent	32,413	-		32,413
Deferred Charges - Clarent Care	125,000	-		125,000
Deferred Charges - Global Network	68,260	-		68,260
Prepaid Insurance	45,816	-		45,816
Investment in HH Telecom-Peru	360,750	-		360,750
Goodwill, Net	300,000	1,239,818		1,539,818
Security deposits-Rent	-	27,711		27,711
Organization expense, Net	159,000	238		159,238
Total Other Assets	1,091,239	1,268,067		2,359,306
Total Assets	17,126,549	9,267,643	(11,074,636)	5,319,556
LIABILITIES AND STOCKHOLDER'S EQUITY				
Current Liabilities				
Notes payable- other	-	21,467		21,467
Customer Security Deposits	-	179,876		179,876
Due to Vitcom	-	11,074,636	(11,074,636)	-
Accounts Payable - Equipment	1,769,464	-		1,769,464
Accounts Payable -Other, and Accrued Expenses	1,688,694	311,005		2,000,000
Total Current Liabilities	3,457,558	11,587,184	(11,074,636)	2,969,906
Long Term Liabilities				
Obligations under Capital Leases	209,196	-		209,196
Notes payable- Other	2,000,000	-		2,000,000
Total Long Term Liabilities	2,209,196	-		2,209,196
Total Liabilities	5,666,754	11,587,184	(11,074,636)	5,189,300
STOCKHOLDER'S EQUITY				
Common Stock	299,100	4,340,330		4,639,430
Preferred Stock	14,129,612	-		14,129,612
Retained earnings(deficit)	(2,968,917)	(6,660,331)		(9,629,248)
Total Stockholder's Equity	11,459,795	(2,319,991)		9,139,804
Total Liabilities & Stockholder's Equity	17,126,549	9,267,643	(11,074,636)	5,319,556

VITCOM CORPORATION AND SUBSIDIARY

Consolidated Statement of Operations
Four Months Ended April 30, 2001

	Unaudited	
Gross Sales	6,414,109	100.0%
Costs of Sales		
Usage Charges	4,222,285	65.8%
Dedicated Line Charges	684,384	10.7%
Pre-Operational International	-	0.0%
Other	3,060	0.0%
Total Costs of Sales	4,909,730	76.5%
Gross Profit	1,504,379	23.5%
Selling, General & Administrative Expenses		
Selling and Business Development	271,952	4.2%
Payroll, Taxes, Benefits, Other	741,783	11.6%
Software Support-Clarent	250,000	3.9%
Legal Fees	37,965	0.6%
Bad Debts	156,000	2.4%
General and Administrative- Other	277,213	4.3%
Total General & Administrative	1,734,923	27.0%
Earnings before Interest, Taxes, Depreciation and Amortization(EBITDA)	(230,545)	-3.6%
Other Income(Expenses)		
Depreciation and Amortization	(462,417)	-7.2%
Interest income	1,212	0.0%
Interest expense - loans	(78,351)	-1.2%
Total Other Expenses	(539,556)	-8.4%
Net Income(Loss) Before Provision for Income Taxes	(770,101)	-12.0%
Provision for Income Taxes	-	0.0%
Net Income(Loss)	(770,101)	-12.0%

VITCOM CORPORATION AND SUBSIDIARY

 Consolidated Statement of Operations
 Four Months Ended April 30, 2001

	January 2001 Unaudited		February, 2001 Unaudited		March, 2001 Unaudited		April, 2001 Unaudited		YTD April 2001 Unaudited	
Gross Sales	1,471,946	100.0%	1,571,820	100.0%	1,842,961	100.0%	1,527,381	100.0%	6,414,108	100.0%
Costs of Sales										
Usage Charges	912,856	62.0%	938,700	59.7%	1,358,109	73.7%	1,012,620	66.3%	4,222,285	65.8%
Dedicated Line Charges	217,671	14.8%	172,977	11.0%	103,259	5.6%	190,477	12.5%	684,184	10.7%
Pre-Operational International	-	0.0%	-	0.0%	-	0.0%	-	0.0%	-	0.0%
Other	-	0.0%	500	0.0%	2,560	0.1%	-	0.0%	3,060	0.0%
Total Costs of Sales	1,130,527	76.8%	1,112,177	70.8%	1,463,928	79.4%	1,203,098	78.8%	4,909,730	76.5%
Gross Profit	341,420	23.2%	459,643	29.2%	379,033	20.6%	324,282	21.2%	1,504,378	23.5%
Selling, General & Administrative Expenses										
Selling and Business Development	89,618	6.1%	53,565	3.4%	77,218	4.2%	51,561	3.4%	271,962	4.2%
Payroll, Taxes, Benefits, Other	228,458	15.5%	193,767	12.3%	152,929	8.3%	166,629	10.9%	741,783	11.6%
Software Support-Clarent	62,500	4.2%	62,500	4.0%	62,500	3.4%	62,500	4.1%	250,000	3.9%
Legal Fees	2,725	0.2%	356	0.0%	15,516	0.8%	19,368	1.3%	37,965	0.6%
Bad Debts	156,000	10.6%	-	0.0%	-	0.0%	-	0.0%	156,000	2.4%
General and Administrative- Other	90,173	6.1%	20,279	1.3%	91,079	4.9%	75,682	5.0%	277,213	4.3%
Total General & Administrative	629,474	42.8%	330,467	21.0%	399,242	21.7%	375,739	24.6%	1,734,922	27.0%
Earnings before Interest, Taxes, Depreciation and Amortization(EBITDA)	(288,065)	-19.6%	129,176	8.2%	(20,209)	-1.1%	(51,457)	-3.4%	(230,545)	-3.6%
Other Income(Expenses)										
Depreciation and Amortization	(116,604)	-7.9%	(116,605)	-7.4%	(116,604)	-6.3%	(116,604)	-7.6%	(462,417)	-7.2%
Interest income	411	0.0%	173	0.0%	173	0.0%	455	0.0%	1,212	0.0%
Interest expense - loans	(21,117)	-1.4%	(21,117)	-1.3%	(21,117)	-1.1%	(15,000)	-1.0%	(78,351)	-1.2%
Total Other Expenses	(136,309)	-9.3%	(136,549)	-8.7%	(136,548)	-7.4%	(130,150)	-8.5%	(539,556)	-8.4%
Net Income(Loss) Before Provision for Income Taxes	(424,364)	-28.8%	(7,373)	-0.5%	(166,767)	-8.5%	(181,607)	-11.9%	(770,101)	-12.0%
Provision for Income Taxes	-	0.0%	-	-	-	-	-	-	-	0.0%
Net Income(Loss)	(424,364)	-28.8%	(7,373)	-0.5%	(166,767)	-8.5%	(181,607)	-11.9%	(770,101)	-12.0%

VITCOM CORPORATION AND SUBSIDIARY

Consolidating Statement of Operations

Four Months Ended April 30, 2001

	UNAUDITED					
	VITCOM		TECHNET		Eliminations	Consolidated
Gross Sales	5,363,575	100.0%	50,532	100.0%	-	6,414,108 100.0%
Costs of Sales						
Usage Charges	4,222,285	66.4%	-	0.0%	-	4,222,285 65.6%
Dedicated Line Charges	684,384	10.8%	-	0.0%	-	684,384 10.7%
Pre-Operational International	-	0.0%	-	0.0%	-	- 0.0%
Other	3,060	0.0%	-	0.0%	-	3,060 0.0%
Intercompany Cost of Sales	-	0.0%	-	0.0%	-	- 0.0%
Total Costs of Sales	4,909,729	77.2%	-	0.0%	-	4,909,729 76.5%
Gross Profit	1,453,846	22.8%	50,532	100.0%	-	1,504,379 23.5%
Selling, General & Administrative Expenses						
Selling and Business Development	271,962	4.3%	-	0.0%	-	271,962 4.2%
Payroll, Taxes, Benefits, Other	741,783	11.7%	-	0.0%	-	741,783 11.6%
Software Support-Clarent	250,000	3.9%	-	0.0%	-	250,000 3.9%
Legal Fees	37,965	0.6%	-	0.0%	-	37,965 0.6%
Bad Debts	156,000	2.5%	-	0.0%	-	156,000 2.4%
General and Administrative- Other	277,213	4.4%	-	0.0%	-	277,213 4.3%
Total General & Administrative	1,734,924	27.3%	-	0.0%	-	1,734,924 27.0%
Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)	(281,070)	-4.4%	50,532	100.0%	-	(230,545) -3.6%
Other Income (Expenses)						
Depreciation and Amortization	(77,667)	-1.2%	(384,751)	-761.4%	-	(462,417) -7.2%
Interest income	1,213	0.0%	-	0.0%	-	1,212 0.0%
Interest expense - loans	(78,351)	-1.2%	-	0.0%	-	(78,351) -1.2%
Total Other Expenses	(154,805)	-2.4%	(384,751)	-761.4%	-	(539,557) -8.4%
Net Income (Loss) Before Provision for Income Tax	(435,883)	-6.8%	(334,218)	-661.4%	-	(770,102) -12.0%
Provision for Income Taxes	-	0.0%	-	0.0%	-	- 0.0%
Net Income (Loss)	(435,883)	-6.8%	(334,218)	-661.4%	-	(770,102) -12.0%

Viacom Corporation and Subsidiary
Consolidated Balance Sheet - December 31, 2000

ASSETS

	Unaudited
Current Assets	
Cash in bank	143,365
Accounts receivable - Trade	1,483,263
Lease Receivable	531,265
Advance payments	231,907
Total Current Assets	<u>2,389,800</u>
Property Plant and Equipment (Net)	<u>10,703,962</u>
Other Assets:	
License Software Equipment-Clarent	11,688
Deferred Charges - Clarent Care	375,000
Deferred Charges - Global Network	33,259
Prepaid Insurance	6,247
Investment in HH Telecom-Peru	360,750
Goodwill, Net	1,635,569
Security deposits-Rent	27,713
Organization expense, Net	<u>159,238</u>
Total Other Assets	<u>2,609,464</u>
Total Assets	<u>15,703,228</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Current Liabilities	
Notes Payable-Other	62,500
Customer Security Deposits	179,876
Accounts Payable - Equipment	1,646,429
Accounts Payable and Accrued Expenses	2,148,688
Total Current Liabilities	<u>4,037,494</u>
Long term Liabilities	
Obligations under Capital Leases	255,379
Notes Payable- Other	<u>1,500,000</u>
Total long-term liabilities	<u>1,755,379</u>
Total liabilities	<u>5,792,873</u>
STOCKHOLDER'S EQUITY	
Common Stock	4,639,790
Preferred Stock	14,129,612
Retained earnings (deficit)	<u>(8,859,047)</u>
Total Stockholder's Equity	<u>9,910,355</u>
Total Liabilities & Stockholder's Equity	<u>15,703,228</u>

VITCOM CORPORATION AND SUBSIDIARY
 Consolidating Balance Sheet - December 31, 2000

ASSETS

	VITCOM (UNAUDITED)	TECHNET (UNAUDITED)	Eliminations	Consolidated
CURRENT ASSETS				
Cash in bank	178,991	(15,625)		163,366
Accounts receivable - Trade	1,210,569	272,693		1,483,262
Loans Receivable	531,265			531,265
Advance Payments	52,000	179,907		231,907
Due from TechNet	10,557,132		(10,557,132)	-
Total Current Assets	12,529,957	416,974	(10,557,132)	2,389,800
PROPERTY, PLANT & EQUIPMENT (Net)				
	2,863,273	7,640,639		10,503,912
OTHER ASSETS:				
License Software Equipment-Clarent	11,688	-		11,688
Deferred Charges - Clarent Cars	375,000	-		375,000
Deferred Charges - Global Network	33,260	-		33,260
Prepaid Insurance	6,247	-		6,247
Investment in NH Telecom-Peru	360,750	-		360,750
Goodwill, Net	300,000	1,335,569		1,635,569
Security deposits-Rent	-	27,713		27,713
Organization expense, Net	159,000	238		159,238
Total Other Assets	1,245,945	1,363,520		2,609,465
Total Assets	16,639,175	9,521,193	(10,557,132)	15,603,236
LIABILITIES AND STOCKHOLDER'S EQUITY				
Current Liabilities				
Notes payable- other	-	52,500		52,500
Customer Security Deposits	-	179,276		179,276
Due to Vitcom	-	10,557,132	(10,557,132)	-
Accounts Payable - Equipment	1,646,429	-		1,646,429
Accounts Payable -Other, and Accrued Expenses	1,341,690	806,977		2,148,667
Total Current Liabilities	2,988,120	11,606,505	(10,557,132)	2,037,493
Long Term Liabilities				
Obligations under Capital Leases	255,379	-		255,379
Notes payable- Other	1,500,000	-		1,500,000
Total Long Term Liabilities	1,755,379	-		1,755,379
Total Liabilities	4,743,498	11,606,505	(10,557,132)	3,792,871
STOCKHOLDER'S EQUITY				
Common Stock	299,100	4,345,690		4,644,790
Preferred Stock	14,129,612	-		14,129,612
Retained earnings(deficit)	(2,533,035)	(5,326,012)		(7,859,047)
Total Stockholder's Equity	11,895,677	(1,286,322)		10,609,355
Total Liabilities & Stockholder's Equity	16,639,175	9,521,193	(10,557,132)	15,603,236

VITCOM CORPORATION AND SUBSIDIARY

Consolidated Statement of Operations

Year Ended December 31, 2000

	2000	1999
Gross Sales	2,707,000	2,000,000
Costs of Sales		
Usage Charges	1,000,000	1,000,000
Dedicated Line Charges	1,000,000	1,000,000
Pre-Operational International	1,000,000	1,000,000
Other	1,000,000	1,000,000
Total Costs of Sales	4,000,000	4,000,000
Gross Profit	707,000	0
Selling, General & Administrative Expenses		
Selling and Business Development	1,000,000	1,000,000
Payroll, Taxes, Benefits, Other	1,000,000	1,000,000
Software Support-Clarent	1,000,000	1,000,000
Legal Fees	1,000,000	1,000,000
General and Administrative- Other	1,000,000	1,000,000
Total General & Administrative	5,000,000	5,000,000
Earnings before Interest, Taxes, Depreciation and Amortization(EBITDA)	1,707,000	0
Other Income(Expenses)		
Depreciation and Amortization	1,000,000	1,000,000
Interest income	1,000,000	1,000,000
Interest expense - loans	1,000,000	1,000,000
Loss from Discontinued Operations	1,000,000	1,000,000
Total Other Expenses	3,000,000	3,000,000
Net Income(Loss) Before Provision for Income Taxes	1,707,000	0
Provision for Income Taxes	0	0
Net Income(Loss)	1,707,000	0

VITCOM CORPORATION AND SUBSIDIARY

Consolidated Statement of Operations

Year Ended Ended December 31, 2000

	October, 2000 Unaudited		YTD October 2000 Unaudited		November, 2000 Unaudited		YTD November 2000 Unaudited		December, 2000 Unaudited		YTD December 2000 Unaudited	
Gross Sales	2,163,647	100.0%	14,724,990	100.0%	1,539,860	100.0%	16,264,850	100.0%	1,525,012	100.0%	17,789,862	100.0%
Costs of Sales												
Usage Charges	1,640,044	76.2%	11,688,615	79.4%	1,127,566	73.2%	12,816,181	78.8%	1,652,184	108.3%	14,468,365	81.3%
Dedicated Line Charges	186,200	8.6%	1,273,985	8.7%	198,239	12.9%	1,472,224	9.1%	214,840	14.1%	1,687,064	9.5%
Pre-Operational International	99,096	4.6%	302,573	2.1%	92,647	6.0%	395,220	2.4%	25,861	1.7%	421,081	2.4%
Other	4,046	0.2%	89,928	0.6%	33,611	2.2%	123,539	0.8%	35,657	2.3%	159,196	0.9%
Total Costs of Sales	1,818,936	84.1%	13,355,101	90.7%	1,452,062	94.3%	14,807,164	91.0%	1,928,542	126.5%	16,735,706	94.1%
Gross Profit	344,711	15.9%	1,369,889	9.3%	87,798	5.7%	1,457,686	9.0%	(403,530)	-26.5%	1,054,157	5.9%
Selling, General & Administrative Expenses												
Selling and Business Development	95,935	4.4%	704,015	4.8%	59,534	3.9%	763,549	4.7%	100,431	6.6%	863,980	4.9%
Payroll, Taxes, Benefits, Other	237,503	11.0%	1,305,862	8.9%	185,831	12.1%	1,491,693	9.2%	184,786	12.1%	1,676,479	9.4%
Software Support-Client	61,542	2.8%	250,000	1.7%	62,500	4.1%	312,500	1.9%	62,500	4.1%	375,000	2.1%
Legal Fees	15,244	0.7%	133,351	0.9%	5,392	0.4%	138,743	0.9%	32,191	2.1%	170,934	1.0%
General and Administrative- Other	61,226	2.8%	721,729	4.9%	152,182	9.9%	873,911	5.4%	496,879	32.6%	1,370,790	7.7%
Total General & Administrative	491,450	22.7%	3,114,957	21.2%	465,439	30.2%	3,580,396	22.0%	878,787	57.5%	4,457,184	25.1%
Earnings before Interest, Taxes, Depreciation and Amortization(EBITDA)	(146,739)	-6.8%	(1,745,068)	-11.9%	(377,641)	-24.5%	(2,122,710)	-13.1%	(1,280,317)	-84.0%	(3,403,027)	-19.1%
Other Income/(Expenses)												
Depreciation and Amortization	(116,562)	-5.4%	(937,020)	-6.3%	(115,603)	-7.5%	(1,102,675)	-6.8%	(115,604)	-7.6%	(1,218,229)	-6.8%
Interest Income	1,583	0.0%	32,159	0.2%	407	0.0%	22,566	0.1%	306	0.0%	22,872	0.1%
Interest Expense - Loans	(6,317)	-0.3%	(179,752)	-1.2%	(6,156)	-0.4%	(185,820)	-1.1%	(31,317)	-2.0%	(236,987)	-1.3%
Loss from Discontinued Operations									(694,962)	-45.6%	(694,962)	-3.9%
Real Estate Expenses	(121,600)	-5.6%	(1,144,011)	-7.8%	(121,600)	-7.9%	(1,245,810)	-7.7%	(168,416)	-11.0%	(2,127,306)	-12.0%
Real Estate/(Loss) and Other Expenses for Real Estate Sales	(206,875)	-9.5%	(2,098,011)	-14.3%	(206,875)	-13.4%	(2,298,390)	-14.1%	(1,848,712)	-12.1%	(5,510,333)	-31.1%
Provision for Bad Debt												
Other Income/(Expenses)												
Real Estate/(Loss)	(206,875)	-9.5%	(2,098,011)	-14.3%	(206,875)	-13.4%	(2,298,390)	-14.1%	(1,848,712)	-12.1%	(5,510,333)	-31.1%

VITCOM CORPORATION AND SUBSIDIARY

Consolidating Statement of Operations

Year Ended December 31, 2000

	UNAUDITED						
	VITCOM		TECHNET		Eliminations	Consolidated	
Gross Sales	10,720,213	100.0%	16,673,039	100.0%	9,603,390	17,789,862	100.0%
Costs of Sales							
Usage Charges	480,602	4.5%	13,987,763	83.9%		14,468,365	81.3%
Dedicated Line Charges	31,149		1,655,914	9.9%		1,687,064	9.5%
Pre-Operational International			421,081	2.5%		421,081	2.4%
Other			159,196	1.0%		159,196	0.9%
Intercompany Cost of Sales	9,603,390	89.6%			9,603,390	-	0.0%
Total Costs of Sales	10,115,142	94.4%	16,223,954	97.3%	9,603,390	16,735,706	94.1%
Gross Profit	605,072	5.6%	449,085	2.7%		1,054,157	5.9%
Selling, General & Administrative Expenses							
Selling and Business Development	282,509	2.6%	581,470	3.5%		863,980	4.9%
Payroll, Taxes, Benefits, Other	889,503	8.3%	706,976	4.7%		1,676,479	9.4%
Software Support-Clarent	375,000	3.5%	-	0.0%		375,000	2.1%
Legal Fees	127,926	1.2%	43,008	0.3%		170,934	1.0%
General and Administrative- Other	618,390	5.8%	752,401	4.5%		1,370,790	7.7%
Total General & Administrative	2,293,328	21.4%	2,163,855	13.0%		4,457,184	25.1%
Earnings before Interest, Taxes, Depreciation and Amortization(EBITDA)	(1,688,256)	-0.1%	(1,714,771)	-10.3%	-	(3,403,027)	-19.1%
Other Income(Expenses)							
Depreciation and Amortization	(152,540)	-1.4%	(1,065,689)	-6.4%	-	(1,218,229)	-6.8%
Interest income	22,873	0.2%		0.0%	-	22,872	-0.7%
Interest expense - loans	(45,000)	-0.4%	(191,987)	-1.2%	-	(236,987)	-1.3%
Loss from Discontinued Operations	(670,112)	-6.3%	(24,850)	-0.1%	-	(694,962)	-3.9%
Total Other Expenses	(844,779)	-7.9%	(1,282,525)	-7.7%	-	(2,127,305)	-12.0%
Net Income(Loss) Before Provision for Income Taxes	(2,533,035)	-23.6%	(2,997,296)	-18.0%		(5,530,332)	-31.1%
Provision for Income Taxes	-	0.0%	-	0.0%		-	0.0%
Net Income(Loss)	(2,533,035)	-23.6%	(2,997,296)	-18.0%		(5,530,332)	-31.1%

EXHIBIT 5

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111 John Street, Suite 1400
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Section 1 - APPLICATION OF TARIFF

1.1 Application of Tariff

The Tariff sets forth the regulations and rates applicable to services provided by Vitcom Corporation, as follows:

The furnishing of intrastate communications services by virtue of one-way and/or two-way communication transmission between points within the State of South Dakota.

1.1.1 Service Territory

Vitcom Corporation will provide service in areas located in the State of South Dakota serviced by the Local Exchange Carriers.

1.1.2 Availability

Service is available where facilities permit.

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Section 2 - GENERAL RULES AND REGULATIONS

2.1 USE OF FACILITIES AND SERVICE

2.1.1 Obligation of the Company

In furnishing service, the Company does not undertake to transmit messages, but furnishes the use of its facilities to its customers for communications.

The Company's obligation to furnish facilities and service is dependent upon its ability (a) to secure and retain, without unreasonable expense, suitable facilities and rights for the construction and maintenance of the necessary circuits and equipment; (b) to secure and retain, without unreasonable expense, suitable space for its plant and facilities in the building where service is or will be provided to the customer; or (c) to secure reimbursement of all costs where the owner or operator of a building demands relocation or rearrangement of plant and facilities used in providing service therein.

