



VarTec Telecom, Inc.

December 21, 2005

VIA OVERNIGHT DELIVERY

South Dakota Public Utilities Commission
 500 East Capitol Avenue, 1st Floor
 Pierre, South Dakota 57510-5070

RECEIVED
 DEC 22 2005
 SOUTH DAKOTA PUBLIC
 UTILITIES COMMISSION

Re: Application for a Certificate of Public Convenience and Necessity
Comtel Telcom Assets LP

Joint Application for Consent to Transfer Assets
Comtel Telcom Assets LP with VarTec Telecom, Inc., Excel
Telecommunications, Inc. and VarTec Solutions, Inc.

To Whom It May Concern:

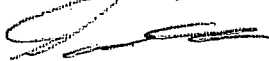
Transmitted herewith on behalf of Comtel Telcom Assets LP ("Comtel") and VarTec Telecom, Inc., Excel Telecommunications, Inc. and VarTec Solutions, Inc. (together, the "VarTec Companies") are an original and 10 copies of Comtel's applications for Certificates of Public Convenience and Necessity to provide local exchange and interexchange telecommunications services, and a joint application regarding a proposed transfer of assets. These filings are made simultaneously for the Commission's ease of review. Comtel requests the Commission's authorization to offer local exchange and interexchange services due to its pending agreement to assume substantially all of the VarTec Companies' assets, including the operations related to the provision of local exchange services in the state of South Dakota.

Enclosed with these documents are an original and 10 copies of Comtel's proposed local exchange and interexchange tariffs as well as check number 55505557 in the amount of \$250.00 for the Commission filing fee.

Acknowledgment and date of receipt of these filings are respectfully requested. Please date and file stamp the attached copy of this correspondence and return it in the enclosed pre-addressed, postage-prepaid envelope. Please direct all correspondence

regarding these filings to the undersigned directly at (972) 478-3349, the below-referenced address or dnickles@vartec.net. The Companies sincerely appreciate your time and consideration in reviewing this matter.

Respectfully submitted,



Doug Nickles
Regulatory Analyst II

Enclosures

cc: Jeffrey Marks, Jessica Hafer, Counsel for Comtel Telcom Assets LP

**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

In the Matter of the Application of)
)
Comtel Telcom Assets LP)
)
For A Certificate of Public Convenience)
and Necessity to Provide)
Resold Interexchange)
Telecommunications Services)
in the State of South Dakota)

RECEIVED
JUL 22 2005
File No.: SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

APPLICATION OF COMTEL TELCOM ASSETS LP

Pursuant to South Dakota Administrative Rule 20:10:32:03, Comtel Telcom Assets LP ("Comtel" or "Applicant") hereby applies to the South Dakota Public Utilities Commission ("Commission") for authority to provide resold interexchange telecommunications services in the State of South Dakota. In support of its Application, Comtel submits the following information:

- (1) *The name, address, and telephone number of the applicant;*

Comtel Telcom Assets LP
c/o Paul Winters
500 Boylston Street, 17th Floor
Boston, Massachusetts, 02116
Telephone: (617) 603-3508
Facsimile: (617) 603-3509

- (2) *The name under which applicant will provide these services if different than in subdivision (1) of this section;*

Comtel plans to utilize the trade names of VarTec Telecom, Excel Telecommunications, Clear Choice Communications and VarTec Solutions upon approval of a separate filing requesting Commission approval of an asset transfer

between the Applicant and VarTec Telecom, Inc., Excel Telecommunications, Inc. and VarTec Solutions, Inc. ("the VarTec Companies").

(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 to transact business in South Dakota from the Secretary of State*

Not Applicable

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

Not Applicable

(c) *The name and address of each corporation, association, partnership, cooperative, or individual holding a 20 percent or greater ownership or management interest in the applicant corporation and the amount and character of the ownership or management interest;*

Not Applicable

(4) *If the applicant is a partnership, the name, title, and business address of each partner, both general and limited;*

Comtel is a limited partnership organized under the laws of the State of Texas. Applicant has attached as Exhibit A its Certificate of Filing with the Secretary of State of Texas.

Applicant's business partners are as follows:

Comtel Assets Inc.
500 Boylston Street, 17th Floor

Boston, Massachusetts 02116

Comtel Assets Corp.
500 Boylston Street, 17th Floor
Boston, Massachusetts 02116

- (5) *A description of the telecommunications services the applicant intends to offer:*

Applicant respectfully requests authority to provide resold interexchange services (e.g., local toll, 800 and calling card telecommunication services) within and throughout the entire state of South Dakota.

- (6) *A detailed statement of the means by which the applicant will provide its services;*

Applicant expects to begin providing interexchange long distance services within South Dakota upon the consummation of the transaction between Comtel and VarTec Telecom, Inc. and its related entities, which is described in a concurrent filing with the Commission. Applicant initially intends to provide interexchange long distance service both to residential and business customers through the use of the facilities of other facilities-based interexchange carriers as well as Comtel's own switching facilities.

- (7) *The geographic area in which the services will be offered or a map describing the service:*

Where technically and economically feasible, Comtel intends to provide interexchange telecommunications services to subscribers to and from all points within the state of South Dakota and therefore, seeks authorization to provide interexchange services throughout South Dakota.

- (8) *Current financial statements of the applicant including a balance sheet, income statement, and cash flow statement; a copy of the applicant's latest annual report; a*

copy of the applicant's report to stockholders; and a copy of applicant's tariff with the terms and conditions of service;

Comtel's financial qualifications are attached as Exhibit B. Applicant requests confidential treatment of this exhibit as it contains data that could be considered trade secrets of the Company. As Comtel is a private company, the information contained in the financial statements is only disclosed to banks, financial institutions and others on a need to know basis, and when such information is disclosed to them, it is done on a confidential basis. In support of this request, the Company has attached as Exhibit C its request for confidential treatment.

Applicant has included its proposed interexchange exchange tariff as Exhibit D.

- (9) *The names, addresses, telephone number, fax number, E-mail address, and toll free number of the applicant's representatives to whom all inquiries must be made regarding complaints and regulatory matters and a description of how the applicant handles customer billings and customer service matters;*

The Applicant anticipates that complaints and all other regulatory matters may be addressed to the following:

Becky Gipson
Director, Regulatory Affairs
2440 Marsh Lane
Carrollton, Texas 75006
Telephone: (972) 478-3309
Facsimile: (972) 478-3310
E-mail: bgipson@vartec.net

In addition, customers may contact Comtel directly with inquiries or concerns at the following address:

Customer Relations
Comtel Telcom Assets LP

2440 Marsh Lane
Carrollton, Texas 75006

Comtel also plans to maintain toll free customer service telephone numbers acquired through an asset purchase agreement with the VarTec Companies. These toll free telephone numbers are listed below.

