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TELECOM CERTIFICATION & FILING, INC.
485 MADISON AVENUE
NEW YORK, NEW YORK 10022-5803

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

TEL (212) 546-0000

FAX (212) 753-8101

e-mail: dklein@teffile.com

October 10, 2001

VIA FEDERAL EXPRESS

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

Re: TDI Communications, Inc.

Dear Ms. Forney:

Enclosed for filing, please find a one original and ten (10) copies of TDI Communications, Inc.'s Petition for a Certificate of Authority to Operate as a Non-Facilities Based Reseller of Interexchange Telecommunications Services in the State of South Dakota, along with its proposed tariff. I have also enclosed check no. 1812 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,

Anel Entarnation

Director, Business Affairs

Enc.

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

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SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

In the Matter of the Petition of)
)
TDI Communications, Inc.)
)
for a Certificate of Authority to Operate)
as a Non-Facilities-based Reseller of)
Interexchange Telecommunications Services)

Docket No. _____

**PETITION FOR A
CERTIFICATE OF AUTHORITY**

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

1. Name and Address of Petitioner

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

Name: TDI Communications, Inc.
Address: 322 East 50th Street
New York, NY 10022
Telephone Number: (212) 588-1180
Fax Number: (212) 588-1191
Federal Identification Number: 31-1785674

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

3. Structure of Organization:

Petitioner is a corporation.

(a) Petitioner was incorporated in the State of Delaware on July 11, 2001. Copies of its Certificate and Articles of Incorporation are collectively attached hereto as Exhibit 1. Petitioner is certified to transact business in the State of South Dakota. A copy of Petitioner's Certificate of Authority to transact business in the State of South Dakota as issued by the Secretary of State is attached hereto as Exhibit 2.

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

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

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

Itai Kathein
322 East 50th Street
New York, NY 10022
Ownership Percentage: 45 %

Eyal Yechezkel
322 East 50th Street
New York, NY 10022
Ownership Percentage: 45 %

(d) Petitioner has no affiliates or subsidiaries.

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

Itai Kathein - Chief Executive Officer
Eyal Yechezkel - President

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

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

5. The Services to be Offered by Petitioner

Petitioner intends to provide non-facilities-based resold interexchange telecommunications services indiscriminately to both residential and business class customers throughout the entire State of South Dakota. Petitioner proposes to acquire and resell various voice and data communications services offered by IXC's, and to package and provide these services for the specialized functions and needs of its customers. In particular, services will be acquired from underlying IXC's at bulk rates and will be resold to Petitioner's customers, so that customers will benefit from reduced pricing. The experienced management, technical, and operations expertise of the Petitioner team will enable Petitioner to begin offering competitive high-quality service immediately upon the grant of the authority requested herein.

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

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

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

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

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

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

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

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

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

Petitioner's services will be available on a full-time basis, 24 hours a day, seven days a week. Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (888) 800-5236. Petitioner has the technical ability to provide the services contemplated herein. Petitioner's management possesses extensive technical experience in the telecommunications industry. Petitioner's management also possesses the technical expertise necessary to provide customers in the State of South Dakota with high-quality resold interexchange telecommunications services.

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

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

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

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

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

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

8a. Proposed Tariffs

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

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

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

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

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

Name: Eyal Yechezkell
Title: President
Address: 322 East 50th Street
New York, NY 10022
Telephone Number: (212) 588-1180
Facsimile Number: (212) 588-1191
Toll Free Number: (888) 800-5236

9a. Customer Billings

Billing and collection services will be provided by Billing Concepts, Inc., pursuant to contract.

9b. Customer Service

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

Customer complaints can be addressed to:

TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (888) 800-5236.

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

Subscribers may contact Petitioner's Customer Service Department by calling the Petitioner at its toll-free customer service number: 1-888-800-5236. 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

Petitioner has authority to provide resold interexchange telecommunications services in the State of Pennsylvania.

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

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

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

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

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

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

13. Managerial and Technical Qualifications

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

13a. Managerial Qualifications

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

13b. Technical Qualifications

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

Name: Mr. Eyal Yechezkel
Title: President
322 East 50th Street
New York, NY 10022
Telephone Number: (212) 588-1180

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

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

15. Rural Telephone Company

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

16. Solicitation and Unauthorized Switching

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

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

17. Formal Complaints

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

18. Federal Identification Number

The Federal Employer Identification Number of Petitioner is: 31-1785674.

19. Statement of Compliance

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

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

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

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

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

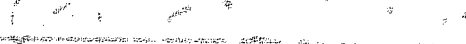
In addition to the reduced pricing, the introduction of the Petitioner's services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of interexchange telecommunications services. Thus, SDPUC grant of this Petition will significantly serve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

CONCLUSION

In view of the foregoing, TDI Communications, Inc. respectfully submits that the Certificate of Public Convenience and Necessity would be served by grant of its Petition for certification to operate as a non-facilities-based resold interexchange telecommunications services provider in the State of South Dakota.

Respectfully submitted,

TDI Communications, Inc.

By: 
David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
(212) 546-9090
Representative of TDI Communications, Inc.

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

VERIFICATION

I, Eyal Yechezkel, declare that I am the President of TDI Communications, Inc., 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 TDI Communications, Inc.'s provision of service.

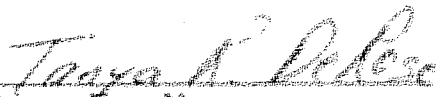


Eyal Yechezkel

Sworn to me before, the undersigned Notary Public on this the 21st day of September, 2001.



Notary Public



Print or Type Name

TANYA R. DeROSE
Notary Public, State of New York
No. 03-4573898
Qualified in New York County
Commission Expires Nov. 19, 2002

EXHIBIT 1

CERTIFICATE OF INCORPORATION
OF

TDI Communications, Inc.

The undersigned does hereby form and establish a corporation under the provisions of the General Corporation Law of the State of Delaware, and for that purpose does certify as follows:

ARTICLE I: The name of the corporation shall be:

TDI Communications, Inc.

(hereinafter the "corporation").

ARTICLE II: The registered office of this corporation in the State of Delaware is Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477 and its registered agent at that address is Corporations & Companies, Inc., Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477.

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 of Delaware, and shall have perpetual existence.

ARTICLE IV: The amount of the authorized capital stock of this corporation is 1,500 shares of "no par value" stock, or stock without any fixed par value. All of the said stock is common stock of one class.

ARTICLE V: The name and address of the incorporator are: Corporations & Companies, Inc., a Delaware corporation, Two Greenville Crossing, Suite 300A, 4001 Kennett Pike, P. O. Box 4477, Wilmington, New Castle County, Delaware 19807-0477.

ARTICLE VI: A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE VII: The stockholders and directors shall have the power to hold their meetings, to have an office or offices, to keep the books, documents and papers of the corporation outside of the State of Delaware at such places as might from time to time be designated by the by-laws or resolutions of the directors or stockholders, except as otherwise required by the laws of Delaware.

ARTICLE VIII: The undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, acknowledging under the penalty of perjury, hereby declaring and certifying that this Instrument is the act and deed of Corporations & Companies, Inc. and the facts herein are true, pursuant to 8 Del.C. §103(b)(2) and accordingly have hereunto caused this Certificate to be executed by the Vice President of Corporations & Companies, Inc. this 11th day of July, 2001.

CORPORATIONS & COMPANIES, INC.

BY: 

Donna Thompson, Vice President-Operations
Two Greenville Crossing, Suite 300A
4001 Kennett Pike
P. O. Box 4477
New Castle County
Wilmington, Delaware 19807-0477

IN THE PRESENCE OF:

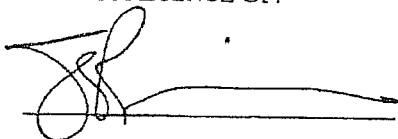


EXHIBIT 2

Secretary of State

State Capitol, Ste 204
500 East Capitol Avenue
Pierre, South Dakota
57501-5070
sdsos@state.sd.us



JOYCE HAZELTINE
Secretary of State

TOM LECKEY
Deputy

To: INTERCOUNTY CLEARANCE CORP
TERI MAYOR
440 NINTH AVE
NEW YORK NY 10001

From: Secretary of State Joyce Hazeltine
Corporations Division

Date: August 13, 2001

Re: TDI COMMUNICATIONS, INC. (DE)
Foreign Certificate of Authority

The application for certificate of authority has been received and filed for the **TDI COMMUNICATIONS, INC. (DE)**.

Enclosed is the Certificate attached to the duplicate application along with a receipt for the filing fee of \$130 for 1500 shares at no par value. We are also enclosing the requested certified copy and receipt for \$9 fee.

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

Thank you.

