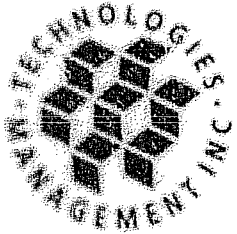


TCOD - 179

~~Revised~~

~~TCOD - 179~~



RECEIVED

NOV 08 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

110 E Park Ave.
Dexter Park, R.
12750

November 7, 2000
Via Overnight Delivery

PO Box 200
Dexter Park, R.
57400-0200

Mr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501

Tel: (607) 740-8575
Fax: (607) 740-0511
tms@tmsinc.com

Re: Registration of Telephone Associates, Inc. for Authority to Provide Intrastate
Telecommunications Services within the State of South Dakota

Dear Mr. Bullard:

Enclosed for filing are the original and ten (10) copies of a Registration for Authority to Provide Intrastate Telecommunications Services, filed on behalf of Telephone Associates, Inc. Also enclosed is a check for \$250.00 to cover the filing fee.

Please return, date-stamped, the extra copy of this cover letter in the enclosed self-addressed stamped envelope provided for this purpose.

Any questions you may have regarding the above filing should be directed to me at (407) 740-8575.

Sincerely,

Monique Byrnes
Consultant to
Telephone Associates, Inc.

cc: W. Torrey - Telephone Associates, Inc.
file: Telephone Associates, Inc. - SD
tms: SDi0000

BEFORE THE SOUTH DAKOTA PUBLIC SERVICE COMMISSION

REGISTRATION OF
Telephone Associates, Inc.

RECEIVED

NOV 6 8 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Pursuant to Rule 20:10:24:02 of the Commission's Telecommunications Services Rules, Telephone Associates, Inc. ("Telephone Associates") submits the following registration information:

1. The name, address and telephone number of the applicant.

Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880
Telephone: 715-392-8101
Facsimile: 715-394-8648
Toll Free: 800-777-7248

2. The name under which the Applicant will provide these services if different than in subdivision (1) of this section:

Same

3. If the applicant is a corporation:

- (a) The state in which it is incorporated, the date of incorporation and a copy of its certificate of incorporation or, if it is an out-of-state corporation, a copy of its certificate of authority.

Telephone Associates was incorporated on May 25, 1970, under the laws of the State of Wisconsin. A copy of Secretary of State authority in South Dakota is included as Attachment I.

- (b) The location of its principal office, if any, in this state and the name and address of its current registered agent.

Telephone Associates has no principal offices in South Dakota.

Registered Agent:

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

3. If the applicant is a corporation: (cont'd.)

- (c) A copy of its articles of incorporation which includes a list of the names and addresses of the corporate officers and member of the board of directors at the time of incorporation.**

A copy of Telephone Associates' Articles of Incorporation are included as Attachment II.

- (d) A list of the names and addresses of the current corporate officers and members of the board of directors.**

See Attachment III.

- (e) The names and addresses of the ten common stockholders who own the greatest number of shares of common stock and the number of shares owned by each.**

See Attachment III.

- (f) The names, address of any corporation, association, partnership, cooperative or individual holding a five percent or greater ownership or management interest in the applicant corporation. The amount and character of the ownership interest shall be indicated. A copy of any management agreement shall be attached.**

See Attachment III.

- (g) The names and addresses of subsidiaries owned or controlled by the applicant.**

None.

4. If the applicant is a partnership, the name, title and business address of each partner, both general and limited.

Not applicable.

5. A specific description of the telecommunications services the applicant intends to offer.

Telephone Associates offers direct dial outbound and inbound telecommunications services, and travel card service to residential and business customers, utilizing switched and dedicated access facilities. Switched access service is available on a presubscription basis from equal access originating end offices. All services are available twenty-four hours per day, seven days a week. Intrastate service is offered as an add-on to Telephone Associates's interstate service.

The Company does not offer operator assisted services.

The Company's toll free customer service telephone number will appear on all bills (800) 777-7248.

6. **A detailed statement of the means by which the applicant will provide its services, including the type and quantity of equipment to be used in the operation, the capacity, and the expected used of the equipment.**

Telephone Associates operates as a switchless reseller. Calls originate over LEC facilities to the Company's underlying carrier. The Company's underlying carrier performs all interexchange switching, routing and call termination functions. Call detail information is provided to the Company by the underlying carrier for purposes of rating and billing calls.

Telephone Associates has no plans to construct switching or transmission facilities in South Dakota.

7. **The geographic areas in which the services are, or will be, offered, including a map describing the service boundaries.**

Telephone Associates intends to offer its services throughout the State of South Dakota.

8. **A current balance sheet and income statement; a copy of the applicant's latest annual report; a copy of the applicant's report to stockholders; the terms and conditions of service; the access charges and a copy of the applicant's tariff book.**

Telephone Associates is providing its most current Financial Statements as proof of its financial stability for the provision of service within South Dakota.

The terms and conditions of service, as well as all rates and charges are provided in the applicant's proposed tariff in Attachment V.

The names and addresses of the applicant's representatives to whom all inquiries should be made regarding complaints and regulatory matters.

For inquiries regarding this application and tariff, contact:

Monique Byrnes
Consultant to Telephone Associates, Inc.
Technologies Management, Inc.
P.O. Drawer 200
Winter Park, Florida 32790
Phone: (407) 740-8575
Fax: (407) 740-0613

For complaints and on-going regulatory issues:

William C. Torrey
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880
Telephone: 715-392-8101
Facsimile: 715-394-8648
Toll Free: 800-777-7248

For all other matters, contact:

William C. Torrey
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880
Telephone: 715-392-8101
Facsimile: 715-394-8648
Toll Free: 800-777-7248

10.

A detailed description of how the applicant intends to market services, the qualifications of its marketing sales personnel, its target market, whether the applicant engages in any multilevel marketing and copies of any company brochures used to assist in the sale of services.

Telephone Associates primarily offers services to business customers through agents and other sales methods. The company does not utilize any form of multilevel marketing in the sale of its services.

Submitted by:

By



William C. Torrey, President

Telephone Associates, Inc.

329 Grand Avenue

Superior, Wisconsin 54880

Telephone: 715-392-8101

Facsimile: 715-394-8648

ATTACHMENT I

AUTHORITY TO OPERATE IN SOUTH DAKOTA

State of South Dakota



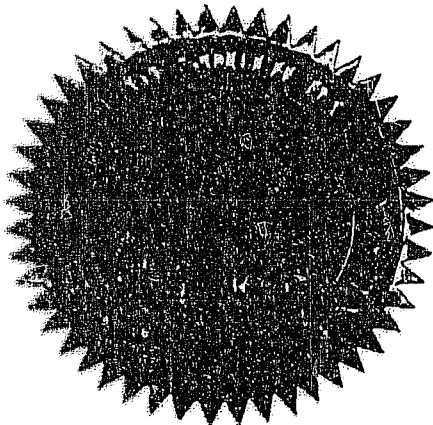
OFFICE OF THE SECRETARY OF STATE

Certificate of Authority

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **TELEPHONE ASSOCIATES, INC. (WI)** 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 October 30, 2000.



Joyce Hazeltine
Secretary of State

ATTACHMENT II

ARTICLES OF INCORPORATION

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

OF

TELEPHONE ASSOCIATES, INC.