The Company shall not be required to furnish, or continue to furnish, facilities or service where the circumstances are such that the proposed use of the facilities or service would tend to adversely affect the Company's plant, property or service.

The Company reserves the right to refuse an application for service made by a present or former customer who is indebted to the Company for service previously rendered pursuant to this Tariff until the indebtedness is satisfied.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.1 USE OF FACILITIES AND SERVICE (cont'd)

2.1.2 Limitations on Liability

a. Indemnification by Customer

The customer and any authorized or joint users, jointly and severally shall indemnify, defend and hold the Company harmless against claims, loss, damage, expense (including attorneys' fees and court costs) for libel, slander, or infringement of copyright arising from the material transmitted over its facilities, against claims for infringement of patents arising from combining with, or using in connection with, facilities of the Company, equipment and systems of the customer; and against all other claims arising out of any act or omission of the customer in connection with facilities provided by the Company or the customer. In the event any such infringing use is enjoined, the customer, authorized user or joint user at its option and expense, shall obtain immediately a dismissal or stay of such injunction, obtain a license or other agreement so as to extinguish any claim of infringement, or terminate the claimed infringing use or modify such infringement.

b. Customer-Provided Equipment

The service and facilities furnished by the Company are subject to the following limitations: the Company shall not be liable for damage arising out of mistakes, omissions, interruptions, delays, errors or defects in transmission or other injury, including but not limited to injuries to persons or property from voltages or currents transmitted over the facilities of the Company caused by customer-provided equipment or premises wire.

c. Use of Facilities of Other Companies

When the facilities of other companies are used in establishing a connection, the Company is not liable for any act, error, omission, or interruption caused by the other company or their agents or employees. This includes the provision of a signaling system database by another company.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.1 USE OF FACILITIES AND SERVICE (cont'd)

2.1.3 Use Of Service

Any service provided under this Tariff may be resold to or shared (jointly used) with other persons at the customer's option. The customer remains solely responsible for all use of service ordered by it or billed to its telephone number(s) pursuant to this Tariff, for determining who is authorized to use its service, and for promptly notifying the Company of any unauthorized use. The customer may advise its customers that a portion of its service is provided by the Company, but the customer shall not represent that the Company jointly participates with the customer in the provision of the service.

2.1.4 Use and Ownership of Equipment

The Company's equipment, apparatus, channels and lines shall be carefully used. Equipment furnished by the Company shall remain its property and shall be returned to the Company whenever requested, within a reasonable period following the request, in good condition, reasonable wear and tear accepted. The customer is required to reimburse the Company for any loss of, or damage to, the facilities or equipment on the customer's premises, including loss or damage caused by agents, employees or independent contractors of the customer through any negligence.

2.1.5 Directory Errors

In the absence of gross negligence or willful misconduct and except for the allowances stated below, no liability for damages arising from errors or mistakes in or omissions of directory listings, or errors or mistakes in or omissions of listings obtainable from the directory assistance operator, including errors in the reporting thereof, shall attach to the Company.

An allowance for errors or mistakes in or omissions of published directory listings or for errors or mistakes in or omissions of listings obtainable from the directory assistance operator shall be given as follows:

- a) Free Listings: For free or no-charge published directory listings, credit shall be given at the rate of two times the monthly tariff rate for an additional or charge listing for each individual, auxiliary or party line, PBX trunk or Centrex attendant loop affected, for the life of the directory or the charge period during which the error, mistake or omission occurs.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.1 USE OF FACILITIES AND SERVICE (cont'd)

2.1.5 Directory Errors (cont'd)

- b) Charge Listings: For additional or charge published directory listings, credit shall be given at the monthly tariff rate for each such listing for the life of the directory or the charge period during which the error, mistake or omission occurs.
- c) Operator records: For free or charge listings obtainable from records used by the directory assistance operator, upon notification to the Company of the error, mistake or omission in such records by the subscriber, the Company shall be allowed a period of three business days to make a correction. If the correction is not made in that time, credit shall be given at the rate of 2/30ths of the basic monthly rate for the line or lines in question for each day thereafter that the records remain uncorrected. (Where Centrex attendant loops are involved, credit shall be given at the rate of 2/30ths of the basic monthly rate for PBX trunks.)
- d) Credit limitation: The total amount of the credit provided for the preceding paragraphs 1, 2, and 3 shall not exceed, on a monthly basis, the total of the charges for each charge listing plus the basic monthly rate, as specified in paragraph 3, for the line or lines in question.
- e) Definitions: As used in Paragraphs 1, 2, 3, and 4 above, the terms "error," "mistake" or "omission" shall refer to a discrepancy in the directory listing or directory assistance records which the Company has failed to correct and where the error affects the ability to locate a particular subscriber's correct telephone number. The terms shall refer to addresses only to the extent that an error, mistake or omission of an address places the subscriber on an incorrect street or in an incorrect community.
- f) Notice: Such allowances or credits as specified in Paragraphs 1, 2, and 3 above, shall be given upon notice to the Company by the subscriber that such error, mistake or omission has occurred; provided, however, that when it is administratively feasible for the Company to have knowledge of such error, mistake or omission, the Company shall give credit without the requirement of notification by the subscribers.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.2 MINIMUM PERIOD OF SERVICE

The minimum period of service is one month except as otherwise provided in this tariff. The customer must pay the regular tariffed rate for the service they subscribe to for the minimum period of service. If a customer disconnects service before the end of the minimum service period, that customer is responsible for paying the regular rates for the remainder of the minimum service period. When the service is moved within the same building, to another building on the same premises, or to a different premises entirely, the period of service at each location is accumulated to calculate if the customer has met the minimum period of service obligation.

If service is terminated before the end of the minimum period of service as a result of condemnation of property, damage to property requiring the premises to be abandoned, or by the death of the customer, the customer is not obligated to pay for service for the remainder of the minimum period.

If service is switched over to a new customer at the same premises after the first month's service, the minimum period of service requirements are assigned to the new customer if the new customer agrees in writing to accept them. For facilities not taken over by the new customer, the original customer is responsible for the remaining payment for the minimum service period in accordance with the terms under which the service was originally furnished.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.3 FLEXIBLE PRICING

2.3.1 General

Flexible Pricing sets minimum and maximum rates that can be charged for telephone service. The Company may change a specific rate within the range of the established minimum and maximum rates on one day's notice to customers and the Public Utilities Commission.

2.3.2 Conditions

- a. The Company reserves the right to change prices at any time subject to regulatory requirements by filing a revised Rate Attachment with the Commission.
- b. Individual written notice to Customers of rate changes shall be made in accordance with Commission regulations. Where there are no regulations, notification will be made in a manner appropriate to the circumstances involved.
- c. A rate shall not be changed unless it has been in effect for at least thirty (30) days.
- d. A customer can request that the Company disconnect service that is provided under the Flexible Pricing due to a price increase. The customer will be credited for the difference between the new price and the old price retroactive to the effective date of the price increase if the customer notifies the Company of its desire to disconnect service within 20 days of receiving notification of the price increase.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.4 PAYMENT FOR SERVICE RENDERED

2.4.1 Responsibility for All Charges

Any applicant for facilities or service may be required to sign an application form requesting the Company to furnish the facilities or service in accordance with the rates, charges, rules and regulations from time to time in force and effect. The customer is responsible for all local and toll calls originating from the customer's premises and for all calls charged to the customer's line where any person answering the customer's line agrees to accept such charge.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

24 PAYMENT FOR SERVICE RENDERED (cont'd)

(RESERVED FOR FUTURE USE)

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.4 PAYMENT FOR SERVICE RENDERED (cont'd)

2.4.2 Payment of Charges

Charges for facilities and service, other than usage charges, are payable upon request of the Company. Bills are due on the due date shown on the bill and are payable at any business office of the Company, by U.S. Mail, or at any location designated by the Company. If objection is not received by the Company within three months after the bill is rendered, the items and charges appearing thereon shall be determined to be correct and binding upon the customer. A bill will not be deemed correct and binding upon the customer if the Company has records on the basis of which an objection may be considered, or if the customer has in his or her possession such Company records. If objection results in a refund to the customer, such refund will be with interest at the greater of the unadjusted customer deposit rate or the applicable late payment rate, if any, for the service classification under which the customer was billed. Interest will be paid from the date when the customer overpayment was made, adjusted for any changes in the late payment rate, compounded monthly, until the overpayment is refunded. Notwithstanding the foregoing, no interest will be paid by the Company on customer overpayments that are refunded within 30 days after the overpayment is received by the Company.

Where an objection to the bill involves a superseded service order, the items and charges appearing on the bill shall be deemed to be correct and binding upon the customer if objection is not received by the Company within two months after the bill is rendered.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.4 PAYMENT FOR SERVICE RENDERED (cont'd)

2.4.3 Return Check Charge

When a check which has been presented to the Company by a customer in payment for charges is returned by the bank, the customer shall be responsible for the payment of a Returned Check Charge of \$30.00.

2.4.4 Late Payment Charges

- a. Customer bills for telephone service are due on the due date specified on the bill. A customer is in default unless payment is made on or before the due date specified on the bill. If payment is not received by the customer's next billing date, a late payment charge of 1.5% will be applied to all amounts previously billed under this Tariff, excluding one month's local service charge, but including arrears and unpaid late payment charges.
- b. Late payment charges do not apply to those portions (and only those portions) of unpaid balances that are associated with disputed amounts. Undisputed amounts on the same bill are subject to late payment charges if unpaid and carried forward to the next bill.
- c. Late payment charges do not apply to final accounts.
- d. Late payment charges do not apply to government agencies of the State of South Dakota. These agencies are required to make payment in accordance with the provisions of the State Finance Law.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.4 PAYMENT FOR SERVICE RENDERED (cont'd)

2.4.5 Customer Overpayments

Upon request, the Company will provide interest on customer overpayments that are not refunded within 30 days of the date the Company receives the overpayment. An overpayment is considered to have occurred when payment in excess of the correct charges for service is made because of erroneous Company billing. The customer will be issued reimbursement for the overpayment, plus interest, or, if agreed to by the customer, credit for the amount will be provided on the next regular Company bill. The rate of interest shall be the greater of the customer deposit interest rate or the Company's applicable Late Payment Charge.

Interest shall be paid from the date when overpayment was made, adjusted for any changes in the late payment rate, and compounded monthly, until the date when the overpayment is refunded. The date when overpayment is considered to have been made will be the date on which the customer's overpayment was originally recorded to the customer's account by the Company.

2.5 INSTALLATION SERVICE

The Company provides a Half-Day Installation Plan, which offers customers half-day appointments (i.e., morning/afternoon or a rolling interval) for connection of Commission regulated service involving a customer premise visit.

2.6 ACCESS TO CUSTOMER'S PREMISES

The customer shall be responsible for making arrangements or obtaining permission for safe and reasonable access for Company employees or agents of the Company to enter the premises of the customer or any joint user or customer of the customer at any reasonable hour for the purpose of inspecting, repairing, testing or removing any part of the Company's facilities.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.7 TELEPHONE SURCHARGES

2.7.1 General

In addition to the rates and charges applicable according to the rules and regulations of this Tariff, various surcharges apply to the customer's monthly bill statement as outlined in 2.7.2 and 2.7.3 below. If there are surcharge rates applicable to a particular city, village, town or county tax district or other jurisdictional taxing entity, the rate will be listed on Statement 1 which is at the end of this section.

2.7.2 Surcharge For State Gross Income and Gross Earnings Taxes

A monthly surcharge to recover the additional expense related to the State Gross Income and Gross Earnings Taxes applies to the recurring and nonrecurring rates and charges for all intrastate service except returned check charges, late payment charges and rates for local coin calls. The applicable Gross Revenue Surcharge rates are shown on Statement 2 which is at the end of this section. Any changes to these rates will be filed on 15 days' notice to customers and the Commission, and as directed by the Commission. Whenever the state levies a new tax on the Company's gross revenues, repeals such a tax, or changes the rate of such a tax, the Commission may approve new surcharge factors, and the Company will file a revised statement as directed or approved by the Commission.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.1 TELEPHONE SURCHARGES (cont'd)

2.1.3 Village or Municipal Surcharge On Local Utility Gross Revenue Taxes

In certain cities and villages a municipal surcharge related to the Local Utility Gross Revenue Taxes applies to the recurring and nonrecurring rates and charges for all intrastate service except returned check charges, late payment charges and rates for local coin calls. The percentage rate of the surcharge in each locality where such a surcharge applies is listed on Statement 3 which is at the end of this section.

The surcharge statement shall be filed at least fifteen business days before the effective date. The effective date of the statement shall not be prior to the effective date of the surcharge and no sooner than the date when the tax enactment is filed with the Secretary of State. The surcharge shall be applicable to bills subject to the tax enactment that are rendered on or after the effective date of the statement. If the tax enactment either ceases to be effective or is modified so as to reduce the tax rate, the surcharge will be changed accordingly within 5 business days.

Introduction, cancellation, or modification of a surcharge will be effective on the date of the customer's first bill rendered after the effective date of the change.

2.1.4 [RESERVED FOR FUTURE USE]

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

10 SUSPENSION OR TERMINATION OF SERVICE

191 Suspension or Termination for Nonpayment

In the event that any bill rendered or any deposit required is not paid, the Company may suspend service or terminate service until the bill or the required deposit has been paid. If service is suspended or terminated for nonpayment, the customer will be billed a Connection Charge as well as any payment due and any applicable deposits upon reconnection.

- A. Termination shall not be made until at least 20 days after written notification has been mailed to the billing address of the customer.
- B. Suspension will not be made until at least 8 days after written notification has been mailed to the customer and 20 days before the termination notice.

Telephone service shall only be suspended during the hours between 8:00 AM and 4:00 PM, Monday through Thursday. It shall not be suspended or terminated for nonpayment on weekends, public holidays, other federal and state holidays proclaimed by the President/CEO or the Governor, or on days when the main business office of the Company is not open for business, or during the periods from December 23rd through December 26th or December 30th through January 1st.

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111 John Street, Suite 1400
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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.0 SUSPENSION OR TERMINATION OF SERVICE (cont'd)

2.02 Exceptions to Suspension and Termination

Telephone service shall not be suspended or terminated for:

- a. Nonpayment of bills rendered for charges other than telephone service;
- b. Nonpayment for service for which a bill has not been rendered;
- c. Nonpayment for service which have not been rendered;
- d. Nonpayment of any billed charge which is in dispute or for the nonpayment of a deposit which is in dispute during the period before a determination of the dispute is made by the Company in accordance with Company's complaint handling procedures.

Telephone service may be suspended or terminated for nonpayment of the undisputed portion of a disputed bill if the customer does not pay the undisputed portion after being asked to do so.

- c. Nonpayment of backbilled amounts as outlined in 2.11.12.

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111 John Street, Suite 1400
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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

19 SUSPENSION OR TERMINATION OF SERVICE (cont'd)

19.1 Verification of Nonpayment

Telephone service shall not be suspended or terminated for nonpayment of a bill rendered unless:

- a. The Company has verified, in a manner approved by the Public Service Commission, that payment has not been received at any office of the Company or at any office of an authorized collection agent through the end of the period indicated in the notice, and
- b. The Company has checked the customer's account on the day that suspension or termination is to occur to determine whether payment has been posted to the customer's account as of the opening of business on that day.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.9 SUSPENSION OR TERMINATION OF SERVICE (cont'd)

2.9.4 Termination For Cause Other Than Nonpayment

a. General

The Company, after notice in writing to the customer and after having given the customer an appropriate opportunity to respond to such notice, may terminate service and sever the connection(s) from the customer's premises under the following conditions:

1. in the event of prohibited, unlawful or improper use of the facilities or service, or any other violation by the customer of the rules and regulations governing the facilities and service furnished, or
2. if, in the judgment of the Company, any use of the facilities or service by the customer may adversely affect the Company's personnel, plant, property or service. The Company shall have the right to take immediate action, including termination of the service and severing of the connection, without notice to the customer when injury or damage to telephone personnel, plant, property or service is occurring, or is likely to occur, or
3. in the event of unauthorized use, where the customer fails to take reasonable steps to prevent the unauthorized use of the facilities or service received from the Company, or
4. in the event that service is connected for a customer who is indebted to the Company for service or facilities previously furnished, that service may be terminated by the Company unless the customer satisfies the indebtedness within 20 days after written notification. See Section 2.11.7 regarding Deferred Payment Agreements.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.9 SUSPENSION OR TERMINATION OF SERVICE (cont'd)

2.9.4 Termination For Cause Other Than Nonpayment (cont'd)

b. Prohibited, Unlawful or Improper Use of the Facilities or Service

Prohibited, unlawful or improper use of the facilities or service includes, but is not limited to:

1. The use of facilities or service of the Company without payment of tariff charges;
2. Calling or permitting others to call another person or persons so frequently or at such times of the day or in such manner as to harass, frighten, abuse or torment such other person or persons;
3. The use of profane or obscene language;
4. The use of the service in such a manner such that it interferes with the service of other customers or prevents them from making or receiving calls;
5. The use of a mechanical dialing device or recorded announcement equipment to seize a customer's line, thereby interfering with the customer's use of the service;
6. Permitting fraudulent use.

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111 John Street, Suite 1400
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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.0 SUSPENSION OR TERMINATION OF SERVICE (cont'd)

2.04 Termination For Cause Other Than Nonpayment (cont'd)

c. Abandonment or Unauthorized Use of Facilities

- 1. If it is determined that facilities have been abandoned, or are being used by unauthorized persons, or that the customer has failed to take reasonable steps to prevent unauthorized use, the Company may terminate telephone service.**
- 2. In the event that telephone service is terminated for abandonment of facilities or unauthorized use and service is subsequently restored to the same customer at the same location:
 - a. No charge shall apply for the period during which service had been terminated, and**
 - b. Reconnection charges will apply when service is restored. However, no charge shall be made for reconnection if the service was terminated due to an error on the part of the Company.****

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111 John Street, Suite 1400
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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.9 SUSPENSION OR TERMINATION OF SERVICE (cont'd)

2.9.4 Termination For Cause Other Than Nonpayment (cont'd)

d. Change in the Company's Ability to Secure Access

Any change in the Company's ability (a) to secure and retain suitable facilities and rights for the construction and maintenance of the necessary circuits and equipment or (b) to secure and retain suitable space for its plant and facilities in the building where service is provided to the customer may require termination of a customer's service until such time as new arrangements can be made. No charges will be assessed the customer while service is terminated, and no connection charges will apply when the service is restored.

2.9.5 Emergency Termination of Service

The Company will immediately terminate the service of any customer, on request, when the customer has reasonable belief that the service is being used by an unauthorized person or persons. The Company may require that the request be submitted in writing as a follow-up to a request made by telephone.

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111 John Street, Suite 1400
New York, New York 10038

Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.10 ADDITIONAL PROVISIONS APPLICABLE TO BUSINESS CUSTOMERS

2.10.1 Application of Rates

- a. Business rates as described in Section 7 and shown in Attachment B apply to service furnished:
1. In office buildings, stores, factories and all other places of a business nature;
 2. In hotels, apartment houses, clubs and boarding and rooming houses except when service is within the customer's domestic establishment and no business listings are provided; colleges, hospitals and other institutions; and in churches except when service is provided to an individual of the clergy for personal use only and business service is already established for the church at the same location;
 3. At any location when the listing or public advertising indicates a business or a profession;
 4. At any location where the service includes an extension which is at a location where business rates apply unless the extension is restricted to incoming calls;
 5. At any location where the customer resells or shares exchange service;
- b. The use of business facilities and service is restricted to the customer, customers, agents and representatives of the customer, and joint users.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.10 ADDITIONAL PROVISIONS APPLICABLE TO BUSINESS CUSTOMERS (Cont'd)

2.10.1 Telephone Number Changes

When a business customer requests a telephone number change, the referral period for the disconnected number is 180 days.

The Company reserves all rights to the telephone numbers assigned to any customer. The customer may order a Customized Number where facilities permit for an additional charge as specified in Section 5.9 of this Tariff.

When service in an existing location is continued for a new customer, the existing telephone number may be retained by the new customer only if the former customer consents in writing, and if all charges against the account are paid or assumed by the new customer.

2.10.2 Dishonored Checks

If a business customer who has received a notice of discontinuance pays the bill with a check that is subsequently dishonored, the account remains unpaid and the Company is not required to issue any additional notice before disconnecting service.

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111 John Street, Suite 1400
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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2 11 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS

2 11 1 Application of Rates

Residential rates as described in Section 6 and shown in Attachment B apply to service furnished in private homes or apartments (including all parts of the customer's domestic establishment) for domestic use. Residential rates also apply to college fraternity or sorority houses, convents and monasteries, and to the clergy for domestic use in residential quarters.

Residential rates do not apply to service in residential locations if the listing indicates a business or profession. Residential rates do not apply to service furnished in residential locations if there is an extension line from the residential location to a business location unless the extension line is limited to incoming calls.

The use of residential service and facilities is restricted to the customer, members of the customer's domestic establishment, and joint users.

2 11 2 Telephone Number Changes

When a residential customer requests a telephone number change, the referral period for the disconnected number is 90 days.

The Company reserves all rights to any telephone number assigned to a customer for local service. The customer may order a Customized Number where facilities permit for an additional charge as specified in Section 5.9 of this Tariff.

When service in an existing location is continued for a new customer, the existing number may be retained by the new customer only if the former customer consents in writing, and if all charges against the account are paid or assumed by the new customer.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

211 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS
(cont'd)

211.3 Address and Toll Free Number of the Commission

South Dakota Public Utilities Commission
State Capitol Building
500 East Capital Avenue
Pierre, South Dakota 57501-5070
(800) 332-1782

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111 John Street, Suite 1400
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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.11 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS (cont'd)

2.11.3 (RESERVED FOR FUTURE USE)

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.11 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS

~~(cont'd)~~

2.11.1 (RESERVED FOR FUTURE USE)

2.11.1.1 Installment Billing For Nonrecurring Charges

A residential customer may elect to pay service connection and other nonrecurring charges associated with a service order in monthly installments for up to a 12 month period. When installment billing is requested, all nonrecurring charges associated with a given service order will be included in the calculation of the monthly installment.

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111 John Street, Suite 1400
New York, New York 10038

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.11 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS

2.11.4

2.11.4 Installment Billing For Nonrecurring Charges (cont'd)

Installment billing is subject to the following restrictions:

- a. Installment billing may be used only by residential customers;
- b. Charges will be billed in the number of installments of equal dollar amounts as requested by the customer up to a maximum of 12 installments over the course of 12 months;
- c. A customer may not pay a portion of the charges and then request installment billing for the remaining charges;
- d. More than one installment plan may be in effect for the same customer at the same time;
- e. If a customer disconnects service during the installment payment period, all unbilled charges will be included in the final bill rendered;
- f. A customer may elect to pay the unbilled charges before the expiration of the installment plan;
- g. Installment billing payments will continue even when an account is temporarily suspended;
- h. No interest or carrying charges will be applied to the outstanding balance during the installment period.