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

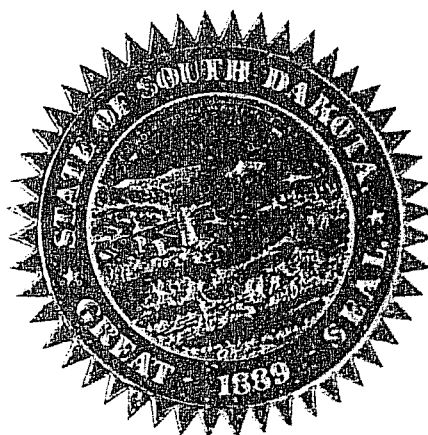
Certificate of Authority

ORGANIZATIONAL ID #: FB025413

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **TDI COMMUNICATIONS, INC. (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this August 13, 2001.



Joyce Hazeltine
Secretary of State



Secretary of State
 State Capitol
 500 E. Capitol Ave.
 Pierre SD 57504
 Phone 605-773-4845
 Fax 605-773-4550

FILE NO _____

RECEIPT NO _____

RECEIVED

Joyce [Signature]

SECRETARY OF STATE Application for Certificate of Authority

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 TDI Communications, Inc.
 (exact corporate name)

(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 for use in this state is _____

(3) State where incorporated Delaware Federal Taxpayer ID# _____

(4) The date of its incorporation is July 11, 2001 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 Two Greenville Crossing, Ste 1A, 4001 Kennet Pike, Wilmington, DE 19807-
 mailing address if different from above is: 322 East 50th Street, New York, NY 10022
 Zip Code _____

(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, SD Zip Code 57104-6132
 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)
To provide telecommunications services.

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

Name	Officer Title	Street Address	City	State	Zip
<u>Itai Kathein</u>	<u>C.E.O. Director</u>	<u>329 East 94th Street #22</u>	<u>New York</u>	<u>NY</u>	<u>10128</u>
<u>Eyal Yechezkel</u>	<u>President Director</u>	<u>329 East 94th Street #22</u>	<u>New York</u>	<u>NY</u>	<u>10128</u>
<u>Eyal Yechezkel</u>	<u>Secretary</u>	<u>329 East 94th St.</u>	<u>NY</u>	<u>NY</u>	<u>10128</u>
<u>Eyal Yechezkel</u>	<u>Treasurer</u>	<u>329 East 94th St.</u>	<u>NY</u>	<u>NY</u>	<u>10128</u>

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1500</u>	<u>Capital</u>	_____	<u>NO PAR VALUE</u>

(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
1,500	Capital		No Par Value

(11) The amount of its stated capital is \$ 1.50
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 July 31, 2001

[Signature]
President
(Title)

STATE OF New York

COUNTY OF Queens

I, So Young Jang, a notary public, do hereby certify that on this 31st day of July, 2001, personally appeared before me Yael Yechezkel who, being by me first duly sworn, declared that he is the President of TDI Communications, Inc., that he has signed the foregoing instrument as officer of the corporation, and the statements therein contained are true.

May 20th, 2003
My Commission Expires

So Young Jang
(Notary Public)

Notarial Seal

SO YOUNG JANG
NOTARY PUBLIC, State of New York
No. 01JAS00214
Qualified in Queens County
Commission Expires May 20, 2003

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

Consent of Appointment by the Registered Agent

I, National Registered Agents, Inc. hereby give my consent to serve as the registered agent for TDI Communications, Inc.

(name of registered agent)
(corporate name)

Dated 8/10/01 20 01

Teresa Mays
(Signature of registered agent)
Teresa Mays Secretary

State of Delaware
Office of the Secretary of State

PAGE 1 RECEIVED

AUG 08 '01

S.O. SEC. OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TDI COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TDI COMMUNICATIONS, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JULY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3413092 8300

AUTHENTICATION: 1278659

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

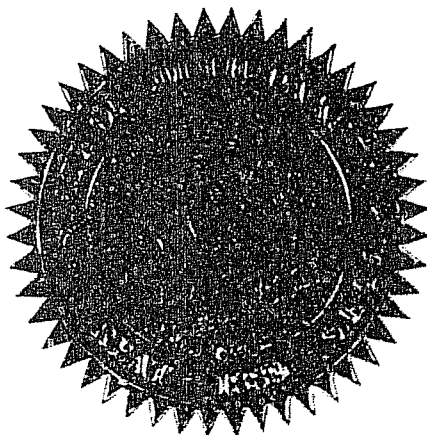
Certificate of Authority

ORGANIZATIONAL ID #: FB025413

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **TDI COMMUNICATIONS, INC. (DE)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this August 13, 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

13th
July 13, 2001
Joyce Magelaine

SECRETARY OF STATE

Application for Certificate of Authority

Pursuant to the provisions of §§ 17-8-7, 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 TDI Communications, Inc.

(exact corporate name)

(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 for use in this state is

(3) State where incorporated Delaware

Federal Taxpayer (ID#)

(4) The date of its incorporation is July 11, 2001

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 Two Greenville Crossing, Ste 1A, 4001 Kennet Pike, Wilmington, DE 19807
 mailing address if different from above is 322 East 50th Street, New York, NY 10012

(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, SD

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)

To provide telecommunications services

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

Name	Officer Title	Street Address	City	State	Zip
<u>Elai Katheir</u>	<u>CEO Director</u>	<u>329 East 94th Street #22</u>	<u>New York, NY</u>	<u>NY</u>	<u>10128</u>
<u>Eyal Yechezkel</u>	<u>President, Director</u>	<u>329 East 94th Street #22</u>	<u>New York, NY</u>	<u>NY</u>	<u>10128</u>
<u>Eyal Yechezkel</u>	<u>Secretary</u>	<u>329 East 94th St.</u>	<u>NY, NY</u>	<u>NY</u>	<u>10128</u>
<u>Eyal Yechezkel</u>	<u>Treasurer</u>	<u>329 East 94th St.</u>	<u>NY, NY</u>	<u>NY</u>	<u>10128</u>

(9) The aggregate number of shares which it has authority to issue, denominated 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 maximum that shares are without par value
<u>1500</u>	<u>Capital</u>		<u>No Par Value</u>

1) 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
1,500	Capital		No Par value

(11) The amount of its stated capital is \$ 1.50
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 July 31, 2001

[Signature]
(Signature)
President
(Title)

STATE OF New York
COUNTY OF Queens

I, So Young Jang, a notary public, do hereby certify that on this 31st day of July, 2001, personally appeared before me Cyal Yehzekell, who, being by me first duly sworn, declared that he/she is the President of TDI Communications, Inc., that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

May 20th, 2003
My Commission Expires

So Young Jang
(Notary Public)

Notarial Seal

SO YOUNG JANG
NOTARY PUBLIC, State of New York
No. 01JA6059258
Qualified in Queens County
Commission Expires May 29, 2003

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

Consent of Appointment by the Registered Agent

I, National Registered Agents, Inc., hereby give my consent to serve as the registered agent for TDI Communications, Inc.

(name of registered agent)
(corporate name)

Dated 8/10/01 2001

Teresa Mayor
(signature of registered agent)

Teresa Mayor, Secretary

State of Delaware
Office of the Secretary of State

PAGE 1 RECEIVED

AUG 08 '01

S.O. SEC. OF STATE

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TDI COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF AUGUST, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TDI COMMUNICATIONS, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF JULY, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3413092 8300

AUTHENTICATION: 1278689

010379943

DATE: 08-03-01

Receipt Number: _____

File Number FB025413

CERT AUTH

For

TDI COMMUNICATIONS, INC. (DE)

Filed at the request of:

INTERCOUNTY CLEARANCE CORP
TERI MAYOR
440 NINTH AVE
NEW YORK NY 10001

*State of South Dakota
Office of the Secretary of State*

Filed in the office of the Secretary of State on: **Monday, August 13, 2001**


Secretary of State

Fee Received: \$130 for 1500 shares at no par
value

EXHIBIT 3

EYAL YECHEZKELL

322 East 50th Street, New York, NY 10022

(212) 588-1180 ♦ eyal@shoploop.com

Eyal Yechezkell is the Chief Executive Officer of ShopLoop.com, Inc. From March 1999 to March 2000, Mr. Yechezkell was Vice President of Madison Morgan Group, Ltd., a consulting firm that consults to development stage and emerging growth companies in the area of corporate structure, offering material preparation and strategic planning. From 1993 to 1998, Mr. Yechezkell was the general manager and treasurer of Aviv Ventures, Inc. Mr. Yechezkell presently serves on the Board of Directors of Aquaculture International, Ltd. and CyberCeed Corp. He currently holds Series 7 and 63 licenses from the National Association of Securities Dealers. Mr. Yechezkell has received his Bachelor of Science degree in Finance from Florida Atlantic University.

WORK HISTORY

2000 – PRESENT	Chief Executive Officer, ShopLoop.com, Inc.
1999 – 2000	Vice President, Madison Morgan Group, Ltd.
1998 – 1999	Office Manager, PJH Financial, Inc.
1993 – 1998	General Manager & Treasurer, Aviv Ventures Inc

EDUCATION AND PROFESSIONAL QUALIFICATIONS

Education: Florida Atlantic University, Boca Raton, FL
Bachelor of Science degree in Finance.