498197

I, the undersigned, a natural person of the age of twenty-one years or more, acting as the incorporator of a corporation under the Wisconsin Business Corporation Law, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: TELEPHONE ASSOCIATES, INC.

ARTICLE II

The purpose or purposes for which the corporation is organized are: To engage in any lawful activity within the purposes for which the corporation may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is Five Thousand (5,000) consisting of one class only, designated as "Common Stock" for the par value of Ten Dollars (\$10.00) per share.

ARTICLE IV

The corporation will not commence business until at least Five Hundred Dollars (\$500.00) has been received by it as consideration for the issuance of shares.

ARTICLE V

The address of the initial registered office of the corporation is: 1210 Tower Avenue, Superior, Wisconsin 54880, and the name of the initial registered agent at such address is: William C. Torrey

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is three (3), and thereafter the number of directors shall be such number (not less than three) as is fixed from time to time by the by-laws.

ARTICLE VII

The name and address of the incorporator is: Toby E. Marcovich, 203 Telegram Building, Superior, Wisconsin 54880

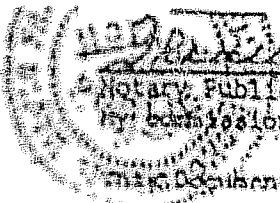
Dated this 18th day of May, 1970

Toby E. Marcovich
Incorporator

STATE OF WISCONSIN }
COUNTY OF DOUGLAS } ss.

Toby E. Marcovich, personally came before me this 18th day of May, 1970, to me known to be the person who executed the foregoing instrument and acknowledged the same.

STATE OF WISCONSIN
DEPARTMENT OF STATE
FILED



M. Blackman
Notary Public, Douglas County, Wis.
by commission expires Feb. 4, 1973.

ROBERT C. ZIMMERMAN
SECRETARY OF STATE

This document was drafted by: Toby E. Marcovich, Attorney.

SEARCHED	✓
INDEXED	✓
FILED	✓
COMPARED	✓

498197

OFFICE OF REGISTER OF DEEDS
DOUGLAS COUNTY, WISCONSIN
Recorded for record this 9th
day of April, 19 70
at 11:50 o'clock A. M. and
presented to Notary T. E. Marcovich
in presence of John J. [unclear]
John J. [unclear] and John J. [unclear]
John J. [unclear] of Douglas County

McConnell & Co. Inc.

*13 35
City Wisconsin*

1967-1968 State

VOL 0 PAGE 60A

THIS MUST BE RECORDED WITH THE REGISTER OF DEEDS

United States of America

State of Wisconsin — Department of State

To All to Whom These Presents Shall Come, Greeting:

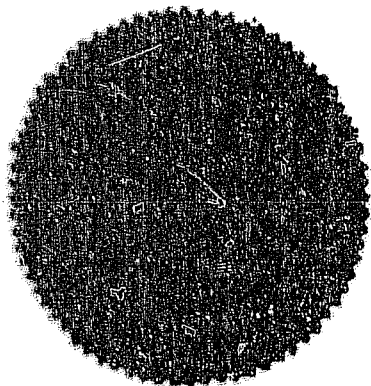
The undersigned, as Secretary of State of the State of Wisconsin, certifies that
Articles of Incorporation

of

TELEPHONE ASSOCIATES, INC.

of which the attached is a duplicate, was on the date hereof, accepted and filed in my office.

In Testimony Whereof, I have hereunto set my hand and affixed
my official seal at the Capital, in the city of Madison, this
25th day of MAY A.D., 1967



Robert C. Zimmerman
ROBERT C. ZIMMERMAN
Secretary of State

ATTACHMENT III

OFFICERS, DIRECTORS, STOCKHOLDERS

Telephone Associates, Inc.

CORPORATE OFFICERS/DIRECTORS

The following individuals serve as officers and directors of Telephone Associates, Inc. and may be reached through the Company's corporate headquarters 329 Grand Avenue, Superior, Wisconsin 54880.

William C. Torrey	President
Toby E. Marcovich	Vice President
John P. Anderson	Vice President

ATTACHMENT IV

FINANCIAL INFORMATION

1999

1998

ASSETS

CURRENT ASSETS:

Cash	\$ 1,845	\$ 3,141
Accounts receivable, less allowance for doubtful accounts		
	595,571	395,007
Inventories	270,229	401,299
Work-in-process	104,737	43,682
Prepaid expenses	3,262	34,923
Total current assets	975,644	878,052

PROPERTY AND EQUIPMENT, at cost:

Leasehold improvements	41,118	37,103
Vehicles and equipment	481,880	465,349
Office furniture and equipment	36,921	34,632
Telephone equipment leased to others	6,240	6,240
	566,159	543,324
Less - Accumulated depreciation	442,510	389,392
	123,649	153,932

OTHER ASSETS:

Patent rights, net of amortization	3,555	3,555
Total other assets	3,555	3,555

Total Assets	\$1,102,848 =====	\$1,035,539 =====
---------------------	-----------------------------	-----------------------------

See Accountant's Compilation Report and
Notes to Financial Statements.

BALANCE SHEETS AS OF
DECEMBER 31

1999

1998

LIABILITIES AND STOCKHOLDER'S EQUITY

CURRENT LIABILITIES:

Accounts payable	\$ 320,312	\$ 261,865
Customer deposits	15,614	13,437
Accrued taxes, other than income taxes	47,036	58,870
Accrued salaries	27,968	28,426
Note payable- Bank	50,000	169,291
	460,930	531,889
	460,930	531,889

STOCKHOLDER'S EQUITY:

Capital stock, par value \$10 per share-		
Authorized, 4,000 shares		
Issued and outstanding-		
280 shares	2,800	2,800
Retained earnings	639,118	500,849
	641,918	503,649
	641,918	503,649

Total Liabilities and Stockholder's Equity	\$1,102,848	\$1,035,538
	=====	=====

See Accountant's Compilation Report and
Notes to Financial Statements.

TELEPHONE ASSOCIATES, INC.
STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31

1999

1998

INCOME

Sales, equipment, service, etc	\$1,996,756	\$2,188,749
Long distance - Wisconsin	639,068	463,627
Long distance - Minnesota	1,122,594	719,337
Local service - Wisconsin	802,606	484,479
Local service - Minnesota	1,036,431	494,295
Miscellaneous sales	418	0
	<hr/>	<hr/>
Total sales	5,597,873	4,350,487
<u>COST OF SALES</u>	4,168,366	3,105,187
	<hr/>	<hr/>
Gross profit on sales	1,429,507	1,245,300
<u>OPERATING EXPENSES</u>	1,287,290	1,143,375
	<hr/>	<hr/>
Operating income	142,217	101,925
<u>OTHER INCOME</u>	12,983	6,251
	<hr/>	<hr/>
	155,200	108,176
<u>OTHER EXPENSE</u>	4,931	21,322
	<hr/>	<hr/>
Net Income For The Year	\$ 150,269 =====	\$ 86,854 =====

See Accountant's Compilation Report and
Notes to Financial Statements.

