

TC01-156

LAW OFFICES OF THOMAS K. CROWE, P.C.
2300 M STREET, N.W.
SUITE 800
WASHINGTON, D.C. 20037

TELEPHONE (202) 973-2890
FAX (202) 973-2891
E-MAIL firm@tkcrowe.com
INTERNET <http://www.tkcrowe.com>

October 4, 2001

BY OVERNIGHT DELIVERY (605-773-3201)

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

Re: America's Digital Satellite Telephone

Dear Sir or Madam:

Please find enclosed an original and eleven (11) copies of America's Digital Satellite Telephone's ("ADST's") Application for a Certificate of Authority to Offer, Render, Furnish or Supply Telecommunications Services as a Reseller to the Public in the State of South Dakota. Also enclosed is a check in the amount of \$250.00 payable to the "South Dakota Utilities Commission" to cover ADST's filing fee.

Please acknowledge receipt of this filing by file-stamping and returning the extra copy of this Application in the self addressed, stamped envelope provided for this purpose. Should you require further information, please contact the undersigned.

Sincerely,



Thomas K. Crowe
Daron T. Threet,
Counsel for America's Digital Satellite
Telephone

Enclosures

RECEIVED

OCT 05 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

Application of America's Digital)
Satellite Telephone, for Certificate of)
Authority to Offer, Render, Furnish, or)
Supply Telecommunications Services)
as a Reseller of Services to the Public.)

Application Docket No.

To the South Dakota Public Utilities Commission:

APPLICATION OF AMERICA'S DIGITAL SATELITE TELEPHONE

America's Digital Satellite Telephone ("ADST" or "Applicant") hereby petitions the South Dakota Public Utilities Commission ("Commission") for a certificate of authority to operate as a reseller of toll services in the State of South Dakota. The following general information and specific exhibits are furnished in support thereof:

1. Name, Address, and Telephone Number of Applicant:

America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
(702) 221-8855 Telephone
(866) 678-6611 Facsimile

2. Trade Name:

Applicant will provide its services under the same name listed above.

3. Corporate Information:

Applicant was incorporated under the laws of the State of Nevada on February 3, 2000. Applicant's articles of incorporation are attached as Exhibit A. ADST's certificate of authority to transact business in South Dakota is attached hereto as Exhibit B.

RECEIVED

OCT 05 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

4. Registered Agent:

Applicant has no principal office in the State of South Dakota. ADST's registered agent in South Dakota may be contacted at the following address:

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

5. Applicant's Shareholder:

Damian Cipriani is the sole shareholder of ADST and owns 100% of the applicant's voting securities. His contact information is as follows:

Damian Cipriani
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
(702) 221-8855 Telephone
(866) 678-6611 Facsimile

6. Proposed Services:

Applicant proposes to operate as a reseller of long distance services, and initially plans to offer 1+ and calling card (post-paid) services. ADST does not require deposits or advanced payments from its customers.

7. Means of Providing Services:

Applicant is a switchless, non-facilities based reseller of telecommunications services. Applicant will offer its services *via* the networks of its underlying, facilities based carriers.

8. Service Area:

ADST intends to offer services to all points (originating and terminating) within and throughout the entire State of South Dakota.

START

OF

RETAKE

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7. Means of Providing Services:

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8. Service Area:

ADST intends to offer services to all points (originating and terminating) within and throughout the entire State of South Dakota.

9. Demonstration of Financial Competence:

See Exhibit C.

10. Customer Service Information:

ADST maintains a toll-free customer service number for all customer questions and complaints. ADST customer service is available 24 hours a day, 7 days a week, by calling (866) 531-8083.

Written questions and complaints should be addressed to:

Byron Mitchell
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
(866) 678-6611 Facsimile

11. Regulatory Contact Information:

Commission inquiries concerning day-to-day operations should be directed to:

Byron Mitchell
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
(702) 221-8855 Telephone
(866) 678-6611 Facsimile

Questions regarding this application should be directed to:

Thomas K. Crowe, Esq.
Daron T. Threet, Esq.
Law Offices of Thomas K. Crowe, P.C.
2300 M Street, N.W., Suite 800
Washington, D.C. 20037
(202) 973-2890 Telephone
(202) 973-2891 Facsimile

END

OF

RETAKE

12. Billing Information:

Applicant bills its customers *via* the billing mechanisms of the relevant local exchange carrier.

13. States in Which Applicant is Registered/Certificated:

ADST is registered/certificated to provide telecommunications services in Colorado, Florida, Idaho, Indiana, Iowa, Kansas, Kentucky, Massachusetts, Michigan, Montana, Nevada, New Jersey, New Mexico, North Carolina, North Dakota, Ohio, Oregon, Rhode Island, Texas, Utah, Virginia, Washington, and Wisconsin. Applicant is in the process of applying for authorization throughout the United States. In no instance has any application been denied or rejected. Applicant is in good standing with all appropriate regulatory agencies in the states where it is certificated or registered.

14. Marketing Information:

A summary of Applicant's marketing information is attached as Exhibit D.

15. Federal Tax Identification Number:

ADST's federal tax identification number is: 880462302.

16. Slamming or Cramming Complaints:

No complaints have been filed against ADST for the unauthorized switching of telecommunications providers nor for charging customers for services that have not been ordered.

17. Demonstration of Managerial and Technical Competence:

A demonstration of Applicant's managerial and technical competence is attached hereto as Exhibit E.

18. Accounting Records:

Applicant's custodian and location of its accounting records is:

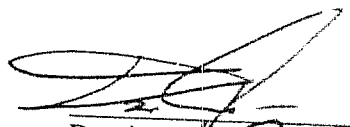
Damian Cipriani
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103

19. **Initial Tariff:**

See Exhibit F.

As demonstrated above, ADST respectfully requests that the Commission grant the instant application to operate as a reseller of long distance services.

Respectfully submitted,



Damian C. Cypriani
President
America's Digital Satellite Telephone
3750 South Jones Blvd.
Las Vegas, NV 89103
(702) 221-8855 Telephone
(866) 678-6611 Facsimile

Of Counsel:
Thomas K. Crowe
Daron T. Threet
LAW OFFICES OF THOMAS
K. CROWE, P.C.
2300 M Street, N.W., Suite 800
Washington, D.C. 20037
(202) 973-2890 Telephone
(202) 973-2891 Facsimile

VERIFICATION

State of Georgia :

County of Fulton :

ss.

Damian Cipriani, Affiant, being duly sworn according to law, deposes and says that:

He is President of America's Digital Satellite Telephone;

That he is authorized to and does make this affidavit for said corporation;


That America's Digital Satellite Telephone, the Applicant herein, acknowledges that it may have an obligation to serve or continue to serve the public by virtue of the Applicant commencing the rendering of service pursuant to this Application consistent with the Public Utility Code of the State of South Dakota or with other applicable statutes or regulations;

That America's Digital Satellite Telephone, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render public utility service within the State of South Dakota and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the South Dakota Public Utilities Commission;

That the facts above set forth are true and correct to the best of his knowledge, information, and belief and that he expects said corporation to be able to prove the same at any hearing hereof.


Signature of Affiant

Sworn and subscribed before me this 15 day of July, 2001.