Professional Qualifications: Series 7 and 63 licenses from the National Association of Securities Dealers.

ITAI KATHEIN

322 East 50th Street, New York, NY 10022

(212) 588-1180 ♦ itai@shoploop.com

Itai Kathein is the President of ShopLoop.com, Inc. From December 1997 to July 1999, Mr. Kathein was a Fund Accounting Analyst at Franklin Templeton Investments, a global investment management company. Mr. Kathein accounted for a six billion dollar mutual fund, including recording daily securities transactions and maintaining the fund's compliance with various tax and regulatory rules. In addition, Mr. Kathein was responsible for financial reports and regulatory filings, and worked on external audits, excise tax calculations, and preparation of reports to the Treasurer and Directors of the funds. Mr. Kathein has received a dual Bachelor of Science in Finance and International Business and a Bachelor of Art in Computer Information Technologies from Florida Atlantic University.

WORK HISTORY

1999 – PRESENT President, ShopLoop.com, Inc.

1997 – 1999 Mutual Fund Analyst, Franklin Templeton Investments

EDUCATION AND PROFESSIONAL QUALIFICATIONS

Education: Florida Atlantic University, Boca Raton, FL
Bachelor of Science degree in Finance & International Business
Bachelor of Art degree in Computer Information Technologies

Professional Qualifications: Member Association of Internet Professionals
Certified Macromedia ColdFusion Developer

EXHIBIT 4

TDI Communications, Inc.
Profit & Loss Statement
Three Year Projection

	<u>2001</u>	<u>2002</u>	<u>2003</u>
Revenue	\$ 250,000.00	\$ 1,000,000.00	\$ 2,000,000.00
Cost of Goods Sold	<u>100,000.00</u>	<u>400,000.00</u>	<u>875,000.00</u>
Gross Margin	<u>150,000.00</u>	<u>600,000.00</u>	<u>1,125,000.00</u>
<u>STAFF & RELATED EXPENSES</u>			
Gross Salaries and wages	25,000.00	50,000.00	100,000.00
Agent Commission	2,500.00	5,000.00	10,000.00
Billing/Bad Debt	14,000.00	45,000.00	90,000.00
Payroll Taxes	3,250.00	6,500.00	13,000.00
Health Plan	6,000.00	6,000.00	6,000.00
Legal	60,000.00	30,000.00	50,000.00
Mobile Phones	1,200.00	1,500.00	2,000.00
Total Staff & Related Expenses	<u>111,950.00</u>	<u>144,000.00</u>	<u>327,000.00</u>
<u>OFFICE EXPENSES:</u>			
Printing Charges/Stationery	1,000.00	1,000.00	2,500.00
Postage	250.00	500.00	1,000.00
Telephone	3,500.00	6,500.00	9,000.00
Office Equipement	5,000.00	10,000.00	15,000.00
Office Supplies	500.00	1,500.00	2,000.00
FedEx/Ups charges	500.00	1,500.00	2,500.00
Misc.	300.00	1,000.00	2,000.00
Total Office Expenses	<u>11,050.00</u>	<u>21,000.00</u>	<u>32,000.00</u>
<u>PREMISES EXPENSES:</u>			
Rent	15,000.00	30,000.00	45,000.00
Insurance	2,400.00	5,500.00	7,500.00
Total Premises Expenses	<u>17,400.00</u>	<u>35,500.00</u>	<u>52,500.00</u>
<u>TRAVELING EXPENSES:</u>			
Fares	3,500.00	6,000.00	10,000.00
Hotels	1,200.00	2,500.00	5,000.00
Meals	1,500.00	3,000.00	5,000.00
Total Traveling Expenses	<u>6,200.00</u>	<u>11,500.00</u>	<u>20,000.00</u>

TDI Communications, inc.
Balance Sheet
As of Dec. 31, 2001

ASSETS

Current Assets

Cash	100,000.00
Accounts Receivable	5,400.00

Total Current Assets 105,400.00

Long-Term Assets

Property & Equipment	0
----------------------	---

Total Long-term Assets 0

TOTAL ASSETS 105,400.00

LIABILITIES & SHAREHOLDERS' EQUITY

Current Liabilities

Accounts Payable	10,000.00
Loan Payable	60,000.00

Total Current Liabilities 70,000.00

Long-Term Liabilities

Long-term Debt	0
----------------	---

Total Long-term Liabilities 0

Shareholders' Equity

Paid in Capital	45,000.00
Net Income	(9,600.00)

Total Shareholders' Equity 35,400.00

**TOTAL LIABILITIES AND
SHAREHOLDERS' EQUITY** 105,400.00

TDI Communications, Inc.
Balance Sheet
As of Dec. 31, 2002

ASSETS

Current Assets	
Cash	300,000.00
Accounts Receivable	63,000.00
Inventory	20,000.00
Total Current Assets	<u>383,000.00</u>

Long-Term Assets

Property & Equipment	0.00
Total Long-term Assets	0.00

TOTAL ASSETS **383,000.00**

LIABILITIES & SHAREHOLDERS' EQUITY

Current Liabilities

Accounts Payable	10,000.00
Loan Payable	10,000.00
Total Current Liabilities	<u>20,000.00</u>

Long-Term Liabilities

Long-term Debt	0.00
Total Long-term Liabilities	<u>0.00</u>

Shareholders' Equity

Paid in Capital	45,000.00
Net Income	318,000.00
Total Shareholders' Equity	363,000.00

**TOTAL LIABILITIES AND
SHAREHOLDERS' EQUITY** **383,000.00**

TDI Communications, Inc.
Balance Sheet
As of Dec. 31, 2003

ASSETS

Current Assets

Cash	500,000.00
Accounts Receivable	100,000.00
Inventory	79,500.00
Total Current Assets	<u>679,500.00</u>

Long-Term Assets

Property & Equipment	150,000.00
Total Long-term Assets	150,000.00

TOTAL ASSETS **829,500.00**

LIABILITIES & SHAREHOLDERS' EQUITY

Current Liabilities

Accounts Payable	10,000.00
Loan Payable	10,000.00
Total Current Liabilities	<u>20,000.00</u>

Long-Term Liabilities

Long-term Debt	0.00
Total Long-term Liabilities	<u>0.00</u>

Shareholders' Equity

Paid in Capital	45,000.00
Net Income	754,500.00
Total Shareholders' Equity	<u>800,500.00</u>

**TOTAL LIABILITIES AND
SHAREHOLDERS' EQUITY** **829,500.00**

TDI Communications, Inc.
Statement of Cash Flows
As of Dec. 31, 2001

OPERATING ACTIVITIES	
Net Income	(9,000.00)
Adjustments to reconcile	
Net Income to net cash provided by operations:	
Accounts Receivable	(5,400.00)
Net Cash provided by Operating Activities	(14,400.00)
INVESTING ACTIVITIES	
Equipment	0.00
Net Cash provided by Investing Activities	0.00
FINANCING ACTIVITIES	
Loans Long Term	60,000.00
Opening Balance Equity	10,000.00
Net Cash provided by Financing Activities	70,000.00
Net cash increase for period	55,600.00
Cash at beginning of period	44,400.00
Cash at end of period	100,000.00

TDI Communications, Inc.
Statement of Cash Flows
As of Dec. 31, 2002

OPERATING ACTIVITIES	
Net Income	318,000.00
Adjustments to reconcile	
Net Income to net cash provided by operations:	
Accounts Receivable	(63,000.00)
Net Cash provided by Operating Activities	<u>255,000.00</u>
INVESTING ACTIVITIES	
Equipment	0.00
Net Cash provided by Investing Activities	<u>0.00</u>
FINANCING ACTIVITIES	
Loans Long Term	20,000.00
Opening Balance Equity	5,000.00
Net Cash provided by Financing Activities	<u>25,000.00</u>
Net cash increase for period	280,000.00
Cash at beginning of period	20,000.00
Cash at end of period	<u>300,000.00</u>

TDI Communications, Inc.
Statement of Cash Flows
As of Dec. 31, 2003

OPERATING ACTIVITIES	
Net Income	764,500.00
Adjustments to reconcile	
Net Income to net cash provided by operations:	
Accounts Receivable	(100,000.00)
Net Cash provided by Operating Activities	<u>664,500.00</u>
INVESTING ACTIVITIES	
Equipment	(200,000.00)
Net Cash provided by Investing Activities	<u>(200,000.00)</u>
FINANCING ACTIVITIES	
Loans Long Term	11,000.00
Opening Balance Equity	1,500.00
Net Cash provided by Financing Activities	<u>12,500.00</u>
Net cash increase for period	480,000.00
Cash at beginning of period	20,000.00
Cash at end of period	<u>500,000.00</u>

EXHIBIT 5

TITLE SHEET

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by TDI Communications, Inc., with principal offices at 322 East 50th Street, New York, NY 10022. This tariff applies to services furnished within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: October 11, 2001

Issued By:

Effective:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

CHECK SHEET

Sheet 1 through 25 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

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

Issued: October 11, 2001

Effective:

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

TABLE OF CONTENTS

Title Page 1

Check Sheet 2

Table of Contents 3

Symbols 4

Tariff Format 5

Section 1 -- Technical Terms and Abbreviations 6

Section 2 -- Rules and Regulations 6

Section 3 -- Description of Service 7

Section 4 -- Rates 10

Issued: October 11, 2001
Issued By:

Effective:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SYMBOLS

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

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

Issued: October 11, 2001
Issued By:

Effective: _____

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the S.D.P.U.C. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the S.D.P.U.C. follows in their tariff approval process, the most current sheet number on file with the S.D.P.U.C. is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).1.
 - 2.1.1.A.1.(a).1.(i).
 - 2.1.1.A.1.(a).1.(i).(1).
- D. **Check Sheets** - When a tariff filing is made with the S.D.P.U.C., an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the South Dakota Public Utilities Commission.