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

TELEPHONE ASSOCIATES, INC.
STATEMENTS OF INCOME
FOR THE SIX MONTHS ENDED JUNE 30

2000

1999

INCOME

<p>Sales, equipment, service, etc</p> <p>Long distance - Wisconsin</p> <p>Long distance - Minnesota</p> <p>Local service - Wisconsin</p> <p>Local service - Minnesota</p>	<p>\$</p>	<p>829,881</p> <p>318,064</p> <p>645,205</p> <p>481,558</p> <p>671,705</p>	<p>\$</p>	<p>917,055</p> <p>294,111</p> <p>571,197</p> <p>371,303</p> <p>463,752</p>
		2,946,413		
		2,153,600		
		792,813		
		653,984		
		138,829		
		5,897		
		144,726		
		1,735		
		\$ 143,991		
		=====		
		\$ 37,476		
		=====		

TELEPHONE ASSOCIATES, INC.
 BALANCE SHEETS AS OF
 JUNE 30

2008

2009

430076

CURRENT ASSETS:

Cash	\$ 37,809	\$ 39,217
Accounts receivable, less allowance for doubtful accounts	519,180	53,517
Inventories	419,057	110,916
Work-in-process	31,542	0
Prepaid expenses	76,409	12,007
Total current assets	<u>1,083,997</u>	<u>215,657</u>

FIXTURES AND EQUIPMENT, at cost:

Leasehold improvements	41,118	41,118
Machinery and equipment	491,402	491,402
Office furniture and equipment	42,151	42,151
Telephone equipment leased to others	6,239	6,239
	<u>580,910</u>	<u>580,910</u>
Less - Accumulated depreciation	463,916	463,916
	<u>116,994</u>	<u>116,994</u>

OTHER ASSETS:

Patent rights, net of amortization	3,556	3,556
Total other assets	<u>3,556</u>	<u>3,556</u>

Fixed assets \$1,204,547
 ===== \$1,005,918
 =====

TELEPHONE ASSOCIATES, INC
BALANCE SHEETS AS OF
JUNE 30

2000

1999

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Accounts payable	\$	406,199	\$	340,000
Customer deposits		15,841		17,200
Accrued taxes, other than income taxes		57,058		96,763
Note payable - bank		65,000		99,241
		<hr/>		<hr/>
Total current liabilities		524,098		547,604
		<hr/>		<hr/>

STOCKHOLDERS' EQUITY:

Capital stock, par value \$10 per share - authorized, 4,000 shares issued and outstanding - 100 shares	2,800	2,800		2,800
Retained earnings	677,649			545,325
	<hr/>	680,449		<hr/>
Total stockholders' equity		680,449		548,125
		<hr/>		<hr/>

Total liabilities and stockholders' equity	\$1,204,547		\$1,095,929	
	=====		=====	

ATTACHMENT V

TARIFF

COMPETITIVE TELECOMMUNICATIONS SERVICE TARIFF

South Dakota
INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF
Telephone Associates, Inc.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by Telephone Associates, Inc. ("Telephone Associates") within the state of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission. Copies may be inspected during normal business hours at the main office of Telephone Associates, located at 329 Grand Avenue, Superior, Wisconsin 54880.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

CHECK SHEET

Pages, as listed below, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised pages as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

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

* included in this filing

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

TABLE OF CONTENTS

Check Sheet 2

Table of Contents 3

Symbols 4

Tariff Format 5

Section 1 - Terms and Abbreviation 6

Section 2 - Rules and Regulations 8

Section 3 - Service Descriptions and Rates 25

Section 4 - Promotions 32

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Sioux Falls, S.D. 57104

SYMBOLS

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

- C** Changed regulation.
- 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.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

TARIFF FORMAT

A. Page Numbering - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new pages are occasionally added to the tariff. When a new page is added between pages already in effect, a decimal is added. For example, a new page added between pages 14 and 15 would be 14.1.

B. Page Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current page version on file with the Commission. For example, the 4th revised Page 14 cancels the 3rd revised Page 14. Because of various suspension periods, deferrals, etc., the most current page number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the page currently in effect.

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

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

D. Check Sheets - When a tariff filing is made with the Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the pages contained in the tariff, with a cross reference to the current revision number. When new pages 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 page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages.) The tariff user should refer to the latest Check Sheet to find out if a particular page is the most current on file with the Commission.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 1 - TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the Customer's telephone to a Telephone Associates designated switching center or point of presence.

Authorization Code - A pre-defined series of numbers to be dialed by the Customer or End User upon access to the Company's system to notify the caller and validate the caller's authorization to use the services provided. The Customer is responsible for charges incurred through the use of his or her assigned Authorization Code.

Authorized User - A person, firm, partnership, corporation or other entity who is authorized by the Customer to be connected to and utilize the Carrier's services under the terms and regulations of this tariff.

Commission - Refers to the South Dakota Corporation Commission.

Company or Carrier - Telephone Associates, Inc. unless otherwise clearly indicated by the context.

Customer - A person, firm, partnership, corporation or other entity which arranges for the Carrier to provide, discontinue or rearrange telecommunications services on behalf of itself or others; uses the Carrier's telecommunications services; and is responsible for payment of charges, all under the provisions and terms of this tariff.

Dedicated Access - A method of reaching the Company's services whereby the Customer is connected directly to the Company's Point of Presence without utilizing services of the local switched network.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

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

End User - Any person, firm, corporation, partnership or other entity which uses the services of the Company under the provisions and regulations of this tariff. The End User is responsible for payment unless the charges for the services utilized are accepted and paid by another Customer.

Equal Access - Where the local exchange company central office provides interconnection to interexchange carriers with Feature Group D circuits. In such end offices, Customers can presubscribe their telephone line(s) to their preferred interexchange carrier.

LATA - Local Area of Transport and Access.

LEC - Local exchange company.

Personal Identification Number (PIN) - See Authorization Code.

Switched Access Origination/Termination - Where access between the Customer and the interexchange carrier is provided on local exchange company Feature Group circuits and the connection to the Customer is a LEC-provided business or residential access line. The cost of switched Feature Group access is billed to the interexchange carrier.

Telephone Associates - Refers to Telephone Associates, Inc., issuer of this tariff.

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

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of Telephone Associates, Inc.**

Telephone Associates's services and facilities are furnished for communications originating and terminating within the State of South Dakota under terms of this tariff. The Company's services and facilities are available twenty-four (24) hours per day, seven (7) days per week.

Telephone Associates arranges for installation, operation, and maintenance of the communications services provided in this tariff for Customers and Subscribers in accordance with the terms and conditions set forth under this tariff. Telephone Associates may act as the Customer's or Subscriber's agent for ordering access connection facilities provided by other carriers or entities, when authorized by the Customer or Subscriber, to allow connection of a Customer's or Subscriber's location to the Telephone Associates network. The Customer or Subscriber shall be responsible for all charges due for such service arrangements.

2.2 Use

2.2.1 Services provided under this tariff may be used by the Customer for any lawful telecommunications purpose for which the service is technically suited.

2.2.2 The services the Company offers shall not be used for any unlawful purpose or for any use as to which the Customer has not obtained all required governmental approvals, authorizations, licenses, consents and permits.

2.2.3 The Company may require applicants for service who intend to use the Company's offerings for resale, shared and/or joint use to file a letter with the Company confirming that their use of the Company's offerings complies with relevant laws and the Commission's regulations, policies, orders, and decisions.