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111 John Street, Suite 1400
New York, New York 10038

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.11 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS

2.11.1 Adjusted Payment Schedule

A customer on a fixed income (e.g., pension and public assistance) shall be offered the opportunity to pay his or her bills on a reasonable schedule that is adjusted for periodic receipt of income.

2.11.2 Suspension or Termination for Nonpayment

- a. Suspension/termination notices may not be issued until at least 25 days after the date of the bill. Bills must be mailed to the customer no later than 6 business days after the date of the bill.
- b. After issuing the written notification in accordance with 2.9.1, at least one attempt shall be made during non-working hours to contact the residential customer by telephone before the scheduled date of suspension/termination.
- c. Suspension/termination may occur only between the hours of 8 a.m. and 4 p.m. Monday through Thursday, provided that such day or the following day is not a public holiday or a day on which the main office is closed. In addition, service may not be disconnected during the periods of December 23 through the 26 and December 30 through January 2.
- d. Telephone service may be suspended or terminated for nonpayment of the undisputed portion of a disputed bill if the customer does not pay the undisputed portion after being asked to do so. Suspended or terminated residential service shall be reconnected within 24 hours following payment or within 24 hours of the end of circumstances beyond the Company's control which delay the reconnection. The Commission may direct that service be reconnected in less than 24 hours.

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Zalmen Ashkenazi, Chief Executive Officer
 111 John Street, Suite 1400
 New York, New York 10038

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)**2.11 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS**
(cont'd)**2.11.7 Deferred Payment Agreements**

Service will not be suspended or terminated unless the customer has been advised that a deferred payment plan can be arranged. An existing residential customer with three or more months service and for whom service has not been terminated for nonpayment is eligible for Deferred Payment Arrangements (DPA). Final notice of suspension/termination will advise the customer of deferred payment arrangements and will include, in bold print, a notice that assistance in reaching an agreement may be obtained from the Commission. The DPA notice will be mailed no less than six days before termination of total service.

A Deferred Payment Agreement will be for a period agreed to by both the customer and the Company.

If the Company believes that the customer has the resources to pay the bill, it shall notify both the customer and the Commission in writing of the reasons for its belief. The Commission shall make the final determination as to whether a DPA should be provided. A customer with medical emergencies and a customer who is elderly, blind or disabled shall be exempt from such eligibility criteria.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.11 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS
(cont'd)

2.11.8 Dishonored Checks

When a check received from a residential customer is dishonored, the company shall make two attempts, one outside of normal business hours, to contact the customer within 24 hours. The customer shall be given an additional 24 hours to pay before suspension/termination. The additional notice will be given provided that the customer has not submitted a dishonored check within the past 12 months.

2.11.9 Suspension or Termination - Abandonment

Suspension/termination of residential service for abandonment or unauthorized use may occur only after the Company makes a reasonable attempt to determine occupancy or authorized use, or the customer takes reasonable steps to prevent unauthorized use. A notice must be sent to the customer five days before such suspension or termination. The notification requirement is waived when previous mailings are returned by the Post Office or the company is advised that a new customer has moved into the location.

2.11.10 Suspension or Termination - Medical Emergencies

In the event of a medical emergency, an additional 30 days will be allowed for a residential customer before suspension or termination. A medical certificate must be supplied. The medical emergency status may be extended beyond 30 days upon submission of specified documentation. During the emergency, the customer will be able to defer payment of monthly charges up to an amount specified by the Commission until the emergency ceases or it is determined that the customer has the ability to pay the charges. Charges in any month in excess of the amount specified are due by the due date of the bill.

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111 John Street, Suite 1400
New York, New York 10038

Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.11 ADDITIONAL PROVISIONS APPLICABLE TO RESIDENTIAL CUSTOMERS
(cont'd)

2.11.11 Suspension or Termination - Elderly, Blind or Disabled

An additional 20 days will be allowed before suspension or termination may occur when:

- a) the customer is known to or identified to the Company as being blind or disabled, or
- b) the customer is 62 years of age or older, and all other residents of the customer's household are: under 18 years of age, over 62 years of age, blind or disabled.

In cases where service has been suspended or terminated and the Company subsequently learns that the customer is entitled to the protection established herein, the Company shall within 24 hours of such notification restore service for an additional 20 days and make a diligent effort to contact in person an adult resident at the customer's premises for the purpose of devising a payment plan.

2.11.12 Backbilling for Residential Customers

The Company shall not charge a residential customer for previously unbilled service or adjust upward a bill previously rendered when the period for the unbilled service or billing adjustment is more than six months prior to the mailing of the bill or the upward adjustment unless the conduct of the customer caused or contributed to the failure of the Company to render timely accurate billing. Unless the customer causes the late billing, the Company shall explain the reason for the late billing and shall advise the customer that suspension/termination of service is not permitted for charges billed in excess of six months after the service was provided. The customer will be given the opportunity to pay the charges under an installment plan on a schedule equal in time to the length of the backbilling period.

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111 John Street, Suite 1400
New York, New York 10038

Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.12 ALLOWANCES FOR INTERRUPTIONS IN SERVICE

Interruptions in service, which are not due to the negligence of, or non-compliance with the provisions of this Tariff by the Customer, or the operation or malfunction of the facilities, power, or equipment provided by the Customer, will be credited to the Customer as set forth below for the part of the service that the interruption affects. A credit allowance will be made when an interruption occurs because of a failure of any component furnished by the Company under this Tariff.

2.12.1 Credit for Interruptions

- a. An interruption period begins when the Customer reports a service, facility, or circuit to be interrupted and releases it for testing and repair. An interruption period ends when the service, facility, or circuit is operative. If the Customer reports a service, facility, or circuit to be inoperative but declines to release it for testing and repair, it is considered to be impaired, but not interrupted.
- b. For calculating credit allowances, every month is considered to have 30 days. A credit allowance is applied on a pro rata basis against the rates specified hereunder and is dependent upon the length of the interruption. Only those facilities on the interrupted portion of the circuit will receive a credit.
- c. A credit allowance will be given, upon request of the customer to the business office, for interruptions of 30 minutes or more. Credit allowances will be calculated as follows:
 - i. if interruption continues for less than 24 hours:
 - a) 1/30th of the monthly rate if it is the first interruption in the same billing period.
 - b) 2/30ths of the monthly rate if there was a previous interruption of at least 24 hours in the same billing period.
 - ii. if interruption continues for more than 24 hours:
 - a) if caused by storm, fire, flood or other condition out of Company's control, 1/30th of the monthly rate for each 24 hours of interruption.

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111 John Street, Suite 1400
New York, New York 10038

Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.12 ALLOWANCES FOR INTERRUPTIONS IN SERVICE (cont'd)

2.12.1 Credit for Interruptions (cont'd)

c. (cont'd)

ii. (cont'd)

- b) for other interruption, 1/30 of the monthly rate for the first 24 hours and 2/30ths of such rate for each additional 24 hours (or fraction thereof); however, if service is interrupted for over 24 hours, more than once in the same billing period, the 2/30ths allowance applies to the first 24 hours of the second and subsequent interruptions

Two or more interruptions of 15 minutes or more during any one 24-hour period shall be considered as one interruption.

d. Credit to Customer

Credits attributable to any billing period for interruptions of service shall not exceed the total charges for that period for the service and facilities furnished by the Company rendered useless or substantially impaired.

e. "Interruption" Defined

For the purpose of applying this provision, the word "interruption" shall mean the inability to complete calls either incoming or outgoing or both due to equipment malfunction or human errors. "Interruption" does not include and no allowance shall be given for service difficulties such as slow dial tone, circuits busy or other network and/or switching capacity shortages. Nor shall the interruption allowance apply where service is interrupted by the negligence or willful act of the subscriber or where the Company, pursuant to the terms of the Tariff, suspends or terminates service because of nonpayment of bills due to the company, unlawful or improper use of the facilities or service, or any other reason covered by the Tariff. No allowance shall be made for interruptions due to electric power failure where, by the provisions of this Tariff, the subscriber is responsible for providing electric power. Allowance for interruptions of message rate service will not affect the subscriber's local call allowance during a given billing period.

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111 John Street, Suite 1400
New York, New York 10038

Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.12 ALLOWANCES FOR INTERRUPTIONS IN SERVICE (cont'd)

2.12.2 Limitations on Credit Allowances

No credit allowance will be made for:

- a) interruptions due to the negligence of, or non-compliance with the provisions of this Tariff, by any party other than the Company, including but not limited to the customer, authorized user, or other common carriers connected to, or providing service connected to, the service of the Company or to the Company's facilities;
- b) interruptions due to the failure or malfunction of non-Company equipment, including service connected to customer provided electric power;
- c) interruptions of service during any period in which the Company is not given full and free access to its facilities and equipment for the purpose of investigating and correcting interruptions;
- d) interruptions of service during any period when the customer has released service to the Company for maintenance purposes or for implementation of a customer order for a change in service arrangements;
- e) interruptions of service due to circumstances or causes beyond the control of the Company.

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111 John Street, Suite 1400

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.1) AUTOMATIC NUMBER IDENTIFICATION

2.1.1 Regulations

The Company will provide Automatic Number Identification (ANI) associated with an intrastate service, by tariff, to any entity (ANI recipient), only under the following terms and conditions:

- a) The ANI recipient or its designated billing agent may use or transmit ANI information to third parties for billing and collection, routing, screening, ensuring network performance, and completion of a telephone subscriber's call or transaction, or for performing a service directly related to the telephone subscriber's original call or transaction, or for performing a service directly related to the telephone subscriber's original call or transaction.
- b) The ANI recipient may offer to any telephone subscriber with whom the ANI recipient has an established customer relationship, a product or service that is directly related to products or service previously purchased by the telephone subscriber from the ANI recipient.
- c) The ANI recipient or its designated billing agent is prohibited from utilizing ANI information to establish marketing lists or to conduct outgoing marketing calls, except as permitted by the preceding paragraph, unless the ANI recipient obtains the prior written consent of the telephone subscriber permitting the use of ANI information for such purposes. The foregoing provisions notwithstanding, no ANI recipient or its designated billing agent may utilize ANI information if prohibited elsewhere by law.
- d) The ANI recipient or its designated billing agent is prohibited from reselling, or otherwise disclosing ANI information to any other third party for any use other than those listed in Provision 1, unless the ANI recipient obtains the prior written consent of the subscriber permitting such resale or disclosure.
- e) Violation of any of the foregoing terms and conditions by any ANI recipient other than a Telephone Corporation shall result, after a determination through the Commission's complaint process, in suspension of the transmission of ANI by the Telephone Corporation until such time as the Commission receives written confirmation from the ANI recipient that the violations have ceased or have been corrected. If the Commission determines that there have been three or more separate violations in a 24 month period, delivery of ANI to the offending party shall be terminated under terms and conditions determined by the Commission.

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111 John Street, Suite 1400
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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

2.13 AUTOMATIC NUMBER IDENTIFICATION (cont'd)

2.13.2 Terms and Conditions

Violation of any of the foregoing terms and conditions by a Telephone Corporation may result in Commission prosecution of penalty and enforcement proceedings.

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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

A TELEPHONE SURCHARGES

Gross Revenue Tax Surcharge:

The Gross Revenue Tax Surcharge rates will be charged according to current tax levels.

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111 John Street, Suite 1400
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Section 2 - GENERAL RULES AND REGULATIONS (cont'd)

A TELEPHONE SURCHARGES

Surcharge for State Gross Income and Gross Earnings Taxes

Local Utility Gross Revenue Taxes -- Billed according to current tax levels.

14 COMMISSION CONTACT

Customers may contact the Commission at:

South Dakota Public Utilities Commission
State Capital Building
500 East Capital Building
Pierre, SD 57501-5070
(800) 332-1782

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111 John Street, Suite 1400
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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

Section 3 - CONNECTION CHARGES

3.1 CONNECTION CHARGE

3.1.1 General

The Connection Charge is a nonrecurring charge which applies to the following: (a) the installation of a new service; (b) the transfer of an existing service to a different location; (c) a change from one class of service to another at the same or a different location; or (d) restoration of service after suspension or termination for nonpayment. Connection Charges are listed with each service to which they apply.

3.1.2 Exceptions to the Charge

- a. No charge applies for a change to a service for which a lower monthly rate applies, made within 90 days after any general rate increase, if a lower grade of service is offered in the customer's exchange.
- b. No charge applies for one change in the class of residence service, provided that the change is ordered within 90 days of the initial connection of the customer's exchange service.
- c. The Company may from time to time waive or reduce the charge as part of a promotion. See Section 5.2.

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Approved By:

Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

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Section 3 - CONNECTION CHARGES (cont'd)

3.1 RECONNECTION CHARGE

A reconnection charge applies each time a service is reconnected after suspension or termination for nonpayment but before cancellation of the service, as deemed in Section 1 of this Tariff.

	<u>Business</u>	<u>Residence</u>
<u>Minimum</u>	\$ 5.00	\$ 5.00
<u>Maximum</u>	\$ 40.00	\$40.00

3.2 MOVES, ADDS AND CHANGES

The Company alone may make changes in the location of its lines and equipment. When it is found that a move or change of such lines or equipment has been made by others, the Connection Charge for the underlying service will apply as if the work had been done by the Company.

The customer will be assessed a charge for any move, add or change of a Company service. Move, Add and Change are defined as follows:

- Move The disconnection of existing equipment at one location and reconnection of the same equipment at a new location in the same building or in a different building on the same premises.
- Add The addition of a vertical service to existing equipment and/or service at one location.
- Change Change - including rearrangement or reclassification - of existing service at the same location.

<u>Reconnection Charge per:</u>	<u>Move</u>	<u>Add</u>	<u>Change</u>
<u>Minimum</u>	\$ 5.00	\$ 5.00	\$ 5.00
<u>Maximum</u>	\$40.00	\$40.00	\$40.00

<u>Reconnection Charge per:</u>	<u>Move</u>	<u>Add</u>	<u>Change</u>
<u>Minimum</u>	\$ 5.00	\$ 5.00	\$ 5.00
<u>Maximum</u>	\$40.00	\$40.00	\$40.00

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Zalmen Ashkenazi, Chief Executive Officer
 111 John Street, Suite 1400
 New York, New York 10038

Section 3 - CONNECTION CHARGES (cont'd)

3.4 CHARGES ASSOCIATED WITH PREMISES VISIT

3.4.1 Terms and Conditions

The customer may request an estimate or a firm bid before ordering wire installation work to be done. When an estimate is provided, the estimate is not binding on the Company and the charge to be billed will be based on the actual time and materials charges incurred. When a firm bid is provided at customer request, the charge to be billed is the amount quoted to the customer for the work requested.

Inside Wire charges apply per service call when billable premises work is performed on noncomplex premises wire and jacks. Residence and Business charges may differ. Such charges are due and payable when billed.

Noncomplex wire, jacks and materials include:

- 2 to 6 pair inside wire
- Faceplates
- RJ11C, RJ14C, RJ11W and RJ14W type station jacks
- Staples, screws, nail, tape, connectors, etc.

3.4.2 Trouble Isolation Charge

When a visit to the customer's premises is necessary to isolate a problem reported to the Company but identified by the Company's technician as attributable to customer-provided equipment or inside wire, a separate charge applies in addition to all other charges for the visit.

	<u>Minimum</u>	<u>Maximum</u>
Per Premises Visit, Residence:	\$10.00	\$50.00
Per Premises Visit, Business:	\$10.00	\$50.00

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Zalmen Ashkenazi, Chief Executive Officer
 111 John Street, Suite 1400
 New York, New York 10038

Section 3 - CONNECTION CHARGES (cont'd)

1.3 PRIMARY INTEREXCHANGE CARRIER CHANGE CHARGE

The customer will incur a charge each time there is a change in the long distance carrier associated with the customer's line after the initial installation of service.

Minimum: \$ 0.00

Maximum: \$ 5.00

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111 John Street, Suite 1400
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111 John Street, Suite 1400
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Section 4 - LOCAL CALLING AREA PER MINUTE MILEAGE CHARGES (cont'd)**4.1 CALL CHARGES**

Rates are based on the duration of the call, time of day rate period of the call and the airline mileage between points of the call. In addition, where live or automated operator assistance is required for call completion or billing, a per call service applies.

Charges for all classes of calls may be to the calling station, to the called station when the called party agrees to accept the charges, to an authorized telephone number which is not the called station or the calling station (3rd number billing), or to an authorized calling card.

4.1.1 Usage Charges

Minimum:

Rates may be reduced selectively and in varying amounts, down to incremental cost, on one day's notice to customers and the South Dakota Public Utilities Commission.

Maximum:

Mileage	Peak		Off-Peak	
	First Minute	Each Additional Minute	First Minute	Each Additional Minute
0 - 8	\$0.15	\$0.15	\$0.15	\$0.15
9 - 13	0.15	0.15	0.15	0.15
over 13	0.15	0.15	0.15	0.15

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111 John Street, Suite 1400
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Section 4 - LOCAL CALLING AREA PER MINUTE MILEAGE CHARGES (cont'd)**4.1 CALL CHARGES (cont'd)****4.1.2 Per Call Service Charges**

The following service charges apply to calls for which live or automated operator assistance is provided for call completion and/or billing.

	<u>Minimum</u>	<u>Maximum</u>
Customer Dialed Calling Card	\$0.01	\$0.60
Person to Person	\$0.01	\$3.75
3rd Number Billed	\$0.01	\$1.60
All other Operator Assistance	\$0.01	\$3.50

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111 John Street, Suite 1400
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111 John Street, Suite 1400
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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES**5.1 CUSTOM CALLING SERVICE****5.1.1 General**

Subject to the availability of the service offerings of the Company's underlying carriers, the features in this section are made available on an individual basis or as part of multiple feature packages. All features are provided subject to availability; features may not be available with all classes of service. Transmission levels may not be sufficient in all cases.

5.1.2 Description of Features**a. Three Way Calling/Call Hold**

The Three Way Calling feature allows a customer to add a third party to an existing two-way call and form a 3-way call. The call must have been originated from outside the station group and terminate to a station within the station group. The Call Hold feature allows a customer to put any in-progress call on hold by flashing the switchhook and dialing a code. This frees the line to allow the customer to make an outgoing call to another number. Only one call per line can be on hold at a time. The third party cannot be added to the original call.

b. Call Forwarding

Call Forwarding, when activated, redirects attempted terminating calls to another customer-specific line. The customer may have to activate and deactivate the forwarding function and specify the desired terminating telephone number during each activation procedure. Call originating ability is not affected by Call Forwarding. The customer is provided with a non-dedicated 800 number ("personal 800 number") to receive domestic calls from any point within the continental U.S. for a monthly subscription fee of \$14.95 per 800 number. This monthly cost entitles the customer to twenty (20) minutes of use. The customer will be charged \$0.25 per minute for all use beyond twenty (20) minutes per month. The customer may have multiple personal 800 numbers per account. For each personal 800 number, the Company will provide to the customer an 800 number, a security code, and a Rerouting Code which allows the subscriber to use the Call Forwarding feature, with which the Customer can receive incoming domestic calls. The Company has the exclusive right to determine the terminating locations for personal 800 numbers. Personal 800 customers share access on the same 800 number based on PIN and, thus, may not retain use of the 800 number if service is terminated.

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)**5.1 CUSTOM CALLING SERVICE (cont'd)****5.1.2 Description of Features (cont'd)****b. Call Forwarding (cont'd)**

Call Forwarding - Variable allows the customer to choose to reroute incoming calls to another specified telephone number. The customer must activate and deactivate this feature.

c. Call Waiting/Cancel Call Waiting

Call Waiting provides a tone signal to indicate to a customer already engaged in a telephone call that a second caller is attempting to dial in. It will also permit the customer to place the first call on hold, answer the second call and then alternate between both callers. Cancel Call Waiting (CCW) allows a Call Waiting (CW) customer to disable CW for the duration of an outgoing telephone call. CCW is activated (i.e., CW is disabled) by dialing a special code prior to placing a call, and is automatically deactivated when the customer disconnects from the call.

d. Distinctive Ringing

This feature enables a user to determine the source of an incoming call from a distinctive ring. The user is provided with up to two additional telephone numbers.

e. Regular Multiline Hunting

This feature is a line hunting arrangement that provides sequential search of available numbers within a multiline group.

f. Speed Calling

This feature allows a user to dial selected numbers using one or two digits. Up to eight numbers (single digit, or thirty numbers with two digits) can be selected.

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.1 CUSTOM CALLING SERVICE (cont'd)

5.1.3 Rates and Charges

a. Monthly Rates

Maximum and minimum rates for services other than Call Forwarding are located in Section 6, Residential Network Switched Service, and Section 7, Business Network Switched Service.

b. Connection Charges

Connection charges may apply when a customer requests connection to one or more custom calling features. Orders requested for the same customer account made at the same time for the same premises will be considered one request. These charges may not apply if the features are ordered at the same time as other work for the same customer account at the same premises.

Minimum: \$00.00
 Maximum: \$20.00

c. Trial Period

The Company may elect to offer a free or reduced rate trial of any new custom calling feature(s) to prospective customers within 90 days of the establishment of the new feature. See 5.4, Service and Promotional Trials, below.

d. As set forth in Section 5.1.2(b) hereinabove, the customer will be entitled to twenty (20) minutes of call forwarding use as part of its monthly subscription fee of \$14.95. After using the twenty (20) minutes of airtime, the customer will be charged at a flat rate of \$0.25 per minute for all local forwarding calls, independent of distance, time or day.

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 111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.1 CUSTOM CALLING SERVICE (cont'd)

5.1.4 Discounted Rates

The discount rates (applied to the total monthly rates as specified for the individual Custom Calling Services) for features packages consisting of two, three, four, five or more features selected from Busy Call Forwarding, Busy Call Forwarding-Extended, Call Waiting, Call Forwarding, Delay Call Forwarding, Three-Way Calling, Speed Calling-8, Priority Ringing, Repeat Dialing, Select Call Forwarding, Call Return, and Call Screen:

	<u>Monthly Rate</u>	
	<u>Business</u>	<u>Residence</u>
- Any two features	38%	27%
- Any three features	45%	32%
- Any four features	49%	40%
- Any five or more features	54%	47%

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111 John Street, Suite 1400

New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.2 CLASS SERVICES

5.2.1 General

The features in this section are made available on an individual basis or as part of multiple feature packages. All features are provided subject to availability; features may not be available with all CLASS services. Transmission levels may not be sufficient in all cases.