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

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

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

Company or Carrier - TDI Communications, Inc.

Credit Card Charges - Prepaid Calling Card purchases, renewals, and other charges that may be billed to Major Credit Cards.

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

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

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

Holidays - TDI Communications, Inc.' recognized holidays are New York's Day, Martin Luther King, Jr. Day, Presidents' Day, Veterans' Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Thanksgiving Day and Christmas Day.

Local Exchange Company - A company which furnishes local exchange telephone service.

Issued: October 11, 2001

Issued By:

Effective:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

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

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

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

Prepaid Calling Cards - A plastic, paper or similar card issued by the Company and/or purchased by a customer which enables the customer to use a preprogrammed number of minutes of the Company's telecommunications service. Each Prepaid Calling Card which represents a customer account, has a PIN and instructions for using the Company's Prepaid Calling Card telecommunications service.

Prepaid Calling Card Calls - Calls for which charges are billed to a Prepaid Calling Card and not to the originating or terminating telephone number.

Private Label Prepaid Calling Card - A Prepaid Calling Card issued by the Company which carries the name or logo of an organization in addition to the Company's name.

S.D.P.U.C. - South Dakota Public Utilities Commission.

Underlying Carriers - Those certificated telecommunications service providers.

Issued: October 11, 2001
Issued By:

Effective: _____

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

TDI Communications, Inc.'s facilities are furnished for communications originating at specified points within the State of South Dakota under terms of this tariff.

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

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

2.2 Limitations

- 2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.
- 2.2.2 The Company reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the customer is using service in violation of the law or the provisions of this tariff.
- 2.2.3 All services provided under this tariff are directly controlled by the Company and the Customer may not transfer or assign the use of service, except with the express consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (contd.)**2.3 Liabilities of the Company**

- 2.3.1 TDI Communications, Inc.'s liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the aforementioned faults in transmission occur.
- 2.3.2 TDI Communications, Inc. shall be indemnified and held harmless by the Customer against:
- 2.3.2.A Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
- 2.3.2.B All other claims arising out of any act or omission of the Customer in connection with any service or facility provided by TDI Communications, Inc.
- 2.3.3 The included tariff language does not constitute a determination by the Commission that a limitation of liability imposed by the Company should be upheld in a court of law. Acceptance for filing by the Commission recognizes that it is a court's responsibility to adjudicate negligence and consequential damage claims. It is also the court's responsibility to determine the validity of the exculpatory clause.

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Contd.)**2.3 Liabilities of the Company (Contd.)**

2.3.4 TDI Communications, Inc. will give at least 10 days notice to Customers and the S.D.P.U.C. before increasing rates or other changes.

2.4 Interruption of Service

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

Before giving such notice, the Customer shall ascertain that the trouble is not being caused by an action or omission by the Customer within his control, or is not in wiring or equipment, if any, furnished by the Customer.

2.4.2 For the purposes of credit computation, every month shall be considered to have 720 hours.

2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Contd.)**2.4 Interruption of Service (Cont'd)**

2.5.4 The Customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" -- outage times in hours

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

2.5 Suspension-of-Service Guidelines

TDI Communications, Inc. will provide written notice at least seven days in advance of suspending a Customer's service for non-payment of charges. In cases of bona fide emergencies, we try to avoid suspension of service for non-payment. Service will be suspended without notice in the following situations:

- 1) The Customer obtained service fraudulently;
- 2) Risk of non-payment is evident; or
- 3) A safety hazard is found on the Customer's premises.

Issued: October 11, 2001

Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Contd.)**2.6 Restoration of Service**

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

2.7 Billing Periods

To the extent that the Customer is not a Prepaid Calling Card Customer, the Customer will receive a bill after the 30-day cycle.

2.8 Understanding the TDI Communications, Inc. Bill

To the extent that the Customer is not a Prepaid Calling Card Customer, the Customer's bill will outline specific charges or adjustments for TDI Communications, Inc.'s services.

2.9 Questions About the TDI Communications, Inc. Bill

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

2.10 Pay By Mail

To the extent that the Customer is not a Prepaid Calling Card Customer, a return envelope is included with each Customer's bill. If the return envelope is unavailable, Customers should contact the Customer service telephone number indicated on the bill for the appropriate address.

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Contd.)

2.11 Lost Bills

If a bill is lost, the Customer should call the TDI Communications, Inc. service representative or TDI Communications, Inc.'s designated billing agent for the amount due. The Customer should include his/her account number, name, address and telephone number with payment.

2.12 Forms of Payment

For the protection of the Customer, check or money orders payable in United States dollars should be sent with the applicable account number, area code, and telephone number included. Unless otherwise required by law, tariff or commission order, partial payments received without customer direction will be prorated by TDI Communications, Inc.

Issued: October 11, 2001
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Contd.)

2.13 Late Charge

A late fee of 10.0% of the first \$30.00 and 2.0% of the remaining balance will be charged on any balances due for more than thirty (30) days.

2.14 Requirements for Service Restoral After Suspension for Non-Payment

In most cases, all charges billed for service must be paid before service will be restored. This would include any amount which the Customer may have received on a new bill. There is also a charge to restore service, which will be billed on the Customer's account.

2.15 Responsibility of The Company

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

2.16 Frequency Restrictions

There are no frequency restrictions.

Issued: October 11, 2001

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Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Contd.)**2.17 Cancellations**

Customers may cancel their service at any time through written or oral instruction.

2.18 Nonpayment

The Company or TDI Communications, Inc.'s designated billing agent will contact a Customer when their payment is late. At the point where payment exceeds 60 days late, the Customer may be turned over to a collection agency and the Customer's service may be terminated. Suspension or termination of service shall not be made without five (5) working days' written notice to the Customer, except in extreme cases. The written notice shall be separate and apart from the regular monthly bill for service.

2.19 Credit for Incomplete Calls

When a Customer calls in and identifies that specific calls were incomplete, the Company's Customer Service department has the capability to credit the Customer's card. In the event that the call was incomplete, the Company will automatically credit the Customer's card.

2.20 Deposit

The Company does not require a deposit from the Customer.

Issued: October 11, 2001

Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Contd.)**2.1 Advance Payments**

The Company does not require an advanced payment from the Customer.

2.2 Collection Costs

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

2.3 Taxes

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

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES

3.1 Usage Based Services

The Company's charges are based on the actual usage of Company's services, plus any special features and/or service options, if any. Charges begin when the designated communication termination(s) is/are accessed and enabled thereby ("connected") to receive the communication from the originating location on the network. Charges cease when the called or calling party "hangs up".

3.2 Long Distance Telecommunications Network Service

The Company's Long Distance Telecommunications Network Service provides for the non-facilities-based resale of South Dakota interexchange carriers' tariffed Software Defined Network (SDN) Service. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of Customers needing to communicate on an interlata basis within the State.

Each service Customer is billed individually for each call, on a conversation minute basis, placed through the Company since the previous month's billing. Each call is measured and billed at the applicable rate for the initial sixty (60) second period or fraction thereof, and then at the applicable rate for each additional sixty (60) second period or fraction thereof. The minimum length of a call is sixty (60) seconds. See Section 4, Rates, for the applicable rate schedule.

Dedicated access circuits may be provided and billed by the local exchange company (LEC). Dedicated access channels may be purchased from carriers other than the LEC only in accordance with S.D.P.U.C. rules. Charges for the dedicated access channel are determined by the access provider.