Signature of official administering oath

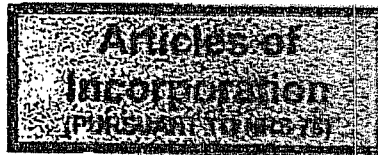
My commission expires June 10, 2005

EXHIBIT A
ARTICLES OF INCORPORATION



DEAN HELLER
Secretary of State

101 North Carson Street, Suite 3
Carson City, Nevada 89701-4786
(775) 684 5708

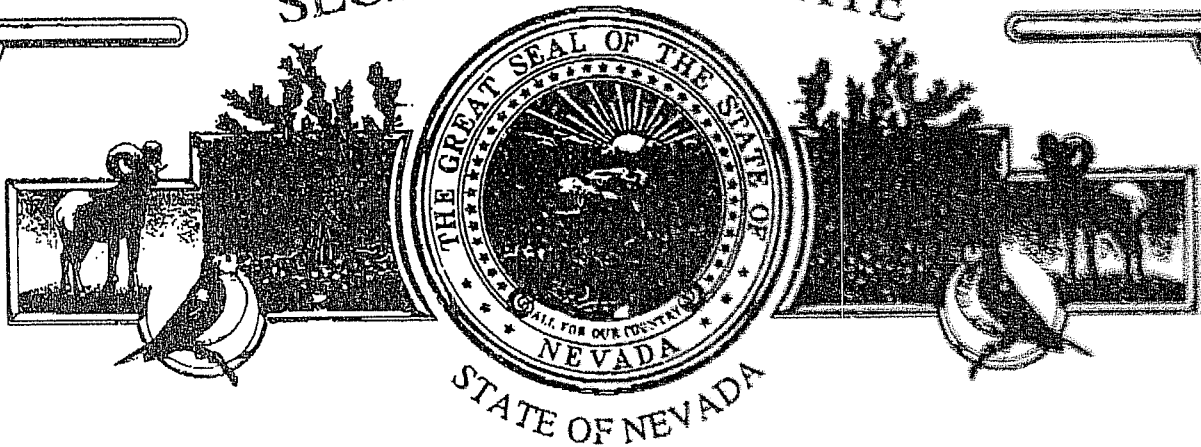


Other Use Only:

Important: Read attached instructions before completing form.

1. <u>Name of Corporation:</u>	America's Digital Satellite Telephone	
2. <u>Resident Agent Name and Street Address:</u> <small>(must be a Nevada address where process may be served)</small>	Name: Damian A. Cipriani Street Address: 3750 South Jones Blvd Las Vegas, NEVADA 89103 <small>City State Zip</small>	
3. <u>Shares:</u> <small>(No. of shares corporation authorized to issue)</small>	Number of shares with par value: 100,000 Per value: .01	Number of shares without par value:
4. <u>Governing Board:</u> <small>(Check one)</small>	Shall be styled as _____ Directors or _____ Trustees	
<u>Names, Addresses, Number of Board of Directors/Trustees:</u>	The First Board of <u>Directors</u> Trustees shall consist of <u>1</u> member whose names and addresses are as follows: Name: Damian A. Cipriani Address: 3750 S. Jones Blvd Las Vegas, NV 89103 <small>City, State, Zip</small>	
5. <u>Purpose:</u> <small>(Optional-See instructions)</small>	The purpose of this Corporation shall be: 1 + long Distance	
6. <u>Other Matters:</u> <small>(See instructions)</small>	Number of additional pages attached: _____	
7. <u>Names, Addresses and Signatures of Incorporators:</u> <small>(Signatures must be notarized. Attach additional pages if there are more than 2 incorporators.)</small>	Name: Rodney Harrison Address: 230 Judson Way Atlanta GA 30322 <small>City, State, Zip</small> Signature: <i>[Signature]</i>	
<u>Notary:</u>	This instrument was acknowledged before me on <u>February 3, 2000</u> by <u>Rodney Harrison</u> <small>Name of person</small> As incorporator of <u>America's Digital Satellite Telephone</u> <small>(Name of party on behalf of whom instrument executed)</small> Signature: <i>[Signature]</i> <small>Notary Public Signature</small> (affix notary stamp or seal)	
8. <u>Certificate of Acceptance of Appointment of Resident Agent</u>	Name of Resident Agent: <u>Damian A. Cipriani</u> Signature of Resident Agent: <i>[Signature]</i> <small>Notary Public Signature</small>	

SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that AMERICA'S DIGITAL SATELITE TELEPHONE did on February 3, 2000 file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 28, 2000.

Dean Heller

Secretary of State



By

Kenny R. Davenport

Certification Clerk

EXHIBIT B
CERTIFICATE OF AUTHORITY

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

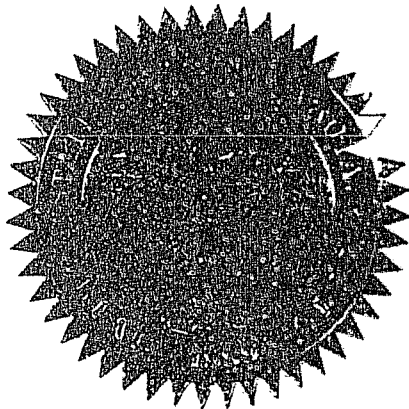
Certificate of Authority

ORGANIZATIONAL ID #: FB025227

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **AMERICA'S DIGITAL SATELITE TELEPHONE, INC. (NV)** 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 June 12, 2001.



Joyce Hazeltine
Secretary of State



Secretary of State
 State Capitol
 500 E. Capitol Ave.
 Pierre SD 57501
 Phone 605-773-4845
 Fax 605-773-4550

FILE NO. _____

RECEIPT NO. _____

RECEIVED

JUN 12 01

Application for Certificate of Authority

SD REG #31242

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

(1) The name of the corporation is America's Digital Satellite Telephone, Inc.
(exact corporate name)

Filed this 12 June 2001
America's Digital Satellite Telephone, Inc.
 SECRETARY OF STATE

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

(3) State where incorporated Nevada Federal Taxpayer ID# 88-0462302

(4) The date of its incorporation is February 3, 2000 and the period of its duration, which may be perpetual, is Perpetual

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 3750 South Jones Blvd, Las Vegas, Nevada Zip Code 89102
 mailing address if different from above is: 3750 South Jones Blvd, Las Vegas, NV Zip Code 89100

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 300 South Phillips Avenue, Suite 300, Sioux Falls, South Dakota Zip Code 57102
 and the name of its proposed registered agent in the State of South Dakota at that address is National Registered Agents, Inc.

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purposes)
Reseller of Long Distance Telecommunication Services

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

Name	Officer Title	Street Address	City	State	Zip
See attached schedules					

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
100,000	Common		.01

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1,000	Common		.01

(11) The amount of its stated capital is \$ 500
Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

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

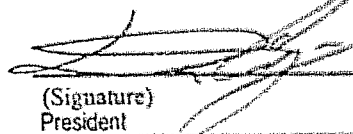
(13) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix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

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

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by another officer.

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

Dated 5-7 2001



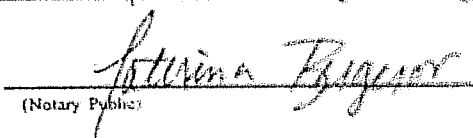
 (Signature)
 President

 (Title)

STATE OF Georgia
COUNTY OF Fulton

I, Caterina Bergeron, a notary public, do hereby certify that on this 7 day of May, 2001 personally appeared before me Damian Cipriani who, being by me first duly sworn, declared that he/she is the President of America's Digital Satellite Telephone, that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

Jan, 10, 2005
My Commission Expires



 (Notary Public)