5.2.2 Description of Features

a. Call ID

The Call ID feature allows a customer to see a caller's name and number previewed on a display screen before the call is answered allowing a customer to prioritize and or screen incoming calls. Call ID records the name, number, date and time of each incoming call - including calls that aren't answered by the customer. Call ID service requires the use of specialized CPE not provided by the company. It is the responsibility of the customer to provide the necessary CPE.

b. Automatic Redial

The Automatic Redial feature allows a customer to automatically redial the last number dialed. This is accomplished by the customer activating a code. The network periodically tests the busy/free status of the called line for up to 30 minutes until both lines are found free and then redials the call for the customer.

The Automatic Redial feature also allows customers, having reached a busy number, to dial a code before hanging up. Automatic Redial feature then continues to try the busy number for up to 30 minutes until it becomes free. Once the busy line is free the call is automatically redialed and the customer is notified of the connected call via a distinctive ring.

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111 John Street, Suite 1400
New York, New York 10038

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.2 CLASS SERVICES (cont'd)

5.2.2 Description of Features (cont'd)

b. Automatic Redial (cont'd)

The following types of calls cannot be Automatically Redialed:

- Calls to 800 Service numbers
- Calls to 900 Service numbers
- Calls preceded by an interexchange carrier access code
- International Direct Distance Dialed calls
- Calls to Directory Assistance
- Calls to 911

c. Automatic Recall

The Automatic Recall stores the number of the most recent incoming call (including unanswered incoming calls) to a customer's number. This allows a customer to dial back any missed or unanswered telephone calls.

d. Customer Originated Trace

Customer Originated Trace allows customers to key in a code that alerts the network to trace the last call received. The traced telephone number is automatically sent to the company for storage for a limited amount of time and is retrievable by legally constituted authorities upon proper request by them. By contacting the company the customer can use this application to combat nuisance calls.

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.2 CLASS SERVICES (cont'd)

5.2.3 Rates and Charges

a. Monthly Rates

Maximum and minimum rates for this service are located in Section 6, Residential Network Switched Service, and Section 7, Business Network Switched Service.

b. Connection Charges

Connection charges may apply when a customer requests connection to one or more features. Orders requested for the same customer account made at the same time for the same premises will be considered one request. These charges may not apply if the features are ordered at the same time as other work for the same customer account at the same premises.

Minimum: \$00.00

Maximum: \$20.00

c. Trial Period

The Company may elect to offer a free or reduced rate trial of any new CLASS feature(s) to prospective customers within 90 days of the establishment of the new feature. See 5.4, Service and Promotional Trials, below.

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.3 CENTREX SERVICE FEATURES**5.3.1 General**

The features in this section are made available on an individual basis or as part of multiple feature packages. All features are provided subject to availability; features may not be available with all classes of service. Transmission levels may not be sufficient in all cases.

5.3.2 Description of Features**a. Camp On**

This feature allows the switch to observe that a wanted line is busy, wait until it is free, then automatically and immediately connect the calling line that has been waiting.

b. Call Pickup

This feature allows a user to answer any call within an associated preset pickup group. If more than one line in the pickup group has an unanswered incoming call, the call to be answered is selected by the switching system. Call Pickup answers a call that has been directed to another station within the same preset Call Pickup group.

c. Call Transfer - All Calls

Call Transfer allows a station user to transfer an established call to another station. The station from which the call is transferred will be assessed any long distance charges incurred as a result of the transfer.

d. Directed Call Pickup with Barge-In

This feature answers calls directed to a specific line from any other telephone line in the user group.

e. Directed Call Pickup without Barge-In

This feature is identical to the Directed Call Pickup with Barge-In except, if the line being picked up has already been answered, the party dialing the pickup code is routed to reorder (i.e., fast busy) rather than permitted to barge in on the established connection and create a three-way call.

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.3 CENTREX SERVICE FEATURES (cont'd)

5.3.2 Description of Features (cont'd)

e. Circular Hunting

This feature (similar to regular hunting) is a line hunting arrangement that allows all lines in a multi-line hunt group (MLHG) to be tested for busy, regardless of the point of entry into the group. When a call is to a line in a MLHG, a regular hunt is performed starting at the station associated with the dialed number. It continues to the last station in the MLHG, then proceeds to the first station in the group and continues to hunt sequentially through the remaining lines in the group. Busy tone is returned if the original called station is reached without finding a station that is idle.

f. Series Completion

This feature is a form of hunting similar to the multiline hunt group hunting and the Call Forwarding Busy Line feature. It allows calls to be made to a busy directory number to be routed to another specified directory number. The series completion hunt begins with the originally dialed member of the series completion group, and searches for an idle directory number from the list of directory numbers.

g. Account Codes

This feature adds an account number (code) to an Automatic Message Accounting (AMA) and/or Message Detail Recording (MDR) record for assigning customer charges. The number of digits in a customer's account code group will be defined by the Company.

h. Terminal Group and Station Restriction

This feature defines a station's network access capability either individually within a Centrex group or for the group as a whole. It defines the Centrex group and what level of access a station will have: i.e., intragroup only, toll restriction, etc.

i. Uniform Call Distribution

This feature is a hunting arrangement that assigns incoming calls uniformly among the stations in the group.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.3 CENTREX SERVICE FEATURES (cont'd)

5.3.3 Rates and Charges

a. Monthly Rates

Maximum and minimum rates for this service are located in Section 6, Residential Network Switched Service, and Section 7, Business Network Switched Service.

b. Connection Charges

Connection charges may apply when a customer requests connection to one or more features. Orders requested for the same customer account made at the same time for the same premises will be considered one request. These charges may not apply if the features are ordered at the same time as other work for the same customer account at the same premises.

Minimum: \$00.00
Maximum: \$20.00

c. Trial Period

The Company may elect to offer a free or reduced rate trial of any new Centrex feature(s) to prospective customers within 90 days of the establishment of the new feature. See 5.4, Service and Promotional Trials, below.

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111 John Street, Suite 1400
New York, New York 10038

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.4 SERVICE AND PROMOTIONAL TRIALS

5.4.1 General

The Company may establish temporary promotional programs wherein it may waive or reduce nonrecurring or recurring charges, to introduce a present or potential customer to a service not previously subscribed to by the customer.

5.4.2 Regulations

- a. Appropriate notification of the Trial will be made to all eligible customers and to the Commission. Appropriate notification may include direct mail, bill inserts, broadcast or print media, direct contact or other comparable means of notification.
- b. During a Service Trial, the service(s) is provided automatically to all eligible customers, except those customers who choose not to participate. Customers will be offered the opportunity to decline the trial service both in advance and during the trial. A customer can request that the designated service be removed at any time during the trial and not be billed a recurring charge for the period that the feature was in place. At the end of the trial, customers that do not contact the Company to indicate they wish to retain the service will be disconnected from the service at no charge.

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111 John Street, Suite 1400

New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.4 SERVICE AND PROMOTIONAL TRIALS (cont'd)

5.4.2 Regulations (cont'd)

- c. During a Promotional Trial, the service is provided to all eligible customers who ask to participate. Customers will be notified in advance of the opportunity to receive the service in the trial for free. A customer can request that the service be removed at any time during the trial and not be billed a recurring charge for the period that the service was in place. At the end of the trial, customers that do not contact the Company will be disconnected from the service.
- d. Customers can subscribe to any service listed as part of a Promotional Trial and not be billed the normal Connection Charge. The offering of this trial period option is limited in that a service may be tried only once per customer, per premises.
- e. The Company retains the right to limit the size and scope of a Promotional Trial.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.5 BUSY VERIFICATION AND INTERRUPT SERVICE

5.5.1 General

Upon request of a calling party, the Company will verify a busy condition on a called line. An operator will determine if the line is clear or in use and report to the calling party. In addition, the operator will intercept an existing call on the called line if the calling party indicates an emergency and requests interruption.

5.5.2 Rate Application

- a. A Verification Charge will apply when:
1. The operator verifies that the line is busy with a call in progress, or
 2. The operator verifies that the line is available for incoming calls.
- b. Both a Verification Charge and an Interrupt Charge will apply when the operator verifies that a called number is busy with a call in progress and the customer requests interruption. The operator will interrupt the call advising the called party of the name of the calling party and the called party will determine whether to accept the interrupt call. Charges will apply whether or not the called party accepts the interruption.
- c. No charge will apply when the calling party advises that the call is from an official public emergency agency.

5.5.3 Rates

	<u>Minimum</u>	<u>Maximum</u>
Verification Charge, each request	\$ 0.01	\$5.00
Interrupt Charge, each request	\$ 0.01	\$5.00

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111 John Street, Suite 1400
New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.6 TRAP CIRCUIT SERVICE

5.6.1 General

Trap Circuit Service is designed to allow the customer to control the release of an incoming call so that in situations involving emergency or nuisance calls, calls may be held and traced.

5.6.2 Regulations

- a. This service is provided when there is a continuing requirement for the identification of the calling party in cases involving nuisance calls or emergency situations or other situations involving law enforcement or public safety.
- b. The customer shall be required to sign a written request for this service. By signing the request the customer shall release the Company from any liability, and the customer agrees to indemnify and hold the Company harmless from any liability it may incur in providing this service. The Company may require the recommendation of an appropriate law enforcement agency prior to providing this service. Any information obtained by the Company in the tracing of a call will be provided only to the law enforcement agency designated. The only exception to this will be emergency situations such as fire, serious illness or other similar situations, in which case the appropriate agency will be notified.
- c. The equipment required to provide this service cannot be operated in all central offices. The service is restricted to locations where facilities permit.
- d. The Company makes no guarantee concerning the tracing and identification of any call when the service is provided. The Company will furnish the service only on the express condition that no liability shall attach to it for any reason arising out of the provision of the service.

5.6.3 Rates

Per request,

Minimum:	\$ 0.01
Maximum:	\$ 5.00

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111 John Street, Suite 1400
New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.7 DIRECTORY ASSISTANCE SERVICE

5.7.1 General

A customer may obtain assistance, for a charge, in determining a telephone number by dialing Directory Assistance Service. A customer can also receive assistance by writing the Company with a list of names and addresses for which telephone numbers are desired.

5.7.2 Regulations

A Directory Assistance Charge applies for each telephone number, area code, and/or general information requested from the Directory Assistance operator except as follows:

- a. Calls from coin telephones, including COCOTS.
- b. Requests for telephone numbers of non-published service.
- c. Requests in which the Directory Assistance operator provides an incorrect number. The customer must inform the Company of the error in order to receive credit.
- d. Requests from individuals with certified visual or physical handicaps in which the handicap prevents the use of a local directory. Individuals must be certified in accordance with the terms outlined under "Handicapped Person" in Section 10 of this Tariff, up to a maximum of 50 requests per month.

5.7.3 Rates

Unless one of the exceptions listed above applies, the charges as shown below apply for each request made to the Directory Assistance operator:

Minimum: \$0.01

Maximum: \$2.00

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111 John Street, Suite 1400
New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.8 LOCAL OPERATOR SERVICE

Local calls may be completed or billed with the live or mechanical assistance by the Company's operator center. Calls may be billed collect to the called party, to an authorized 3rd party number, to the originating line, or to a valid authorized calling card. Local calls may be placed on a station to station basis or to a specified party (see Person to Person), or designated alternate. Usage charges for local operator assisted calls are those usage charges that would normally apply to the calling party's service. Where no local charge applies (flat rate service), the usage charge is \$0.00. In addition to usage charges, an operator assistance charge applies to each call:

	<u>Minimum</u>	<u>Maximum</u>
Local Operator Assistance, per call:	\$0.00	\$0.75

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.9 BLOCKING SERVICE

5.9.1 General

Blocking service is a feature that permits customers to restrict access from their telephone line to various discretionary services. The following blocking options are available to residential and business customers:

- a. 900, 700 Blocking - allows the subscriber to block all calls beginning with the 900 and 700 prefixes (i.e. 900-XXX-XXXX) from being placed.
- b. 900, 971, 974, 540, 550, 396, 970, 976, 910, 920 & 700 Blocking - allows the subscriber to block all calls beginning with the above prefixes from being placed.
- c. Third Number Billed and Collect Call Restriction - provides the subscriber with a method of denying all third number billed and collect calls to a specific telephone number provided the transmitting operator checks their validation data base.
- d. Toll Restriction (1+ and 0+ Blocking) - provides the subscriber with local dialing capabilities but blocks any customer-dialed call that has a long distance charge associated with it.

Toll Restriction will not block the following types of calls: 911 (Emergency), 1 + 800 (Toll Free), and operator assisted toll calls.

- e. Toll Restriction Plus - provides subscribers with Toll Restriction, as described in 1.d. of this Section, and blocking of 411 calls.
- f. Direct Inward Dialing Blocking (Third Party and Collect Call) - provides business customers who subscribe to DID service to have Third Party and Collect Call Blocking on the number ranges provided by the Company.

5.9.2 Regulations

- a. The Company will not be liable for any charge incurred when any long distance carrier or alternative operator service provider accepts third number billed or collect calls.
- b. Blocking Service is available where equipment and facilities permit.

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111 John Street, Suite 1400
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 SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.9 BLOCKING SERVICE, (cont'd)

5.9.3 Rates and Charges

a. Recurring and Nonrecurring Charges

The following rates and charges are in addition to all other applicable rates and charges for the facilities furnished.

	Nonrecurring Charge	
	<u>Minimum</u>	<u>Maximum</u>
900 and 700 Blocking		
- Residential	\$0.00	\$0.00
- Business (up to 200 lines)	\$0.00	\$10.00
900, 971, 974, and 700 Blocking		
- Residential	\$0.00	\$0.00
- Business (up to 200 lines)	\$0.00	\$10.00

The nonrecurring charge for initial request of one and two-line business customers is waived for 90 days from the customer's service establishment date.

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111 John Street, Suite 1400

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.9 BLOCKING SERVICE, (cont'd)

5.9.3 Rates and Charges (cont'd)

a. Recurring and Nonrecurring Charges (cont'd)

Third Number Billed and Collect Call Restriction	Monthly Charges	
	<u>Minimum</u>	<u>Maximum</u>
- Residential	\$0.00	\$2.00
- Business (up to 200 lines)	\$0.00	\$2.00
Toll Restriction		
- Residential	\$0.01	\$5.00
- Business (up to 200 lines)	\$0.01	\$5.00
Toll Restriction Plus		
- Residential	\$0.01	\$5.00
- Business (up to 200 lines)	\$0.01	\$5.00
Direct Inward Dialing Blocking (Third Party and Collect Call)		
- Initial Activation	\$0.01	\$50.00
- Subsequent Activation (per line)	\$0.01	\$10.00

- b. Pricing for Blocking Service for a business customer with more than 200 lines will be based on the costs incurred by Company to provide the service.
- c. Connection charges apply as specified in Section 7 of this tariff.

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.10 CUSTOMIZED NUMBER SERVICE

5.10.1 General

- a. Customized Number Service allows a customer to order a specified telephone number rather than the next available number.
- b. Customized Number Service is furnished subject to the availability of facilities and requested telephone numbers.
- c. The Company will not be responsible for the manner in which Customized Numbers are used for marketing purposes by the customer.
- d. When a new customer assumes an existing service which includes Customized Number Service, the new customer may keep the Customized Number, at the tariffed rate, with the written consent of the Company and the former customer.
- e. The Company reserves and retains the right:
 1. To reject any request for specialized telephone numbers and to refuse requests for specialized telephone numbers;
 2. Of custody and administration of all telephone numbers, and to prohibit the assignment of the use of a telephone number by or from any customer to another, except as otherwise provided in this Tariff;
 3. To assign or withdraw and reassign telephone numbers in any exchange area as it deems necessary or appropriate in the conduct of its business.
 4. The limitation of liability provisions of this tariff in Section 2.1.1 are applicable to Customized Number Service.

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111 John Street, Suite 1400

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.10 CUSTOMIZED NUMBER SERVICE (cont'd)

5.10.2 Conditions

- a. Charges for Customized Number Service apply when a customer:
 - 1. Requests a telephone number other than the next available number from the assignment control list, and such requested number is placed into service within six months of the date of the request.
 - 2. Requests a number change from the customer's present number to a Customized Number.
- b. The Company shall not be liable to any customer for direct, indirect or consequential damages caused by a failure of service, change of number, or assignment of a requested number to another customer whether prior to or after the establishment of service. In no case shall the Company be liable to any person, firm or corporation for an amount greater than such person, firm or corporation has actually paid to the Company for Customized Number Service.

5.10.3 Rates

	<u>Minimum</u>	<u>Maximum</u>
Set-up Charges		
Residential Customer	\$0.00	\$50.00
Business Customer	\$0.00	\$100.00

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.11 CUSTOMER REQUESTED SERVICE SUSPENSIONS

5.11.1 At the request of the customer the Company will suspend incoming and outgoing service on the customer's access line for a period of time not to exceed one year. The equipment is left in place and directory listings are continued during the suspension period without change. At the customer's request the Company will provide the customer with an intercept recording referring callers to another number.

5.11.2 The company will assess a lower monthly rate for Customer Requested Service Suspension as noted below. However, any mileage charges, monthly cable charges or monthly construction charges are still due, without reduction during the period of suspension.

<u>Period of Suspension</u>	<u>Charge</u>
- First Month or Partial Month	Regular Monthly Rate (no reduction)
- Each Additional Month (up to the one year limit)	½ Regular Monthly Rate

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)**5.12 TELECONFERENCING SERVICE**

- 5.12.1 Teleconferencing Service allows the Customer to establish a teleconference by a Vitcom Corporation operator on a dial-out or dial-in basis between multiple voice stations. The Teleconference Service provides a customized call reservation and call set-up process that may include directory speed dialing and, when requested by the conference originator, progress reports which provide information regarding the current status of the call.
- 5.12.2 Vitcom Corporation actively monitors Teleconference Service to ensure a high level of service quality and reliability. Upon request, and subject to availability, the operator will provide off-call monitoring. The off-call monitoring feature allows the operator to monitor the status of the call connections via a display of the conference ports used on that call. The operator is not a party to the call with off-call monitoring. With off-call monitoring, the operator is able to identify and reconnect dropped conferences.
- 5.12.3 A Teleconference may be ordered on a demand or on a reserved basis. Pre-notification to conferees of a Teleconference is also available.
- 5.12.4 All charges incurred for Vitcom Corporation's Teleconference Service will be billed to the conference originator. Customers will be charged for each minute of port use incurred during the actual conference call and billed for such usage at the rate of \$0.25 per minute after the first twenty (20) minutes of usage for all the ports combined per month. There may be up to six (6) ports in use for each conference call. To determine the port minutes of use, multiply each port used by the number of minutes it was in use. A fractional minute of use for the port is rounded to the next highest whole minute. All conference announcements are designed for call establishment and completion and will only pertain to the conference call in question. Also, the bridge and associated features are furnished subject to the availability of components.

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5.12 TELECONFERENCING SERVICE (cont'd)

5.12.5 The Customer will be entitled to twenty (20) minutes of Teleconference Service use as part of its monthly subscription fee of \$14.95. After using the twenty (20) minutes of airtime, the Customer originating the Teleconference will be charged at a flat rate of \$0.25 per minute for all interlata calls, independent of distance, time or day. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full minute. Rates are per minute. Rates for Origination may be billed as sent-paid or to a Calling Card, Debit Card or Credit Card. Rates for Termination may be billed to a Calling Card, Debit Card or Credit Card or pursuant to a preexisting agreement between the Company and the Customer.

5.13 TOLL FREE NUMBER SERVICE

Toll Free Number Service customers will be charged a one-time fee of \$500.00 for each unique toll free number obtained from the Company. A monthly charge of \$25.00 will also apply.

5.14 DIGITAL SUBSCRIBER LINE SERVICE

The Company provides data transport between End Users and its customers using a variety of digital transmission technologies, over the Company's own facilities and/or facilities of other carriers.

Depending on distance from the Company's facilities, services may not be available to all customers. Special construction charges may apply in each case. Company's Digital Subscriber Line Services are data services only and will not be accompanied by 411, 911, or other voice services. Other services may be provided by the Company on an Individual Case Basis, depending on such factors as length of loops involved, quality loops and other factors.

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.15 LOCAL SWITCHING SERVICE

Local Switching provides for the use of end office switching equipment. Included in Local Switching Are:

Common Switching, which provides the local end office switching functions and optional features.

Transport Termination which provides for the trunk side arrangements which terminate the Local transport Facilities. The number of Transport Terminations provided, will be determined by the Company.

Where end offices are appropriately equipped, international dialing may be provided. International dialing provides the capability of switching international calls with service prefix and address codes having more digits than are capable of being switched through a standard equipped end office.

5.15.1 Local Switching Rate

Per Access Minute	\$ 0.0150
Call Set Up, per call	\$ 0.0286

5.15.2 Common Switching Nonchargeable Optional Features

Automatic Number Identification (available with FGB and FGD)
Per transmission Path Group

Up to seven Digit Outpulsing of Access Digits to Customer (available to FGB)
Per transmission Path Group

Service Class Routing (available with FGD)
Per transmission Path Group

Alternate Traffic Routing (available with FGD)
Per transmission Path Group

International Carrier Option (available with FGD)
Per End Office and Access Tandem

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111 John Street, Suite 1400

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.15 LOCAL SWITCHING SERVICE (cont'd)

5.15.3 Common Switching Chargeable Option Feature

	<u>Rate</u>
Automatic Number Identification	
SS7 Charge Number	
Per Attempt	\$0.0050

5.15.4 Trunk Side Transport Termination Nonchargeable Options

Standard Trunk for Originating, Terminating or Two-way Operation
(available with FGB and FGD)

Rotary Dial Station Signaling Trunk (available with FGB)

Operator Trunk, Full Feature Arrangement (available with FGD)

Operator Trunk, Assist Feature (available with FGD)

5.15.5 SS7 Signaling Option

Calling Party Number (available with FGD)

Charge Number (available with FGD)

Carrier Selection Parameter (available with FGD)

Access Transport Parameter (available with FGD)

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111 John Street, Suite 1400
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5.16 LOCAL TRANSPORT SERVICE

The Local transport rate category provides the transmission facilities between the Customer premises and the end office switch(es) where the Customer traffic is switched to originate or terminate its communications.

Local Transport is a two-way voice frequency transmission path composed of facilities determined by the company. The two-way voice frequency path permits the transport of calls in the originating direction (from the End User end office switch to the Customer's premises) and in the terminating direction (from the Customer premises to the end office switch), but not simultaneously. The voice frequency transmission path may be comprised of any form or configuration of plant capable of and typically used in the telecommunications industry for the transmission of voice and associated telephone signals within frequency bandwidth of approximately 300 to 3000 Hz.