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Contd.)**3.3 Prepaid Calling Card Service**

- 3.3.1 This service permits use of a Prepaid Calling Card to access and pay for the Company's telecommunications services. Customers may purchase Prepaid Calling Cards directly from the Company, from authorized vendors or at a variety of retail outlets. Prepaid Calling Cards may be issued in denominations of \$10.00, \$20.00, \$30.00, \$50.00 and \$100.00 increments. The Company may issue Private Label Prepaid Calling Cards, as well as Prepaid Calling Cards with a fixed number of preprogrammed minutes.
- 3.3.2 Users obtain the service by dialing an 800 number or other Access Codes to access the Underlying Carrier(s) network. The User is prompted by an automatic voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Underlying Carrier(s) processor tracks the call duration from when the call is answered by the Underlying Carrier(s) processor for rating purposes on a real time basis. Billing for all calls ends when either party hangs-up. The total price of each call, including applicable taxes, is deducted from the prepaid amount on the Prepaid Calling Card. For some cards, when a User obtains access to the Underlying Carrier(s) processor, the balance on the card will be announced. A warning tone or message shall be played when 60 seconds or less is left on the Prepaid Calling Card. The User can then complete the call within the time remaining on the Prepaid Calling Card. Customers have the option of purchasing Prepaid Calling Cards containing an expiration date of either six (6) months from the date of issuance to the customer, or the date of last recharge, whichever is later.
- 3.3.3 The Company offers origination from anywhere in the United States, and termination intrastate, interstate and internationally.

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Contd.)**3.4 Directory Assistance Service**

Directory Assistance Service is provided to assist subscribers in obtaining telephone numbers.

3.5 Accessing Service

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

3.6 Availability of Service

The services provided through the Company, are available where equal access and underlying long distance Billing Systems are provided.

3.7 Locations of Service

The services offered by the Company are to be available statewide, where interexchange service is available. The services offered by the Company are not intended to be limited geographically.

Issued: October 11, 2001

Issued By:

Effective:

Eyal Yechezkeil, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Contd.)

3.8 Timing of Calls

- 3.8.1 Usage charges are based on usage of TDI Communications, Inc.'s service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.
- 3.8.2 Minimum call duration and usage measurement and rounding for billing purposes is specified on per-product basis in the rate section of this tariff.
- 3.8.3 There is no billing applied for incomplete calls.

Issued: October 11, 2001
Issued By:

Effective:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Contd.)

3.9 Customer Complaints and/or Billing Disputes

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

322 East 50th Street
New York, NY 10022
(888) 800-5236

Any objection to billed charges should be reported promptly to TDI Communications, Inc. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

Issued: October 11, 2001
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Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Contd.)**3.10 Level of Service**

A Customer can expect end to end network availability of not less than 90% at all times for all services.

3.11 Billing Entity Conditions

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

Issued: October 11, 2001

Issued By:

Effective:

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 4 - RATES**4.1 Long Distance Telecommunications Network and Prepaid Calling Card Usage Rates**

- 4.1.1 The calls placed through the Company are rated using one of the following schedules. The charges for all calls during a billing month will be totaled. If the total charge includes a fraction of a cent, the fraction is rounded to the next whole cent (e.g., \$4,101.345 would be rounded to \$4,101.35).
- 4.1.2 Day, Evening and Night rate periods apply to Long Distance Telecommunications Network Usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m., Monday through Friday and 5:00 p.m. to, but not including 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

Issued: October 11, 2001
Issued By:

Effective:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 4 - RATES (Contd.)

4.2 Long Distance Network Usage and Prepaid Calling Card Rates (Contd.)

4.2.1 South Dakota Intrastate Interlata Rates

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
Program 1	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min
<i>Monthly charge of \$3.95</i>						
Program 2	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min
<i>Monthly charge of \$4.00</i>						
Program 3	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min
<i>Monthly charge of \$3.00</i>						

4.2.2 South Dakota Intrastate Intralata Rates

<u>Day</u>	<u>Eve</u>		<u>Night</u>			
	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
Program 1	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min
<i>Monthly charge of \$3.95</i>						
Program 2	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min
<i>Monthly charge of \$4.00</i>						
Program 3	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min
<i>Monthly charge of \$3.00</i>						

Issued: October 11, 2001

Effective:

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 4 - RATES (Contd.)

4.3 Exemptions and Special Rates

4.3.1 Directory Assistance for Handicapped Persons:

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

4.3.2 Hearing and Speech Impaired Persons:

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

4.3.3 Telecommunications Relay Service:

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

Issued: October 11, 2001

Effective:

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc
322 East 80th Street
New York, NY 10022

TELECOM CERTIFICATION & FILING, INC
485 MADISON AVE.
NEW YORK, NY 10022

EXPLANATION	AMOUNT

1-777/260

1817

AMOUNT

Two hundred fifty one 00/100

DOLLARS

CHECK
AMOUNT

DATE

TO THE ORDER OF

DESCRIPTION

CHECK
NUMBER

John S. D. Public Works Commission

10% Filing Fee 1817

\$ *250.00*

[Signature]

REGISTERED NATIONAL BANK
225 FURST AVENUE
NEW YORK, NY 10022

⑆001817⑆ ⑆026007773⑆ 01 171980⑆01

South Dakota Public Utilities Commission

WEEKLY FILINGS

For the Period of October 11, 2001 through October 17, 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

CT01-046 In the Matter of the Complaint filed by Bonnie G. Ceroff, Sisseton, South Dakota, against Global Crossing Telecommunications, Inc. Regarding Unauthorized Switching of Services.

Complainant states that she received unauthorized billing on three of her telephone lines by Global Crossing. She states that Global Crossing continued to harass her, her family and her employee about Complainant's account with Global Crossing. Complainant states that although she feels that she is entitled to \$3,000.00 for the unauthorized billing, she would be willing to settle for \$1,500.00 from Global Crossing. If Complainant is required to attend a hearing on the complaint, she requests that the Commission award her travel expenses along with what she is entitled to under South Dakota law.

Staff Analyst: Mary Healy
Staff Attorney: Karen Cremer
Date Docketed: 10/11/01
Intervention Deadline: N/A

CT01-047 In the Matter of the Complaint filed by Millennialink d/b/a Dakota Internet, Sioux Falls, South Dakota, against Qwest Corporation Regarding Billing and Service Quality Issues.

The Complainant's representative states that for the past three years his client has had numerous billing and service problems with Qwest. He states that payments that have been paid to Qwest have not been fully credited to the Millennialink account, the accounts have been billed for services that were not authorized and the accounts were wrongfully assessed late fees and interest charges. Complainant's representative also states that because of Qwest's poor service and outages, Millennialink has lost thousands of dollars in lost customers, business and staff time. He also states that Millennialink has received little or no credit on their bill for the damages associated with the outages. The representative states that Qwest has also engaged in unfair trade practices when both companies were competitive in the DSL business. He states that Qwest representatives routinely advised Millennialink customers that DSL was not available through Millennialink and was available through Qwest. Complainant's representative requests that the Commission require Qwest to provide Millennialink with a full and complete account of all Millennialink accounts for the past 36 months, prohibit Qwest from further collection efforts until this matter is resolved; award monetary damages to Millennialink due to service outages caused by Qwest; award monetary damages to Millennialink due to unfair trade practices related to DSL marketing; award Millennialink its costs and disbursements related to these matter including reasonable attorney fees; and any other relief the Commission deems just and equitable.

Staff Analyst: Mary Healy
Staff Attorney: Karen Cremer
Date Docketed: 10/12/01
Intervention Deadline: N/A

TC01-161 In the Matter of the Filing for Approval of Amendments to an Interconnection Agreement between Qwest Corporation and Black Hills FiberCom, Inc.

On October 17, 2001, a filing for approval of Amendments to an Interconnection Agreement between Qwest Corporation (Qwest) and Black Hills FiberCom, Inc. (FiberCom) was received by the Commission. According to the parties the Agreement is a negotiated agreement between Qwest and FiberCom which was approved by the Commission effective January 6, 1999, in Docket TC98-205. The EEL Amendment is made in order to add the terms and conditions and rates for Enhanced Extended Loop to the Agreement, as set forth in Attachment 1 and Exhibits A, B and C, attached to the Amendment. The ISP Amendment is made in order to add to the Agreement the terms and conditions contained in Attachments 1 and 2, attached to the Amendment. 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 November 6, 2001. Parties to the Agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Kelly Frazier

Date Docketed: 10/17/01

Initial Comments Due: 11/06/01

You may receive this listing and other PUC publications via our website or via Internet e-mail.
You may subscribe or unsubscribe to the PUC mailing lists at <http://www.state.sd.us/puc/>



TELECOM CERTIFICATION & FILING, INC.
485 MADISON AVENUE
NEW YORK, NEW YORK 10022-5800
TEL (212) 5-46-0060
FAX (212) 759-8101
e-mail: cd@tcf.com

October 24, 2001

VIA FEDERAL EXPRESS

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

RECEIVED

OCT 25 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: TDI Communications, Inc. - Docket No. TC01-159

Dear Ms. Forney:

On behalf of the above-referenced applicant, I write in response to your enumerated deficiencies as set forth hereinbelow:

- 1) Enclosed herewith please find TDI Communications, Inc.'s ("TDI") waiver of requirement to submit current financials;
- 2) TDI's representative's email is eval@shoploco.com; and
- 3) Enclosed herewith please find one original and ten (10) copies of TDI's revised interexchange tariff.

Should you require additional information, please contact me at your convenience.

Sincerely,

Angel Encarnacion

Director, Business Affairs

Enc.