2.2.4 A Customer may transmit or receive information or signals via the facilities of the Company. The Company's services are designed primarily for the transmission of voice-grade telephonic signals, except as otherwise stated in this tariff. A user may transmit any form of signal that is compatible with the Company's equipment, but the Company does not guarantee that its services will be suitable for purposes other than voice-grade telephonic communication except as specifically stated in this tariff.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue

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

2.3 Limitations

- 2.3.1 The Company reserves the right to discontinue service when necessitated by conditions beyond its control, or when the Customer is using the service in violation of the provisions of this tariff, or in violation of the law.
- 2.3.2 Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.
- 2.3.3 The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
- 2.3.4 Service may be limited or discontinued by the Company, without notice to the Customer, by blocking traffic to certain countries, cities, or NXX exchanges when the Company deems it necessary to take such action to prevent unlawful use of its service. Service will be restored as soon as it can be provided without undue risk.
- 2.3.5 The Company reserves the right to limit or to allocate the use of existing facilities, or of additional facilities offered by the Company, when necessary because of lack of facilities, or due to some other cause beyond the Company's control.
- 2.3.6 To the extent that any conflict arises between the terms and conditions of a service agreement or other contract and the terms and conditions of this tariff, the tariff shall prevail.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
220 Grand Avenue

SECTION 2 - RULES AND REGULATIONS, (CONT'D)**2.4 Assignment and Transfer**

2.4.1 All facilities provided under this tariff are directly or indirectly controlled by Telephone Associates and neither the Customer nor Subscriber may transfer or assign the use of service or facilities without the express written consent of the Company. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service. Such transfer or assignment, when permitted, shall only apply where there is no interruption of the use or location of the service or facilities.

2.4.2 Customer may request Carrier to assign one or more sub-accounts for billing purposes, and to direct sub-account invoices to Customer's affiliates or other designated entities for payment. Such requests shall not affect the liability of the Customer, who shall remain solely liable to the Company for payment of all invoices for service requested and obtained by Customer, whether invoiced by the Company to the Customer, the Customer's affiliates, or other designated entities.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.5 Liability of the Company**

- 2.5.1** Telephone Associates' liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, shall be determined in accordance with SDCL 49-13-1 and 49-13-1.1 and any other applicable law.
- 2.5.2** The Company shall not be liable for any claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an Act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.5.3** The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

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

2.5 Liability of the Company, (Cont'd.)

- 2.5.4** The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence.
- 2.5.5** The Company is not liable for any act or omission of any other entity furnishing a portion of the service or any acts or omission of the Customer.
- 2.5.6** Service furnished by the Company may be interconnected with the services or facilities of other carriers or private systems. However, service furnished is provided solely by the Company and is not a joint undertaking with other parties.
- 2.5.7** The Company shall not be liable for any claim, loss, or refund as a result of loss or theft of Personal Identification Numbers issued for use with the Company's services.
- 2.5.8** The Company shall not be liable for any damages, including usage charges, that the Customer may incur as a result of the unauthorized use of authorization codes of communications equipment. The unauthorized use of communications equipment includes, but is not limited to, the placement of calls from the Customer's premises, and the placement of calls through equipment controlled and/or provided by the Customer that are transmitted over the company's network without the authorization of the Customer. The Customer shall be fully liable for all such usage charges.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
 Telephone Associates, Inc.
 329 Grand Avenue
 Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.6 Customer Responsibility**

- 2.6.1** All Customers assume general responsibilities in connection with the provisions and use of the Company's service. When facilities, equipment, and/or communication systems provided by others are connected to the Company's facilities, the Customer assumes additional responsibilities. All Customers are responsible for the following:
- A.** The Customer is responsible for placing orders for service, paying all charges for service rendered by the Company and complying with all of the Company's regulations governing the service. The Customer is also responsible for assuring that its users comply with regulations.
 - B.** When placing an order for service, the Customer must provide:
 - 1. The names and addresses of the persons responsible for the payment of service charges, and
 - 2. The names, telephone numbers, and addresses of the Customer contact persons.
 - C.** The Customer must pay the Company for the replacement or repair of the Company's equipment when the damage results from:
 - 1. The negligence or willful act of the Customer or user;
 - 2. Improper use of service; and
 - 3. Any use of equipment or service provided by others.
 - D.** After receipt of payment for the damages, the Company will cooperate with the Customer in prosecuting a claim against any third party causing damage.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.6 Customer Responsibility, (Cont'd.)****2.6.2 Billing and Payment For Service****A. Responsibility for Charges**

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. In particular and without limitation to the foregoing, the Customer is responsible for any and all cost(s) incurred as the result of:

- (a) any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company;
- (b) any and all use of the services provided by the Company, including calls which the Customer did not individually authorize;
- (c) any calls placed by or through the Customer's equipment via any remote access feature(s);

Charges for installations, service connections, moves, rearrangements, where applicable, are payable upon demand to the Company or its authorized agent. Billing thereafter will include recurring charges and actual usage as defined in this tariff.

B. Payment for Service

All charges due by the Customer are payable to the Company or any agent duly authorized to receive such payments. The billing agent may be the Company, a local exchange telephone company, credit card company, or other billing service. Terms of payment shall be according to the rules and regulations of the agent and subject to the rules of regulatory bodies having jurisdiction.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

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

2.6 Customer Responsibility, (Cont'd.)

2.6.2 Billing and Payment For Service, (Cont'd.)

C. Disputed Charges

Any objections to billed charges must be reported to the Company or its billing agent within twenty (20) days of the closing date printed on the invoice or statement issued to the Customer. Adjustments to Customers' account shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

D. Customer Inquiries or Complaints

Customer inquiries or complaints regarding service or billings may be made in writing or phone to:

Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880
Telephone: (715) 392-8101
Toll Free: (800) 777-7248

or

Customers may contact the South Dakota Public Utilities Commission if he or she is dissatisfied with the Company's response. The Commission can be reached at:

South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501-5070
Telephone: (605) 773-3201
Toll Free: (800) 332-1782
TTY: (800) 877-1113

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

sdi0000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.6 Customer Responsibility, (Cont'd)****2.6.3 Taxes and Fees**

- A. Telephone Associates reserves the right to bill any and all applicable taxes in addition to normal long distance usage charges, including, but not limited to: Federal Excise Tax, State Sales Tax, Municipal Taxes and Gross Receipts Tax. Unless otherwise specified in this tariff, such taxes will be itemized separately on Customer bills.
- B. To the extent that a municipality, other political subdivision or local agency of government, or commission imposes and collects from the Company a gross receipts tax, occupation tax, license tax, permit fee, franchise fee, or regulatory fee, such taxes and fees shall, as allowed by law, be billed pro rata to the Customer receiving service from the Company within the territorial limits of such municipality, other political subdivision or local agency of government.
- C. Service shall not be subject to taxes for a given taxing jurisdiction if the Customer provides the Company with written verification, acceptable to the Company and to the relevant taxing jurisdiction, that the Customer has been granted a tax exemption.
- D. The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs. Examples of such programs include, but are not limited to, the Universal Service Fund, the Primary Interexchange Carrier Charge, and compensation to payphone service providers for the use of their payphones to access Telephone Associates's service.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

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

2.6 Customer Responsibility, (Cont'd)

2.6.4 Late Payment Fees

A late payment fee of 1.5% per month will be charged on any past due balance. Any applicable late payment fees will be assessed according to the terms and conditions of the Company or its billing agent and pursuant to South Dakota state law.