Notarial Seal

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

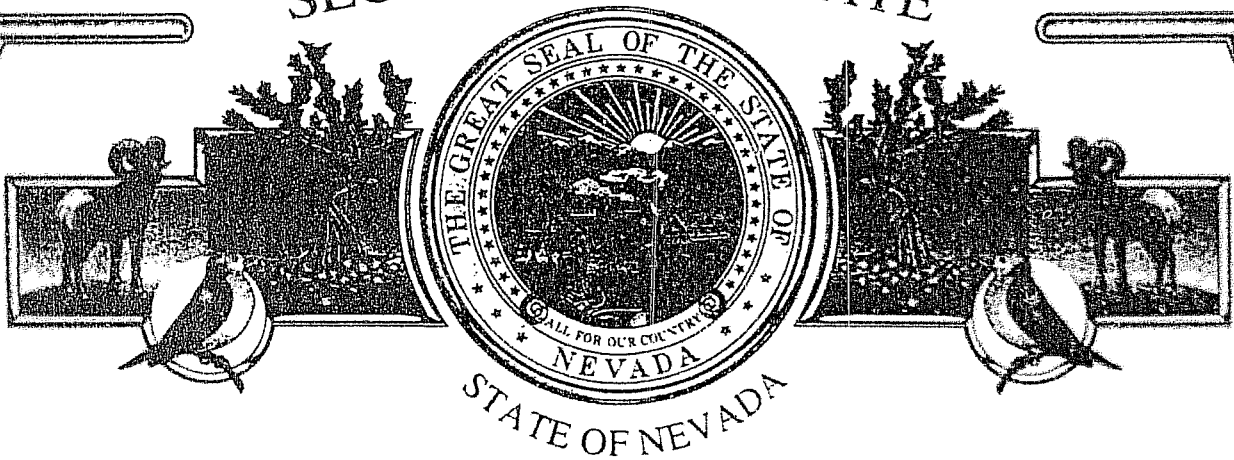
**ATTACHMENT
AMERICA'S DIGITAL SATELITE TELEPHONE, INC.**

List of Officers and Directors

OFFICERS: Damian Cipriani, President and Secretary
3750 South Jones Blvd.
Las Vegas, Nevada 89103

DIRECTORS: Damian Cipriani
3750 South Jones Blvd.
Las Vegas, Nevada 89103

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **AMERICA'S DIGITAL SATELITE TELEPHONE**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 3, 2000, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on February 26, 2001.



Dean Heller

Secretary of State

By

Clark
Certification Clerk

Consent of Appointment by the Registered Agent

I, National Registered Agents, Inc., hereby give my consent to serve as the registered agent for America's Digital Satellite Telephone, Inc.
(name of registered agent)
(corporate name)

Dated May 22, 2000

(signature of registered agent)

The proper filing fee must accompany the application. Make checks payable to the Secretary of State.

FEE SCHEDULE

Authorized capital stock of	25,000	or less	\$90
Over \$25,000 and not exceeding	100,000		110
Over \$100,000 and not exceeding	500,000		130
Over \$500,000 and not exceeding	1,000,000		150
Over \$1,000,000 and not exceeding	1,500,000		200
Over \$1,500,000 and not exceeding	2,000,000		250
Over \$2,000,000 and not exceeding	2,500,000		300
Over \$2,500,000 and not exceeding	3,000,000		350
Over \$3,000,000 and not exceeding	3,500,000		400
Over \$3,500,000 and not exceeding	4,000,000		450
Over \$4,000,000 and not exceeding	4,500,000		500
Over \$4,500,000 and not exceeding	5,000,000		550

For each additional \$500,000, \$40 in addition to \$550.

For purposes only of computing fees under this section, the dollar value of each authorized share having a par value shall be equal to par value and the value of each authorized share having no par value shall be equal to one hundred dollars per share. The maximum amount charged under this subdivision may not exceed sixteen thousand dollars.

FILING INSTRUCTIONS:

The application must be signed, in the presence of a notary public, by the chairman of the board of directors, or its president, or any other officer. One original and one photocopy of the application must be submitted.

The application must be accompanied by an original, currently dated, **CERTIFICATE OF FACT** or a **CERTIFICATE OF GOOD STANDING** from the Secretary of State in the state where incorporated. A photocopy of a certificate is not acceptable. It should be dated within ninety (90) days of submitting it to our office.

South Dakota law requires every corporation to continuously maintain a resident of this state as the registered agent (number six on the application). The registered agent's address is considered the registered office address of the corporation in South Dakota. A complete street address must be listed for service of process.

The Consent of Registered Agent portion must be signed by the South Dakota registered agent.

Mail the application, certificate, and filing fee to the Secretary of State, Corporate Division, 500 E. Capitol Avenue, Pierre, SD 57501-5070. The duplicate and a Certificate of Authority will be returned for your records.

EXHIBIT C
DEMONSTRATION OF FINANCIAL COMPETENCE

DEMONSTRATION OF FINANCIAL COMPETENCE

America's Digital Satellite Telephone, Inc. was incorporated in February 2000. As such, it does not have audited financial statements. Despite this, as demonstrated in the Balance Sheet attached hereto, ADST maintains a current balance of \$233,741.71. Such capitalization is adequate to finance ADST's initial telecommunications service offerings.

As America's Digital Satellite Telephone, Inc. is a switchless reseller and does not own, operate or lease telecommunications facilities, it has no lease or ownership obligations at this time.

10:21 AM
05/01/01
Accrual Basis

America's Digital Satellite Telephone
Balance Sheet
As of March 31, 2001

	<u>Mar 31, 01</u>
ASSETS	
Current Assets	
Checking/Savings	
Checking - Fidelity National	162,901.21
Total Checking/Savings	<u>162,901.21</u>
Total Current Assets	162,901.21
Fixed Assets	
Equipment	
Equipment - Cost	58,265.92
Total Equipment	<u>58,265.92</u>
Furniture	
Furniture - Cost	12,574.58
Total Furniture	<u>12,574.58</u>
Total Fixed Assets	<u>70,840.50</u>
TOTAL ASSETS	<u><u>233,741.71</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Loan From Stockholders	255,840.50
Total Other Current Liabilities	<u>255,840.50</u>
Total Current Liabilities	<u>255,840.50</u>
Total Liabilities	255,840.50
Equity	
Capital Stock	
Common Stock	10.00
Paid-in Capital	490.00
Total Capital Stock	<u>500.00</u>
Retained Earnings	-10,020.42
Net Income	-12,574.37
Total Equity	<u>-22,094.79</u>
TOTAL LIABILITIES & EQUITY	<u><u>233,741.71</u></u>

10:21 AM
05/01/01
Accrual Basis

America's Digital Satellite Telephone
Profit & Loss
January through March 2001

	<u>Jan - Mar 01</u>
Ordinary Income/Expense	
Expense	
Licenses and Permits	12,270.25
Postage and Delivery	25.34
Rent	282.78
Total Expense	<u>12,578.37</u>
Net Ordinary Income	<u>-12,578.37</u>
Net Income	<u><u>-12,578.37</u></u>

EXHIBIT D
MARKETING INFORMATION

MARKETING INFORMATION

As a newly-formed company, Applicant does not possess detailed marketing information at this time. Applicant intends to utilize telemarketing as a part of its overall marketing strategy and will use an independent third-party company to confirm primary carrier change orders in conformance with 47 CFR § 64.1100. A sample telemarketing transcript is attached.

Sample ADST Telemarketing Script - South Dakota

Hello, Mr./Mrs. _____.

My name is _____ and I'm from America's Digital Satellite Telephone, a telecommunications service provider certified and regulated by the Federal Communications Commission and the various state public utility commissions. Are you the person authorized to make changes to and/or incur charges on this telephone account? *(If the answer is "No", tell the person you'll call back and terminate the call).*

This call is to notify you of ADST's great rates. All state-to-state calls are just 5¢ a minute all day, every day. All instate long distance calls are just 13.8¢ per minute. We also offer great international rates. These great rates are available with only a small monthly fee of \$4.95 and a one time setup fee of \$6.

Are you interested in hearing more about ADST's services _____?

For your convenience, our charges will be listed in your local phone bill that you receive from your local phone company. However, we are not affiliated with your local phone company. Our customers use the same network that many other companies use. Should you have any questions or want to cancel the service, just call ADST's Customer Service toll free number at 1-866-531-8083.

If you're interested in this offer, and would like to take advantage of ADST's low rates for instate, state-to-state and international long distance, I'll need to get some basic information from you to transfer your service. As an option, you may sign up for instate, state-to-state or international long distance services on a separate basis or order any combination of the three.