The Company will work cooperatively with the Customer in determining (1) whether the service is to be directly routed to an end office switch, and (2) the directionality of service.

(1) Transmission paths

The Number of Transport transmission paths provided is based on the Customer's order and is determined by the Company.

(2) Interconnection

Interconnection of non-company switched access transport facilities is available between an end office and a Customer point of presence where such facilities are provided.

5.16.1 Rates

Per Access Minute:	\$0.01428
Installation:	
Per Feature Group B	\$175.00
Per Feature Group D	\$130.00

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§ 17 NUMBER PORTABILITY SERVICE

5.17.1 General

Number Portability allows an End User who switches from the Company's service to that of another certified local exchange carrier to retain the use of their existing Company assigned telephone number, provided the Customer remains at the same location.

Number Portability utilizes a telephone number and electronic switching facilities to automatically forward all incoming calls to the Company assigned telephone number to the terminating telephone number assigned by another certified local exchange carrier.

All other access, rates and charges for all services ordered by the Customer, as set forth in other sections of this Tariff and the Company's local and federal access tariffs, continue to apply.

5.17.2 Regulations

- (a) Number Portability is offered where facilities permit.
- (b) The Customer is required to provide sufficient terminating facilities and service at the terminating end of a forwarded call to adequately handle all traffic to that location and is solely responsible to ensure that its facilities, equipment, and services do not interfere with or impair any facility, equipment, or service of the Company, or any of its end users.
- (c) End to end transmission characteristics may vary depending on the distance and routing necessary to complete calls over facilities and the fact that another carrier is involved in the provisioning of service.

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5.18 PRIVATE BRANCH EXCHANGE TRUNK LINE SERVICE

Flat rate and measured rate PBX trunk lines are provided from the Utility central office in connection with Business and Residence Manual PBX Service and Dial PBX service.

Trunk line service is furnished with customer-provided multiline terminating systems for similar purposes and connected to such service under the provisions of said schedule.

5.18.1 Regulations

(a). PBX Trunk Lines

Rates apply to flat rate trunk lines and measured rate trunk lines furnished in connection with business and residence manual and Dial PBX service, and to such trunk line service furnished with customer-provided multiline terminating systems used for similar purposes and connected to such service.

(b). Verification and/or Interruption of Busy Line Condition

Verification of a busy line condition and/or interruption of a conversation in progress at the calling party's request will be provided.

(c). Two measured rate PBX Trunk Line service types are available: Assured PBX Trunk Line service and Basic PBX Trunk Line service.

- (i) Assured PBX Trunk Line service transmission loss will not exceed 5.5 db as referenced to 0.0 dBm signal source (1 milliwatt at 1000 Hertz and 900 ohms impedance).
- (ii) Basic PBX Trunk Line service transmission loss will not exceed 8.0 db as referenced to 0.0 dBm signal source (1 milliwatt at 1000 Hertz and 900 ohms impedance).

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

§ 18 PRIVATE BRANCH EXCHANGE TRUNK LINE SERVICE (cont'd)

§ 18.1 Regulations (cont'd)

- (d) Measurement of Local Message Usage. A unit in connection with measured rate service is a measurement of local message usage. The length of conversation to which the unit applies is determined by the time of day and day of the week.

§ 19 PREMIUM EXCHANGE SERVICES

§ 19.1 General

- (a) Message Usage

The rate for each minute of use applies to trunk line service.

- (b) Foreign Prefix Service

Where facilities and operating conditions permit, a prefix furnished within an exchange or district area from a central office other than the normal serving central office, as designated by the Utility, will be furnished subject to mileage charges.

- (c) Territory

Carrier concurs with the exchanges as listed in the Schedules of the Local Exchange Carriers.

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

§ 19 PREMIUM EXCHANGE SERVICE (cont'd)

§ 19.2 Integrated Service Digital Network

Integrated Service Digital Network - ISDN-BRI is a local telecommunications service that provides an integrated voice/data communications capability for the transmission of circuit switched voice, circuit switched data and packet switched data on an incoming and outgoing basis. The B channels are used for voice or circuit switched data up to 64 Kbps. The D channel is used to carry signaling information for the B channels plus packet switched data. The service is available from specially equipped digital switching equipment located in the Utility's central offices.

Circuit Switched Voice provides the ability to originate and receive switched voice calls over a 64 Kbps channel.

Circuit Switched Data provides the ability to originate and receive circuit switched data calls over a 64 Kbps channel. Data line speeds up to 64 Kbps are permitted.

ISDN-BRI provides a Business or Residence customer with the ability to integrate current voice and data channel services utilizing Individual Line Measured Rate Business Service or Individual Line Measured/Flat Rate Residence Service.

(a) Regulations

- (i) ISDN-BRI will only be provided where central office facilities and operating conditions permit.
- (ii) ISDN-BRI is furnished to customers at the rates and charges as shown in Schedule H, which are in addition to other rates and charges for Individual Line Measured Rate Business service or Individual Line Measured Rate Residence Service.
- (iii) Rates and Charges for other optional features are in addition to those for ISDN-BRI service and are provided only where facilities and operating conditions permit.

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

§ 19 PREMIUM EXCHANGE SERVICE (cont'd)

§ 19.1 Integrated Service Digital Network (cont'd)

(b) ISDN-BRI Basic Service

Provides two B channels, each of which can support Circuit Switched Voice and/or Circuit Switched Data and one D channel which is used for signaling and/or Packet Switched Data.

ISDN or Home ISDN customer may select any combination of features included in the ISDN-BRI Basic Service. The central office features provided are as follows:

(1) Voice Features

Provides a Primary Directory Number for each B channel voice service.

Multiple Directory Numbers

Allows multiple call appearances of Primary, Secondary and/or Shared Directory Numbers to be assigned to stations equipped with compatible premises equipment.

Call Information Display

Displays call related information about any call appearance that has an active call associated with it. The information that can be displayed includes called or calling directory number within the ISDN-BRI system, incoming call identifier call type, call progress information and call forwarding information. This information is limited to being within the serving central office switch and between B1 and B2 channels.

Time and Date Display

Displays time and date in those offices that are suitably equipped.

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.00 PRIARY DIRECTORY SERVICE (cont'd)

5.10 Integrated Service Digital Network (cont'd)

Data Features

Primary Directory Numbers

Provides a Primary Directory Number for each B channel with circuit switched data service. Multiple Directory Number call appearance is not allowed with data service.

Call Information Display

Displays call related information about any call appearance that has an active call associated with it. The data that can be displayed includes called or calling directory number within the ISDN-BRI system, incoming call identifier call type, call progress information and call forwarding information. This information is limited to being within the same serving central office switch and between B1 and B2 channels.

5.20 ISDN-BRI Optional Packet Data Device

(i) Packet Data Features

D-Channel Packet Access

Provides access to the Basic D-channel that supports X.25 data up to 16 Kbps

D Channel Packet Device

Allows a packet device to be attached to the D channel. Additional D channel packet devices are available at the rates and charges as set forth in Schedule H.

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111 John Street, Suite 1400
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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.19 ISDN-BRI EXCHANGE SERVICE (cont'd)

5.19.1 Integrated Service Digital Network (cont'd)

- Logical Channels

Allows a ISDN-BRI subscriber to specify up to 4 logical channels for packet services, additional logical channels are available at the rates and charges as set forth in Schedule H.

- Fast Select Initiate/Accept

Allows a sending data terminal to forward up to 128 bytes of data along with call setup and clearing packets. Fast Select acceptance allows the switch to transmit incoming call packets with the fast select facility to a destination terminal that has this feature.

- Flow Control Parameter Negotiation

Allows negotiation on a per call basis of the flow control parameters. This consists of automatically negotiating the maximum packet size and window size for each direction of data transmission.

(d) ISDN-BRI Individual Optional Features

Additional B Channel Circuit Switched Primary Directory Numbers (Passive Bus - B-Channel Contention)

Allows multiple Primary Directory Numbers on a single Basic Rate Interface (BRI) where central office facilities and operating conditions permit. A maximum of eight (8) physical Primary Directory Numbers are allowed on a BRI. Installed Primary Directory Numbers will contend for the use of the B channels. Under these conditions, the customers assume responsibility for any blocked calls. The Utility will input a set of unique parameters for each logical or physical customer premises equipment that will utilize the channel.

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Zalmen Ashkenazi, Chief Executive Officer
 111 John Street, Suite 1400
 New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)**5.10 PREMIUM EXCHANGE SERVICE (cont'd)****5.10.1 Integrated Service Digital Network (cont'd)****(a) ISDN Individual Optional Features****(i) Secondary Directory Number**

Allows a unique number other than the primary directory number to be assigned to the station equipped with compatible premises equipment.

(ii) Hold, Consultation Hold, Three Way Conference, and Call Transfer

Allows the station user to place an existing call on hold, access another call appearance and establish a second call. When this second connection is made, the station user can privately confer with the third party (Consultation Hold). The held party can then be joined to create a Three Way Conference. Finally, the station user can disconnect from the call, connecting the original call to the third party (Call Transfer). The Call Transfer can connect two parties that are outside the ISDN system. The ISDN customer will be billed the applicable local, ZUM and toll message charges for the transferred call.

(iii) Packets - Additional Logical Channels

Provides additional logical channels for B or D channel packet devices. D channel packet terminals may be equipped with Additional Logical Channels, specifying a quantity between five (5) and fifteen (15) (the first four (4) logical channels are included with each D channel packet device associated with the ISDN-BRI Optional Packet Data Device). B channel packet terminals may be equipped with Additional Logical Channels, specifying the quantity between (16) and one hundred (100) (the first fifteen are included with the B Channel Packet Service). To change the quantity of Additional Logical Channels, the Miscellaneous Change Charge as set forth in Schedule F is applicable.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.19 PREMIUM EXCHANGE SERVICE (cont'd)

5.19.2 Integrated Service Digital Network (cont'd)

(iv) B Channel Packet Service

Permits the assignment of a dedicated B channel for the exclusive use of transporting packet data. One or both B channels of a ISDN line can be assigned to this service. Once assigned, a B channel cannot be used for any other service unless changed at the Rates and Charges as set forth in Schedule H.

(v) Packet - Permanent Virtual Circuit

Allows packet switching to be implemented over a dedicated logical channel without needing call set-up or clearing both ends of the ISDN. Permanent Virtual Circuit must reside within the same serving central office. This feature is established by the customer service order.

(vi) Packet Hunting

Allows the customer to define a group of numbers that belong to a hunt group. When an incoming call is destined for a busy terminal in the group, the call will be directed to an idle terminal in the same hunt group.

(vii) Shared Call Appearances

Allows call appearances of a Primary or Secondary Directory Number from another station on the same ISDN-BRI Business ISDN line to be assigned to stations equipped with compatible premises equipment. A Shared Directory Number is only available between B1 and B2 channels on the same line in those offices that are suitably equipped.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)**§ 20 LOCAL EXCHANGE SERVICE****§ 20.1 Integrated Services Digital Network (ISDN)**

- (a) Primary Rate Interface (PRI) Service: PRI provides the capability to:
1. Transport customer information in the form of circuit-switched voice or data up to 64 kbps over any B channel.
 2. Allow B channels to be allocated for specific services, such as Direct Inward Dialing (DID), Direct Outward Dialing (DOD), and Toll Free Service, or optionally configure channels to access multiple services on a per-call basis. All of the preceding services may be accessed on a Call-by-Call Service Selection basis.
 3. Allow the user to have access to the directory number of the calling party.
- (b) Conditions: This service is offered subject to the following conditions:
1. PRI is only available from serving central offices equipped with the necessary facilities to provide PRI service. Feature availability and service capabilities are dependent on the facilities and digital technology providing the service.
 2. ISDN compatible terminal equipment is required for operation. It is the customer's responsibility to power and obtain such equipment.
 3. PRI service does not preclude customer from originating or receiving circuit-switched voice calls from inside or outside either their serving central office or their Local Calling Area. Where facilities are available, customers will be able to originate and receive circuit-switched data calls outside of their serving central office.

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)**5.20 LOCAL EXCHANGE SERVICE (cont'd)****5.20.1 Integrated Services Digital Network (ISDN) (cont'd)**

4. This tariff does not provide for the transmission of packet data on the B or D channels.
 5. Existing rates apply to circuit-switched voice calls.
 6. Circuit-switched data calls will be billed on a local usage-sensitive basis as specified in this tariff.
 7. All PRI Arrangement configurations must have at least one 23B plus D PRI Arrangement for signaling and control functions. A 23B plus Back-up D PRI Arrangement is required whenever more than 47 B Channels are controlled by a single D channel.
 8. When more than one service is accessed over the same PRI arrangement, Call-by-Call Service may be required.
 9. Each PRI is equipped with one telephone number. Additional DID numbers may be ordered in blocks of 20.
- (c) The following optional features are available with PRI:
1. Back-up D Channel: Automatically takes over for a failed D channel in case of trouble. This is purchased as part of a 23B plus Backup D PRI Arrangement.

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.20 LOCAL EXCHANGE SERVICE (cont'd)

5.20.1 Integrated Services Digital Network (ISDN) (cont'd)

2. Call-by-Call Service Selection: Provides an option to the Dedicated B Channel Configuration allowing B channels to be configured to access multiple services on a per-call basis. With this optional feature, separate facilities are not needed for individual services such as DID, DOD, toll free service, and dial tone lines. The customer premises equipment signals the local serving central office as to what type of service to access for each call.

(d) Application of Rates:

1. Dial tone line functionality and calling line identification are included in the PRI Service rates and charges.
2. When DID numbers are ordered, a DID capability PRI charge applies for the each B channel dedicated for DID service or DID simulated facility group member over which the DID numbers are transmitted.
3. Customers accessing Vitcom Corporation Local Calling Service, or Toll Free Service via PRI are also subject to the rates and charges shown in those tariffs.
4. Hunting Service is included in the PRI rates.

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SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)5.20 LOCAL EXCHANGE SERVICE (cont'd)5.201 Integrated Services Digital Network (ISDN) (cont'd)

(e) Payment Options:

A PRI customer may select a 1 year, 3 year, or 5 year contract. All PRI services and features at a given premise must be subscribed to the same payment option.

(f) PRI Rates:

1. Non-Recurring Charges (NRC):

ISDN PRI Installation (Includes DS1)	\$500.00
Call by Call Service, per PRI	\$ 90.00
ISDN PRI Moves, Adds, and Changes	\$100.00
Change in D Channel Configuration	\$250.00

2. Monthly Recurring Charges (MRC):

ISDN PRI - 1 Year Term	\$450.00
ISDN PRI - 3 Year Term	\$430.00
ISDN PRI - 5 Year Term	\$410.00
Call by Call Service, per PRI (optional)	\$125.00
DID Capability on PRI, per B Channel	\$ 16.00
DID Numbers, per block of 20	\$ 5.00

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111 John Street, Suite 1400
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 SECTION 5 - SUPPLEMENTAL SERVICES (cont'd)

5.20 LOCAL EXCHANGE SERVICE (cont'd)

5.20.1 Integrated Services Digital Network (ISDN) (cont'd)

3. Options, MRC:

"D" Channel Backup – 1 Year Term	\$450.00
"D" Channel Backup – 3 Year Term	\$430.00
"D" Channel Backup – 5 Year Term	\$410.00

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES

6.1 GENERAL

Residential Network Switched Service provides a residential customer with a connection to the Company's switching network which enables the customer to:

- a) place and receive calls from other stations on the public switched telephone network;
- b) access the Company's local calling service;
- c) access the Company's operators and business office for service related assistance; access toll-free telecommunications services such as 800 NPA; and access 911 service for emergency calling; and
- d) access the service of providers of interexchange service. A customer may presubscribe to such provider's service to originate calls on a direct dialed basis or to receive 800 service from such provider, or may access a provider on an ad hoc basis by dialing the provider's Carrier Identification Code (10XXX).

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111 John Street, Suite 1400
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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICE OPTIONS

6.2 SERVICE DESCRIPTIONS AND RATES

The following Residential Network Switched Service Options are offered:

- Residential Flat Rate Service
- Residential Message Rate Service
- Key Residential Line Service

All Residential Network Switched Service may be connected to customer provided terminal equipment such as station sets or facsimile machines. Service may be arranged for two-way calling, inward calling only or outward calling only.

Subject to the service offerings of the Company's underlying carriers, the following Calling Service features are offered to Residential Network Switched Service Subscribers:

- Three Way Calling
- Call Forward Busy
- Call Forward Don't Answer
- Call Forward Variable
- Call Hold
- Call Waiting
- Cancel Call Waiting
- Distinctive Ringing
- Regular Multiline Hunting
- Speed Calling

Subject to the service offerings of the Company's underlying carriers, the following CALL features are offered to Residential Network Switched Service Subscribers:

- Call ID
- Automatic Redial
- Automatic Call Back
- Automatic Recall
- Customer Originated Trace

Charges for Residential Network Switched Service include a non-recurring service connection charge and a monthly recurring charge for each line. Monthly recurring charges apply to optional service features. Message charges apply to Message Rated Service, in addition to other rate elements described above.

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.1 Flat Rate Service

a. Description

Flat Rate Service provides the customer with a single, analog, voice-grade telephonic communications channel that can be used to place or receive one call at a time. Service to points within the local calling area is included in the charge for Flat Rate Service. Local calling areas are as specified in Section 10.

Each Flat Rate Service line corresponds to a single, analog, voice-grade channel that can be used to place or receive one call at a time. Flat Rate Service lines are provided for connection to a single, customer-provided station set or facsimile machine.

Each Flat Rate Service Line has the following characteristics:

Terminal Interface:	2-wire
Signaling Type:	Loop Start
Pulse Type:	Dual Tone Multi-Frequency (DTMF)
Directionality:	Two-way, In-Only, or Out-Only, as specified by the customer.

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.1 Flat Rate Service (cont'd)

b. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$0.00	\$50.00
Monthly Recurring Charges:		
- Each Service Line	\$0.00	\$44.95
- Voice Mail Option, per line	\$0.00	\$15.00
Custom Calling Features (per line, per month)		
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00
CLASS Features (per line, per month)		
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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111 John Street, Suite 1400
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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.2 Message Rate Service

Message Rate Service provides the customer with a single, analog, voice-grade telephonic communications channel that can be used to place or receive one call at a time. Calls to points within the local exchange area are charged on the basis of the number of completed calls during the billing period. Local calling areas are as specified in Section 10.

a. Description

Each Message Rate Service Line corresponds to a single, analog, voice-grade channel that can be used to place or receive one call at a time. Message Rate Service lines are provided for connection to a single, customer-provided station set or facsimile machine.

Each Measured Rate Port has the following characteristics:

Terminal Interface:	2-wire
Signaling Type:	Loop Start
Pulse Type:	Dual Tone Multi-Frequency (DTMF)
Directionality:	Two-way, In-Only, or Out-Only, as specified by the customer.

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.2 Message Rate Service (cont'd)

b. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

Charges for each Message Rate Service line include a monthly recurring Base Service Charge and usage charges for completed calls originated from the customer's line based on the total number of calls during the billing period.

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$1.00	\$50.00
Monthly Recurring Charges:		
- Each Base Service Line	\$1.00	\$44.95
- Voice Mail Option, per line	\$1.00	\$15.00
Custom Calling Features (per line, per month)		
- Each feature	\$0.25	\$10.00
- Package of 3 features	\$0.75	\$15.00
- Package of 6 features	\$0.75	\$21.00
- Package of 9 features	\$1.00	\$24.00

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.2 Message Rate Service (cont'd)

b. Recurring and Nonrecurring Charges (cont'd)

CLASS Features (per line, per month)	<u>Minimum</u>	<u>Maximum</u>
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.2 Message Rate Service (cont'd)

c. Message Usage Charges

	<u>Minimum</u>	<u>Maximum</u>
Per Message	\$0.01	\$0.15

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.3 Key Residential Line Service

a. General

Key Residential Line Service provides the customer with a single, analog, voice-grade telephonic communications channel which can be used to place or receive one call at a time. The Key Residential Line is available as a flat rate or message rated service. Key Residential Line Service is provided for connection of customer-provided key system terminal equipment. All key system lines will be equipped with touchtone and multiline hunt.

Each Key Residential Line has the following characteristics:

Terminal Interface:	2-wire
Signaling Type:	Loop start
Pulse Type:	Dual-tone multifrequency (DTMF)
Directionality:	Two-Way, In-Only or Out-Only, as specified by the customer

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.3 Key Residential Line Service (cont'd)

b. Flat Rate Key Residential Line Service

1. Description

Service to points within the local calling area is included in the charge for Flat Rate Service. Local calling areas are as specified in Section 10.

2. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$0.00	\$50.00
Monthly Recurring Charges:		
- Each Service Line	\$0.00	\$44.95
- Voice Mail Option, per line	\$0.00	\$15.00
Custom Calling Features (per line, per month)		
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.3 Key Residential Line Service (cont'd)

b. Flat Rate Key Residential Line Service (cont'd)

2. Recurring and Nonrecurring Charges (cont'd)

CLASS Features (per line, per month)	<u>Minimum</u>	<u>Maximum</u>
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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 111 John Street, Suite 1400
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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.3 Key Residential Line Service (cont'd)

c. Message Rate Key Residential Line Service

1. Description

Calls to points within the local calling area are charged on the basis of the number of completed calls originating from the customer's service in addition to a base monthly charge. Local calling areas are as specified in Section 10.

2. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff. Charges for each Message Rate Service line include a monthly recurring Base Service Charge and usage charges for completed calls originated from the customer's line based on the total number of calls during the billing period.

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$0.00	\$50.00
Monthly Recurring Charges:		
- Each Base Service Line	\$0.00	\$44.95
- Voice Mail Option, per line	\$0.00	\$15.00
Custom Calling Features: (per line, per month)		
- Each feature	\$0.00	\$5.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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 111 John Street, Suite 1400
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 Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.3 Key Residential Line Service (cont'd)

c. Message Rate Key Residential Line Service (cont'd)

2. Recurring and Nonrecurring Charges (cont'd)

CLASS Features (per line, per month)	<u>Minimum</u>	<u>Maximum</u>
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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Section 6 - RESIDENTIAL NETWORK SWITCHED SERVICES (cont'd)

6.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

6.2.3 Key Residential Line Service (cont'd)

c. Message Rate Key Residential Line Service (cont'd)

3. Message Usage Charges

	<u>Minimum</u>	<u>Maximum</u>
Per Message	\$0.01	\$0.15

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES

7.1 GENERAL

Business Network Switched Service provide a business customer with a connection to the Company's switching network which enables the customer to:

- a) receive calls from other stations on the public switched telephone network;
- b) access the Company's local calling service;
- c) access the Company's operators and business office for service related assistance; access toll-free telecommunications service such as 800 NPA; and access 911 service for emergency calling; and
- d) access the service of providers of interexchange service. A customer may presubscribe to such provider's service to originate calls on a direct dialed basis or to receive 800 service from such provider, or may access a provider on an ad hoc basis by dialing the provider's Carrier Identification Code (10XXX).