VarTec Telecom Local Customer Service:	(800) 708-7395
VarTec Telecom Long Distance Customer Service:	(800) 583-6767
Clear Choice Communications Customer Service:	(800) 468-4872
Excel Telecommunications Local Customer Service:	(877) 668-0808
Excel Telecommunications Long Distance Customer Service:	(800) 875-9235
VarTec Solutions Customer Service:	(800) 871-0999

Applicant will utilize direct billing methods combined with local exchange carrier billing to bill and collect charges from customers who subscribe to or utilize its proposed interexchange services. Customer service matters will be handled in a timely, fair and equitable manner. Customer concerns and requests will be heard, reviewed and resolved by trained representatives, and responses may include refunds, account changes, written or verbal explanations or other actions as appropriate.

- (10) *A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;*

The Applicant is authorized by the Federal Communications Commission ("FCC") to provide interstate and international interexchange services from locations within and throughout the United States. Further, as the result of the proposed transaction

described in the Joint Application submitted concurrently with this filing, Comtel is seeking the authority to provide local exchange, interexchange and resold wireless telecommunications services throughout the United States and currently has the appropriate applications on file with the applicable utility commissions. To date, the Applicant has been authorized to provide telecommunications services within Colorado, New Hampshire, Texas and Wisconsin and has been given a temporary certification to provide local exchange services within the state of Michigan. The Applicant has not been denied authority to operate in any state and is in good standing with all regulatory agencies.

- (11) *A description of how the applicant intends to market its services, its target market, whether the applicant engages in any multilevel marketing, and copies of any company brochures used to assist in the sale of services;*

Comtel's marketing practices will comply with all Commission rules and anti-slamming regulations. The Applicant may utilize direct mail and other forms of marketing, such as direct sales, to market its interexchange services to residential and business customers. Comtel will comply with all state and federal rules and regulations regarding marketing practices, including verification requirements for carrier changes. Applicant does not engage in any multilevel marketing and does not yet have marketing brochures available.

In addition to Comtel's marketing strategies, the Applicant will obtain the VarTec Companies' current customer base. These customers will not experience any change in the quality and scope of their services, and extreme efforts are being made to transition these customers in an absolutely seamless manner.

- (12) *Cost support for rates shown in the company's tariff for all noncompetitive or emerging competitive services;*

Comtel's price structure for interexchange services is comparable with competitive interexchange carriers operating within the state of South Dakota.

- (13) *Federal tax identification number;*

Comtel's Federal Tax ID Number is 20-3237782.

- (14) *The number and nature of complaints filed against the applicant with any state or federal regulatory commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered;*

No complaints have been filed against the Applicant concerning the unauthorized switching of a customer's telecommunications provider or the act of charging customers for services that have not been ordered.

- (15) *A written request for waiver of those rules the applicant believes to be inapplicable; and*

No waivers are requested in association with this Application.

- (16) *Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the interexchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.*

Comtel possesses the technical and managerial expertise and experience necessary to provide its proposed interexchange telecommunications services. As demonstrated in the following pages, the executive management of the Applicant has extensive

experience in management, telecommunications and the technology sectors, and Comtel will gain additional highly qualified management and technical staff through the transaction with the VarTec Companies to ensure that the Applicant's operations will meet the most demanding standards for service quality and reliability.

Management biographies of key personnel are included as Exhibit E.

In addition, Comtel will promptly provide additional information to supplement this Application to the Commission upon request.

WHEREFORE, Comtel respectfully requests that the South Dakota Public Utilities Commission grant it full authority to provide resold interexchange telecommunications services, as herein requested, throughout the State of South Dakota.

Respectfully submitted,

COMTEL TELCOM ASSETS LP

By:



Lee Ann Wilson
Assistant Secretary
Comtel Telcom Assets LP
c/o Sowood Capital Management LP
500 Boylston Street, 17th Floor
Boston, Massachusetts 02116
Telephone: (617) 603-3504
Facsimile: (617) 603-3330
e-mail: leeann.wilson@sowood.com

12/20/05

Date

EXHIBIT A

COMTEL TELCOM ASSETS LP

CERTIFICATE OF FILING

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

Comtel Telcom Assets LP
Filing Number: 800523585

The undersigned, as Secretary of State of Texas, hereby certifies that a certificate of limited partnership for the above named limited partnership has been received in this office and filed as provided by law on the date shown below.

Accordingly, the undersigned as Secretary of State hereby issues this certificate evidencing the filing in this office.

Dated: 07/26/2005

Effective: 07/26/2005



A handwritten signature of Roger Williams in black ink.

Roger Williams
Secretary of State

FROM

(TUE) 7.26'05 14:05/ST. 14:04/NO. 4864937803 P. 3

FILED
In the Office of the
Secretary of State of Texas

JUL 26 2005

Corporations Section

CERTIFICATE OF LIMITED PARTNERSHIP

OF

COMTEL TELCOM ASSETS LP

1. Name of Partnership: Comtel Telcom Assets LP
2. Name and Address of Registered Agent and Office: National Corporate Research, Ltd.
800 Brazos, Suite 1100
Austin, Texas 78701
3. Address of Principal Office: 600 Travis, Suite 2775
Houston, Texas 77002
4. General Partner:
Name: Comtel Assets Inc.
Mailing Address: 600 Travis, Suite 2775
Houston, Texas 77002

EXECUTED on the 26th day of July, 2005.

GENERAL PARTNER:

COMTEL ASSETS INC.

By: Megan Keeler
Name: MEGAN KEELER
Title: SECRETARY

HOUSTON 83855v1

CONFIDENTIAL

1

EXHIBIT D

COMTEL TELCOM ASSETS LP

PROPOSED INTEREXCHANGE TARIFF

TELECOMMUNICATIONS SERVICES TARIFF

TITLE PAGE

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of telecommunications services provided by Comtel Telcom Assets LP with principal offices at c/o Paul Winters, 500 Boylston Street, 17th Floor, Boston, Massachusetts 02116. This tariff applies for services furnished within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, where copies may be inspected, during normal business hours.

South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501-5070
(605) 773-3201

The name, address and telephone number for the person who is responsible for providing information with respect to the operating procedures of Comtel Telcom Assets LP are listed below.