Would you like to take advantage of ADST's low rates for state-to-state calls _____?
For international calls _____? And for instate calls _____?

May I have your full name _____?
And your mailing address _____?
Your main billing telephone number is _____?
Do you have a secondary line that you would like to change also?
That number is _____?

There may be a small fee of approximately \$5 which your local carrier may charge for each phone line you switch. Just call our customer service department and we will refund any fees you incur by choosing our services.

For verification purposes could I have your date of birth _____?
(If date of birth indicates person to be younger than 18, terminate the call. Do not continue with verification).

To comply with federal and state regulations, I'm going to transfer you to an independent verification company. This verification will be recorded. The verification company uses automated means to speed the process, and will confirm our discussion. When you're connected, you will be asked to personally confirm your selection of ADST as your telecommunications service provider for your long distance communications needs. No change will be made to your local services. Just follow the prompts. Before I connect you to the verifier, I would like to thank you for your patience and interest in ADST. We will work hard to please you.

START

OF

RETAKE

EXHIBIT E

DEMONSTRATION OF MANAGERIAL AND TECHNICAL COMPETENCE

END

OF

RETAKE

DEMONSTRATION OF MANAGERIAL COMPETENCE

America's Digital Satellite Telephone's day-to-day operations will be managed primarily by Damian Cipriani. Mr. Cipriani has seven years of managerial experience as well as experience as the owner and operator of a business. Mr. Cipriani has extensive experience in operations and personnel management, contract negotiations, and financial forecasting and budgeting. A copy of Mr. Cipriani's resume is attached hereto.

DEMONSTRATION OF TECHNICAL COMPETENCE

ADST's technical operations will be managed by Manika Singh and Ashar Syed. Ms. Singh has a Bachelor of Science in Mathematics, a Master of Business Administration, and is currently pursuing a Master of Science degree in Computer Science. Ms. Singh has technical experience in computer programming and software engineering with additional experience in programs designed for the management of financial accounts, sales invoicing, and human resource management. Mr. Syed has a Master of Science degree in Computer Science and a Bachelor of Science degree in Computer Science. Mr. Syed has experience as a software engineer for a major telecommunications company that included the development of software applications for the processing of customer service complaints and inquiries, billing and automated operations systems. The resumes for each of these individuals are attached

America's Digital Satellite
Telephone
3750 South Jones Blvd
Las Vegas, NV 89103
(702) 221-8855

Damian Cipriani

Summary

Mr. Cipriani has been a Business Manager for the last seven years, managing up to eight employees and been involved in every facet of the operations.

Experience

2000-Present ADST Las Vegas, NV

President

- President and General Manager of long distance telephone service re-sale operation. Duties include contract negotiations and daily company operations managing.

1993-2000 DC Development Co Pompano Beach, FL

Owner

- Managed all operations of a commercial development company, including property acquisitions, contract negotiations and design coordination.

1990-1993 CG Construction Co. Pompano Beach, F

Supervisor

- Supervised operation of a residential construction operation, including personnel management, estimating, contract negotiations and bookkeeping.

Ashar Syed

Career Objective

A challenging position as a Software Developer

Profile

Computer professional with high-energy and a positive-oriented drive. Disciplined, determined, confident and analytical with excellent leadership skills. Extremely fast learner and desire to gain more in the field of Information Technology

Education

Master of Science, Computer Science, July 1998
University of South Alabama, Mobile, Alabama

Bachelor of Science, Computer Science, September 1995
Quaid-e-Azam University, Islamabad, Pakistan

Certified Internet Web Associate, June 2000



Professional Experience

Software Engineer, July 1999 – January 2001
Bellsouth Research and Development, Miami, FL.

Responsible for analyzing, designing, implementation, testing and maintaining of GUIs, Telephony, Internet and Database Systems related to telecommunications industry. Provide application modeling and programming expertise in building software solutions for maintenance and management of Voice Processing, Customer Service and Billing systems using C++, MFC, Dialogic SDK, Green Leaf, Visual Voice, COM, ActiveX Controls, SQL Server, Access.

- Analyzed and designed Client-Server Architecture for customer services named QuickLink. This Two-Tier application is being by all customer service representatives to process customer complaints and requests. The presentation tier was modeled using UML and its architecture is based on COM Components and Object-Oriented technology. It was implemented using C++, MFC, DLLs, ActiveX Controls, and numerous other Third Party Controls, SQL Server is used in Data tier as RDBMS
- Analyzed, designed, implemented and maintaining Voice Verification System, which automatically plays voices for verification, manage and compressed them for further processing. Also Voice Playing System, which can decompress voices in different formats and plays them on demand. These multithreaded systems are operated on analog and digital dialogic cards and implemented using C++, MFC, Dialogic SDK, Visual Voice, Green Leaf and SQL Server
- Designed and incorporated new components to Calling Card Processing System, which automatically issues pin number, process calling cards and keep track of messages. This multithreaded system works on digital dialogic card and implemented using MFC, C++, Visual Voice and SQL Server
- Implemented several tasks for automation, these processes automatically communicate to other long distance carriers through Email and FTP
- Analyzed and implemented Payroll System for telemarketers and participated in Billing Systems using Visual Basic, Access and Crystal Reports

Software Developer, June 1998 – June 1999

IBM Global Services (Consultant), Tampa, Florida

Performed a vital role on several analysis, design, implementation and maintenance projects as team player for IBM on their EDI Systems

- Implemented several modules for **CGI Dynamic HTML** using **C** on **UNIX** platform
- Designed and implemented GUI using **JFC/Swing** for several expedite **JAVA Beans** components using **Visual Age for JAVA**
- Participated in object-oriented design using **UML** and implementation using **C** for Expedite Email Notification Manager
- Implemented compression and decompression modules using **C** and **GreenLeaf** libraries for **Client-Server E-Commerce Expedite System**
- Created and executed several integration and functional test cases for different software on **OS/2, UNIX, Mac, Windows** operations systems

Software Engineer, December 1995 – April 1998

American Society for Testing Materials (ASTM), Mobile, Alabama

Analyzed structured oriented existing DOS based version of **CHETAH** implemented in **FORTRAN**. Designed new Object-Oriented system, **GUI** and **ROBMS** for windows platform. The **CHETAH 7.2** was implemented using **Visual Basic, MS Access, ActiveX** controls and several other third party controls. Also analyzed and designed several components for the next version using object-oriented methodologies. The components for **CHETAH 7.3** were implemented using **MFC, COM** and **DLLs**

- Involved in designing an **Object-Oriented system** for the conversion of **Smiles Strings** into **Benson Groups** and implementing it using **Visual C++(MFC)** for **CHETAH**
- Analyzed the existing DOS based system having **Fortran** code for scientific calculations and conventional file systems for records. Designed new system and implemented a very attractive user interface using **Visual Basic** and **C++**
- Designed and implemented the new **ROBMS** using **SQL** and **Access**
- Co-author of the manual for **CHETAH 7.2**

Technical Skills

System Development: C++ (Borland, VC++-MFC), Visual Basic, JAVA (JFC Swing), JAVA Beans, C (ANSI), FORTRAN, Visual Voice, Transact-SQL, GreenLeaf, UNIX and DOS Shell programming

Operating Systems: MS Windows (NT/2000), UNIX (Solaris, AIX), MacOS, OS-2 and DOS

Database Management: SQL Server 6.5 and 7.0, Access, Visual Forms, SQL Server, ADO and ODBC

Web Tools: Visual Interdev, Visual Age, CGI, HTML, DHTML, JavaScript, VBScript, ASP, FormPage

Miscellaneous Tools: Visual Source Safe, CMVC, VOB, Rational Rose, Robo Help, Install Shield, Dialogic SDK, VideoSoft SDK, ShoradanSoft SDK