Business Network Switched Service is provided via one or more channels terminated at the customer's premises. Each Business Network Switched Service channel corresponds to one or more analog, voice-grade telephonic communications channels that can be used to place or receive one call at a time.

Connection charges as described in Section 2 apply to all service on a one-time basis unless waived pursuant to this Tariff.

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES

The following Business Access Service Options are offered subject to availability from the Company's underlying carriers:

- Basic Business Line Service
- Business Key System Line Service
- Shared Tenant Service
- Centrex Service

Basic Business Line Service, Key System Line Service and Shared Tenant Service are offered with flat rate or message rate local service, at the option of the customer.

All Business Network Switched Service may be connected to customer-provided terminal equipment such as station sets, key systems, or facsimile machines. Service may be arranged for two-way calling, inward calling only or outward calling only.

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.1 Basic Business Line Service

a. General

Basic Business Line Service provides a customer with a one or more analog, voice-grade telephonic communications channel that can be used to place or receive one call at a time. Local calling service is available at a flat rate included in the line price, or on a message usage basis. Basic Business Lines are provided for connection of customer-provided single-line terminal equipment such as station sets or facsimile machines.

Each Basic Business Line has the following characteristics:

Terminal Interface:	2-wire
Signaling Type:	Loop start
Pulse Types:	Dual Tone Multifrequency (DTMF)
Directionality:	Two-Way, In-Only, or Out-Only, at the option of the customer

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.1 Basic Business Line Service (cont'd)

b. Flat Rate Basic Business Line Service

1. Description

Service to points within the local calling area is included in the charge for Flat Rate Service. Local calling areas are as specified in Section 10.

2. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$0.00	\$50.00
Monthly Recurring Charges:		
- Each Service Line	\$0.00	\$89.95
- Voice Mail Option, per line	\$0.00	\$15.00
Custom Calling Features (per line, per month)		
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.1 Basic Business Line Service (cont'd)

b. Flat Rate Basic Business Line Service

2. Recurring and Nonrecurring Charges (cont'd)

CLASS Features (per line, per month)	<u>Minimum</u>	<u>Maximum</u>
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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111 John Street, Suite 1400
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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.1 Basic Business Line Service (cont'd)

c. Message Rate Basic Business Line Service

1. Description

Calls to points within the local calling area are charged on the basis of the number of completed calls originating from the customer's service in addition to a base monthly charge. Local calling areas are as specified in Section 10.

2. Recurring and Nonrecurring Charges

Charges for each Message Rate Service line include a monthly recurring Base Service Charge and usage charges for completed calls originated from the customer's line based on the total number of calls during the billing period. In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$0.00	\$50.00
Monthly Recurring Charges:		
- Each Base Service Line	\$0.00	\$89.95
Custom Calling Features: (per line, per month)		
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.1 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.1 Basic Business Line Service (cont'd)

c. Message Rate Basic Business Line Service (cont'd)

2. Recurring and Nonrecurring Charges (cont'd)

CLASS Features (per line, per month)	<u>Minimum</u>	<u>Maximum</u>
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.1 Basic Business Line Service (cont'd)

c. Message Rate Basic Business Line Service (cont'd)

3. Message Usage Charges

	<u>Minimum</u>	<u>Maximum</u>
Per Message	\$0.01	\$0.15

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7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.2 Business Key System Line Service

a. Description

Business Key System Line Service provides the customer with a single, analog, voice-grade telephonic communications channel which can be used to place or receive one call at a time. The Business Key System Line is available as a message rated service. Business Key System Line Service is provided for connection of customer-provided key system terminal equipment. All key system lines will be equipped with touchtone and multiline hunt.

Calls to points within the local calling area are charged on the basis of the number of completed calls originating from the customer's service in addition to a base monthly charge. Local calling areas are as specified in Section 10.

Each Business Key System Line has the following characteristics:

Terminal Interface:	2-wire
Signaling Type:	Loop start
Pulse Types:	Dual Tone Multifrequency (DTMF)
Directionality:	Two-Way, In-Only, or Out-Only, at the option of the customer

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7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.2 Business Key System Line Service (cont'd)

b. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

Charges for each Message Rate Service line include a monthly recurring Base Service Charge and usage charges for completed calls originated from the customer's line based on the total number of calls during the billing period.

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$1.00	\$10.00
Monthly Recurring Charges:		
- Flat Rate Business Key	\$1.50	\$50.00
- Message Rate Business Key	\$1.00	\$25.00
Custom Calling Features (per line, per month)		
- Each feature	\$0.25	\$10.00
- Package of 3 features	\$0.50	\$15.00
- Package of 6 features	\$0.75	\$21.00
- Package of 9 features	\$1.00	\$24.00

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.2 Business Key System Line Service (cont'd)

b. Recurring and Nonrecurring Charges (cont'd)

CLASS Features (per line, per month)	<u>Minimum</u>	<u>Maximum</u>
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

c. Message Usage Charges

	<u>Minimum</u>	<u>Maximum</u>
Per Message	\$0.01	\$0.00

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.3 Shared Tenant Service

a. General

Shared Tenant Service is a multi-station system furnished in apartment and townhouse complexes for the use of the residents. The "customer" for shared tenant service is the owner of an apartment complex or reseller for shared tenant service. This service enables the customer at locations served by the customer to originate and receive calls within its system at no additional charge. The customer is responsible for payment of all charges, including local charges and all nonrecurring monthly charges.

Each Shared Tenant Service Line has the following characteristics:

Terminal Interface:	2-wire
Signaling Type:	Loop start
Pulse Types:	Dual Tone Multifrequency (DTMF)
Directionality:	Two-Way, In-Only, or Out-Only, at the option of the customer

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.3 Shared Tenant Service (cont'd)

b. Flat Rate Shared Tenant Service

1. Description

Service to points within the local calling area is included in the charge for Flat Rate Shared Tenant Service. Local calling areas are as specified in Section 10.

2. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

Per Service Line:

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$0.00	\$50.00
Monthly Recurring Charges:		
- Each Service Line	\$0.00	\$89.95
Custom Calling Features (per line, per month)		
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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111 John Street, Suite 1400
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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.3 Shared Tenant Service (cont'd)

b. Flat Rate Shared Tenant Service (cont'd)

2. Recurring and Nonrecurring Charges (cont'd)

CLASS Features (per line, per month)	<u>Minimum</u>	<u>Maximum</u>
- Each feature	\$0.00	\$10.00
- Package of 3 features	\$0.00	\$15.00
- Package of 6 features	\$0.00	\$21.00
- Package of 9 features	\$0.00	\$24.00

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.3 Shared Tenant Service (cont'd)

c. Message Rate Shared Tenant Service

1. Description

Calls to points within the local calling area are charged on the basis of the number of completed calls originating from the customer's service in addition to a base monthly charge and usage charges for completed calls originated from the customer's line based on the total number of calls during the billing period. Local calling areas are as specified in Section 10.

2. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$1.00	\$10.00
Monthly Recurring Charges:		
- Each Base Service Line	\$1.00	\$25.00
Custom Calling Features: (per line, per month)		
- Each feature	\$0.25	\$10.00
- Package of 3 features	\$0.50	\$15.00
- Package of 6 features	\$0.75	\$21.00
- Package of 9 features	\$1.00	\$24.00

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 111 John Street, Suite 1400
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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.3 Shared Tenant Service (cont'd)

c. Message Rate Shared Tenant Service (cont'd)

2. Recurring and Nonrecurring Charges (cont'd)

CLASS Features (per line, per month)	<u>Minimum</u>	<u>Maximum</u>
- Each feature	\$1.00	\$10.00
- Package of 3 features	\$1.00	\$15.00
- Package of 6 features	\$1.00	\$21.00
- Package of 9 features	\$1.00	\$24.00

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111 John Street, Suite 1400
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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.1 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.1.1 Shared Tenant Service (cont'd)

1 Message Rate Shared Tenant Service (cont'd)

3 Message Usage Charges

	<u>Minimum</u>	<u>Maximum</u>
Per Message	\$0.01	\$0.15

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.5 Centrex Service

a Description

Centrex Service is a multi-station system offered to the business customer with 2 or more lines or trunks. It consists of digital switching equipment in the Company's switches connected to station lines on the customer's premises. Centrex Service enables the customer to originate and receive local calls within its system at no additional charge. Service to points within the local calling area is included in the charge for Centrex Service. Local calling areas are as specified in Section 10.

Centrex Service is offered on a contracted basis with four terms: 24, 36, 60 and 84 months. Thirty days prior to the expiration of the contract term, the subscriber may cancel service or renew for a new term commitment. If the subscriber does not cancel or renew the service, service will continue on a month to month basis at the monthly rate associated with the twenty-four month term plan.

Each Centrex Station Line has the following characteristics:

- Terminal Interface: 2-Wire or 4-Wire as required for the provision of service
- Signaling Type: Loop Start
- Pulse Type: Dual Tone Multi-Frequency (DTMF)
- Directionality: Two-Way, In-Only or Out-Only

b Features

The Centrex customer choose one of three feature packages: Basic, Enhanced and Premium. Basic Centrex includes all Centrex features except attendant features and Customer Management System. Enhanced Centrex includes attendant features. Premium Centrex offers all features, attendant features and Customer Management system.

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.5 Centrex Service (cont'd)

b. Features (cont'd)

The following Centrex features are available to the customer of Centrex Service at no additional charge:

	Basic	Enhanced	Premium
Add-On Hold	X	X	X
Attendant Camp On		X	X
Attendant Conference		X	X
Attendant Direct Station Selection		X	X
Automatic Call Distribution			X
Automatic Route Selection (ARS)	X	X	X
Call Forward - Busy	X	X	X
Call Forward - No Answer	X	X	X
Call Pickup	X	X	X
Call Transfer Internal	X	X	X
Call Transfer Outside	X	X	X
Call Waiting	X	X	X
Call Waiting - Attendant Lamp		X	X
Code Calling	X	X	X
6-Way Conference			X
Directed Call Pickup	X	X	X
Group Numbering	X	X	X

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.5 Centrex Service (cont'd)

b. Features (cont'd)

	Basic	Enhanced	Premium	
Intercom Dialing	X	X	X	
Loudspeaker Paging	X	X	X	
Manual Control of ARS				
		X	X	
Make Busy	X	X	X	
Multiline Hunt	X	X	X	
Night Service	X	X	X	
Outward Call for PBX				
	X	X	X	
Power Fail Transfer	X	X	X	
Queuing	X	X	X	
Single Digit Dialing	X	X	X	
Tandem Dialing	X	X	X	
Toll Diversion - Attendant		X	X	
Uniform Call Distribution	X	X	X	
Customer Management System				
			X	
Speed Calling	X	X	X	
Three Way Calling	X	X	X	

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.5 Centrex Service (cont'd)

c. Recurring and Nonrecurring Charges

In addition to the nonrecurring charges listed below, service order charges apply as described in Section 3 of this tariff.

1. Basic Centrex (Flat Rated)

Per Station Line:

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$10.00	\$200.00

Monthly Recurring Charges:

Term	<u>Minimum</u>	<u>Maximum</u>
24 months	\$10.00	\$100.00
36 months	\$10.00	\$100.00
60 months	\$10.00	\$100.00
84 months	\$10.00	\$100.00

DS1 Port Charges for DS1 Interconnection (per 24 Centrex Changes):	\$75.00	\$2,100.00
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Over 200 lines Individual Case Basis

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.5 Centrex Service (cont'd)

c. Recurring and Nonrecurring Charges (cont'd)

2. Enhanced Centrex (Flat Rate)

Per Station Line:

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$10.00	\$200.00
Monthly Recurring Charges:		
Term		
24 months	\$10.00	\$100.00
36 months	\$10.00	\$100.00
60 months	\$10.00	\$100.00
84 months	\$10.00	\$100.00
DS1 Port Charges for DS1 Interconnection (per 24 Centrex Channels):	\$75.00	\$2,100.00
Over 200 lines	Individual Case Basis	

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.5 Centrex Service (cont'd)

c. Recurring and Nonrecurring Charges (cont'd)

3. Premium Centrex (Flat Rate)

Per Station Line:

	<u>Minimum</u>	<u>Maximum</u>
Nonrecurring Connection Charge:	\$25.00	\$500.00

Monthly Recurring Charges:

Term

24 months	\$10.00	\$100.00
36 months	\$10.00	\$100.00
60 months	\$10.00	\$100.00
84 months	\$10.00	\$100.00

DS1 Port Charges
 for DS1 Interconnection
 (per 24 Centrex Channels):

\$75.00	\$2,100.00
---------	------------

Over 200 lines Individual Case Basis

4. Direct Inward Dialing

	<u>Minimum</u>	<u>Maximum</u>
Each Group of 20 Numbers	\$1.00	\$10.00
Each Group of 100 Numbers	\$10.00	\$30.00

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Section 7 - BUSINESS NETWORK SWITCHED SERVICES (cont'd)

7.2 SERVICE DESCRIPTIONS AND RATES (cont'd)

7.2.5 Centrex Service (cont'd)

c. Recurring and Nonrecurring Charges (cont'd)

	<u>Minimum</u>	<u>Maximum</u>
Terminal Numbers:		
1-10 lines in terminal group	\$5.00	\$15.00
11-20 lines in terminal group	\$10.00	\$25.00
21 + lines in terminal group	\$15.00	\$40.00

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111 John Street, Suite 1400
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 111 John Street, Suite 1400
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Section 8 - SPECIAL SERVICES AND PROGRAMS

8.1 LIFELINE TELEPHONE SERVICE

8.1.1 Lifeline Telephone Service Options

a. Flat Rate Life Line Service

This service provides a full waiver of the \$3.50 federal subscriber line charge for flat rate customers.

b. Basic Lifeline Service

This low priced individual message rate service provides a full waiver of the \$3.50 federal subscriber line charge. There is no monthly allowance for local calls. Primary area and Home Region calls are untimed. Extended area calls (where available) are timed.

8.1.2 Eligibility

This service is restricted to low income residential customers. To qualify for Lifeline service a customer must be income eligible for benefits from any one of the following Government Programs administered by the South Dakota State Department of Social Services:

- Aid to Families with Dependent Children (AFDC)
- Food Stamps
- Home Energy Assistance Program (HEAP)
- Home Relief
- Medicaid
- Supplemental Security Income (SSI)

The applicant must provide proof to the Company that he or she is certified as income eligible to receive one or more of the above benefits. After initial contact the customer is sent an application form to be completed by the customer or authorized representative of the customer, as designated by the South Dakota State Department of Social Services and identified as so authorized on the customer's card for any of the above benefits.

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111 John Street, Suite 1400
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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.1 LIFELINE TELEPHONE SERVICE (cont'd)

8.1.2 Eligibility (cont'd)

In addition, applicants are eligible for discounted Life Line rates when approved to receive either a Veterans Disability Pension or a Veterans Surviving Spouse Pension. Applicants must provide proof to the Company that they are receiving one of these pensions.

Life Line services are effective upon receipt of a completed and signed form or an application form certified from an entity authorized by the Company. If the form is not returned, no further action is taken by the Company to establish eligibility. The Life Line discount is credited as of the service connection date.

An individual's eligibility may be documented by information obtained by the Company as a result of enrollment programs, including but not limited to confidential computerized matching programs, conducted by the Company in conjunction with the South Dakota State Department of Social Services (DSS) and/or the South Dakota City Community Development Agency (CDA).

The Company, in coordination with appropriate agencies, will periodically verify each Lifeline customer's eligibility. If a customer is identified as being ineligible, the customer will be notified that unless the information is shown to be in error, the Lifeline discount will be discontinued. The customer will be billed for discounts received for any period in which he or she is proven to be ineligible for the service.

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111 John Street, Suite 1400
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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.1 LIFELINE TELEPHONE SERVICE (cont'd)

8.1.3 Charges

A qualified customer may choose one of the Lifeline services as described. For connection of new service, service connection charges apply unless the customer qualifies for connection assistance under the Link Up America plan as outlined in 8.2, following.

Service connection charges do not apply to change existing service from:

- a. Message Rate Service to Basic Lifeline service;
- b. Basic Lifeline service to Message Rate Service.

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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.2 LINK UP AMERICA

The Link Up America program is a connection assistance plan which provides for the reduction of one-half of the charges associated with connection of telephone service, up to \$30.00, subject to the following eligibility criteria:

- a. The applicant must meet the requirements for qualification for Lifeline Telephone Service stipulated in 8.1.2, above;
- b. The assistance can only apply for a single telephone line at the principal place of residence of the applicant;
- c. The applicant must not be a dependent for federal income tax purposes, unless he or she is more than 60 years old.

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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.3 SPECIAL EQUIPMENT FOR THE HEARING OR SPEECH IMPAIRED CUSTOMER

- 8.3.1 The Company will provide, upon request, specialized telecommunications equipment for a customer certified as hearing or speech impaired.
- 8.3.2 A customer can be certified as hearing or speech impaired by a licensed physician, otolaryngologist, speech-language pathologist, audiologist or an authorized representative of a social agency that conducts programs for persons with hearing or speech impairments in cooperation with an official agency of the State of South Dakota.
- 8.3.3 The Company will make every reasonable effort to locate and obtain equipment for a certified customer.
- 8.3.4 The customer may purchase equipment at a price not to exceed the actual purchase price (including any applicable shipping costs) the Company pays.
- 8.3.5 The Company will also advise the customer who requests this equipment of the applicable terms for purchase.

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111 John Street, Suite 1400
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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.4 DISCOUNTED SERVICE FOR THE HEARING OR SPEECH IMPAIRED CUSTOMER

8.4.1 General

A handicapped person who has been certified to the Company as having a hearing or speech impairment which requires that he or she communicate over telephone facilities by means other than voice, and who either use non-voice equipment or make calls through an interpreter, will receive, upon application to the Company, a 50% discount on local message rate service.

8.4.2 Certification

Acceptable certifications are:

1. Those made by a licensed physician, otolaryngologist, speech-language pathologist or audiologist or an authorized representative of a social agency that conducts programs for persons with hearing or speech impairment in cooperation with an official agency of the State of South Dakota, or
2. A pre-existing certification establishing the impairment of hearing or speech such as those which qualify the handicapped person for social security benefits on the basis of total hearing impairment or for the use of facilities of an agency for a person with hearing or speech impairment.

8.4.3 Qualification

A customer qualifying for the discount is one whose impairment is such that competent authority would certify him or her as being unable to use a telephone for voice communication. See Section 11, "Handicapped Person," for a listing of the necessary qualifications.

8.4.4 Billing

The reduction in charges is applied only at one location, designated by the impaired person.

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Zaimen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.5 UNIVERSAL EMERGENCY TELEPHONE NUMBER SERVICE

Universal Emergency Telephone Number Service (911 Service) is an arrangement of Company central office and trunking facilities whereby any telephone user who dials the number 911 will reach the emergency report center for the telephone from which the number is dialed or will be routed to an operator if all lines to an emergency report center are busy. If no emergency report center customer exists for a central office entity, a telephone user who dials the number 911 will be routed to an operator. The telephone user who dials the 911 number will not be charged for the call.

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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.6 SOUTH DAKOTA RELAY SERVICE

8.6.1 General

The Company will provide access to a telephone relay center for South Dakota Relay Service. The service permits telephone communications between hearing and/or speech impaired individuals who must use a Telecommunications Device for the Deaf (TDD) or a Teletypewriter (TTY) and individuals with normal hearing and speech. The Relay Service can be reached by dialing an 800 number. Specific 800 numbers have been designated for both impaired and non-impaired customers to use.

8.6.2 Regulations

- a. Only intrastate calls can be completed using the South Dakota Relay Service under the terms and conditions of this tariff.
- b. Charges for calls placed through the Relay Service will be billed as if direct distance dialed (DDD) from the point of origination to the point of termination. The actual routing of the call does not affect billing.
- c. Calls through the Relay Service may be billed to a third number only if that number is within South Dakota State. Calls may also be billed to calling cards issued by the Company or other carriers who may choose to participate in this service.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.6 SOUTH DAKOTA RELAY SERVICE (cont'd)

8.6.2 Regulations (cont'd)

- d. The following calls may not be placed through the Relay Service:
1. calls to informational recordings and group messaging service
 2. calls to time or weather recorded messages,
 3. station sent paid calls from coin telephones, and
 4. operator-handled conference service and other teleconference calls.

8.6.3 Liability

The Company contracts with an outside provider for the provision of this service. The outside provider has complete control over the provision of the service except for the facilities provided directly by the Company. In addition to other provisions of the Tariff dealing with liability, in the absence of gross negligence or willful misconduct on the part of the Company, the Company shall not be liable for and the customer, by using the service, agrees to release, defend and hold harmless for all damages, whether direct, incidental or consequential, whether suffered, made, constituted or asserted by the customer or by any other person, for any loss or destruction of any property, whatsoever whether covered by the customer or others, or for any personal injury to or death of, any person. Notwithstanding any provision to the contrary, in no event shall the Company be liable for any special, incidental, consequential, exemplary or punitive damages of any nature whatsoever.

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Zaimen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

Signature: *[Signature]*

Section 8 - SPECIAL SERVICES AND BENEFITS

8.7 (RESERVED FOR FUTURE USE)

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Section 8 - SPECIAL SERVICES AND PROVISIONS

8.7 (RESERVED FOR FUTURE USE)

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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.8 SPECIAL CREDIT CARD FOR BLIND AND DISABLED PERSONS

8.8.1 General

Persons who are blind or whose disability causes difficult with hand and finger coordination and use of a telephone qualify for a Special Credit Card. The card may be used from any telephone within the Company's territory to place calls within and outside the State of South Dakota at a special rate or to place calls from a telephone outside of the Company's territory, but within the State of South Dakota at rates applicable to the territory from which the call is made.

8.8.2 Rates

Within the Company's Territory:

Station to station calls placed with operator assistance will be billed at the lower rate normally applicable to calls placed without operator assistance. Local calls cannot be charged to the card. Person-to-person calls charged to the card will be billed at the higher operator handled rate.

Outside the Company's Territory, but within South Dakota State:

All rates, charges, billing and restriction in effect in the territory from which the call is made will apply.