ISSUED: December 21, 2005

EFFECTIVE: February 13, 2006

**BY: Becky Gipson
Director, Regulatory Affairs
2440 Marsh Lane
Carrollton, Texas 75006
(972) 478-3000**

TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

<u>Page No.</u>	<u>Revision No.</u>	<u>Page No.</u>	<u>Revision No.</u>	<u>Page No.</u>	<u>Revision No.</u>
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21	Original	50	Original		
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25	Original				
26	Original				
27	Original				
28	Original				

*New or Revised

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TELECOMMUNICATIONS SERVICES TARIFF

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TELECOMMUNICATIONS SERVICES TARIFF

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TELECOMMUNICATIONS SERVICES TARIFF

CONCURRING CARRIERS

NONE

CONNECTING CARRIERS

NONE

OTHER PARTICIPATING CARRIERS

NONE

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TELECOMMUNICATIONS SERVICES TARIFF

TARIFF FORMAT

Page Numbering - Page numbers appear in the upper right hand corner of the page. Pages are numbered sequentially and from time to time new leafs may be added to the tariff. When a new page is added between existing pages, a decimal is added to the preceding page number. For example, a new page added between Page No.s 3 and 4 would be numbered 3.1.

Explanation of Symbols - When changes are made in any tariff leaf, a revised leaf will be issued canceling the tariff leaf affected. Changes will be identified on the revised leaf(s) through the use of the following symbols:

- (C) - to signify changed regulation.
- (D) - to signify discontinued rate, regulation, or text.
- (I) - to signify increased rates.
- (M) - to signify material relocated from one leaf to another without change.
- (N) - to signify new rate, regulation, or text.
- (R) - to signify reduced rate.
- (S) - to signify reissued material.
- (T) - to signify a change in text, but no change in rate or regulation.
- (Z) - to signify a correction.

In addition to symbols for changes, each changed provision in the tariff shall contain a vertical line in the right hand margin of the leaf which clearly shows the exact number of lines being changed.

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TELECOMMUNICATIONS SERVICES TARIFF

1.0 Definitions**1.1 Definitions of Terms**

Access Line - One of several types of circuits used to carry long distance calls all or part way between customer premises and long distance company switches. When calls are originated or received over customers' regular local lines or over customers' special WATS Access Lines, long distance companies buy Feature Group access lines to carry calls between their switch or POP and the local telephone company switch. Customers may originate or receive calls over special dedicated access lines directly from the customer premises to the long distance company's POP.

Accounting Code - A number, usually two, three or four-digits, entered when dialing a telephone call that tells a long distance company to allocate and subtotal the call to a particular subaccount. Calls are listed and summarized by account code on Customers' monthly bill.

Answer Supervision - An electrical signal fed back up the line by the local telephone company at the distant end of a long distance call to indicate positively that the call has been answered by the called telephone. Activates the billing equipment to start timing calls completed over FGB or FGD access trunks at the distant end.

Authorization Code - A number, usually ten or fourteen digits, entered using a tone telephone to identify the caller as a customer of the long distance service. Used primarily to verify the caller as a customer and to bill calls.

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TELECOMMUNICATIONS SERVICES TARIFF

1.0 Definitions (Continued)**1.1 Definitions of Terms (Continued)**

Calling Card - A billing convenience whereby the Customer may originate calls from any tone telephone. The Customer dials an 800 number and an authorization code followed by the terminating telephone number. In cases of LEC billing, the terms and conditions of the local telephone company will apply to payment arrangements.

Carrier - Comtel Telcom Assets LP unless otherwise clearly indicated by the context.

Commission - South Dakota Public Utilities Commission.

Customer - The person, firm, corporation or other entity which initiates a call on Carrier's network, or accepts billing for the call on Carrier's network, subject to the terms and conditions of Carrier's tariff regulations.

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

800 Service - Inward WATS service. Users dial a special interstate or intrastate "800" number and are connected to the customer's telephone at the Customer's expense. The "888" service will provide expanded 800 toll-free offerings. Hereinafter, "800" service is used to refer to "800" or "888" service.

Equal Access - The ability to choose a long distance company to be the primary carrier for interLATA long distance calls.

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

Interexchange Carrier (IXC) - A long distance company that carries calls between LATAs or telephone exchanges within LATAs, where permitted.

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TELECOMMUNICATIONS SERVICES TARIFF

1.0 Definitions (Continued)**1.1 Definitions of Terms (Continued)**

InterLATA - Calls or circuits between different Local Access and Transport Areas.

IntraLATA - Calls or circuits totally within the same Local Access and Transport Area.

Local Access and Transport Area (LATA) - LATAs represent the area within which local telephone companies may provide telephone service. IntraLATA calls can be either local or long distance.

Local Exchange Carrier (LEC) - A local telephone company, either one of the Bell Operating Companies or one of the independent local telephone companies.

Message Telecommunications Service (MTS) - Regular telephone service comprised of Direct Distance Dial and Operator-Assisted calls. Basic long distance service.

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

Off-Hook - Occurs when telephone receiver is lifted from resting place, engaging, answering or otherwise activating circuit.

Pay Telephone - A telephone instrument equipped with a device that allows a charge to be made for each call.

Primary Interexchange Carrier (PIC) - The long distance company that a user, whose local exchange has converted to Equal Access, has selected to be his long distance carrier.

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TELECOMMUNICATIONS SERVICES TARIFF

1.0 Definitions (Continued)**1.1 Definitions of Terms (Continued)**

Private Branch Exchange (PBX) - A private telephone system (switch) used by medium and large companies. Connected to the public telephone network and performs a variety of in-house routing and switching. User usually dials "9" to get outside the system of the local lines.

Rate Center - A geographic point from which the vertical and horizontal coordinates are used in calculation of airline mileage for the purposes of rating a call.

Subscriber - The person, firm, partnership, corporation, or other entity who designates the company as its primary interexchange carrier (PIC) for long distance telecommunications service. Thus, the Subscriber has a pre-existing business arrangement with the Company and is also a customer.

Tandems - Those master LEC Central Offices (COs) which are designated as pooling or collection points for interLATA calls from their respective sub-tending or subordinate COs. Once collected, these interLATA calls are delivered to each of the subscribing IXC's through various types of Feature Group circuits (e.g., Feature Group "D") for call termination.

10XXX - Available only to Equal Access customers. To send calls over a carrier other than the one that would automatically get the customer's "1+" calls, the customer dials "10XXX/101XXX" then "1+" the long distance number. "XXX/XXXX" is the three digit Carrier Identification Code of the carrier the customer wants to use.