References available on request

Manika Singh
905, Howell Court
Duluth, GA 30096
Phone 770-623-8547

OBJECTIVE : To obtain a position as a Programmer /Analyst (Visual Basic/C++)

TECHNICAL EXPERIENCE:

Backend : Oracle 8.0, Oracle 7.X, Access
Frontend : Visual Basic, Forms 5.0, Forms 4.5, Developer 2000
Languages : Visual Basic, C++, C, Pascal, HTML
OS : Windows NT, Windows 95, Windows 98, Unix

PROFESSIONAL EXPERIENCE:

Teller, First Union National Bank

Mar '96 - Present

Software Engineer, HEG Ltd, India

Dec '96 - Feb '98

Financial Accounting Management System

Environment : Access, Visual Basic

FAMS is an integrated system which interacted with Purchase, Stores & Sales

Systems. It consists of the following modules:

- Master Maintenance Module
- Voucher Entry: Cash & Bank (Receipt & Payment), Journal Vouchers
- Debit Note /Credit Note Entry
- Batch Processing: Bills from Stores system & Sales system
- Year end processing
- Reports & Online Queries: Register, Trial Balance, Creditors

Sales Invoicing System

Environment : Access, Visual Basic

This is an integrated system with FAS. Sales System consists of following modules

- Master Maintenance Module.
- Order Load Entry : Order Coming from different customers are entered.
- Order Acknowledgement : Based on our production plan orders are acknowledged to customers
- Invoice: Based on order acknowledgement and dispatch plan invoices (direct sales, sales return, sample invoice etc.) are generated
- Reports & On Line Queries: Invoice printing on pre-printed stationery, Check runs, Quality wise reports, Region wise sales and other MIS Reports.

Human Resource Management System (HRMS)

Environment : Access, Visual Basic

HRMS is an integrated system to cater the need of Human Resource Dept. HRMS system consists of following modules:

- Personnel Information Module : Personal Information, Family information, Training Courses attended, Experience, Qualification Languages Known and any information required at the time of Performance Appraisal, and various MIS Reports.
- Attendance Recording module : Records In & Out coming time from

- attendance record machine, Leaves taken, Off day schedule, Manning entry, and other MIS Reports.
- Job Assignment Module : Jobs assigned to each employee weekly and Various Reports.
 - Payroll Module : Pay Slip Generation of Employee based on No. of days worked, leaves taken, loans taken and other benefits given to him. Department Wise Salary consumption, Bank & Cash Statements.

Assistant Sales Manager, Birla Ericsson Optical Limited India

Jan '95 - Dec '96

- Filing tenders & contracts with DOT(Department of Telecommunication) & Non DOT customers
- Planning the delivery schedule
- Supervision of timely and correct dispatch of material
- Supervision of billing
- Coordination between Plant and sales department
- Follow up of the credit collections from the customer
- Worked as the team member for internal ISO 9002 audit
- Prepared the sales department for ISO audit
- Reconciliation of sales accounts during yearly audit
- Reconciliation of deferred payments
- Reconciliation of Sales tax accounts
- Reconciliation of excise account with Sales account
- Responding to the customer complaints if any
- Analysis & follow up of the wrong deductions(if any) by the customer
- Preparation of monthly sales statement for Department of Telecommunications, India

EDUCATION :

Pursuing MS Computer Science at Southern Polytechnic State University, GA
Masters of Business Administration, Major Marketing
Bachelor of Science, Major Mathematics

*June 1993
August 1993*

Visa Status: Permanent Resident

EXHIBIT F
INITIAL TARIFF

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

OF

America's Digital Satellite Telephone

3750 South Jones Blvd
Las Vegas, NV 89103

RESALE INTEREXCHANGE TELECOMMUNICATIONS SERVICE

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of telecommunications services provided by America's Digital Satellite Telephone within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission ("Commission"). Copies may be inspected during normal business hours at the Company's principal place of business; 3750 South Jones Blvd., Las Vegas, NV 89103.

America's Digital Satellite Telephone is a provider of interexchange telecommunications services on a 24-hour basis. Service is provided for the direct transmission and reception of voice and data communications between points within the State of South Dakota as an adjunct to America's Digital Satellite Telephone's interstate service.

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Issued By:

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(702) 221-8855

Effective Date

CHECK SHEET

The Title Sheet and Sheets 1 through 34 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s)

<u>SHEET</u>	<u>REVISION</u>
Title	Original
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original

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CHECK SHEET (CONT'D.)

<u>SHEET</u>	<u>REVISION</u>
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original
24	Original
25	Original
26	Original
27	Original
28	Original
29	Original
30	Original
31	Original
32	Original
33	Original
34	Original

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CONCURRING CARRIERS

None

CONNECTING CARRIERS

None

OTHER PARTICIPATING CARRIERS

None

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EXPLANATION OF SYMBOLS

- (C) To signify a **changed** condition or regulation
- (D) To signify a **deleted or discontinued** rate, regulation or condition
- (I) To signify a change resulting in an **increase** to a customer's bill
- (M) To signify that material has been **moved from** another tariff location
- (N) To signify a **new** rate, regulation, condition or sheet
- (R) To signify a change resulting in a **reduction** to a customer's bill
- (T) To signify a change in **text** but no change to rate or charge

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TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, occasionally, when a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, the 4th revised Sheet 14 cancels the 3rd Revised Sheet 14. Because of various suspension periods, deferrals, etc. the Commission follows in their tariff approval process, the most current sheet number on file with the Commission is not always the sheet in effect. Consult the Check Sheet for the sheet currently in effect.

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TARIFF FORMAT (CONT'D.)

- C. **Paragraph Numbering Sequence** - There are four levels of paragraph coding. Each level of code is subservient to its next higher level.
- 2.
 - 2.1.
 - 2.1.1.
 - 2.1.1.1
- D. **Check Sheets** - When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The Tariff user should refer to the latest Check Sheet to find if a particular sheet is the most current on file with the Commission.

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APPLICATION OF TARIFF

This tariff contains the rates applicable to the provision of specialized intrastate resale common carrier telecommunications services by America's Digital Satellite Telephone between various locations within the State of South Dakota. All services are interstate offerings. Intrastate service is an add on service available only if the Customer subscribes to the Company's interstate offerings.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Account Code:

A numerical code, one or more of which are available to a customer to enable identification of individual users or groups of users on an account and to allocate costs of service accordingly.

Called Station:

The terminating point of a call (i.e., the called number)

Calling Card:

A card issued by Company containing such account numbers assigned to its Customer which enables the charges for calls made to be properly billed on a pre-arranged basis.

Commission:

The South Dakota Public Utilities Commission

Company:

America's Digital Satellite Telephone

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (CONT'D.)

Customer:

The person, firm, corporation or other entity which orders or uses service and is responsible for payment of charges and compliance with tariff regulation

Disconnect or Disconnection:

The termination of a circuit connection between the Originating Station and the Called Station or the Company's operator

Measured Service:

The provision of long distance measured time communications telephone service to customers who access the Company's service at its contracted interexchange carriers' switching and call processing equipment by means of access facilities obtained from local exchange common carrier(s). Company contracted interexchange carrier is responsible for arranging the access lines

Originating Station:

The originating point of a call.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (CONT'D.)

Point of Presence:

The point of physical interconnection between the local exchange company's local network and the interexchange carrier's network ("POP")

Postpaid Service:

Presubscribed service where subscribers are billed for and remit payment subsequent to the provision of service.

Subscriber:

See "Customer" definition.

Travel Card:

See "Calling Card" definition.

V & H Coordinates:

Geographic Points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purpose of rating calls.