AE/2112-19/47259

00047259;1

Request for Waiver of Requirement to Submit Financials

Applicant requests a waiver of the ARSD 20:10:24:02(6) rule requirement that Applicant submit current financial balance sheet, income statement and cash flow statement (ARSD 20:10:24:02(08)) for the reason that projections were submitted and Applicant is unable to provide said documents.

RECEIVED

06/17/11

SOUTH CAROLINA PUBLIC
UTILITIES COMMISSION

TITLE SHEET

SOUTH CAROLINA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by TDI Communications, Inc. with principal offices at 322 East 50th Street, New York, NY 10022. This tariff applies to services furnished within the State of South Carolina. This tariff is on file with the South Carolina Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

CHECK SHEET

Sheet 1 through 23 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

<u>SHEET</u>	<u>REVISION</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original
21	Original
22	Original
23	Original

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

TABLE OF CONTENTS

Title Page iii

Check Sheet iv

Table of Contents v

Symbols vi

Tariff Format vii

Section 1 -- Technical Terms and Abbreviations 8

Section 2 -- Rules and Regulations 8

Section 3 -- Description of Services 16

Section 4 -- Rates 17

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SYMBOLS

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

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

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the SCPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the SCPSC follows in their tariff approval process, the most current sheet number on file with the SCPSC is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Number Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.1.
 - 2.1.1.
 - 2.1.1.A.
 - 2.1.1.A.1.
 - 2.1.1.A.1.(a).
 - 2.1.1.A.1.(a).1.
 - 2.1.1.A.1.(a).1.(i).
 - 2.1.1.A.1.(a).1.(i).1.
- D. **Check Sheets** - When a tariff filing is made with the SCPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the SCPSC.

Issued: _____

Issued By: _____

Effective: _____

Eyal Yechezkell, President
TDI Communications, Inc.
122 East 50th Street
New York, NY 10022

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the Customer's location to a Company network switching center.

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

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

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

Company or Carrier - TDI Communications, Inc.

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

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

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

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

Local Exchange Company - A company which furnishes local exchange telephone service.

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

Issued: _____

Issued By:

Effective: _____

Eyal Yechezkeil, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (Cont'd)

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

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

Prepaid Calling Cards - A plastic, paper or similar card issued by the Company, authorized vendor, or other common carrier which enables the Customer and/or User to use a preprogrammed number of minutes of the Company's telecommunication service. Each Prepaid Calling Card which represents a Customer account, has a PIN and instructions for using the Company's Prepaid Calling Card telecommunications service.

Prepaid Calling Card Calls - Calls for which charges are billed to a Prepaid Calling Card and not to the originating or terminating telephone number.

Private Label Prepaid Calling Card - A Prepaid Calling Card issued by the Company which carries the name or logo of an organization in addition to the Company's name.

SCPSC - The South Carolina Public Service Commission.

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

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS2.1 Undertaking of TDI Communications, Inc.

TDI Communications, Inc.'s facilities are furnished for long distance communications originating at specified points within the State of South Carolina under terms of this tariff.

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

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

2.2 Limitations

2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.

2.2.2 TDI Communications, Inc. reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control, or when the Customer is using service in violation of the law or the provisions of this tariff.

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

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

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.3 Liabilities of the Company

2.3.1 TDI Communications, Inc. shall be indemnified and held harmless by the Customer against:

2.3.1.A Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over TDI Communications, Inc.'s facilities.

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

2.3.2 The included tariff language does not constitute a determination by the Commission that a limitation of liability imposed by the Company should be upheld in a court of law. Acceptance for filing by the Commission recognizes that it is a court's responsibility to adjudicate negligence and consequential damage claims. It is also the court's responsibility to determine the validity of the exculpatory clause.

Issued: _____
Issued By: _____

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.3 Liabilities of the Company (Cont'd)

2.3.3 TDI Communications, Inc. will give at least 10 days notice to Customers and the S.C.P.U.C. before increasing rates or other changes.

2.4 Interruption of Service

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

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

2.4.2 For the purposes of credit computation, every month shall be considered to have 720 hours.

2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.

Issued: _____
Issued By: _____

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.4 Interruption of Service

2.4.4 The Customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" -- outage times in hours

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

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The Customer obtained service fraudulently; or
- 2) Risk of non-payment is evident; or
- 3) A safety hazard is found on the Customer's premises.

Issued: _____

Issued By:

Effective: _____

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.6 Restoration of Service

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

2.7 Billing Periods

To the extent that the Customer is not a Prepaid Calling Card Customer, the Customer will receive a bill after the 30-day cycle.

2.8 Understanding the TDI Communications, Inc. Bill

To the extent that the Customer is not a Prepaid Calling Card Customer, the Customer's bill will outline specific charges or adjustments for TDI Communications, Inc.'s services.

2.9 Questions About the TDI Communications, Inc. Bill

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

2.10 Pay By Mail

To the extent that the Customer is not a Prepaid Calling Card Customer, a return envelope is included with each Customer's bill. If the return envelope is unavailable, Customers should contact the Customer service telephone number indicated on the bill for the appropriate address.

Issued: _____
Issued By: _____

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.11 Lost Bills

If a bill is lost, the Customer should call the TDI Communications, Inc. service representative or TDI Communications, Inc.'s designated billing agent for the amount due. The Customer should include his/her account number, name, address and telephone number with payment.

2.12 Forms of Payment

At the customer's request, the Company permits the use of approved credit cards to apply for and receive Prepaid Calling Cards used to access and pay for the Company's telecommunications services. Telephone charges will be debited by the Company against this card at the rates set forth in Section 4 herein.

2.13 Late Charge

A late fee of 10.0% of the first \$30.00 and 2.0% of the remaining balance will be charged on any balances due for more than thirty (30) days.

2.14 Requirements for Service Restoral After Suspension for Non-Payment

In most cases, all charges billed for service must be paid before service will be restored. This would include any amount which the Customer may have received on a new bill. There is also a charge to restore service, which will be billed on the Customer's account.

Issued: _____
Issued By: _____

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.15 Responsibility of the Company

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

2.16 Frequency Restrictions

There are no frequency restrictions.

2.17 Cancellations

Customers may cancel their service at any time through written instruction.

2.18 Nonpayment

The Company or TDI Communications, Inc.'s designated billing agent will contact a Customer when their payment is late. At the point where payment exceeds 60 days late, the Customer may be turned over to a collection agency and the Customer's service may be terminated. Suspension or termination of service shall not be made without five (5) working days' written notice to the Customer, except in extreme cases. The written notice shall be separate and apart from the regular monthly bill for service.

2.19 Credit for Incomplete Calls

When a Customer calls in and identifies that specific calls were incomplete, the Company's Customer Service department has the capability to credit the Customer's card. In the event that the call was incomplete, the Company will automatically credit the Customer's card.

Issued: _____
Issued By: _____

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 2 - RULES AND REGULATIONS (Cont'd)

2.20 Deposit

The Company does not require a deposit from the customer.

2.21 Advance Payments

The Company does not require an advance payment from the Customer.

2.22 Collection Costs

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

2.23 Taxes

All federal, State and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein, except as described for prepaid calling card service.

Issued: _____
Issued By: _____

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES

3.1 Usage Based Services

The Company's charges are based on the actual usage of the Company's services, plus any special features and/or service options, if any. Charges begin when the designated communication termination(s) is/are accessed and enabled thereby ("connected") to receive the communication from the originating location on the network. Charges cease when the called or calling party "hangs up".

3.2 Long Distance Network Service

The Company's Long Distance Telecommunications Network Service provides for the non-facilities-based switchless resale of South Carolina interexchange carriers' tariffed Software Defined Network (SDN) Service. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of Customers that need to communicate on an interlata basis within the State.

Each service Customer is billed individually for each call, on a conversation minute basis, placed through the Company since the previous month's billing. Each call is measured and billed at the applicable rate for the initial sixty (60) second period or fraction thereof, and then at the applicable rate for each additional sixty (60) second period or fraction thereof. The minimum length of a call is sixty (60) seconds. See Section 4, Rates and Charges, for the applicable rate schedule.

Issued: _____
Issued By: _____

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)3.2 Long Distance Telecommunications Network Service (Cont'd)

Dedicated access circuits may be provided and billed by the local exchange company (LEC). Dedicated access channels may be purchased from carriers other than the LEC only in accordance with S.C.P.U.C. rules. Charges for the dedicated access channel are determined by the access provider.

3.3 Prepaid Calling Card Service

3.3.1 This service permits use of a Prepaid Calling Card to access and pay for the Company's telecommunications services. Customers may purchase Prepaid Calling Cards directly from the Company, from authorized vendors or at a variety of retail outlets. Prepaid Calling Cards may be issued in denominations of \$10.00, \$20.00, \$30.00, \$50.00 and \$100.00 increments. The Company may issue Private Label Prepaid Calling Cards, as well as Prepaid Calling Cards with a fixed number of preprogrammed minutes.