2.6.5 Return Check Charge

Customers will be charged \$20.00 on all checks issued to the Company which are returned due to insufficient funds. At the discretion of the Company, the insufficient funds check charge may be waived under appropriate circumstances (e.g., a bank error).

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.7 Deposits**

The Company does not collect Customer deposits.

2.8 Advance Payments

The Company does not require advance payments for service.

2.9 Cancellation by Customer

Customers may cancel service verbally or in writing at any time. The Company shall hold the Customer responsible for payment of all charges, including fixed fees, surcharges, etc., which accrue up to the cancellation date. Charges may be avoided by dialing another carrier's access code. In the event the Customer executes a term commitment agreement with the Company, the Customer must cancel service and terminate the agreement in accordance with the agreement terms.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.10 Refunds or Credits for Service Outages or Interruptions**

- 2.10.1** An interruption period begins when the Customer reports a service, facility or circuit to be inoperative and, if necessary, releases it for testing and repair. An interruption period ends when the service, facility or circuit is operative. Credits for service outages or interruptions are subject to the regulations listed below.
- 2.10.2** If the Customer reports a service, facility or circuit to be interrupted but declines to release it for testing and repair, or refuses access to its premises for test and repair by the Company, the service, facility or circuit is considered to be impaired but not interrupted. No credit allowances will be made for a service, facility or circuit considered by the Company to be impaired.
- 2.10.3** Credit allowances for interruption periods which are not due to the Company's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment and/or communications systems provided by the Customer, are subject to the general liability provisions set forth in this tariff. It shall be the obligation of the Customer to notify Company immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, the Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer.
- 2.10.4** The Customer shall be responsible for the payment of service charges based upon time and materials for visits by the Company's agents or employees to the premises of the Customer when the service difficulty or trouble report results from the use of equipment or facilities provided by any party other than the Company, including but not limited to the Customer.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.10 Refunds or Credits for Service Outages or Interruptions (Cont'd)**

2.10.5 For purposes of credit computation every month shall be considered to have seven hundred and twenty (720) hours. For services with a monthly recurring charge, no credit shall be allowed for an interruption of continuous duration of less than four (4) hours. The Customer shall be credited for an interruption of four (4) or more hours at the rate of 1/720th of the monthly charge for the services affected for each hour that the interruption continues. The formula used for computation of credits is as follows:

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

A = outage time in hours (must be 4 or more)

B = total monthly recurring charge for affected service.

2.10.6 For usage sensitive long distance services, credits will be limited to, a maximum, the price of the Initial Period of the individual call that was interrupted plus any per call charges or surcharges required to reconnect the caller.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

sdi0000

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.11 Cancellation or Termination of Service**

- 2.11.1** Customers of presubscribed long distance services may cancel service at any time by providing Telephone Associates with written or verbal notification. The Company shall hold the Customer responsible for payment of all bills for service furnished until the cancellation date specified by the Customer or until the date that the cancellation notice is received, whichever is later.
- 2.11.2** The Company may terminate service to a Customer or Subscriber for nonpayment of undisputed charges or other violation of this tariff or provision of law upon five (5) days written notice to the Customer or Subscriber without incurring any liability for damages due to loss of telephone service to the Customer or Subscriber.
- 2.11.3** Telephone Associates may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given five (5) days notice to comply with any rule or remedy any deficiency:
- A. For non-compliance with or violation of any State, municipal, or Federal law, ordinance or regulation pertaining to telephone service.
 - B. For use of telephone service for any purpose other than that described in the application.
 - C. For neglect or refusal to provide reasonable access to Telephone Associates or its agents for the purpose of inspection and maintenance of equipment owned by Telephone Associates or its agents.
 - D. For noncompliance with or violation of Commission regulation or Telephone Associates's rules and regulations on file with the Commission.
 - E. Without notice in the event of Customer, Subscriber or Authorized User use of equipment in such a manner as to adversely affect Telephone Associates's equipment or service to others.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.11 Cancellation or Termination of Service, (Cont'd.)****2.11.3 Continued**

- F. Without notice in the event of tampering with the equipment or services owned by Telephone Associates or its agents.
- G. Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, Telephone Associates may, before restoring service, require the Customer or Subscriber to make, at his or her own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.
- H. Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Carrier from furnishing such services.

2.12 Interconnection

Service furnished by Telephone Associates may be connected with the services or facilities of other carriers. Such service or facilities are provided under the terms, rates and conditions of the other carrier. The Customer is responsible for all charges billed by other carriers for use in connection with Telephone Associates's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.13 Terminal Equipment**

The Company's facilities and service may be used with or terminated in terminal equipment or communications systems such as a PBX, key system, single line telephone, or pay telephone. Such terminal equipment shall be furnished and maintained at the expense of the Customer. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of Telephone Associates's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry.

2.14 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities or equipment provided by the Company shall be made available to the Company for such tests and adjustments as may be necessary for their maintenance in a condition satisfactory to the Company. No interruption allowance shall be granted for the time during which such tests and adjustments are made, unless such interruption exceeds twenty-four hours in length and credit for the interruption is requested by the Customer.

2.15 900, 976 and 700 Numbers

The Company does not provide 900, 976 or 700 number services. Customer calls placed to these numbers are routed to the local or long distance carrier providing the service. Customers may contact their local exchange carrier or the carrier providing the service to request blocking of access to these numbers.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.16 Toll Free Services**

- 2.16.1** The Company will make every effort to reserve toll free (i.e., "800/888") vanity numbers for Customers, but makes no guarantee or warranty that the requested number(s) will be available.
- 2.16.2** The Company will participate in porting toll free numbers only if the account balance is zero and all charges incurred as a result of the toll free number have been paid.
- 2.16.3** Toll free numbers shared by more than one Customer, whereby individual Customers are identified by a unique Personal Identification Number, may not be assigned or transferred for use with service provided by another carrier. Subject to the limitations provided in this tariff, the Company will only honor Customer requests for a change in Resp. Org. or toll free service provider for toll free numbers dedicated to the sole use of that single Customer.
- 2.16.4** If a Customer who has received a toll free number does not subscribe to toll free service within ninety (90) days, the Company reserves the right to make the assigned number available for use by another Customer.

2.17 Other Rules

The Company may temporarily suspend service without notice to the Customer, by blocking traffic to certain cities of NXX exchanges, or by blocking calls using certain Personal Identification Numbers when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as service can be provided without undue risk.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 3 - SERVICE DESCRIPTIONS AND RATES

3.1 General

The Company provides outbound, inbound and travel card services for its Customers for communications originating and terminating within the State of South Dakota under terms of this tariff. The Company's services are available twenty-four hours per day, seven days a week. Intrastate service is offered in conjunction with interstate service.

Customers are charged individually for each call placed through the Company's network. Charges may vary by service offering, mileage band, class of call, time of day, day of week and/or call duration. Customers are billed based on their use of Telephone Associates's services and network. No installation charges apply.

3.1.1 Term Discounts

The Company offers term commitment plans to its Customers. Customers obtain a percentage discount based on the services purchased and the agreed to term plan.