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SECTION 2 - RULES AND REGULATIONS

2.1. Undertaking of Company

- 2.1.1. Company's services are furnished for telecommunications originating and/or terminating in any area within the State of South Dakota
- 2.1.2. Company is a non-facilities based provider of interexchange telecommunications to Customers for their direct transmission and reception of voice, data, and other types of communications.
- 2.1.3. Company resells access, switching, transport and termination services provided by interexchange carriers.
- 2.1.4. Customer's monthly charges for Company's service are based on the total time Customer actually uses the service. For billing purposes, the duration of each call will be rounded up in sixty (60) second increments unless otherwise specified.
- 2.1.5. Subject to availability, the customer may use authorization codes to identify the users or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.
- 2.1.6. The Company's services are provided on a monthly basis unless otherwise provided, and are available twenty-four (24) hours per day, seven (7) days per week.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.2. Limitations

- 2.2.1. Service is offered subject to availability of the necessary facilities and/or equipment and subject to the provisions of this tariff. Company reserves the right not to provide service to or from a location where the necessary facilities or equipment are not available.
- 2.2.2. Company reserves the right to immediately disconnect service upon its written notice when necessitated by conditions beyond the Company's control, or when the Customer is using the service in violation of either the provisions of this tariff, or in violation of the law pursuant to Section 2.3.
- 2.2.3. The Company does not undertake to transmit messages, but offers the use of its facilities when available.
- 2.2.4. Title to all facilities provided by Company under these regulations remains in Company's name.
- 2.2.5. Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.3. Use

2.3.1. Service may be used for the transmission of communications by the customer

2.3.2. Service may not be used for any unlawful purpose or for any purpose for which any payment or other compensation is received by the Customer, except when the Customer is a duly authorized and regulated common carrier. This provision does not prohibit an arrangement between the Customer, authorized user or joint user to share the cost of service.

2.3.3. The Company strictly prohibits use of the Company's services without payment or an avoidance of payment by the Customer by fraudulent means or devices including providing falsified calling card numbers or invalid calling card numbers to the Company, providing falsified or invalid credit card numbers to the Company or in any way misrepresenting the identity of the Customer.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.4. Liabilities of the Company

- 2.4.1. The liability of the Company for damages arising out of the furnishing of its services, including but not limited to mistakes, omissions, interruptions, delays, or errors, or other defects, representations, or use of these services or arising out of the failure to furnish the service, whether caused by acts or omission, shall be determined in accordance with South Dakota law. The Company shall not be liable for any kind or nature whatsoever arising out of any defects or any other cause.
- 2.4.2. Company shall be indemnified and held harmless by the customer against
- A. Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out of the material, data, information or other content transmitted over company's facilities, and
 - B. Claims for patent infringement arising from combining or connecting Company's facilities with apparatus and systems of the Customer, and
 - C. All other claims arising out of any act or omission of the Customer in connection with any service provided by Company

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.4. Liabilities of the Company (Cont'd.)

2.4.3. The Company is not liable for any defacement of, or damage to, the equipment or premises of a customer resulting from the furnishing of services when such defacement or damage is not the result of the Company's negligence

No agents or employees of connecting, concurring or other participating carriers or companies shall be deemed to be agents or employees of the Company without written authorization.

2.4.4. Company shall not be liable for and the Customer indemnifies and holds harmless from any and all loss claims, demands, suits, or other actions or liabilities whatsoever, whether suffered, made, instituted or asserted by the Customer or by any other party or person, for any personal injury to, death of any person or persons, and for any loss, damage, defacement or destruction of the premises of the customer or any other property, whether owned by the Customer or by others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of equipment or wiring provided by Company where such installation, operation, failure to operate, maintenance, condition, location or use is not the direct result of the Company's negligence

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.4. Liabilities of the Company (Cont'd.)

2.4.5. The Company is not liable for any failure of performance hereunder due to causes beyond its control, including, but not limited to, unavoidable interruption in the working of its circuits or those of another common carrier, acts of God, storms, fire, floods, or other catastrophes; any law, order, regulation, direction, action, or request of the United States Government, or any other governmental entity having jurisdiction over the Company or of any department, agency, commission, bureau, corporation, or other instrumentality or any one or more of such instrumentality or any one or more of such governmental entities, or of any civil or military authority; national emergencies, insurrections, riots, rebellions, wars, strikes, lockouts, work stoppages, or other labor difficulties, or notwithstanding anything in this tariff to the contrary, the unlawful acts of the Company's agents and employees, if committed beyond the scope of their employment

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.4. Liabilities of the Company (Cont'd.)

2.4.6. The Company shall not be liable for damages or adjustments, refunds, or cancellation of charges unless the Customer has notified the Company, in writing, of any dispute concerning charges, or the basis of any claim for damages, after the invoice is rendered by the Company for the call giving rise to such dispute or claim, unless ordered by the Commission pursuant to South Dakota law. Any such notice must set forth sufficient facts to provide the Company with a reasonable basis upon which to evaluate the Customer's claims or demands.

2.4.7. The Company shall not be liable for any damages, including usage charges, that the Customer may incur as a result of the unauthorized use of its communications equipment. The unauthorized use of the Customer's communications equipment includes, but is not limited to, the placement of calls from the Customer's premises and the placement of calls through Customer-controlled or Customer-provisioned equipment that are transmitted or carried over the Company's network services without the authorization of the Customer. The Customer shall be fully liable for all such charges.

2.5. Prepaid Subscriber Responsibilities

(Reserved for Future Use)

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.6. Interruption of Service

- 2.6.1. Credit allowance for interruptions of service which are not due to Company's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment and/or communications equipment provided by the Customer, are subject to the general liability provisions set forth in Section 2.4, herein. It shall be the obligation of the Customer to notify Company of any interruptions of service. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission of the Customer, not within the Customer's control.
- 2.6.2. No credit allowances will be allowed for an interruption of services for continuous duration of less than two hours.
- 2.6.3. The subscriber shall be credited for an interruption of two hours or more at the rate of 1/160th for each hour over two (2) such hours of interruption up to a maximum of 6/160th multiplied by the average monthly usage bill of the Customer. If service is activated for less than one (1) month, the monthly usage amount shall be determined by extending the actual usage for the days of service to thirty (30) days.
- 2.6.4. In the event of foreknowledge of an interruption in service for a period exceeding two hours, the subscriber will be notified in writing, by mail, at least one week in advance.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.7. Restoration of Service

The use and restoration of service in emergencies shall be in accordance with part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities

2.8. Minimum Service Period

The minimum service period is one month (30 days)

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.9. Payments and Billing for Postpaid Services

- 2.9.1. Charges for service are applied on a recurring and nonrecurring basis. Service is provided and billed on a monthly (30 day) basis. The billing date is dependent on the billing cycle assigned to the subscriber. Service continues to be provided until canceled by the Customer with no less than 30 days notice.
- 2.9.2. The Customer is responsible for the payment of all charges for services furnished to the Customer. Charges are based on actual usage and are billed monthly in arrears.
- 2.9.3. Billing will be payable upon receipt and deemed past due ten (10) days after issuance and posting of invoice. Bills not paid within thirty (30) days after the date of posting are subject to a 1.5% late payment charge for the unpaid balance, or the maximum allowable under state law. Each account shall be granted not less than one complete forgiveness of late payment charge, pursuant to Commission rules. Customers shall be notified by letter when eligibility for forgiveness of late payment charge has been utilized.
- 2.9.4. The name(s) of the Customer(s) desiring to use the service must be set forth in the application for service.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.10. Billing Disputes

2.10.1. Billing disputes should be addressed to Company's Customer Service Organization via telephone to (866) 531-8083. Customer Service is available twenty-four hours per day, seven days per week. The Customer has 180 days from the date the bill was issued to dispute the charges on the bill.

2.10.2. In the case of a dispute between the Customer and the Company for service furnished to the Customer, which cannot be settled with mutual satisfaction, the Customer can take the following course of action:

2.10.2.1 First, the Customer may request the Company perform an in-depth review of the disputed amount (The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnection)

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Effective Date

Issued By:

Damian Cipriani
America's Digital Satellite Telephone
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Las Vegas, NV 89103
(702) 221-8855

SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.10. Billing Disputes (Cont'd.)