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Director, Regulatory Affairs
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TELECOMMUNICATIONS SERVICES TARIFF

1.0 Definitions (Continued)

1.1 Definitions of Terms (Continued)

Wide Area Telecommunications Service (WATS) - AT&T's name for their original first generation long distance service. Either In-WATS (800 number) inward dialing from any phone in a specified geographical area, or Outward (Out Wats) dialing to any phone in a specified area from one specific telephone.

1.2 Glossary of Acronyms and Trade Names

ANI - Automatic Number Identification

CCC - Comtel Telecom, Inc. d/b/a Clear Choice Communications®

CO - Central Office

CTA - Comtel Telecom Assets LP

FCC - Federal Communications Commission

FGD - Feature Group "D"

IXC - Interexchange Company

LATA - Local Access and Transport Area

LEC - Local Exchange Carrier

MTS - Message Telecommunication Service

NPA - the three-digit Area Code or Numbering Plan Area

NXX - the three-digit Local Exchange Code

ISSUED: December 21, 2005

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Director, Regulatory Affairs
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TELECOMMUNICATIONS SERVICES TARIFF

1.0 Definitions (Continued)

1.2 Glossary of Acronyms and Trade Names (Continued)

PBX - Private Branch Exchange

PIC - Primary Interexchange Carrier

PIN - Personal Identification Number

PUC - Public Utilities Commission of the State of South Dakota

CTA - Comtel Telecom, Inc. d/b/a Comtel Telecom®

WATS - Wide Area Telephone Service

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS

2.1 Undertaking of Comtel Telcom Assets LP

2.1.1 General

CTA's services and facilities are furnished for communications originating at specified points within the State of South Dakota under the terms of this tariff.

CTA installs, operates and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. CTA 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 network. The Customer shall be responsible for all charges due for such a service arrangement.

CTA's services and facilities are provided on a monthly basis unless otherwise stated, and are available twenty-four (24) hours per day, seven (7) days per week.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.1 Undertaking of Comtel Telcom Assets LP (Continued)

2.1.2 Limitations

- (A) Service is offered subject to the availability of the necessary facilities and/or equipment, and subject to the provisions of this tariff. CTA reserves the right to negotiate special terms and conditions (e.g., special promotions) with a particular Customer providing agreement is reached and signed with the Customer.
- (B) CTA reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.
- (C) CTA 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.
- (D) All facilities provided under this tariff are directly controlled by CTA and the Customer may not transfer or assign the use of service or facilities without the express written consent of Carrier. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- (E) Prior written permission from Carrier is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Comtel Telcom Assets LP (Continued)****2.1.2 Limitations (Continued)**

- (F) For any telephone number which accesses CTA's service on a per call basis via the Company's CAC(s) for 1+ calling and is subscribed to a service listed in this tariff for which the customer is required to be entered into the CTA billing database prior to use, CTA reserves the right to remove the telephone number from the billing database in the event that a period of ninety (90) consecutive days passes during which the telephone number does not access CTA's service via a CAC(s). In the event that a customer is removed from the CTA billing database, upon next use of CTA's service, the customer's CTA service will be the current default service (i.e., the service listed in this tariff that does not require the customer to be entered into the CTA billing database prior to use). The customer will be billed automatically for this use according to the terms of the current default service.

2.2 Use of Service

Service provided under this tariff may be used for any lawful purpose for which the service is technically suited.

CTA reserves the right to discontinue service, limit service, or to impose requirements on Customers as required to meet changing regulatory rules and standards of the South Dakota Public Utilities Commission.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.3 Carrier Liability**

- (A) CTA's liability for any claim or loss, expenses or damage (including indirect, special or consequential damage) arising out of mistakes, for any interruption, delay, error, omissions, or defects in any service, facility, or transmission provided under this tariff shall not exceed an amount equivalent to the proportionate monthly subscription fee charged to the Customer for the period of service or the facility provided during which such interruption, delay, error, omission, or defect occurs. Any adjustment shall apply only to the period the interruption, delay, error, omission, or defect continues beyond twenty-four (24) hours after notice of the interruption, delay, error, omission, or defect is received by Carrier. No other liability shall in any case attach to Carrier on account of interruptions, delay, error, omission, or defect of service. For the purpose of computing a credit, a month is considered to have thirty (30) days.
- (B) CTA shall not be liable for 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 Carrier, 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 Carrier's direct control.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.3 Carrier Liability (Continued)**

- (C) CTA shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special, or consequential damage) for defamation, libel, slander, invasion of privacy, 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, processed, handled, or used by Carrier under this tariff; for connecting, combining, or adapting Carrier's facilities with Customer's apparatus or systems; for any act or omission of the Customer; for any personal injury or death of any person or for any loss of or damage to Customer's premises or any other property, whether owned by the Customer or others, caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use, or removal of equipment or wiring provided by the Carrier, if not directly caused by negligence of the Carrier; or for failure to provide service.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.3 Carrier Liability (Continued)**

- (D) No Agent or Employee of any other carrier shall be deemed to be an Agent or Employee of Carrier, except independent sales agents who may from time to time be employed by another carrier.
- (E) CTA 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 Carrier's negligence.

2.4 Terminal Equipment

CTA facilities and service may be used with or terminated in Customer-provided communications systems, such as a PBX or Pay Telephone. Such terminal equipment shall be furnished and maintained at the expense of the Customer, except as otherwise provided. 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 CTA's service.

When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the industry as endorsed by the Federal Communications Commission.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.5 Payment for Service and Service Dispute Resolution****2.5.1 Payment for Service**

All charges due by the Customer are payable to any agency duly authorized to receive such payments. The billing agency may be a local exchange telephone company, credit card company, or other billing service. The terms and conditions for billing, payment and collection, including without limitation, any late payment charge, specified in the Local Exchange Carrier's local exchange service tariff shall apply to charges of Carrier when the Local Exchange Company serves as the billing agent for Carrier or buys Carrier's accounts receivables. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the Commission. Any objections to billed charges must be promptly reported to Carrier's billing agent. Adjustments to Customer's bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.5 Payment for Service and Service Dispute Resolution (Continued)****2.5.2 Customer Liability**

The Customer is responsible for the payment of bills for long distance message telephone service (LDMTS). Whether or not authorized by the Customer, this includes payment for LDMTS calls or services: (1) Originated at the Customer's number(s), (2) Accepted at the Customer's number(s) (e.g., Collect Calls), (3) Billed to the Customer's number via Third Number Billing if the Customer is found to be responsible for such call or service, the use of a Calling Card, or the use of a Carrier-assigned Special Billing Number, and (4) Incurred at the specific request of the Customer.