	Month-to-Month	6 mo.	12 mo.	18 mo.	24 mo.	30 mo.	36 mo.
Switched Services	0%	10%	20%	25%	30%	35%	40%
Dedicated Services	0%	10%	20%	25%	30%	35%	40%
Calling Card	n/a	n/a	n/a	n/a	n/a	n/a	n/a

3.1.2 Time-of-Day and Mileage Discounts

The Company does not offer time-of-day or mileage discounts. The Company does not discount services on Holidays.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)

3.2 Timing of Calls

Billing for calls placed over the network is based in part on the duration of the call.

3.2.1 Long distance usage charges are based on the actual usage of Telephone Associates's network.

3.2.2 Timing begins when the called station is answered, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection.

3.2.3 Chargeable time ends when the called or calling party hangs up, whichever occurs first.

3.2.4 The minimum call duration and call increments for billing purposes are specified on a per-product basis.

3.2.5 The Company shall not bill for unanswered calls.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue

SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)**3.3 Miscellaneous Rates and Charges****3.3.1 Public Telephone Surcharge**

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access The Company service and is unrelated to the Company service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Rate Per Call: \$0.30

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue

SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)

3.4 Switched Services

3.4.1 Direct Dial Long Distance Service

Direct Dial Long Distance Service is a presubscribed outbound telecommunications service transmitted over switched facilities. Calls are billed in sixty (60) second increments. Rates are not time of day sensitive nor mileage sensitive. This service is offered on a month to month basis and is also available on a term plan with discounts as applicable in Section 3.1.

Rate Per Minute: Intrastate
\$0.159

3.4.2 Residential Flat Rate Service

Residential Flat Rate Service is a presubscribed outbound telecommunications service transmitted over switched facilities. Calls are billed in sixty (60) second increments with a minimum charge. Rates are not time of day sensitive nor mileage sensitive. A Monthly Account Fee applies in addition to usage charge. This service is offered on a month to month basis and is also available on a term plan with discounts as applicable in Section 3.1.

Rate Per Minute: Intrastate
\$0.159

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)**3.4 Switched Services, (Cont'd.)****3.4.3 Toll Free Service**

Switched Toll Free Service is available to Customer for incoming calls. Calls originate from any intrastate location over a toll free number and terminate to a Customer-provided switched access line. Call charges are billed to the Subscriber rather than to the originating caller. Rates are neither time-of-day sensitive nor mileage sensitive. Calls are billed in sixty (60) second increments. Rates are not mileage or time-of-day sensitive. This service is offered on a month to month basis and is also available on a term plan with discounts as applicable in Section 3.1.

Rate per Minute: \$0.169

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

sdi0000

SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)**3.5 Dedicated Services****3.5.1 Dedicated Outbound Service**

Dedicated outbound service designed primarily for business Customers. Calls are billed in sixty (60) second increments. Calls originate from Customer provided dedicated access lines. Rates are not mileage or time-of-day sensitive and do not include charges for facilities from the Customer location to the Carrier Point of Presence. (POP). This service is offered on a month to month basis and is also available on a term plan with discounts as applicable in Section 3.1.

Rate per Minute: \$0.09

3.5.2 Dedicated Inbound Service

Dedicated Inbound Service is available to business Subscribers for incoming calls. Calls originate from any intrastate location over an toll free number and terminate to a Customer-provided dedicated access line. Call charges are billed to the Subscriber rather than to the originating caller. Calls are billed in sixty (60) second increments. This service is offered on a month to month basis and is also available on a term plan with discounts as applicable in Section 3.1.

Rate per Minute: \$0.10

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)
3.6 Calling Card Service

Calling Card Service is available to residential and business Customers for placing calls while away from home or office. Calls are originated by dialing a toll-free access number, followed by an account identification number and personal identification number. Calls may originate from standard residential, business or pay telephone access lines and may terminate to any interstate or intrastate location. Calls are billed in sixty (60) second increments after an initial period for billing purposes of sixty (60) seconds.

	<u>Surcharge per Call</u>	<u>Rate per Minute</u>
Option A	\$0.00	\$0.169

3.7 Directory Assistance

Directory Assistance is available to Customers of Telephone Associates. A Directory Assistance charge applies to each call to the Directory Assistance Bureau. Up to two requests may be made on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number.

Per Call Rate: \$0.95

ISSUED: November 8, 2000
EFFECTIVE:**ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue

SECTION 4 - PROMOTIONS**4.1 Demonstration Calls**

From time to time Telephone Associates will demonstrate its services by providing free test calls of up to fifteen minutes duration over its network.

4.2 Promotions - General

From time to time, Telephone Associates may provide promotional offerings to introduce a current or potential Subscriber to a service not being used by the subscriber. These offerings may be limited to certain dates, times or locations and may waive or reduce recurring or non-recurring charges, and will be filed with the Commission.

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

sdi0000

TELEPHONE ASSOCIATES, INC.
SUPERIOR, WISC. 54880

DATE	INVOICE	AMOUNT
	<i>Certification</i>	

79-2
918

43634

REGISTERED
RBN534695 250 DOLS 00 CTS

TO THE ORDER OF		CHECK NO.	GROSS PAYABLE	GROSS DIRECT	DISCOUNT	CHECK AMOUNT
<i>Wesco Sales & Public Utilities</i>		<i>43634</i>				<i>250.00</i>

NATIONAL BANK OF COMMERCE
SUPERIOR, WISCONSIN 54880

Grant H. Erickson

⑈043634⑈ ⑆091800028⑆ ⑈9071031346⑈

SECURITY FEATURES: MICRO PRINT BORDERS - COLORED BRICK PATTERN - WATERMARK ON REVERSE SIDE - MISSING FEATURE INDICATES A COPY

South Dakota Public Utilities Commission
WEEKLY FILINGS

For the Period of November 2, 2000 through November 8, 2000

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

ELECTRIC

EL00-032 **In the Matter of the Filing by Otter Tail Power Company for Approval of a Contract with Deviations with the City of Gary.**

Application by Otter Tail Power Company to renew street lighting contract with the city of Gary due to expiration of existing contract.

Staff Analyst: Dave Jacobson
Staff Attorney: Kelly Frazier
Date Filed: 11/6/00
Intervention Deadline: NA

TELECOMMUNICATIONS

TC00-176 **In the Matter of the Application of NewSouth Communications Corp. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.**

Application by NewSouth Communications Corp. for a certificate of authority to provide intrastate interexchange telecommunications services in South Dakota including message toll service, Travel Card and operator assisted services by reselling the services of underlying carriers.

Staff Analyst: Dave Jacobson
Staff Attorney: Kelly Frazier
Date Filed: 11/2/00
Intervention Deadline: 11/24/00

TC00-177 **In the Matter of the Application of USA Digital Communications, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.**

USA Digital Communications, Inc. is seeking a Certificate of Authority to provide resold interexchange telecommunication services in South Dakota. The applicant intends to offer switched and dedicated 1+ services to business and residential customers.

Staff Analyst: Keith Senger
Staff Attorney: Kelly Frazier
Date Docketed: 11/06/00
Intervention Deadline: 11/24/00

TC00-178 **In the Matter of the Filing by Qwest Corporation for Approval of a Revision to its Pierre-Fort Pierre Locality Special Rate Area Map.**

Qwest Corporation has filed with the Public Utilities Commission a revision to its Pierre-Fort Pierre Locality Special Rate Area Map. The territory being removed from the Qwest Pierre-Fort Pierre exchange will now

be in the Golden West exchange territory and Golden West will serve the customers in that area.