2.10.2.2. Second, if there is still a disagreement about the disputed amount after the investigation and review by a manager of the Company, the Customer may appeal to the Commission for its investigation and decision. The address of the Commission is:

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

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.11. Cancellation by Customer

- 2.11.1. Customer may cancel service by providing written notice to Company 30 days prior to cancellation.
- 2.11.2. Customer is responsible for usage charges while still connected to the Company's service and the payment of associated local exchange company charges, if any, for service charges.
- 2.11.3. Any non-recoverable cost of Company expenditures shall be borne by the customer if
- A. The Customer orders service requiring special facilities dedicated to the Customer's use and then cancels the order before such service begins, before completion of the minimum period or before completion of some period mutually agreed with the Customer for the non-recoverable portions of expenditures, or
 - B. Liabilities are incurred expressly on behalf of the Customer by Company and not fully reimbursed by installation and monthly charges; and
 - C. Based on an order for service and construction has either begun or has been completed, but no service provided.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.12. Cancellation by Company

2.12.1. Company reserves the right to immediately discontinue furnishing the service to customers without incurring liability:

- A. In the event of a condition determined to be hazardous to the Customer, to other customers of the utility, to the utilities equipment, to the public or to employees of the utility; or
- B. By reason of any order or decision of a court or any other governmental authority which prohibits the Company from furnishing such service; or
- C. If the Company deems such refusal necessary to protect itself or third parties against fraud or to otherwise protect its personnel, agents, facilities or services without notice; or
- D. For unlawful use of the service or use of the service for unlawful purposes; or
- E. If the Customer provides false information to the Company regarding the Customer's identity, address, credit-worthiness, past, current or planned use of Company's services.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.12. Cancellation by Company (Cont'd.)

2.12.2. Company may discontinue service according to the following conditions upon ten (10) days written notice.

- A. For violation of Company's filed tariff
- B. For the non-payment of any proper charge as provided by Company's tariff
- C. For Customer's breach of the contract for service between the utility and Customer.
- D. When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.

2.12.3. The discontinuance of Service(s) by the Company pursuant to this section does not relieve the Customer of any obligations to pay the Company for charges due and owing for Service(s) furnished up to the time of discontinuance. The remedies set forth herein shall not be exclusive and the company shall at all times be entitled to all the rights available to it under law or equity.

2.12.4. The Company may refuse to permit collect calling, calling card, third number billing which it determines to be fraudulent and/or may limit the use of these billing options or services.

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SECTION 2 - RULES AND REGULATIONS (CONT'D.)

2.13. Interconnection

- 2.13.1. Service furnished by Company may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Company. Any special interface of facilities necessary to achieve compatibility between the facilities of Company and other participating carriers shall be provided at the Customer's expense
- 2.13.2. Interconnection between the facilities or services of other carriers shall be under the applicable terms and conditions of the other carriers' tariffs. The Customer is responsible for taking all necessary legal steps for interconnecting Customer provided terminal equipment or communications equipment with Company's facilities. The Customer shall secure all licenses, permits, rights-of-way, and other such arrangements necessary for interconnection.

2.14. Deposits

The Company does not require a deposit from the Customer

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SECTION 2 – RULES AND REGULATIONS (CONT'D.)

2.15. Taxes and Surcharges

2.15.1. Taxes

Taxes are not included in the tariffed rates.

2.15.2. Public Payphone Surcharge

In order to recover the Company's expenses and to comply with the FCC's pay telephone compensation plan (FCC CC Dkt. No. 96-128), a non-discountable per call charge is applicable to all completed dial-around calls which originate from public pay telephones. This surcharge is in addition to standard tariffed usage charges and any applicable service charges and surcharges. The Public Pay Telephone Surcharge will, whenever possible, appear as a separate line item on monthly bills to customers

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SECTION 3 - DESCRIPTION OF SERVICE

3.1. Timing of Calls

- 3.1.1. The subscriber's long distance usage charge is based on the actual usage of Company's service. Usage begins when the receiver of the called number is answered. The moment of the called party's answer is determined by hardware supervision in which the local telephone company sends a signal to the underlying carrier's switch or the software utilizing audio tone detection. The timing of the call occurs when called party answers and terminates when either party hangs up.
- 3.1.2. Unless otherwise specified in this tariff, the minimum call duration for billing purposes is sixty (60) seconds with sixty (60) second billing increments thereafter.
- 3.1.3. Any portion of an applicable increment, after the appropriate minimum time for the call, will be rounded upward to the next increment. Calls less than the minimum length will be rounded to the minimum length.
- 3.1.4. There is no billing for incomplete calls.

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SECTION 3 - DESCRIPTION OF SERVICE (CONT'D.)**3.2. Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between the serving wire center locations associated with the originating and terminating points of the call. The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers and associated vertical and horizontal coordinates that are produced by Bell Communications Research in the V & H Coordinates Tape and appear in National Exchange Carriers Association Tariff No 4

FORMULA:

$$\frac{\sqrt{(V1 - V2)^2 + (H1 - H2)^2}}{10}$$

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SECTION 3 - DESCRIPTION OF SERVICE (CONT'D.)

3.2. Calculation of Distance (Cont'd.)

EXAMPLE: Distance between Miami and New York City

	<u>V</u>	<u>H</u>
Miami	8,351	529
New York	<u>4,997</u>	<u>1,406</u>
Difference	3,354	(877)

Square and add: $11,249,316 + 769,129 = 12,018,445$

Divide by 10 and round: $12,018,445/10 = 1,201,844.5$
1,201,844

Take the square root and round: $1,201,844 = 1,096.2$
1,096 miles

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SECTION 3 - DESCRIPTION OF SERVICE (CONT'D.)

3.3. America's Digital Satellite Telephone's Telecommunications Services

- 3.3.1. One Plus Service – enables a caller to complete calls within the State of South Dakota. The Customer may access the service by dialing "1", plus the Numbering Plan Area ("NPA") code and telephone number (Central Office ("CO") code and station line).
- 3.3.2. Calling Card Service – is offered either alone or in conjunction with the One Plus Service as an optional feature. Remote Access to One Plus Service is utilized by Customers when off the network by dialing a toll-free number and entering an authorization code and dialing the number to which the Customers desire to be connected.

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SECTION 4 - RATES**4.1. Service Charges****4.1.1. One Plus Service**

	TIMING	
	Initial 60 Sec	Add'l 60 Sec
Intrastate	\$0.138	\$0.138

4.1.2. Calling Card Service

Rate per minute: \$0.138

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SECTION 4 - RATES (CONT'D.)

4.2. Surcharges

4.2.1. Public Pay Telephone Surcharge

The following charge is assessed on a per-completed call basis \$0.25

4.2.2. Return Check Fee

The following charge is assessed for each returned check: \$20.00

4.2.3. Service Reconnection Fee

Customers requiring reconnection of services will be assessed a reconnection charge.