2.5.3 Service Dispute Resolution

Any objection to billed charges should be reported to the billing agent or Carrier within thirty (30) days from the day the bill is issued. Adjustments to Customer's bills shall be made when circumstances exist which reasonably indicate that such changes are appropriate. Customers have the right to appeal service disputes to the Commission at the following address and phone number:

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

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.5 Payment for Service and Service Dispute Resolution (Continued)

2.5.4 Late Payment Fee

If any portion of a Customer's payment is not received by the Company two business days prior to the next billing cycle, or if any portion of the payment is received by the Company in funds which are not immediately available upon presentment, a late payment fee shall be due to the Company.

Late payment fees do not apply to the disputed portion of unpaid balances, if resolved in favor of the Customer. Any disputed portion of unpaid balances, if resolved in favor of the Company, may be subject to the late payment fee as of the original due date noted on the Customer's bill. Undisputed amounts of the same bill may be subject to the late payment fee if they remain unpaid by the due date noted on the Customer's bill.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.6 Establishment and Re-establishment of Credit

2.6.1 Service Suspended for Non-payment

In the event service is temporarily suspended for non-payment, such service will be restored upon payment of all charges due.

2.6.2 Service Restoration Charge

A restoration of service charge will be applicable for each authorized code temporarily suspended. Where service is pre-subscribed to CTA's service, a restoration of service charge will be applicable for each line temporarily suspended.

2.6.3 Five Day Limitation for Re-establishment

Customers not re-established within five (5) days from date of suspension will be treated as new Customers and appropriate Non-recurring Charges and Customer Deposits will apply.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.7 Customer Deposits**

Applicants or Customers whose financial condition is not acceptable to Comtel, or is not a matter of general knowledge, may be required at any time to make a deposit in an amount not to exceed the estimated charges for two (2) month's tariffed services for a specified Customer. Where established by law, interest will be applied to any deposit made at the legal rate for the period in which the deposit is held. Such deposits and interest due, if any, will be refunded or credited to the Customer at any time after twelve (12) months of prompt payments upon request of the Customer. Upon termination of service, the deposit and interest due, if any, will be credited to the final bill and any credit balance will promptly be returned to the Customer.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.8 Notices

2.8.1 Notice to the Customer

Notice from Carrier to a Customer normally will be given in writing, either delivered or mailed to the Customer's address of record.

In emergencies, where delay may result in impaired service or in hazards to the Customer, Public, or Carrier's facilities, Carrier may resort to verbal notices given by telephone, radio telephone, personal contact, or other means of communication.

2.8.2 Notices from the Customer

Notices from a Customer to Carrier may be given verbally by the Customer or the Customer's authorized Agent at Carrier's office, or by written communication mailed thereto. Written notice is required when specified in tariff schedules or in any written agreement.

2.9 Rendering and Payment of Bills

2.9.1 Returned Check Charge

When a payment for service is made by check, draft, or similar negotiable instrument, a returned check charge will be made by Carrier for each such item returned unpaid by a bank to Carrier for any reason. The acceptance of checks, drafts, or other negotiable instruments for the satisfaction of the Customer's debts to Carrier shall not constitute a waiver by Carrier of its right to payment by legal tender.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.9 Rendering and Payment of Bills (Continued)****2.9.2 Extra Copies of Bill**

Extra copies of a Customer's monthly bill will be provided by the Carrier at the rate specified in this tariff.

2.9.3 Multi-Brand and Affiliate Credit and Collections Practices

Comtel may collect on behalf of the Company and/or its affiliates or brands in one or more transactions as permitted by law.

Upon notice to the affected Customer, Comtel reserves the right to apply credit balances from one Comtel affiliate or brand to another to satisfy outstanding account balances.

2.9.4 Alternative Payment Processing

CTA allows Customers to make payment for services rendered through alternative payment processing options, including but not limited to, credit card payments and automated clearing house ("ACH") transactions. Customers may make payment using alternative payment processing through CTA's Customer Care Center, the Company's internet website or other methods approved by CTA. When a payment for service is made by an alternative payment processing option, processing fees as described in Section 4.1.12 of this Tariff may apply. The acceptance of alternative payment processing options for the satisfaction of the Customer's debts to Carrier shall not constitute a waiver by Carrier of its right to payment by legal tender.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.10 Fraud**

CTA shall have the right to refuse or discontinue service if the acts of the Customer, including furnishing false credit information or the conditions upon their premises, are such as to indicate intention to defraud Carrier.

2.11 Non-Compliance with Carrier's Rules

CTA may discontinue service if a Customer fails to comply with any of the rules herein.

2.12 Telephone Calls with Intent to Annoy

CTA may discontinue service of any Customer who, with intent to annoy, telephones another and addresses to or about such other person any obscene language or addresses to such other person any threat to inflict injury to the person or property of the person addressed or any family member.

CTA may discontinue service of any Customer who, with intent to annoy, repeatedly telephones another without disclosing his true identity to the person answering the telephones, whether or not conversation ensues during the telephone calls.

2.13 Discontinuance and Restoration of Service**2.13.1 Intentional Abuse of Service**

CTA has the right to refuse telephone service to any premises and at any time to discontinue telephone service, if it finds it necessary to do so to protect itself against intentional abuse. Intentional abuse of service includes, without limiting the generality of the foregoing, the use of service or facilities of Carrier to transmit a message or to locate a person or otherwise to give or obtain information, without payment of a message toll charge of an exchange service charge.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.13 Discontinuance and Restoration of Service (Continued)****2.13.1 Intentional Abuse of Service (Continued)**

Another form of such abuse is an intentional uninterrupted connection of one exchange station to another station, excluding those connections charged for on an elapsed time basis, which permits the use of the facilities in a manner similar to private line service. It also includes intentional receiver off-hook conditions.