Staff Analyst: Michele Farris
Staff Attorney: Kelly Frazier
Date Docketed: 11/8/00
Intervention Date: 11/24/00

TC00-179 **In the Matter of the Application of Telephone Associates, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.**

On November 8, 2000, the Commission received an application from Telephone Associates, Inc. for a Certificate of Authority to provide interexchange telecommunication services in South Dakota. They intend to offer direct dial outbound and inbound telecommunication services, and travel card service to residential and business customers, utilizing switched and dedicated access facilities.

Staff Analyst: Dave Jacobson
Staff Attorney: Kelly Frazier
Date Docketed: 11/8/00
Intervention Deadline: 11/24/00

TC00-180 **In the Matter of the Filing for Approval of a Fourth Amendment to an Interconnection Agreement between Qwest Corporation and McLeodUSA Telecommunications Services, Inc.**

An Amendment No. 4 to the interconnection Agreement between Qwest Corporation (Qwest) and McLeodUSA Telecommunications Services, Inc. (McLeod) was filed with the Commission for approval. The agreement is a negotiated agreement with the parties adopting the negotiated interconnection agreement between McLeod and Qwest f/k/a U S WEST which was approved by the Commission effective July 23, 1999 in Docket No. TC99-057*. Three amendments have since been filed and approved. The first and second amendments were approved on September 29, 2000 in Docket No. TC00-107 and the third amendment was approved on September 29, 2000 in Docket No. TC00-119. Amendment No. 4 addresses the terms and conditions of line sharing. 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 30, 2000. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

* The application indicates that TC99-057 was an "arbitrated interconnection agreement" but records indicate it too was a negotiated agreement.

Staff Attorney: Kelly Frazier
Date Docketed: 11/08/00
Initial Comments Due: 11/29/00

TC00-181 **In the Matter of the Filing for Approval of a First Amendment to an Interconnection Agreement between Qwest Corporation and Sprint Communications Company L.P.**

An Amendment No. 1 to the Interconnection Agreement between Qwest Corporation (Qwest) and Sprint Communications Company, L.P. (Sprint) was filed with the Commission for approval. The agreement is a negotiated agreement with the parties adopting the negotiated interconnection agreement between Sprint and Qwest f/k/a U S WEST which was approved by the Commission effective November 21, 1997 in Docket No. TC97-149*. Amendment No. 1 addresses the terms and conditions for Line Sharing. 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 29, 2000. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

* The application indicates that TC97-149 was an "arbitrated interconnection agreement" but records indicate it too was a negotiated agreement.

Staff Attorney: Kelly Frazier
Date Docketed: 11/08/00
Initial Comments Due: 11/29/00

TC00-182 In the Matter of the Filing for Approval of a First Amendment to an Interconnection Agreement between Qwest Corporation and New Edge Network, Inc. d/b/a New Edge Networks.

An Amendment No. 1 to the Interconnection Agreement between Qwest Corporation (Qwest) and New Edge Network, Inc. d/b/a New Edge Networks (New Edge) was filed with the Commission for approval. The agreement is a negotiated agreement with the parties adopting the negotiated interconnection agreement between New Edge and Qwest f/k/a U S WEST which was approved by the Commission effective January 12, 2000 in Docket No. TC99-109*. Amendment No. 1 replaces an interim line sharing agreement. 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 29, 2000. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

* The application indicates that TC99-109 was an "arbitrated interconnection agreement" but records indicate it too was a negotiated agreement.

Staff Attorney: Kelly Frazier
Date Docketed: 11/08/00
Initial Comments Due: 11/29/00

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/>

TC00-179



January 5, 2001
Via Overnight Delivery

RECEIVED

JAN 08 2001

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION**

Mr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501

Re: Registration of Telephone Associates, Inc. for Authority to Provide Intrastate
Telecommunications Services within the State of South Dakota

Dear Mr. Bullard:

Enclosed for filing are the original and three (3) copies of replacement pages for the
Registration for Authority to Provide Intrastate Telecommunications Services, filed on
behalf of Telephone Associates, Inc. These pages are being filed in response to a
December 18, 2000, request from Dave Jacobson. Pages included in this filing are:

- Registration Page 1 - added FEIN
- Registration Page 4 - added Email addresses
- Tariff Page 6 - Revised SD Commission language to SD PUC
- Tariff Page 28 - Removed reference to 'monthly account fee'
- Attachment III - added Stockholders' information
- Attachment IV - added description of financial information included and
requested waiver for information not available
- Add Statement of Cash Flows to Attachment IV
- Add Attachment VI - Certificated States to registration package

Please return, date-stamped, the extra copy of this cover letter in the enclosed self-
addressed stamped envelope provided for this purpose.

Any questions you may have regarding the above filing should be directed to me at
(407) 740-8575.

Sincerely,

Monique Byrnes
Consultant to
Telephone Associates, Inc.

cc: W. Torrey - Telephone Associates, Inc.
file: Telephone Associates, Inc. - SD
SD:0000a

210 N. First Ave
Winter Park, FL
32789

PO Drawer 200
Winter Park, FL
32789-0200

tel: 407-740-8575
fax: 407-740-0513
web: @tminc.com

BEFORE THE SOUTH DAKOTA PUBLIC SERVICE COMMISSION

REGISTRATION OF
Telephone Associates, Inc.

Pursuant to Rule 20:10:24:02 of the Commission's Telecommunications Services Rules, Telephone Associates, Inc. ("Telephone Associates") submits the following registration information:

1. The name, address and telephone number of the applicant.

Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880
Telephone: 715-392-8101
Facsimile: 715-394-8648
Toll Free: 800-777-7248
FEIN: 39-1141987

2. The name under which the Applicant will provide these services if different than in subdivision (1) of this section:

Same

3. If the applicant is a corporation:

- (a) The state in which it is incorporated, the date of incorporation and a copy of its certificate of incorporation or, if it is an out-of-state corporation, a copy of its certificate of authority.

Telephone Associates was incorporated on May 25, 1970, under the laws of the State of Wisconsin. A copy of Secretary of State authority in South Dakota is included as Attachment I.

- (b) The location of its principal office, if any, in this state and the name and address of its current registered agent.

Telephone Associates has no principal offices in South Dakota.

Registered Agent:

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

The names and addresses of the applicant's representatives to whom all inquiries should be made regarding complaints and regulatory matters.

For inquiries regarding this application and tariff, contact:

Monique Byrnes
Consultant to Telephone Associates, Inc.
Technologies Management, Inc.
P.O. Drawer 200
Winter Park, Florida 32790
Phone: (407) 740-8575
Fax: (407) 740-0613
Email: mbyrnes@tminc.com

For complaints and on-going regulatory issues:

William C. Torrey
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880
Telephone: 715-392-8101
Facsimile: 715-394-8648
Toll Free: 800-777-7248
Email: info@telephoneassociates.com

For all other matters, contact:

William C. Torrey
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880
Telephone: 715-392-8101
Facsimile: 715-394-8648
Toll Free: 800-777-7248
Email: info@telephoneassociates.com

SECTION 1 - TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the Customer's telephone to a Telephone Associates designated switching center or point of presence.