The following charge is assessed for each service reconnection \$20.00

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Effective Date:

AMERICA'S DIGITAL SATELLITE TELEPHONE
3750 S JONES BLVD
LAS VEGAS, NV 89103

FIDELITY NATIONAL BANK
ATLANTA, GA
64-240611

104

07/16/2001

PAY TO THE ORDER OF South Dakota Utilities Commission

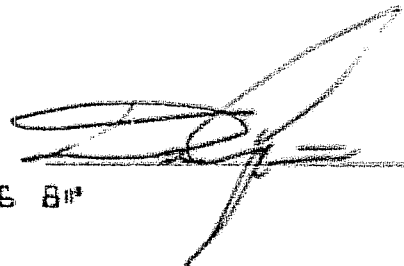
\$ **250.00

Two Hundred Fifty and 00/100*****

DOLLARS

South Dakota Utilities Commission

MEMO Filing Fees



⑈001044⑈ ⑆061102400⑆ 04 00876 8⑈

AMERICA'S DIGITAL SATELLITE TELEPHONE
South Dakota Utilities Commission

SD Filing Fees

07/16/2001

104

250.00

TC01-156

Checking - Fidelity Filing Fees

250.00

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of October 4, 2001 through October 10, 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

ELECTRIC

EL01-024 **In the Matter of the Filing by Otter Tail Power Company for Approval of a Contract with Deviations with the City of Britton.**

Otter Tail Power Company has requested approval of a municipal contract with the City of Britton effective November 24, 2001, and Otter Tail Power Company's Sheet Number 1 of the Summary List of Contracts with Deviations. The municipal contract with the City of Britton was updated because the existing contract expires on November 24, 2001. The new contract includes two fixtures, HPS23 and HPS44, which are owned by the City of Britton. The rates have been updated to include the approved energy only rate from the Otter Tail Power Company's Outdoor Lighting - Energy Only tariff, Rate Designation, M-41S. The rates also include an additional charge for maintenance requested by the City of Britton.

Staff Analyst: Michel, Farris
Staff Attorney: Karen Cremer
Date Docketed: 10/09/01
Intervention Deadline: 10/26/01

TELECOMMUNICATIONS

TC01-156 **In the Matter of the Application of America's Digital Satellite Telephone for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.**

America's Digital Satellite Telephone is seeking a Certificate of Authority to provide interexchange telecommunication services in South Dakota. The applicant proposes to operate as a reseller of long distances services, and initially plans to offer 1+ and calling card services.

Staff Analyst: Keith Senger
Staff Attorney: Kelly Frazier
Date Docketed: 10/05/01
Intervention Deadline: 10/26/01

TC01-157 **In the Matter of the Filing for Approval of an Adoption Agreement between Qwest Corporation and Midstate Telecom, Inc.**

On October 10, 2001, the Commission received a filing of an adoption agreement between Qwest Corporation (Qwest) and Midstate Telecom, Inc. (Midstate) for approval. According to the parties Midstate chooses to adopt in its entirety, the terms and conditions of the Negotiated Wireline Interconnection Agreement and any associated amendments, if applicable, between Midco Communications, Inc. and Qwest, which was approved by the Commission as an effective agreement in the State of South Dakota. Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than October 30, 2001. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
AMERICA'S DIGITAL SATELITE TELEPHONE)	CERTIFICATE OF
FOR A CERTIFICATE OF AUTHORITY TO)	AUTHORITY
PROVIDE INTEREXCHANGE)	
TELECOMMUNICATIONS SERVICES IN)	TC01-156
SOUTH DAKOTA)	

On October 5, 2001, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for a certificate of authority from America's Digital Satellite Telephone (ADST).

ADST proposes to operate as a reseller of long distance services and initially plans to offer 1+ and calling card services. A proposed tariff was filed by ADST. The Commission has classified long distance service as fully competitive.

On October 11, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of October 26, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its November 8, 2001, meeting, the Commission considered ADST's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that ADST not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. Commission Staff further recommended a waiver of ARSD 20:10:24:02(8).

The Commission finds that it has jurisdiction over this matter pursuant to SDCL Chapter 49-31, specifically 49-31-3 and ARSD 20:10:24:02 and 20:10:24:03. The Commission finds that ADST has met the legal requirements established for the granting of a certificate of authority. ADST has, in accordance with SDCL 49-31-3, demonstrated sufficient technical, financial and managerial capabilities to offer telecommunications services in South Dakota. Further, the Commission finds that there is good cause to waive ARSD 20:10:24:02(8). The Commission approves ADST's application for a certificate of authority, subject to the condition that ADST not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. As the Commission's final decision in this matter, it is therefore

ORDERED, that ADST's application for a certificate of authority is hereby granted effective December 5, 2001, subject to the condition that ADST not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission. It is

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

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

Dated at Pierre, South Dakota, this 13th day of November, 2001.

CERTIFICATE OF SERVICE	
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
By	<u>Alaine Kaelo</u>
Date	<u>11/14/01</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, 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 effective as of December 5, 2001
Docket No. TC01-156

This is to certify that

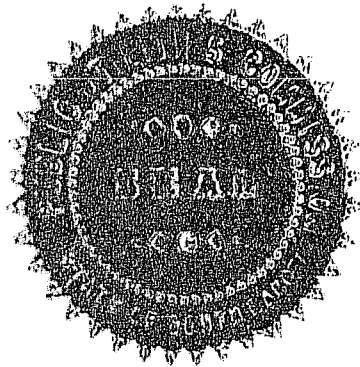
AMERICA'S DIGITAL SATELITE TELEPHONE

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

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

Dated at Pierre, South Dakota, this 13th day of November, 2001.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner

START

OF

RETAKE

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

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

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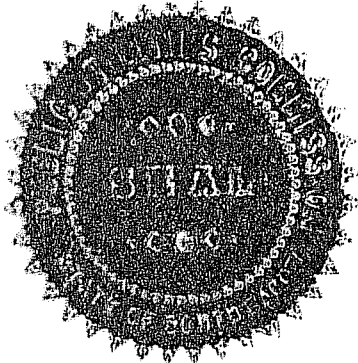
AMERICA'S DIGITAL SATELITE TELEPHONE

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Commission.

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20:10:24:02, and is subject to all of the conditions and limitations contained in the
rules and statutes governing its conduct of offering telecommunications services.

Dated at Pierre, South Dakota, this 13th day of November, 2001.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**



James A. Burg

JAMES A. BURG, Chairman

Pam Nelson

PAM NELSON, Commissioner

South Dakota Public Utilities Commission



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

December 28, 2001

Mr. Daron T. Threet
Attorney at Law
Law Offices of Thomas K. Crowe, P.C.
2300 M Street N.W., Suite 800
Washington, D.C. 20037

Re: America's Digital Satellite Telephone
Docket TC01-156

Dear Mr. Threet:

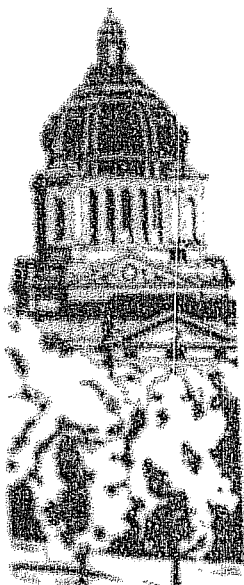
Enclosed you will find a letter dated November 14, 2001, addressed to Damian Cipriani, President, America's Digital Satellite Telephone, 3750 South Jones Boulevard, Las Vegas, NV 89103, copy of Order Granting Certificate of Authority, Certificate of Authority, signed copy of Senate Bill 238 relating to slamming and a document entitled "Stay Informed." This mailing was returned to us some time ago stamped "Attempted Not Known." As stated in the e-mail received from your office, I am mailing these items to you and you in turn will mail them to Mr. Cipriani when you have his new address.

Thank you very much.

Very truly yours,

Delaine Kolbo
Legal Secretary

Enc.



Capitol Office
Telephone (605) 773-1201
FAX (605) 773-1800

Regulatory
Administrative Division
Telephone (605) 773-6200
FAX (605) 773-1225

Customer Hotline
1-800-332-1702

Toll Free
Relay South Dakota
1-800-677-9113

Internet Website
www.sdpublicutilities.com

Jim Berg
Chairman
Paul Verbeke
Vice-Chairman

Debra Anderson
Executive Director

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Kathy D. Frazier
Mary Goddards
Missy Healy
Lisa Hill
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Amy Kayser
Jennifer Kirk
Bob Knadle
Delaine Kolbo
Charlene Lund
Gregory A. Ralov
Keith Senger
Melissa Alts Wirut

*

END

OF

RETAKE