2.13.2 Disconnection of Service for Cause

- (A) Upon non-payment of any sum due Carrier or upon violation of any of the conditions governing the furnishing of service as provided in this tariff, Carrier may by notice in writing mailed to the Customer, without incurring any liability, temporarily discontinue the furnishing of service to the Customer. Telephone services may be discontinued seven (7) days after mailing notice of intention to discontinue service, and a service order charge will be made by Carrier for restoration of such Authorization Code and/or line. If Carrier elects to discontinue service, the Customer shall be responsible for all charges through the date of termination.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.13 Discontinuance and Restoration of Service (Continued)****2.13.2 Disconnection of Service for Cause (Continued)**

- (B) If any Customer-provided equipment is used with facilities provided by Carrier in violation of any law or any of the provisions in this tariff, Carrier will take such action as is necessary for the protection of its facilities or the service of its other Customers and other persons provided with telephone services. The Customer shall discontinue such use of the equipment or correct the violation immediately upon actual or constructive knowledge of a violation and shall confirm in writing to Carrier within five (5) calendar days that such use has ceased or that the violation has been corrected. Failure of the Customer to discontinue such use or correct the violation and to give the required written confirmation to Carrier within the time stated above shall result in interruption of the service of the Customer creating the violation.
- (C) Telephone services may be refused, reduced, or partially or completely discontinued without notice in the event Carrier is informed that the service is used in such a manner that will adversely affect Carrier's services to others or if service being used for the purpose of violating any federal, state or local statutes.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.13 Discontinuance and Restoration of Service (Continued)

2.13.2 Disconnection of Service for Cause (Continued)

- (D) CTA may disconnect the telephone services in accordance with the terms hereof without any liability except for an appropriate refund of prepaid charges and any service deposit with accrued interest.

2.14 Installation and Termination

Service is installed upon mutual agreement between the Customer and Carrier. Customers may be required to sign the Comtel Service Order Form for the various services offered by Comtel Telcom Assets LP. The agreement will determine terms and conditions of installation, termination of service, any applicable sales commission structure, and sales commission payment schedule. The service agreement does not alter rates specified in the tables and schedules contained in this tariff.

All services offered are subject to the Rules and Regulations of the South Dakota Public Utilities Commission as they apply.

2.15 Ownership of Equipment

Equipment furnished by CTA on the premises of a Customer are the property of Carrier.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.16 Taxes

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

2.17 Taxes and Fees Chargeable to Customers

2.17.1 Adjustments for Municipality Payments

If at any future time a municipality acquires the legal right to impose an occupation tax, license tax, permit fee, franchise fee, or other similar charge upon the Carrier, and imposes the same by ordinance or otherwise, such taxes, fees, or charges shall be billed to the Customers receiving service within the territorial limits of such municipality. Such billing shall allocate the tax, fee, or charge among Customers uniformly on the basis of each Customer's monthly charges for the types of service made subject to such tax, fee, or charge.

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TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.17 Taxes and Fees Chargeable to Customers (Continued)****2.17.2 Adjustments for County or Other Local Taxing Authority Payments**

If at any future time a county or other local taxing authority acquires the legal right to impose an occupation tax, license tax, permit fee, franchise fee, or other similar charge upon the Carrier, and imposes the same by ordinance or otherwise, such taxes, fees, or charges shall be billed to the pre-subscribed Customers receiving service within the territorial limits of such county or other taxing authority. Such billing shall allocate the tax, fee, or charge among Customers uniformly on the basis of each Customer's monthly charges for the types of service made subject to such tax, fee, or charge.

2.17.3 Gross Receipts Tax

When utility or telecommunications assessments, franchise fees, or privilege, license, occupational, excise, or other similar taxes or fees, based on interstate or intrastate receipts are imposed by certain taxing jurisdictions upon the Company or upon local exchange companies and passed on to the Company through or with interstate or intrastate access charges, the amounts of such taxes or fees will be billed to Customers in such a taxing jurisdiction on a prorated bases.

The amount of charge that is prorated to each Customer's bill is determined by the interstate or intrastate telecommunications services provided to and billed to an end user/customer service location in such a taxing jurisdiction with the aggregate of such charges equal to the amount of the tax or fee imposed upon or passed on to the Company.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES**3.1 General****3.1.1 Introduction**

The Carrier endeavors to provide high quality service. Service is available twenty-four (24) hours per day, seven (7) days a week, subject to routine maintenance and outages beyond the control of the Carrier. Carrier's switching equipment is designed and engineered to provide high quality transmission of voice and data with a minimum level of impairment such as noise and echo. However, overall quality may vary somewhat due to the variability in quality of the connections provided by the local telephone companies and other interexchange carriers.

3.1.2 Timing of Calls

- (A) Long distance usage charges are based on the actual conversation time transpiring on CTA's network. No charge will generally apply to uncompleted calls, which include "ring busy" and "ring no answer calls," and such uncompleted calls will not be knowingly charged to the Customer and, if charged in error, will be refundable to the Customer. In the event that the Customer fails to hang up when receiving a busy signal or "ring no answer call" for an excessive period of time, however, the Customer may be charged as if the call were completed. CTA will determine that a call has been established by signal, where available, from the local telephone company or underlying carrier.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES(Continued)

3.1 General (Continued)

3.1.2 Timing of Calls (Continued)

- (B) Unless otherwise specified in this tariff, the minimum call duration for billing purposes is one (1) minute for a connected call.
- (C) Unless otherwise specified in this tariff, usage is measured and rounded to the higher full minute for billing purposes.
- (D) When answer supervision is unavailable and CTA has received a reasonable claim from the Customer for a refund of CTA's charges for an uncompleted call, CTA will reimburse the Customer for the charges that CTA has billed for that call.

3.1.3 Service Area

Services will be offered statewide.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES (Continued)

3.1 General (Continued)

3.1.4 Calculation of Distance

- (A) Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.
- (B) The Rate Centers of a call are determined by the area codes and exchanges of the origination and destination points.
- (C) The distance between the Rate Center of the Subscriber's equipment and that of the destination point is calculated by using the vertical "V" and horizontal "H" coordinates found in AT&T FCC Tariff No. 10, in the following manner:

Step 1 - Obtain the "V" and "H" coordinates for the Rate Centers of the origination point and the destination point.

Step 2 - Obtain the difference between the "V" coordinates of each of the Rate Centers. Obtain the difference between the "H" coordinates.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES (Continued)

3.1 General (Continued)

3.1.4 Calculation of Distance (Continued)

Step 3 - Square the differences obtained in Step 2.

Step 4 - Add the squares of the "V" difference and "H" difference obtained in Step 3.

Step 5 - Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.

Step 6 - Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Rate Centers.

- (D) CTA determines the airline mileage between rate centers by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES (Continued)**3.1 General (Continued)****3.1.5 Special Promotions**

The Carrier may from time to time engage in special promotional service offerings which may be limited to certain dates, times and/or locations. These promotions are designed to attract new customers and/or increase customer awareness of particular service offerings. Customers must subscribe to specific promotions within the given time period as stated in the promotional offer. Any ANI disconnected and then reconnected from Comtel's service for purposes of subscribing to the special promotion may not be eligible. After the initial subscription to a promotion, if no outbound usage is generated by an ANI within the specified time period as stated in the promotional offering, the customer may not receive benefits from the promotion. The promotions may contain special terms and conditions, including but not limited to, usage rates and charges. Such special terms and conditions will be in lieu of those terms, conditions, rates and charges outlined in Sections 3 and 4 of this Tariff.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES (Continued)**3.2 Directory Assistance Service**

Directory Assistance Service is provided to assist Customers in obtaining telephone numbers. Customers can access Directory Assistance Service by dialing 1 + area code + 555-1212 if they have selected Comtel as their primary interexchange carrier. When Comtel is not the presubscribed interexchange carrier, Customers can access Directory Assistance Service by dialing 10811 + 1 + area code (if required) + 555-1212. Rates and charges for directory assistance services are set forth in Section 4.2 following.