8.8.3 Qualification

The follow criteria will be used to determine eligibility for the Special Credit Card:

- a. "Legally Blind" - those whose visual acuity is 20/200 or less in the better eye with correcting glasses or whose widest diameter of visual field subtends an angular distance no greater than 20 degrees.
- b. "Physically Handicapped" - those who are certified by competent authority as unable to read or use ordinary printed materials as result of physical limitations.
- c. Persons whose disabling condition causes difficulty with hand and finger coordination and utilization of a coin or noncoin telephone. Acceptable certifications are those made by a licensed physician, ophthalmologist or optometrist.

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111 John Street, Suite 1400
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Section 8 - SPECIAL SERVICES AND PROGRAMS (cont'd)

8.8 SPECIAL CREDIT CARD FOR BLIND AND DISABLED PERSONS (cont'd)

8.8.4 Billing Authorization

Responsibility for payment of charges may be handled in one of two ways:

- a. The handicapped person (the applicant) may accept responsibility for payment of his or her own bill. In this case, the applicant must be 18 years of age or older and must reside within the Company's service territory, but he or she does not need to have other service from the Company.
- b. Another party may agree to accept responsibility for payment of charges incurred through use of the Special Credit Card by the applicant. When this option is chosen, the person accepting this responsibility must be 18 years of age or older, but does not need to reside within the Company's service territory.

In either case, the applicant is the only authorized user of the Special Credit Card. If the person accepting payment responsibility has service within the Company's service territory, charges will be billed on a regular monthly bill; otherwise a separate bill will be sent.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

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SECTION 9 - SPECIAL ARRANGEMENTS

9.1 SPECIAL CONSTRUCTION

9.1.1 Basis for Charges

Basis for Charges where the Company furnishes a facility or service for which a rate or charge is not specified in the Company's tariffs, charges will be based on the costs incurred by the Company (including return) and may include:

- a) nonrecurring charges;
- b) recurring charges;
- c) termination liabilities; or
- d) combinations of (a), (b), and (c).

9.1.2 Basis for Cost Computation

The costs referred to in 9.1.1 preceding may include one or more of the following items to the extent they are applicable:

9.1.2.1 Costs to install the facilities to be provided including estimated costs for the rearrangements of existing facilities. These costs include:

- a) equipment and materials provided or used;
- b) engineering, labor, and supervision;
- c) transportation; and
- d) rights of way and/or any required easements.

9.1.2.2 Cost of maintenance.

9.1.2.3 Depreciation on the estimated cost installed of any facilities provided, based on the anticipated useful service life of the facilities with an appropriate allowance for the estimated net salvage.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

SECTION 9 - SPECIAL ARRANGEMENTS (cont'd)

9.1 SPECIAL CONSTRUCTION (cont'd)

9.1.2 Basis for Cost Computation (cont'd)

- 9.1.2.4 Administration, taxes, and uncollectible revenue on the basis of reasonable average cost for these items.
- 9.1.2.5 License preparation, processing, and related fees.
- 9.1.2.6 Tariff preparation, processing and related fees.
- 9.1.2.7 Any other identifiable costs related to the facilities provided; or
- 9.1.2.8 An amount for return and contingencies.

9.1.3 Termination Liability

To the extent that there is no other requirement for use by the Company, a termination liability may apply for facilities specially constructed at the request of a customer.

- 9.1.3.1 The period on which the termination liability is based is the estimated service life of the facilities provided.
- 9.1.3.2 The amount of the maximum termination liability is equal to the estimated amounts (including return) for:

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Zaimen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

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SECTION 9 - SPECIAL ARRANGEMENTS (cont'd)

9.1 SPECIAL CONSTRUCTION (cont'd)

9.1.1 Termination Liability (cont'd)

9.1.1.1 (cont'd)

1 Costs to install the facilities to be provided including estimated costs for the rearrangements of existing facilities. These costs include:

- a) equipment and materials provided or used;
- b) engineering, labor, and supervision;
- c) transportation; and
- d) rights of way and/or any required easements;

2 license preparation, processing, and related fees;

3 tariff preparation, processing and related fees;

4 cost of removal and restoration, where appropriate; and

5 any other identifiable costs related to the specially constructed or rearranged facilities.

9.1.1.1 The termination liability method for calculating the unpaid balance of a term obligation is obtained by multiplying the sum of the amounts determined as set forth in Section 9.1.3.2 preceding by a factor related to the unexpired period of liability and the discount rate for return and contingencies. The amount determined in Section 9.1.3.2 preceding shall be adjusted to reflect the redetermined estimated net salvage, including any reuse of the facilities provided. This amount shall be adjusted to reflect applicable taxes.

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Issued By:

Zahra Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

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SECTION 9 - SPECIAL ARRANGEMENTS (cont'd)**9.2 NON-ROUTINE INSTALLATION AND/OR MAINTENANCE**

At the customer's request, installation and/or maintenance may be performed outside the Company's regular business hours, or (in the Company's sole discretion and subject to any conditions it may impose) in hazardous locations. In such cases, charges based on the cost of labor, material, and other costs incurred by or charged to the Company will apply. If installation is started during regular business hours but, at the Customer's request, extends beyond regular business hours into time periods including, but not limited to, weekends, holidays, and/or night hours, additional charges may apply.

9.3 INDIVIDUAL CASE BASIS (ICB) ARRANGEMENTS

Rates for ICB arrangements will be developed on a case-by-case basis in response to a bona fide request from a customer or prospective customer for service which vary from tariffed arrangements. Rates quoted in response to such requests may be different for tariffed service than those specified for such service in the Rate Attachment. ICB rates will be offered to customers in writing and will be made available to similarly situated customers. A summary of each ICB contract pricing arrangement offered pursuant to this paragraph will be filed as an addendum to this Tariff within 30 days after the contract is signed by both the Company and the customer. The following information will be included in the summary:

- 1) LATA and type of switch
- 2) The V&H distance from the central office to the customer's premises
- 3) Service description
- 4) Rates and charges
- 5) Quantity of circuits
- 6) Length of the agreement.

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111 John Street, Suite 1400
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SECTION 10 - LOCAL CALLING AREAS

Exchanges:

The entire United States

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

SECTION 10 - LOCAL CALLING AREAS (cont'd)

A. WITHIN THE BASE RATE AREA COMPRISING:

The entire serviced calling area.

The following services are offered at rates specified in the attached Rate Schedule.

BUSINESS

Measured Rate

RESIDENCE

Measured Rate
Flat Rate

B. LOCAL CALLING AREA

The entire United States.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS

AGENCY

For 911 or E911 service, the government agency(s) designated as having responsibility for the control and staffing of the emergency report center.

ALTERNATE ROUTING ("AR")

Allows E911 calls to be routed to a designated alternate location if (1) all E911 exchange lines to the primary PSAP (see definition of PSAP below) are busy, or (2) the primary PSAP closes down for a period (night service).

ANALOG

A transmission method employing a continuous (rather than a pulsed or digital) electrical signal that varies in amplitude or frequency in response to changes of sound, light, position, etc., impressed on a transducer in the sending device.

APARTMENTS

A building or group of buildings used primarily to provide complete residential apartments but not lodging on a day-to-day basis.

ASCII

American Standard Code for Information Interchange. An eight-level code for data transfer adopted by the American Standards Association.

ASYNCHRONOUS

Transmission in which each information character is individually synchronized usually by the use of start-stop elements. The gap between each character is not of a fixed length.

AUTHORIZED USER

A person, corporation or other entity who is authorized by the Company's customer to utilize service provided by the Company to the customer. The customer is responsible for all charges incurred by an Authorized User.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

ATTENDANT

An operator of a PBX console or telephone switchboard.

AUTOMATIC LOCATION IDENTIFICATION ("ALI")

The name and address associated with the calling party's telephone number (identified by ANI as defined below) is forwarded to the PSAP for display. Additional telephones with the same number as the calling party's (secondary locations, off premises, etc.) will be identified with the address of the telephone number at the main location.

AUTOMATIC NUMBER IDENTIFICATION ("ANI")

A system whereby the calling party's telephone number is identified and sent forward with the call record for routing and billing purposes. E911 Service makes use of this system.

BIT

The smallest unit of information in the binary system of notation.

BUILDING

A structure enclosed within exterior walls or fire walls, built, erected and framed of component structural parts and designed for permanent occupancy.

CALL INITIATION

The point in time when the exchange network facility are initially allocated for the establishment of a specific call.

CALL TERMINATION

The point in time when the exchange network facility allocated to a specific call is released for reuse by the network.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

CENTRAL OFFICE

An operating office of the Company where connections are made between telephone exchange lines.

CENTRAL OFFICE LINE

A line providing direct or indirect access from a telephone or switchboard to a central office. Central office lines subject to PBX rate treatment are referred to as central office trunks.

CHANNEL

A point-to-point bi-directional path for digital transmission. A channel may be furnished in such a manner as the Company may elect, whether by wire, fiber optics, radio or a combination thereof and whether or not by means of single physical facility or route. One 1.544 Mbps Service is equivalent to 24 channels.

CHANNEL CONVERSION

The termination of 1.544 Mbps Service at a customer's location with conversion of the digital signal to 24 analog voice grade circuits. Channel Conversion can be furnished by the customer.

CHANNEL SERVICE UNIT ("CSU")

The equipment located at the customer's premises which terminates each 1.544 Mbps Digital Loop and performs such functions as proper termination of facilities, regeneration of signals, recognition and correction of signal format errors and provides remote loop-back capability.

COLLEGE

An establishment for higher education authorized to confer degrees where lodging for the students is maintained on the premises.

COMMISSION

The South Dakota Public Utilities Commission

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

COMMUNICATIONS SYSTEMS

Channels and other facilities which are capable of two-way communications between subscriber -provided terminal equipment or Telephone Company stations, even when not connected to exchange and message toll communications service.

COMPANY

Vitcom Corporation.

CUSTOMER

The person, firm, corporation, or other entity which orders service pursuant to this Tariff and utilizes service provided under Tariff by the Company. A customer is responsible for the payment of charges and for compliance with all terms of the Company's Tariff.

CUSTOMER PREMISES EQUIPMENT (CPE)

Equipment provided by the customer for use with the Company's services. CPE can include a station set, facsimile machine, key system, PBX, or other communication system.

DEFAULT ROUTING ("DR")

When an incoming E911 call cannot be selectively routed due to an ANI failure, garbled digits or other causes, such incoming calls are routed from the E911 Control Office to a default PSAP. Each incoming E911 facility group to the Control Office is assigned to a designated default PSAP.

DEMARCATIION POINT

The physical dividing point between the Company's network and the customer.

DIAL PULSE ("DP")

The pulse type employed by a rotary dial station set.

DIRECT INWARD DIAL ("DID")

A service attribute that routes incoming calls directly to stations, by-passing a central answer point.

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SECTION 11 - EXPLANATION OF TERMS (cont'd)

DIRECT OUTWARD DIAL ("DOD")

A service attribute that allows individual station users to access and dial outside numbers directly.

DIGITAL

A method of storing, processing and transmitting information through the use of distinct electronic or optical pulses that represent the binary digits (bits) 0 and 1. Digital transmission/switching technologies employ a sequence of discrete, individually distinct pulses to represent information, as opposed to the continuously variable signal of analog technologies.

DUAL TONE MULTI-FREQUENCY ("DTMF")

The pulse type employed by tone dial station sets. (Touch tone)

EMERGENCY SERVICE NUMBER ("ESN")

A unique code, assigned by the Company, used to define specific combinations of police, fire and/or ambulance jurisdictions, or any other authorized agency, which are designated by the customer.

E911 SERVICE AREA

The geographic area in which the government agency will respond to all E911 calls and dispatch appropriate emergency assistance.

E911 CUSTOMER

A governmental agency that is the customer of record and is responsible for all negotiations, operations and payment of bills in connection with the provision of E911 service.

ERROR

A discrepancy or unintentional deviation by the Company from what is correct or true. An "error", can also be an omission in records.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

EXCHANGE

An area, consisting of one or more central office districts, within which a call between any two points is a local call.

EXCHANGE ACCESS LINE

A central office line furnished for direct or indirect access to the exchange system.

EXCHANGE SERVICE

The provision to the subscriber of access to the exchange system for the purpose of sending and receiving calls. This access is achieved through the provision of a central office line (exchange access line) between the central office and the subscriber's premises.

FINAL ACCOUNT

A customer whose service has been disconnected who has outstanding charges still owed to the Company.

FLAT RATE SERVICE

The type of exchange service provided at a monthly rate with an unlimited number of calls within a specified primary calling area.

GROUND START

Describes the signaling method between the PBX/key system interface and the Company's switch. It is the signal requesting service.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

HANDICAPPED PERSON

A person who is legally blind, visually handicapped or physically handicapped, under the following definitions from the Federal Register (Vol. 35 #126 dated June 30, 1970).

Legally Blind - a person whose visual acuity is 20/200 or less in the better eye with correcting glasses, or whose widest diameter of visual field subtends an angular distance no greater than 20 degrees.

Visually Handicapped - a person whose visual disability, with correction and regardless of optical measurement with respect to legal blindness, are certified as unable to read normal printed material.

Physically Handicapped - a person who is certified by competent authority as unable to read or use ordinary printed materials as a result of physical limitation, or a person whose disabling condition causes difficulty with hand and finger coordination and use of a coin telephone.

The term "Handicapped Person", when used in connection with a person having a speech or hearing impairment which requires that they communicate over telephone facilities by means other than voice is defined below:

Hearing - a person with binaural hearing impairment of 60% or higher on the basis of the procedure developed by the American Academy of Otolaryngology (A.A.O.) as set forth in "Guide for Conservation of Hearing in Noise" 38-43, A.A.O., 1973; "guides to the Evaluation of Permanent Impairment" 103-107, American Medical Association, 1971.

Speech - a person with 65% or higher of impairment on the basis of the procedure recommended by the American Medical Association's Committee on Rating of Mental and Physical Impairment to evaluate speech impairment as to three categories: audibility, intelligibility and functional efficiency, as set forth in "Guides to the Evaluation of Permanent Impairment" 109-III, American Medical Association, 1971.

HOSPITAL

An establishment for treatment of human patients by members of the medical profession where lodging for the patients is maintained on the premises.

HOTEL

An establishment offering lodging with or without meals to the general public on a day-to-day basis.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

INCOMING SERVICE GROUP

Two or more central office lines arranged so that a call to the First line is completed to a succeeding line in the group when the first line is in use.

INTERFACE

That point on the premises of the subscriber at which provision is made for connection of facilities provided by someone other than the Company to facilities provided by the Company.

INTEROFFICE MILEAGE

The segment of a line which extends between the central offices serving the originating and terminating points.

INTERRUPTION

The inability to complete calls, either incoming or outgoing or both, due to Company facilities malfunction or human errors.

JOINT USER

A person, firm, or corporation which uses the telephone service of a subscriber as provided in Section 1 of the Tariff.

KILOBIT

One thousand bits.

LATA

Local Access and Transport Area. An area within which the Company provides local ("intraLATA") service.

LINK

The physical facility from the network interface on an end-user's or carrier's premises to the point of interconnection on the main distribution frame of the Company's central office.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

LEASED CHANNEL

A non-switched electrical path used for connection of equipment furnished by the subscriber to equipment furnished by the subscriber or the Company for a specific purpose.

LOCAL CALL

A call which, if placed by a customer over the facilities of the Company, is not rated as a toll call.

LOCAL CALLING AREA

The area, consisting of one or more central office districts, within which a subscriber for exchange service may make telephone calls without a toll charge.

LOCAL SERVICE

Telephone exchange service within a local calling area.

LOOP START

Describes the signaling between the terminal equipment or PBX/key system interface and the Company's switch. It is the signal requesting service.

LOOPS

Segments of a line which extend from the serving central office to the originating and to the terminating point.

MEGABIT

One million bits.

MESSAGE RATE SERVICE

A type of exchange service provided at a monthly rate with an additional charge for local calling based on the usage of the local network. One completed call is equal to one message.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

MOVE

The disconnection of existing equipment at one location and reconnection of the same equipment at a new location in the same building or in a different building on the same premises.

MULTI-FREQUENCY ("MF")

An inter-machine pulse-type used for signaling between telephone company switches, or between telephone company switches and PBX/key systems.

MULTILINE HUNT

A method of call signaling by which a call placed to one number is subsequently routed to one or more alternative numbers when the called number is busy.

NETWORK CONTROL SIGNALING

The transmission of signals used in the telecommunications system which perform functions such as supervision (control, status and charging signals), address signaling (e.g. dialing), calling and called number identification, audible tone signals (call progress signals indicating re-order or busy conditions, alerting) to control the operation of switching machines in the telecommunications system.

NETWORK CONTROL SIGNALING UNIT

The terminal equipment furnished, installed and maintained by the Telephone Company for the provision of network control signaling.

NODE

The location to which digital channels are routed and where access is provided to such lines and associated equipment for testing.

PBX

A private branch exchange.

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SECTION 11 - EXPLANATION OF TERMS (cont'd)

PORT

A connection to the switching network with one or more voice grade communication channels, each with a unique network address (telephone number) dedicated to the customer. A port connects a link to the public switched network.

PREMISES

The space occupied by a customer or authorized user in a building or buildings or contiguous property not separated by a public right of way.

PRIVATE BRANCH EXCHANGE SERVICE

Service providing facilities for connecting central office trunks and tie lines to PBX stations, and for interconnecting PBX station lines by means of a switchboard or dial apparatus.

PUBLIC ACCESS LINE SERVICE

Service providing facilities for a customer owned coin operated telephone ("COCOT").

PUBLIC SAFETY ANSWERING POINT ("PSAP")

An answering location for E911 calls originating in a given area. A PSAP may be designated as primary or secondary, which refers to the order in which calls are directed for answering. Primary PSAPs respond first; secondary PSAPs receive calls on a transfer basis only and generally serve as a centralized answering location for a particular type of emergency call.

RATE CENTER

A geographic reference point with specific coordinates on a map used for determining mileage when calculating charges.

REFERRAL PERIOD

The time frame during which calls to a number which has been changed will be sent to a recording which will inform the caller of the new number.

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111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

RESALE OF SERVICE

The subscription to communications service and facilities by one entity and the reoffering of communications service to others (with or without 'adding value') for profit.

SAME PREMISES

All space in the same building in which one subscriber has the right of occupancy, and all space in different buildings on contiguous property when occupied solely by the same subscriber. Foyers, hallways and other space for the common use of all occupants of a building are considered the premises of the operator of the building.

SELECTIVE ROUTING ("SR")

A feature that routes an E911 call from a Central Office to the designated primary PSAP based upon the identified number of the calling party.

SERVING CENTRAL OFFICE

The central office from which local service is furnished.

SHARING

An arrangement in which several users collectively use communications service and facilities provided by a carrier, with each user paying a pro-rata share of the communication related costs.

STATION

Each telephone on a line and where no telephone associated with the line is provided on the same premises and in the same building, the first termination in station key equipment or a jack for use with a portable telephone.

SUSPENSION

Suspension of service for nonpayment is interruption of outgoing service only. Suspension of service at the subscriber's request is interruption of both incoming and outgoing service.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

SYNCHRONOUS

Transmission in which there is a constant time interval between bits, characters or events.

T-1 SYSTEM

A type of digital carrier system transmitting voice or data at 1.544 Mbps. A T-1 carrier can handle up to 24 multiplexed 64 Kbps digital voice/data channels. A T-1 carrier system can use metallic cable, microwave radio or optical fiber as transmission media.

TELEPHONE CALL

A voice connection between two or more telephone stations through the public switched exchange system.

TELEPHONE GRADE LINES

Lines furnished for voice transmission or for certain signaling purposes.

TERMINATION OF SERVICE

Discontinuance of both incoming and outgoing service.

TIE LINE

A dedicated line connecting two switchboards or dial systems.

-tone DIAL SIGNALING ("TD")

An electronic signal emitted by the circuitry of Touch-Tone-type push-button dials to represent a dialed digit.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

SECTION 11 - EXPLANATION OF TERMS (cont'd)

TWO WAY

A service attribute that includes DOD for outbound calls and can also be used to carry inbound calls to a central point for processing.

USER

A customer, joint user, or any other person authorized by a customer to use service provided under this Tariff.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

Section 12 - BILLING AND COLLECTION

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

Section 12 - BILLING AND COLLECTION (cont'd)

12.1 Billing Name and Address Service

Billing Name and Address (BNA) Service is the provision of the complete billing name, street address, city or town, state and zip code for a telephone number assigned by the Telephone Company.

BNA Service is provided for the sole purpose of permitting the customer to bill its telephonic communications services to its end users and may not be resold or used for any other purpose, including marketing activity such as market surveys or direct marketing by mail or by telephone.

The customer may not use BNA information to bill for merchandise, gift certificates, catalogs or other services or products.

BNA Service is provided on both a manual and a mechanized basis. On a manual basis, the information will be provided by voice telecommunications or by mail, as appropriate. On a mechanized basis, the information will be entered on magnetic tape containing recorded customer messages.

BNA information is furnished for sent-paid, collect, bill to third number, 700 and 900 service messages and messages charged to a calling card that is resident in the Telephone Company's database. In addition, BNA information for messages originated from data terminal numbers (DTNs) for data communications services is furnished on a manual basis only.

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111 John Street, Suite 1400
New York, New York 10038

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Section 12 - BILLING AND COLLECTION SERVICES (cont'd)

12.1 Billing Name and Address Service (Cont'd)

12.1.1 Undertaking of the Telephone Company

- (A) A request for information on over 100 and up to 500 telephone numbers should be mailed to the Telephone Company. The Telephone Company will provide the response by first class U.S. Mail within ten (10) business days.
- (B) Upon receipt of a magnetic tape of recorded customer messages, the Telephone Company will, at the request of the customer, provide BNA service on a mechanized basis. The tape of messages may be provided by the customer or, where the customer subscribes to Recording Service, may be the output from that service. The Telephone Company will enter the BNA information on the recorded message tape and send the tape to the customer by first class U.S. Mail. Other methods of delivering the data may be negotiated, and charges based on cost will apply.

The Telephone Company will provide a response to customer-provided tapes by mail within six (6) business days of receipt. The Telephone Company will process and mail tapes which are the output of Recording Service every fifth business day.