3.3.2 Users obtain the service by dialing an 800 number or other Access Codes to access the Underlying Carrier(s) network. The User is prompted by an automatic voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Underlying Carrier(s) processor tracks the call duration from when the call is answered by the Underlying Carrier(s) processor for rating purposes on a real time basis. Billing for all calls ends when either party hangs-up. The total price of each call, including applicable taxes, is deducted from the prepaid amount on the Prepaid Calling Card. For some cards, when a User obtains access to the Underlying Carrier(s) processor, the balance on the card will be announced. A warning tone or message shall be played when 60 seconds or less is left on the Prepaid Calling Card. The User can then complete the call within the time remaining on the Prepaid Calling Card. Customers have the option of purchasing Prepaid Calling Cards containing an expiration date of either six (6) months from the date of issuance to the customer, or the date of last recharge, whichever is later.

3.3.3 The Company offers origination from anywhere in the United States, and termination intrastate, interstate and internationally.

Issued: _____

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)

3.4 Directory Assistance Service

Directory Assistance Service is provided to assist subscribers in obtaining telephone numbers.

3.5 Accessing Service

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

3.6 Availability of Service

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

3.7 Locations of Service

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

Issued: _____

Issued By:

Effective: _____

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)

3.8 Timing of Calls

- 3.8.1 Usage charges are based on usage of TDI Communications, Inc.'s service.
Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.
- 3.8.2 Minimum call duration and usage measurement and rounding for billing purposes is specified on per-product basis in the rate section of this tariff.
- 3.8.3 There is no billing applied for incomplete calls.

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 3 - DESCRIPTION OF SERVICES (Cont'd)

3.9 Customer Complaints and/or Billing Disputes

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

322 East 50th Street
New York, NY 10022
(888) 800-5236

Any objection to billed charges should be reported within 180 days to TDI Communications, Inc. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

If Customer complaints cannot be resolved by TDI Communications, Inc., the Customer may contact the South Dakota Public Utilities Commission at the following address:

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

Issued: _____

Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc
322 East 50th Street
New York, NY 10022

SECTION 4 - RATES4.1 Long Distance Telecommunications Network Usage and Prepaid Calling Card Rates

- 4.1.1 The calls placed through the Company are rated using one of the following schedules. The charges for all calls during a billing month will be totaled. If the total charge includes a fraction of a cent, the fraction is rounded to the next whole cent (e.g., \$4,101.345 would be rounded to \$4,101.35).
- 4.1.2 Day, Evening and Night rate periods apply to Long Distance Telecommunications Network Usage. The rates apply for all days of the week including holidays. The Day rate period is 8:00 a.m. to, but not including, 5:00 p.m., Monday through Friday and 5:00 p.m. to, but not including 11:00 p.m. Sunday. The Night/Weekend Rate period is 11:00 p.m. to, but not including, 8:00 a.m. Monday through Sunday, all day Saturday, and from 8:00 a.m. to, but not including, 5:00 p.m. Sunday. For New Year's Day (January 1), Independence Day (July 4), Labor Day, Thanksgiving Day and Christmas Day (December 25), the Evening Rate applies.

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 4 - RATES (Cont'd)

4.2 Long Distance Network Usage and Prepaid Calling Card Rates (Cont'd)

4.2.1 South Carolina Intrastate Interlata Rates

	<u>Day</u>		<u>Eve</u>		<u>Night</u>	
	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
Program 1	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min
<i>Monthly charge of \$3.95</i>						
Program 2	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min
<i>Monthly charge of \$4.00</i>						
Program 3	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min
<i>Monthly charge of \$3.00</i>						

4.2.3 South Carolina Intrastate Intralata Rates

<u>Day</u>	<u>Eve</u>		<u>Night</u>			
	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
Program 1	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min	\$0.05/min
<i>Monthly charge of \$3.95</i>						
Program 2	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min	\$0.049/min
<i>Monthly charge of \$4.00</i>						
Program 3	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min	\$0.059/min
<i>Monthly charge of \$3.00</i>						

Issued: _____

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SECTION 4 - RATES (Cont'd)4.3 Exemptions and Special Rates

4.3.1 Directory Assistance for Handicapped Persons:

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

4.3.2 Hearing and Speech Impaired Persons:

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

4.3.3 Telecommunications Relay Service:

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

Issued: _____
Issued By:

Effective: _____

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022



TELECOM CERTIFICATION & FILING, INC.

485 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 546-9090

FAX (212) 753-8101

e-mail: dklein@tefile.com

November 21, 2001

VIA FEDERAL EXPRESS

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

RECEIVED

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

Re: TDI Communications, Inc. - Docket No. TC01-159

Dear Ms. Forney:

Enclosed for filing, please find one original and ten (10) copies of TDI Communications, Inc.'s revised tariff page. In addition, please find one bond in the amount of Twenty-Five Thousand Dollars (\$25,000.00).

At your earliest convenience, please date stamp the copy of this cover letter and return 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,

Ariel Encarnacion
Director, Business Affairs

Enc.
AE2112-19-47726

SECTION 3 - DESCRIPTION OF SERVICES (Contd.)**3.9 Customer Complaints and/or Billing Disputes**

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

322 East 50th Street
New York, NY 10022
(888) 800-5236

Any objection to billed charges should be reported promptly to TDI Communications, Inc. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

Issued: October 11, 2001

Effective: _____

Issued By:

Eyal Yechezkel, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Bond 015-014-775

LICENSE OR PERMIT BOND

KNOW ALL BY THESE PRESENTS, That we, TDI Communications, Inc.

322 East 50th Street, New York City, NY 10022

as Principal, and the Liberty Mutual Insurance Company, a Massachusetts corporat

as Surety, are held and firmly bound unto South Dakota Public Utilities Commission- Capitol Bldg., 1st Floor,

500 East Capitol Ave., Pierre, SD 57501-5070, as Oblige

in the sum of Twenty Five Thousand and 00/100 -----

Dollars (\$ 25,000.00)

for which sum, well and truly to be paid, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly by these presents.

Signed and sealed this 5th day of November, 2001.

THE CONDITION OF THIS OBLIGATION IS SUCH, That WHEREAS, the Principal has been or is about to be granted a license or permit to do business as Telecommunication Provider by the Obligee.

NOW, Therefore, if the Principal well and truly comply with applicable local ordinances, and conduct business in conformity therewith then this obligation to be void; otherwise to remain in full force and effect.

PROVIDED, HOWEVER; 1. This bond shall continue in force:

Until _____, _____, or until the date of expiration of any Continuation Certificate executed by the Surety

OR

Until canceled as herein provided.

2 This bond may be canceled by the Surety by the sending of notice in writing to the Obligee, stating when, not less than thirty days thereafter, liability hereunder shall terminate as to subsequent acts or omissions of the Principal.

TDI Communications, Inc.

Princip

By _____

Liberty Mutual Insurance Company

By Denese Thompson

Denese Thompson

Attorney-in-Fact

Individual Acknowledgment

State of _____

County of _____

On this _____ day of _____, 19____, before me personally came _____ to me known, and known to me to be the individual in and who executed the foregoing instrument , and acknowledged to me that he/she executed the same.

My commission expires _____
Notary Public

Corporation Acknowledgment

State of _____

County of _____

On the ____ day of _____ of the year ____ before me personally came _____ to me known; who being by me duly sworn, did depose and say that he/she/they reside(s) in _____ that he/she/they is (are) the _____ of the _____, the corporation described in and which executed the above instrument; that he/she/they know(s) the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by authority of the board of directors of said corporation, and that he/she/they signed his/her/their name(s) thereto by like authority.

My Commission expires _____
Notary Public

Surety Acknowledgment

State of New York

County of Nassau

On the 5th day of November the year 2001 personally came Denese Thompson to me known, who being by me duly sworn, did depose and say that he/she/they is an Attorney-in-Fact of Liberty Mutual Insurance Company, the corporation described in and which executed the within instrument; that he/she/they know(s) the corporate seal of said corporation; that the seal affixed to the within instrument is such corporate seal, and that he/she/they signed the said instrument and affixed the said seal as Attorney-in-fact by authority of the Board of Directors of said corporation and by authority of this office under the standing resolution thereof.

ANTHONY M. SPINA
Notary Public State of New York
No. 01-SP6047477
Qualified in Suffolk County
Commission Expires August 28, 2002

My commission expires _____


Notary Public

This Power of Attorney limits the act of those named herein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

LIBERTY MUTUAL INSURANCE COMPANY
BOSTON, MASSACHUSETTS

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS: That Liberty Mutual Insurance Company (the "Company"), a Massachusetts mutual insurance company, pursuant to and by authority of the By-law and Authorization hereinafter set forth, does hereby name, constitute and appoint, **LOUIS J. SPINA, NICOLE GRUTER, ANTHONY J. PANNO, DENESE THOMPSON, ANTHONY M. SPINA, THERESA BURKE, KATHLEEN AMATO, TARA DELLA CAVA, JACLYN PEREZ, BARBARA WALKER, ALL OF THE CITY OF SYOSSETT, STATE OF NEW YORK**.....

each individually if there be more than one named, its true and lawful attorney-in-fact to make, execute, seal, acknowledge and deliver, for and on its behalf as surety and as its act and deed, any and all undertakings, bonds, recognizances and other surety obligations in the penal sum not exceeding **TWENTY-FIVE MILLION AND 00/100***** DOLLARS (\$25,000,000.00*****)** each, and the execution of such bonds or undertakings, in pursuance of these presents, shall be as binding upon the Company as if they had been duly signed by the president and attested by the secretary of the Company in their own proper persons.