3.3 One Plus Service

CTA's One Plus Service (non-operator assisted, direct dial) is intended for residential Customers for calling within the State of South Dakota. Customers access One Plus Service by dialing 1 + (area code when necessary) + NXX-XXXX if they have selected CTA as their primary interexchange carrier. When CTA is not the presubscribed interexchange carrier, Customers can access One Plus Service by dialing 10-1X-XXX + 1 + area code (if required) + NXX-XXXX. Calls are routed over Carrier's transmission and switching facilities to any valid NPA-NXX. Rates and charges for CTA's One Plus Service are set forth in Section 4.3 following.

Calls are rated based on call duration.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES (Continued)**3.4 Comtel Business Plus Services**

Comtel Business Plus Services are intended for business Customers for calling within the State of South Dakota. Customers of Comtel Business Plus Services will be able to utilize one-plus (1+) long distance service, toll-free ("800") service and travel card service. Billing for the Comtel Business Plus Services will be rendered directly by CTA. Only those Customers who select CTA as their primary interexchange carrier and/or the responsible organization for a particular toll-free telephone number will be eligible to utilize any or all of the long distance telecommunications services associated with Comtel Business Plus Services. Rates and charges associated with Comtel Business Plus Services are set forth in Section 4.4 following. The Comtel Business Plus Services are long distance telecommunications services including, up to the following:

3.4.1 Comtel Business Plus Long Distance Service

Customers may access the Comtel Business Plus Long Distance Service via Equal Access FGD circuits and/or other switched access services to make intrastate calls. Calls are routed over carrier's transmission and switching facilities to any valid NPA-NXX. The specific rates and charges associated with the Comtel Business Plus Long Distance Service are included in Section 4.4.1 following.

3.4.2 Comtel Business Plus Travel Card Service

Comtel Business Plus Travel Card Service is designed to allow business Customers to make calls from any non-rotary dialed telephone within South Dakota to any other location by dialing 1 + 800 + XXX + XXXX, receiving a prompting tone, then dialing the Customer's Authorization Code assigned by CTA followed by the telephone number of the called party. Rates and charges associated with the Comtel Business Plus Travel Card Service are set forth in Section 4.4.2 following.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES (Continued)**3.28 Comtel Business Plus Services (Continued)****3.4.3 Comtel Business Plus 800 Service**

Comtel Business Plus 800 Service allows business Customers to receive inbound intrastate calls from any other calling station within South Dakota. Rates and charges associated with the Comtel Business Plus 800 Service are set forth in Section 4.4.3 following.

3.5 Operator Services

CTA's Operator Services are intended for use by residential customers for calling within the State of South Dakota from their home telephones. Customers may access Operator Services from their home telephones by dialing 00 to access a live or automated operator if they have selected CTA as the primary interLATA interexchange carrier for the calling station, or Customers may dial 101XXXX + 00 to access a live or automated operator when CTA is not the presubscribed interexchange carrier for the calling station.

Calls are rated based on operator type (i.e., live or automated) and call duration. Per call surcharges based on calling and billing options also apply. Chargeable time begins when a network connection is established between the calling station and the called station. Chargeable time ends when either party disconnects the call thereby releasing the network connection.

Chargeable time for collect calls and Person-to-Person calls differs from the definition above and is applied as follows:

For collect calls, chargeable time begins when the called party accepts responsibility for payment of the charges associated with the call. For Person-to-Person calls, chargeable time begins when a network connection is established between the calling party and the requested party.

Rates and charges for CTA's Operator Services are set forth in Section 4.5 following.

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3.0 DESCRIPTION OF SERVICES (Continued)**3.5 Operator Services (Continued)****3.5.1 Operator Services Calling Options**

- a. **Operator Station-to-Station** - Operator Station-to-Station calls may be placed when a caller requests operator assistance in reaching a telephone number and will speak with any individual at the called station rather than a specified party. Customers may use one of the dialing sequences provided in 3.34 above to access an operator for Operator Station-to-Station calls. The billing options listed in Section 3.5.2 below may be used for Operator Station-to-Station calls.
- b. **Person-to-Person** - Person-to-Person calls may be placed when the calling party requests operator assistance in reaching a specific person, department, extension, office, etc. at a specified telephone number. The operator dials the destination telephone number and remains on the line until the requested party or other caller-accepted alternative is reached and conversation begins. Customers may use one of the dialing sequences provided in 3.34 above to access an operator for Person-to-Person calls. The billing options listed in Section 3.5.2 below may be used for Person-to-Person calls.

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TELECOMMUNICATIONS SERVICES TARIFF

3.0 DESCRIPTION OF SERVICES (Continued)**3.5 Operator Services (Continued)****3.5.2 Operator Services Billing Options**

- a. **Calling Station Billing** - This option applies to Operator Services calls that are billed to the calling station. All charges associated with the call, including per minute charges and surcharges, are billed to the calling station.
- b. **Collect Billing** - This option applies to Operator Services calls when a party at the called station is contacted by an operator and accepts the call by agreeing to be responsible for all charges, both per minute charges and surcharges, associated with the call. Calls are billed to the party responsible for the called station.
- c. **Third Party Billing** - This option applies to Operator Services calls that are not billed to the calling or called stations, but instead, the charges, including per minute charges and surcharges, are billed to a third party station.

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TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATE SCHEDULES**4.1 General****4.1.1 Rate Periods**

All CTA services that are rated based upon time of day are subject to the following rate periods:

- (A) **DAY PERIOD** - The Day Period applies to a call originating at a time from 8:00 a.m. up to, but not including, 5:00 p.m. time Monday through Friday.
- (B) **EVENING PERIOD** - The Evening Period applies to a call originating from 5:00 p.m. up to, but not including, 11:00 p.m., on Sunday through Friday.
- (C) **NIGHT AND WEEKEND PERIOD** - The Night and Weekend Period applies to a call originating from 11:00 p.m. up to, but not including, 8:00 a.m. on Monday through Sunday. The Night and Weekend Period also applies all day Saturday and from 8:00 a.m. to, but not including, 5:00 p.m., Sunday.
- (D) All times in Paragraphs (A) through (C) above refer to local time in the area in which the call originates.
- (E) Calls initiated during one time period and ending during a different time period will be billed for the usage during each time period at the rates applicable to that time period.