- (C) The Telephone Company will specify the format in which requests and tapes are to be submitted.
- (D) The BNA information will be provided for the calling number furnished to the extent a billing name and address exists in the Telephone Company records, including non-published and non-listed numbers. If the billing name and address information for a specific calling number is confidential due to legal, national security, end user or regulatory imposed requirements, the Telephone Company will provide an indicator on the confidential records.
- (E) The Telephone Company will provide the most current BNA information resident in its data base. Due to normal end user account activity, there may be instances where the BNA information provided is not the BNA that was applicable at the time the message originated.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

Section 12 - BILLING AND COLLECTION SERVICES (cont'd)

(2) Billing Name and Address Service (Cont'd)

12.1.2 Obligations of the Customer

- (A) With each order for BNA Service, the customer shall identify the authorized individual and address to receive the BNA information.
- (B) A customer which orders BNA Service on a mechanized basis and which intends to submit tapes of record messages for processing must provide the Telephone Company with an acceptable test tape or transmission which includes all call types for which BNA information may be requested.
- (C) The customer shall institute adequate internal procedures to insure that BNA information, including that related to non-published and non-listed numbers, is used only for the purpose set forth in this tariff and that BNA information is available only to those customer personnel or agents with a need to know the information. The customer must handle all billing name and address information designated as confidential by the Telephone Company in accordance with Telephone Company's procedures concerning confidential information. The Telephone Company will provide to the customer a statement of its procedures concerning confidential information.
- (D) The customer shall not publicize or represent to others that the Telephone Company jointly participates with the customer in the development of the customer's end user records, accounts, data bases or market data, records, files and data bases or other systems it assembles through the use of BNA service.
- (E) When the customer orders BNA Service for both interstate and intrastate messages, the projected percentage of interstate use must be provided in a whole number to the Telephone Company. The Telephone Company will designate the number obtained by subtracting the projected interstate percentage from 100 ($100 - \text{projected interstate percentage} = \text{intrastate percentage}$) as the projected intrastate percentage.

This whole number percentage will be used by the Telephone Company to apportion the rates and nonrecurring charges between interstate and intrastate in those circumstances where the recorded message detail is not sufficient to permit the Telephone Company to determine the appropriate jurisdiction. This percentage will remain in effect until a revised report is received as set forth following.

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Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

Section 12 - BILLING AND COLLECTION SERVICES (cont'd)

- 12.1 Billing Name and Address Service (Cont'd)
- 12.1.2 Obligations of the Customer (Cont'd)

(E) (Cont'd)

Effective on the first of January, April, July and October of each year, the customer may update the jurisdictional report. The customer shall forward to the Telephone Company, to be received no later than 20 calendar days after the first of each such month, a revised report showing the interstate percentage of use for the past three months ending the last day of December, March, June and September, respectively. Except where jurisdiction can be determined from the recorded message detail, the revised report will serve as the basis for the next three months billing and will be effective on the bill date in the following month (i.e., February, May, August and November). No prorating or back billing will be done based on the report. If the customer does not supply the report, the Telephone Company will assume the percentages to be the same as those provided in the last quarterly report. For those cases in which a quarterly report has never been received from the customer, the Telephone Company will assume the percentages to be the same as those provided in the order for service.

(F) The Telephone Company shall use reasonable efforts to provide accurate and complete lists. The Telephone Company makes no warranties, expressed or implied, as to the accuracy or completeness of these lists.

12.1.3 Rate Regulations

(A) Service Establishment Charges apply for the initial establishment of BNA service on a manual basis, for the initial establishment of BNA service on a mechanized basis and for establishment of a Master BNA List for a customer.

(B) A charge applies for each request for BNA information for a telephone number or DTN number on a manual basis. A charge applies for each message processed to supply BNA information on a mechanized basis.

The Telephone Company will keep a count of the requests and of the messages processed. The Telephone Company will bill the customer in accordance with these counts whether or not the Telephone Company was able to provide BNA information for all requests and messages.

Issued: August 14, 2001

Effective: October 15, 2001

Issued By: Zalmen Ashkenazi, Chief Executive Officer
 111 John Street, Suite 1400
 New York, New York 10038

Section 12 - BILLING AND COLLECTION SERVICES (cont'd)

12.1 Billing Name and Address Service (Cont'd)

12.1.3 Rate Regulations (Cont'd)

- (C) Where the recorded message detail is sufficient to determine a message is an intrastate message, the rates set forth in the rate section, following, apply to each such message.

Usage for which the recorded message detail is insufficient to determine jurisdiction will be prorated by the Telephone Company between interstate and intrastate.

The percentages provided in the reports as set forth in 12.1.2(E) preceding will serve as the basis for prorating the charges. The intrastate charges are determined as follows: For usage sensitive (i.e. requests or messages processed) chargeable rate elements, multiply the intrastate percent times actual use times the stated tariff rate.

- (D) When a customer cancels an order for BNA Service after the order date, the Service Establishment Charge applies.

Issued: August 14, 2001

Effective: October 15, 2001

Issued By:

Zalmen Ashkenazi, Chief Executive Officer
111 John Street, Suite 1400
New York, New York 10038

EXHIBIT 6

SOUTH DAKOTA LOCAL TELEPHONE COMPANIES

as of 03/20/01

Independent

Quest Telephone
Cottonwood
121 South Dakota Avenue
Sioux Falls, SD 57104
605-338-2100, 605-338-2100 fax
www.questtel.com

Armour Independent Telephone Company
Richard Freemark, Local Manager
P. O. Box 460
Hartford, SD 57033-0460
605-528-3211; 605-528-2266 fax
www.uniteisd.com

Reliance/Canadian Independent Telephone

Richard Freemark, Local Manager
P. O. Box 460
Hartford, SD 57033-0460
605-528-3211, 605-528-2266 fax
www.uniteisd.com
Reliance Community Telephone, Inc.

Cheyenne River Sioux Tribe Telephone Authority
J.D. Williams, General Manager
P. O. Box 810
Eagle Butte, SD 57625
605-964-2600; 605-964-1000 fax
www.crsitta.com

William Snyder, General Counsel
320 West 1st Lane
Sioux Falls, SD 57105
605-338-2500, 605-338-7887 fax
www.ql.com
East Plains Telephone Company

East Plains Telecom, Inc.
Don Snyders, General Manager
P. O. Box 307
Baltic, SD 57003
605-529-5454; 605-529-5498 fax
www.eastplains.net

Tom Connors, General Manager
128 William Avenue SW
Jefferson, SD 57038
605-966-5631, 605-966-5340 fax
www.jtc.com
Jefferson Telephone Company

Jefferson Telephone Company
Tom Connors, General Manager
P. O. Box 128
Jefferson, SD 57038-0128
605-966-5631; 605-966-5340 fax

Rod Bowar, President/General Manager
P. O. Box 158
Kennebec, SD 57544
605-869-2211, 605-869-2221 fax
www.kennebectelephone.com
Kennebec Telephone Company

Kennebec Telephone Company
Rod Bowar, General Manager
P. O. Box 158
Kennebec, SD 57544
605-869-2220; 605-869-2221 fax
www.kennebectelephone.com

Pamela Harrington, General Manager
P. O. Box 196
New Effington, SD 57255
605-637-5211, 605-637-5302 fax
www.rctel.net
RC Communications, Inc.

RC Communications, Inc.
Pamela Harrington, General Manager
P. O. Box 196
New Effington, SD 57255
605-637-5211; 605-637-5302 fax
www.rctel.net

Dennis Law, General Manager
P. O. Box 98
Dell Rapids, SD 57022
605-428-5421, 605-428-3132 fax
www.siouxvalley.net
Sioux Valley Telephone Company

Sioux Valley Telephone Company
Dennis Law, General Manager
P. O. Box 98
Dell Rapids, SD 57022
605-428-5421; 605-428-3132 fax
www.siouxvalley.net

Darrell Henderson, General Manager

Stateline Telecommunications, Inc.
Darrell Henderson, General Manager

P. O. Box 349
Garretson, SD 57030
605-594-3411; 605-594-6776 fax
www.splitrocktel.net
Stockholm-Strandburg Telephone Co.

P. O. Box 39
Bison, SD 57620-0039
605-244-5213; 605-224-7288 fax

Marjorie Nowick
P. O. Box 20
Stockholm, SD 57264
605-676-2311; 605-676-2317 fax

Tri-County Telecommunications, Inc.
John Pudwill, Jr., General Manager
P. O. Box 304
Emery, SD 57332
605-449-4203; 605-449-4329 fax

Union Telephone Company

Vivian Tel. Co. d/b/a Golden West Comm.

Richard Freemark, Local Manager
P O Box 460
Hartford, SD 57033-0460
605-528-3211; 605-528-2266 fax
www.unitelstsd.com

George Strandell, Interim Manager
P. O. Box 411
Wall, SD 57790
605-279-2161; 605-279-2727 fax
www.qwtc.net

Western Telephone Company

Harold A. Brown, General Manager
P. O. Box 128
Faulkton, SD 57438
605-598-6217; 605-598-4100 fax
www.westtelco.com

Municipals

Beresford Municipal Telephone Co.
Wayne Akland, General Manager
101 North 3rd Street
Beresford, SD 57004
605-763-2500; 605-763-7112 fax
www.bmtc.net

City of Brookings Utilities, Telephone Division d/b/a
Swiftel Communications
Craig Osvog, General Manager
P. O. Box 588
Brookings, SD 57006
605-692-6325; 605-697-8470 fax
www.swiftel.net

City of Faith Telephone Company

Shane Ayres, Finance Officer
P. O. Box 368
Faith, SD 57626
605-967-2261; 605-967-2266 fax

Cooperatives

Baltic Telecom Cooperative
Don Snyders, General Manager
P. O. Box 307
Baltic, SD 57003
605-529-5454; 605-529-5498 fax
www.eastplains.net

Interstate Telecommunications Coop

Dean Anderson, General Manager
P. O. Box 920
Clear Lake, SD 57226
605-874-2181; 605-874-2014 fax
www.itc-web.com

Golden West Telecommunications Coop

George Strandell, Interim Manager
P. O. Box 411
Wall, SD 57790
605-279-2161; 605-279-2727 fax
www.gwtc.net

James Valley Cooperative Telephone Co

Doug Eidahl, General Manager
P. O. Box 260
Groton, SD 57445-0260
605-397-2323; 605-397-2350 fax
www.jamesvalley.com

McCook Cooperative Telephone Co.

Brian Roth, General Manager
P. O. Box 630
Salem, SD 57058
605-425-2238; 605-425-2712 fax
www.triotel.net

Midstate Communications, Inc.

Mark Benton, General Manager
P. O. Box 48
Kimball, SD 57355
605-778-6221; 605-778-8080 fax
www.midstatesd.net

Roberts Co. Telephone Coop. Assn.

Pamela Harrington, General Manager
P. O. Box 196
New Effington, SD 57255
605-637-5211; 605-637-5302 fax
www.rctel.net

Sanborn Telecom. Cooperative

Gene Kroell, General Manager
P. O. Box 67
Woonsocket, SD 57385
605-796-4411; 605-796-4419 fax
www.santel.net

Splitrock Telecom Cooperative

Don Snyders, General Manager
P. O. Box 349
Garretson, SD 57030
605-594-3411; 605-594-6776 fax
www.splitrocktel.net

Sully Buttes Telephone Cooperative

Randy Houdek, General Manager
P. O. Box 157
Highmore, SD 57345
605-852-2224; 605-852-2404 fax
www.sullybuttes.net

Valley Telecommunications Coop.

Dianna Quaschnick, General Manager
P. O. Box 7
Herned, SD 57632
605-437-2615; 605-437-2220 fax
www.valleytel.net

West River Cooperative Telephone Co.

Darrell Henderson, General Manager
P. O. Box 39
Bison, SD 57620-0039
605-244-5213; 605-244-7288 fax

Foreign Exchange Companies

TELECOM CERTIFICATION & FILING, INC

485 MADISON AVE.
NEW YORK, NY 10022

EXPLANATION	AMOUNT

1-777-260

1643

PAY
AMOUNT
OF

Two hundred fifty and 10/100

DOLLARS

CHECK
AMOUNT

DATE	TO THE ORDER OF	DESCRIPTION	CHECK NUMBER
<i>8/17/01</i>	<i>South Valley Public Utilities Commission</i>	<i>Veteran Filing Fee</i>	<i>1643</i>

\$ *250.00*

James J. Ellis
J. R. D. W.

STERLING NATIONAL BANK
425 PARK AVENUE
NEW YORK, NY 10022

⑈001643⑈ ⑆026007773⑆ 03 171980⑈01

** 250 Refund
being processed. 8/16/01*

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of August 9, 2001 through August 15, 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

CT01-038 **In the Matter of the Complaint filed by Calvin L. Plienis, Sioux Falls, South Dakota, against Direct One Com.Long Distance Regarding Unauthorized Billing for Services.**

The Complainant states that Direct One Com.Long Distance charged his credit card for unauthorized service. Complainant states that when he contacted Direct One Com.Long Distance, he was told that he ordered something from a company called Cornerstone and in the order he agreed to Direct One Com.Long Distance. Complainant denies that he authorized service and states that he does not know what Cornerstone is. Complainant requests that the Public Utilities Commission put this company out of business in South Dakota, assess any penalties under South Dakota Law, and remove the charges.

Staff Analyst: Mary Healy
Staff Attorney: Kelly Frazier
Date Docketed: 08/13/01
Intervention Deadline: N/A

TELECOMMUNICATIONS

TC01-100 **In the Matter of the Request of Faith Municipal Telephone Company for Certification Regarding its Use of Federal Universal Service Support.**

The purpose of this filing is to provide information constituting Faith Municipal Telephone Company's plan for the use of its federal universal service support and to otherwise verify that Faith Municipal Telephone Company will use all federal universal service support received in a manner that is consistent with the federal universal service provisions of 47 U.S.C. Section 254.

Staff Analyst: Harlan Best
Staff Attorney: Karen Cremer
Date Docketed: 08/10/01
Intervention Deadline: 08/24/01

TC01-101 **In the Matter of the Request of Kennebec Telephone Co., Inc. for Certification Regarding its Use of Federal Universal Service Support.**

The purpose of this filing is to provide information constituting Kennebec Telephone Co., Inc.'s plan for the use of its federal universal service support and to otherwise verify that Kennebec Telephone Co., Inc. will use all federal universal service support received in a manner that is consistent with the federal universal service provisions of 47 U.S.C. Section 254.

Staff Analyst: Harlan Best
Staff Attorney: Karen Cremer
Date Docketed: 08/10/01
Intervention Deadline: 08/24/01

TC01-102 **In the Matter of the Request of Interstate Telecommunications Cooperative, Inc. for Certification Regarding its Use of Federal Universal Service Support.**

Date Docketed: 08/14/01
Intervention Deadline: 08/24/01

TC01-107 In the Matter of the Application of Vitcom Corporation for a Certificate of Authority to Provide Local Exchange Services in South Dakota.

Application by Vitcom Corporation for a certificate of authority to provide resold and facilities based local exchange service in South Dakota. Applicant does not propose to offer services in rural areas but to the extent any incumbent local exchange carrier or competitive local exchange carrier in South Dakota is granted a small or rural carrier exemption pursuant to Section 251(f) of the Federal Telecommunications Act of 1996 in the future, then Vitcom will seek authority to operate in such service area(s) as well.

Staff Analyst: Dave Jacobson
Staff Attorney: Kelly Frazier
Date Docketed: 08/14/01
Intervention Deadline: 08/31/01

TC01-108 In the Matter of the Request of Beresford Municipal Telephone Company for Certification Regarding its Use of Federal Universal Service Support.

The purpose of this filing is to provide information constituting Beresford Municipal Telephone Company's plan for the use of its federal universal service support and to otherwise verify that Beresford Municipal Telephone Company will use all federal universal service support received in a manner that is consistent with the federal universal service provisions of 47 U.S.C. Section 254.

Staff Analyst: Harlan Best
Staff Attorney: Karen Cremer
Date Docketed: 08/15/01
Intervention Deadline: 08/24/01

TC01-109 In the Matter of the Request of Jefferson Telephone Company for Certification Regarding its Use of Federal Universal Service Support.

The purpose of this filing is to provide information constituting Jefferson Telephone Co.'s plan for the use of its federal universal service support and to otherwise verify that Jefferson Telephone Co. will use all federal universal service support received in a manner that is consistent with the federal universal service provisions of 47 U.S.C. Section 254.

Staff Analyst: Harlan Best
Staff Attorney: Karen Cremer
Date Docketed: 08/15/01
Intervention Deadline: 08/24/01

TC01-110 In the Matter of the Request of Valley Telecommunications Cooperative Association, Inc. for Certification Regarding its Use of Federal Universal Service Support.

The purpose of this filing is to provide information constituting Valley Telecommunications Cooperative Assn. Inc.'s plan for the use of its federal universal service support and to otherwise verify that Valley Telecommunications Cooperative Assn., Inc. will use all federal universal service support received in a manner that is consistent with the federal universal service provisions of 47 U.S.C. Section 254.

Staff Analyst: Harlan Best
Staff Attorney: Karen Cremer

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: May 2, 2002

TO: Mr. Dave Jacobson
OF: South Dakota Public Utilities Commission
FAX NO.: (605) 773-3809

* * *

FROM: Ms. Alice Rodriguez
Project Manager

NUMBER OF PAGES (INCLUDING COVER PAGE) 3

* * *

NOTES/COMMENTS: Pursuant to our telephone conversation, attached please find for your review and comment, an amended petition in connection to Vitcom Corporation.

TELEFAX OPERATOR: Ms. Alice Rodriguez, Project Manager

CLIENT/MATTER NO.: 2112-15

* * *

This facsimile transmission is intended only for the use of the individual(s) named in this transmission sheet and may contain confidential and/or legally privileged 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.

00036610;1

P. 01/03

212 753 8101 TO 16057733809

MAY 02 10:00 PM MFLIN ZELFRN

TC01-107

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

In the Matter of the Petition of)
Vitcom Corporation)
for a Certificate of Authority to Operate)
as a Reseller and Facilities-based Provider)
of Local Exchange Telecommunications)
Services)

Docket No. _____

AMENDED PETITION FOR A CERTIFICATE OF AUTHORITY
TO PROVIDE LOCAL EXCHANGE TELECOMMUNICATIONS SERVICE
IN SOUTH DAKOTA

Pursuant to South Dakota's Telecommunications Service Rule 20:10:32:03, in support of the Petition of Vitcom Corporation (hereinafter "Vitcom") for the issuance of a Certificate of Authority to provide resold and facilities-based local exchange telecommunications services in the State of South Dakota, the additional information is provided:

1. Please provide the addresses of Vitcom's subsidiaries. (ARSD 20:10:32:03 (6))

Vitcom has two wholly owned subsidiaries. The names and addresses of Vitcom's subsidiaries, are as follows:

Technet International
111 John Street, Suite 1400
New York, New York 10038

Nexcom Communications
111 John Street, Suite 1400
New York, New York 10038

2. **Because of the statutory requirement to determine an applicant financially capable, the Commission has in the past met this requirement by allowing start up companies and others with unknown or less than adequate financial capability to provide service with the condition that the applicant not collect advance payments or deposits or offer prepaid cards. This would also dictate that recurring charges are paid by customers in arrears. The applicant could later apply to the Commission to have the restrictions removed when financials status improves. Would Vitcom agree to being so restricted?**

Yes. Vitcom agrees to being so restricted.

3. **Please provide a statement as to whether or not applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable. (ARSD 20:10:32:03(17))**

Vitcom is in good standing with the appropriate regulatory agency in Delaware, its State of Incorporation, and with the appropriate regulatory agencies where certification for resold telecommunications services has been granted.

4. **Regarding the proposed tariff submitted by Vitcom:**

Replacement tariff pages for your inquiry number 4 (a), (b), (c), (d), (e), (f), (g) and (h) are attached hereto as Exhibit 1.

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
VITCOM CORPORATION FOR A CERTIFICATE)	CERTIFICATE OF
OF AUTHORITY TO PROVIDE LOCAL)	AUTHORITY
EXCHANGE SERVICES IN SOUTH DAKOTA)	TC01-107

On August 14, 2001, the Public Utilities Commission (Commission) received an application for a certificate of authority from Vitcom Corporation (Vitcom)

Vitcom proposes to offer local exchange telecommunications services indiscriminately to both residential and business class customers throughout the state of South Dakota. A proposed tariff was filed by Vitcom.

On August 16, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of August 31, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled May 30, 2002, meeting, the Commission considered Vitcom's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to rural safeguards, and subject to the condition that Vitcom not offer a prepaid calling card or require or accept deposits or advance payments without prior approval of the Commission.

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31, specifically 49-31-69 and ARSD 20:10:32.03. The Commission finds that Vitcom has met the legal requirements established for the granting of a certificate of authority. Vitcom has, in accordance with SDCL 49-31-71, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota.

The Commission approves Vitcom's application for a certificate of authority, subject to rural safeguards, and subject to the condition that Vitcom not offer a prepaid calling card or require or accept deposits or advance payments without prior approval of the Commission. The certificate of authority for Vitcom shall authorize it to offer local exchange services in South Dakota, except in those areas served by a rural telephone company. In the future, should Vitcom choose to provide local exchange services statewide, with respect to rural telephone companies, Vitcom will have to come before the Commission in another proceeding before being able to provide local service in that rural service area pursuant to 47 U.S.C. § 253(f) which allows the Commission to require a company that seeks to provide service in a rural service area to meet the requirements in 47 U.S.C. § 214(e)(1) for designation as an eligible telecommunications carrier. In addition, the granting of statewide certification will not affect the exemptions, suspensions, and modifications for rural telephone companies found in 47 U.S.C. § 251(f). It is therefore

ORDERED, that Vitcom's application for a certificate of authority to provide local exchange services is granted, subject to the condition that Vitcom not offer a prepaid calling card or require or accept deposits or advance payments without prior approval of the Commission; and it is

FURTHER ORDERED, that Vitcom shall file informational copies of tariff changes with the Commission as the changes occur; and it is

FURTHER ORDERED, that the Commission shall authorize Vitcom to offer its local exchange services in South Dakota, except in those areas served by a rural telephone company.

Dated at Pierre, South Dakota, this 7th day of June, 2002.

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 facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
By	<u>Allyne Kalbo</u>
Date	<u>6/11/02</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Robert K. Sahr
ROBERT K. SAHR, 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 as of the date of the
Order Granting Certificate of Authority
Docket No. TC01-107

This is to certify that

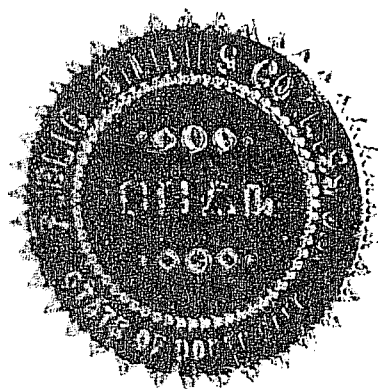
VITCOM CORPORATION

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

This certificate is issued in accordance with SDCL 49-31-69 and ARSD
20:10:32:03, 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 7th day of June, 2002.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner

Robert K. Sahr

ROBERT K. SAHR, Commissioner