That this power is made and executed pursuant to and by authority of the following By-law and Authorization

ARTICLE XVI - Execution of Contracts: Section 5. Surety Bonds and Undertakings.

Any officer or other official of the company authorized for that purpose in writing by the chairman or the president, and subject to such limitations as the chairman or the president may prescribe, shall appoint such attorneys-in-fact, as may be necessary to act in behalf of the company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations. Such attorneys-in-fact, subject to the limitations set forth in their respective powers of attorney, shall have full power to bind the company by their signature and execution of any such instruments and to attach thereto the seal of the company. When so executed such instruments shall be as binding as if signed by the president and attested by the secretary.

By the following instrument the chairman or the president has authorized the officer or other official named therein to appoint attorneys-in-fact

Pursuant to Article XVI, Section 5 of the By-laws, Assistant Secretary Garnet W. Elliott is hereby authorized to appoint such attorneys-in-fact as may be necessary to act in behalf of the company to make, execute, seal, acknowledge and deliver as surety any and all undertakings, bonds, recognizances and other surety obligations.

That the By-law and the Authorization above set forth are true copies thereof and are now in full force and effect

IN WITNESS WHEREOF, this instrument has been subscribed by its authorized officer and the corporate seal of the said Liberty Mutual Insurance Company has been affixed thereto in Plymouth Meeting, Pennsylvania this 2nd day of May, 2001

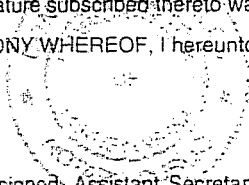
LIBERTY MUTUAL INSURANCE COMPANY

By Garnet W. Elliott
Garnet W. Elliott, Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA ss
COUNTY OF MONTGOMERY

On this 2nd day of May, A.D. 2001, before me, a Notary Public, personally came the individual, known to me to be the therein described individual and officer of Liberty Mutual Insurance Company who executed the preceding instrument, and he acknowledged that he executed the same and that the seal affixed to the said preceding instrument is the corporate seal of said company; and that said corporate seal and his signature subscribed thereto was duly affixed and subscribed to the said instrument by authority and direction of the said company

IN TESTIMONY WHEREOF, I hereunto set my hand and affix my official seal at Plymouth Meeting, PA, the day and year first above written.



Alanna E. Shultz
Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of Liberty Mutual Insurance Company, do hereby certify that the original power of attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the officer who executed the said power of attorney was one of the officers specially authorized by the chairman or the president to appoint any attorney-in-fact as provided in Article XVI, Section 5 of the By-laws of Liberty Mutual Insurance Company.

This certificate may be signed by facsimile under and by authority of the following vote of the board of directors of Liberty Mutual Insurance Company at a meeting duly called and held on the 12th day of March, 1980.

VOTED that the facsimile or mechanically reproduced signature of any assistant secretary of the company wherever appearing upon a certified copy of any power of attorney issued by the company, shall be valid and binding upon the company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said company, this 6th day of November, 2001

[Signature]
Assistant Secretary

Not valid for mortgage, note, loan, letter of credit, bank deposit, currency rate, interest rate or residual value guarantees.

To confirm the validity of this document a Minimum of 2

Liberty Mutual Insurance Company
 Statutory Balance Sheet
 (dollars in thousands)

Assets	December 31, 2000
Bonds.....	\$ 8,594,073,768
Common & Preferred Stocks.....	6,329,446,781
Real Estate.....	158,426,086
Cash & Short-Term Investments.....	489,378,273
Other Invested Assets.....	740,378,578
Subtotal Cash and Invested Assets.....	<u>16,311,703,486</u>
Premium in Course of Collection ^a	1,436,811,683
Reinsurance Recoverables on Loss and Loss Adjustment Expense Payments.....	262,691,451
Interest, Dividends and Real Estate Income Due and Accrued.....	144,036,175
Other Assets.....	<u>1,006,116,801</u>
TOTAL ADMITTED ASSETS.....	\$ <u>19,161,359,596</u>

Liabilities and Surplus

Reserve for Losses and Loss Adjustment Expenses.....	\$ 9,406,055,642
Reserve for Unearned Premiums.....	1,612,130,587
Reinsurance Payable on Paid Loss and Loss Adjustment Expenses.....	34,794,343
Federal Income Tax and State Premium Tax Accrued.....	286,161,480
Other Liabilities.....	<u>2,314,508,515</u>
TOTAL LIABILITIES.....	13,643,630,567
Unassigned Surplus.....	4,174,909,409
Special Surplus Funds.....	200,694,651
Guaranty Funds.....	1,250,000
Surplus Notes.....	<u>1,140,854,969</u>
TOTAL CAPITAL AND SURPLUS.....	<u>5,517,709,029</u>
TOTAL LIABILITIES, CAPITAL AND SURPLUS.....	\$ <u>19,161,359,596</u>

(* Excludes balances more than 90 days past due)

COMMONWEALTH OF MASSACHUSETTS

SS: .

COUNTY OF SUFFOLK

Dennis Langwell, being duly sworn, says: That he is Vice President and Comptroller of Liberty Mutual Insurance Company; that said Company is a mutual insurance company duly organized, existing and engaged in business as a surety by virtue of the laws of the state of the Commonwealth of Massachusetts and has duly complied with all the requirements of the laws of said Commonwealth and of the laws of the State of applicable to said Company and is duly qualified to act as surety under such laws; that said Company has also complied with and is duly qualified to act as surety on federal bonds under Section 9305 of Title 31 of the United States Code.

That the foregoing is a full, true and correct statement of the financial condition of said Company of the 31st day December, 2000.

Sworn to before me this 31st day of March, 2001

Dennis Langwell

My Commission Expires

January 30, 2006

Dennis Langwell
 Vice President and Comptroller



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

RECEIVED

NOV 29 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

November 28, 2001

VIA FEDERAL EXPRESS

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

Re: TDI Communications, Inc. - Docket No. TC01-159

Dear Ms. Forney:

Enclosed please find one original and ten (10) copies of TDI Communications, Inc.'s revised tariff page 21.

At your earliest convenience, please date stamp the copy of the cover letter and return 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,

Anel Encarnacion
Director, Business Affairs

Enc.
AE/2112-194778

00047778;1

SECTION 3 - DESCRIPTION OF SERVICES (Contd.)

3.9 Customer Complaints and/or Billing Disputes

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

322 East 50th Street
New York, NY 10022
(888) 800-5236

Any objection to billed charges should be reported promptly to TDI Communications, Inc. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. Where overbilling of a subscriber occurs, due either to Company or subscriber error, no liability exists which will require the Company to pay any interest, dividend or other compensation on the amount overbilled.

If Customer complaints cannot be resolved by the Company, the Customer may contact the South Dakota Public Utilities Commission at the following address and phone number:

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

Issued: October 11, 2001
Issued By:

Effective:

Eyal Yechezkell, President
TDI Communications, Inc.
322 East 50th Street
New York, NY 10022

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
TDI COMMUNICATIONS, INC. FOR A)	CERTIFICATE OF
CERTIFICATE OF AUTHORITY TO PROVIDE)	AUTHORITY
INTEREXCHANGE TELECOMMUNICATIONS)	
SERVICES IN SOUTH DAKOTA)	TC01-159

On October 11, 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 TDI Communications, Inc. (TDI).

TDI proposes to acquire and resell various voice and data communications services offered by IXC's, and to package and provide these services for the specialized functions and needs of its customers. A proposed tariff was filed by TDI. The Commission has classified long distance service as fully competitive.

On October 18, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of November 2, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its December 12, 2001, meeting, the Commission considered TDI's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to a continuous \$25,000 surety bond. Commission Staff further recommended a waiver 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 TDI has met the legal requirements established for the granting of a certificate of authority. TDI 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 TDI's application for a certificate of authority, subject to a continuous \$25,000 surety bond. As the Commission's final decision in this matter, it is therefore

ORDERED, that TDI's application for a certificate of authority is hereby granted, subject to a continuous \$25,000 surety bond. It is

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

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

Dated at Pierre, South Dakota, this 20th day of December, 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 Kalbo</u>
Date:	<u>12/21/01</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 as of the date of the
Order Granting Certificate of Authority
Docket No. TC01-159

This is to certify that

TDI COMMUNICATIONS, INC.

is authorized to provide interexchange telecommunications services in
South Dakota.

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

Dated at Pierre, South Dakota, this 20th day of December, 2001.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**


JAMES A. BURG, Chairman


PAM NELSON, Commissioner