Authorization Code - A pre-defined series of numbers to be dialed by the Customer or End User upon access to the Company's system to notify the caller and validate the caller's authorization to use the services provided. The Customer is responsible for charges incurred through the use of his or her assigned Authorization Code.

Authorized User - A person, firm, partnership, corporation or other entity who is authorized by the Customer to be connected to and utilize the Carrier's services under the terms and regulations of this tariff.

Commission - Refers to the South Dakota Public Utilities Commission.

Company or Carrier - Telephone Associates, Inc. unless otherwise clearly indicated by the context.

Customer - A person, firm, partnership, corporation or other entity which arranges for the Carrier to provide, discontinue or rearrange telecommunications services on behalf of itself or others; uses the Carrier's telecommunications services; and is responsible for payment of charges, all under the provisions and terms of this tariff.

Dedicated Access - A method of reaching the Company's services whereby the Customer is connected directly to the Company's Point of Presence without utilizing services of the local switched network.

ISSUED: November 8, 2000

EFFECTIVE:

ISSUED BY:

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue

SECTION 3 - SERVICE DESCRIPTIONS AND RATES, (CONT'D.)**3.4 Switched Services****3.4.1 Direct Dial Long Distance Service**

Direct Dial Long Distance Service is a presubscribed outbound telecommunications service transmitted over switched facilities. Calls are billed in sixty (60) second increments. Rates are not time of day sensitive nor mileage sensitive. This service is offered on a month to month basis and is also available on a term plan with discounts as applicable in Section 3.1.

Rate Per Minute: Intrastate
\$0.159

3.4.2 Residential Flat Rate Service

Residential Flat Rate Service is a presubscribed outbound telecommunications service transmitted over switched facilities. Calls are billed in sixty (60) second increments with a minimum charge. Rates are not time of day sensitive nor mileage sensitive. This service is offered on a month to month basis and is also available on a term plan with discounts as applicable in Section 3.1.

Rate Per Minute: Intrastate
\$0.159

ISSUED: November 8, 2000**EFFECTIVE:****ISSUED BY:**

William C. Torrey, President
Telephone Associates, Inc.
329 Grand Avenue
Superior, Wisconsin 54880

Telephone Associates, Inc.

CORPORATE OFFICERS/DIRECTORS

The following individuals serve as officers and directors of Telephone Associates, Inc. and may be reached through the Company's corporate headquarters 329 Grand Avenue, Superior, Wisconsin 54880.

William C. Torrey	President
Toby E. Marcovich	Vice President
John P. Anderson	Vice President

STOCKHOLDERS

William C. Torrey	329 Grand Avenue, Superior, WI 54880	45% ownership
Toby E. Marcovich	329 Grand Avenue, Superior, WI 54880	45% ownership
Jeffrey B. Hanson	1910 N. 54 th Street, Superior, WI 54880	5% ownership
John P. Anderson	323 W. Morgan Street, Duluth, MN 55811	5% ownership

ATTACHMENT IV

FINANCIAL INFORMATION

Included are Income Statement and Balance Sheet for the Year Ending 12/31/99 and for the Six Months Ending 6/30/00. Also, included is a Cash Flow Statement for the Year Ending 12/31/99.

A Waiver is requested pursuant to ARSD 20:10:24:02(15) for the latest annual report and report to stockholders. Telephone Associates, Inc. is a privately held company.

TELEPHONE ASSOCIATES, INC.
STATEMENTS OF CASH FLOWS
DECEMBER 31

	1999	1998
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$150,269	\$ 86,834
Adjustments to reconcile net income to cash provided by operating activities-		
Depreciation and amortization	53,118	92,539
(Increase) decrease in-		
Accounts receivable	(200,564)	(56,008)
Cost and estimated earnings in excess of billings on uncompleted contracts	(61,055)	1,428
Inventories	131,070	(48,035)
Prepaid expenses	31,661	(5,241)
Increase (decrease) in-		
Accounts payable	58,447	5,749
Accrued liabilities	(12,292)	11,820
Customer deposits	2,177	(58,633)
Net cash provided by operating activities	152,831	30,473
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase property and equipment	(22,836)	(19,279)
Net cash provided from (used in) investing activities	(22,836)	(19,279)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds/Pay off of short term debt	(119,291)	291
Dividend distributions	(12,000)	(12,000)
Net cash provided from (used in) financing activities	(131,291)	(11,709)
Net increase (decrease) in cash	(1,296)	(515)
Cash and cash equivalents- Beginning of the year	3,141	3,656
Cash and cash equivalents- End of the year	\$ 1,845	\$ 3,141

ATTACHMENT VI

CERTIFICATED TELEPHONE ASSOCIATES, INC. STATES

The Company is currently certificated in Illinois, Minnesota, North Carolina, Ohio, and Wisconsin. The company has not had any complaints filed against it for unauthorized switching of a customer's telecommunications provider or for the act of charging customers for services that have not been ordered.

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

IN THE MATTER OF THE APPLICATION OF)	ORDER GRANTING
TELEPHONE ASSOCIATES, INC. FOR A)	CERTIFICATE OF
CERTIFICATE OF AUTHORITY TO PROVIDE)	AUTHORITY
INTEREXCHANGE TELECOMMUNICATIONS)	
SERVICES IN SOUTH DAKOTA)	TC00-179

On November 8, 2000, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for a certificate of authority from Telephone Associates, Inc. (Telephone Associates).

Telephone Associates proposes to offer direct dial outbound and inbound telecommunications services, and travel card service to residential and business customers, utilizing switched and dedicated access facilities. A proposed tariff was filed by Telephone Associates. The Commission has classified long distance service as fully competitive.

On November 9, 2000, the Commission electronically transmitted notice of the filing and the intervention deadline of November 24, 2000, to interested individuals and entities. No petitions to intervene or comments were filed and at its January 17, 2001, meeting, the Commission considered Telephone Associates' request for a certificate of authority. Commission Staff recommended granting a certificate of authority. 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 Telephone Associates has met the legal requirements established for the granting of a certificate of authority. Telephone Associates 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 Telephone Associates's application for a certificate of authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that Telephone Associates' application for a certificate of authority is hereby granted. It is

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

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

Dated at Pierre, South Dakota, this 24th day of January, 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.

Melvin Kalbs

Date: 1/25/01

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

Pam Nelson

PAM NELSON, Vice Chairman

Laska Schoenfelder

LASKA SCHOENFELDER, Commissioner

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

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

Authority was Granted as of the date of the
Order Granting Certificate of Authority
Docket No. TC00-179

This is to certify that

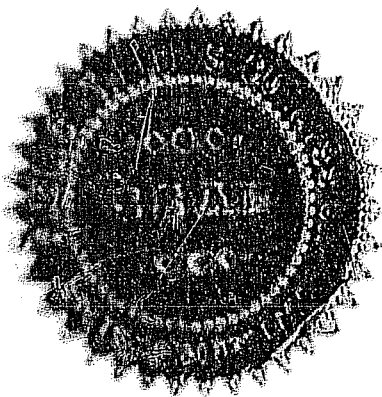
TELEPHONE ASSOCIATES, INC.

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 24th day of January, 2001.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**




PAM NELSON, Vice Chairman


LASKA SCHOENFELDER, Commissioner