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TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATE SCHEDULES (Continued)**4.1 General (Continued)****4.1.2 Time of Day Periods**

	MON	TUE	WED	THUR	FRI	SAT	SUN
8:00 am TO 4:59 pm	FULL RATE PERIOD					EVE	
5:00 pm TO 10:59 pm	EVENING RATE PERIOD						
11:00 pm TO 7:59 am	NIGHT/WEEKEND RATE PERIOD						

4.1.3 Holiday Discounts

Rates Applicable on Certain Holidays:

On Christmas Day (December 25), New Year's Day (January 1), Independence Day (July 4), Thanksgiving Day and Labor Day the rate applicable is the Evening rate unless a lower rate would normally apply.

4.1.4 Rounding Fractional Charges

Unless otherwise specified in this Tariff, when the application of the rates set forth in this Section results in a fractional charge for an individual call, the total charge for that particular call will be rounded up to the next higher cent.

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4.0 RATE SCHEDULES (Continued)**4.1 General (Continued)****4.1.5 Extra Copies of Bill**

Extra copies of a Customer's monthly bill will be provided by the Carrier at the rate of \$.25 per copy, per page. A minimum charge of \$1.00 will apply.

4.1.6 Restoration of Service Charge

In the event service is temporarily suspended by CTA for non-payment such service will be restored upon payment of all charges due.

A restoration of service charge will be applicable for each authorization code temporarily suspended. Where service is presubscribed to CTA's service a restoration of service charge will be applicable for each line temporarily suspended.

Customers not re-established within five (5) days from date of suspension will be treated as new customers and appropriate Nonrecurring Charges and an advance payment will apply.

Rate

Business	\$50.00
Residence	\$25.00

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4.0 RATE SCHEDULES (Continued)**4.1 General (Continued)****4.1.7 Returned Check Charge**

When payment in the form of a bank check for services rendered is returned to the carrier, the Customer will be assessed a service charge of \$25.00 to cover the cost of handling the check.

4.1.8 Service Trip Charge

In the event the Subscriber or Customer reports a service difficulty or trouble report that requires an on-premise visit by Carrier and the service difficulty or trouble reported is not a result of Carrier-provided equipment and/or no service difficulty or trouble is found in Carrier-provided equipment, a Service Trip Charge of \$50.00 may be charged to the Subscriber or Customer for the visit by Carrier.

4.1.9 Emergency Calls

Customer shall configure its system so that 911 emergency calls, where available, and similar emergency calls will be automatically routed to the emergency answering point for the geographical location where the call originated without the intervention of CTA. 911 calls are not routed but are completed through the local network. No billing applies to emergency calls.

4.1.10 Payphone Use Charge

A \$0.60 per call charge is applicable to calls that originate from any payphone within South Dakota and access Comtel's services via an 800 number. The Payphone Use Charge is in addition to the tariffed per minute usage rates and any applicable monthly service fees and surcharges associated with utilizing Comtel's service and is unrelated to the specific Comtel service accessed from the payphone.

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4.0 RATE SCHEDULES (Continued)**4.1 General (Continued)****4.1.11 Late Payment Fee**

The late payment fee shall be the portion of the payment not received two business days prior to the next billing cycle, multiplied by 1.5%. For unpaid balances of \$10.00 or more, a minimum late payment fee of \$5.00 shall apply.

4.1.12 Alternative Payment Processing Fees

The following fees apply for Customers who make payment for services rendered using alternative payment processing options. Per use charges apply for individual transactions. Customers may elect to enroll in CTA's Recurring Payment Plan, whereby the Customer's payment is automatically processed by CTA each month through the Customer's selected alternative payment processing option.

	<u>Credit Card Payment</u>	<u>ACH Payment</u>
One-time Payment (per use)	\$0.00	\$0.00
Online Payments (per use)	N/C	N/C
Recurring Payments	N/C	N/C

4.2 Directory Assistance Service - Intrastate Usage Rates

Comtel Customers will be billed a per call charge of \$.75 for each intrastate directory assistance call. The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

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4.0 RATE SCHEDULES (Continued)**4.3 CTA's One Plus Service**

Customers of CTA's One Plus Service will be billed at the following per minute usage rate regardless of mileage and/or time of day:

Day/Evening/Night/Weekend - \$.0300

A sixty (60) second minimum will apply to each completed call, and thereafter, Customers will be billed in sixty (60) second increments. A per call surcharge of \$0.39 will apply to each completed call placed on CTA's One Plus Service.

4.4 Comtel Business Plus Services - Intrastate Usage Rates

Business Customers of the Comtel Business Plus Services will be billed at the following intrastate usage rates:

4.4.1 Comtel Business Plus Long Distance Service

Customers utilizing the Comtel Business Plus Long Distance Service will be billed at the following intrastate per minute usage rates:

Day/Night/Evening/Weekend \$.1000

A thirty (30) second minimum will apply to each completed call and, thereafter, Customers will be billed in six (6) second increments.

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TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATES AND CHARGES (Continued)**4.4 Comtel Business Plus Services - Intrastate Usage Rates (Continued)****4.4.2 Comtel Business Plus Travel Card Service**

Customers utilizing Comtel Business Plus Travel Card Service will be billed at the following intrastate usage rates:

Day/Evening/Night/Weekend \$.1000

A per call surcharge of \$.35 will apply to each completed call placed on the Comtel Business Plus Travel Card Service. In addition, a sixty (60) second minimum will apply to each completed call and, thereafter, Customers will be billed in sixty (60) second increments.

4.4.3 Comtel Business Plus 800 Service

Customers utilizing Comtel Business Plus 800 Service will be billed at the following intrastate usage rates:

Day/Night/Evening/Weekend \$.1000

A monthly recurring fee of \$1.00 will be charged to all Customers of the Comtel Business Plus 800 Service for each toll-free/800 number utilizing the service. In addition, a thirty (30) second minimum will apply to each completed call and, thereafter, Customers will be billed in six (6) second increments.

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TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATES AND CHARGES (Continued)**4.5 Operator Services - Rates and Charges****4.5.1 Per Minute Rates**

Customers of CTA's Operator Services will be billed at the following intrastate per minute rates:

Operator Type	Per Minute Rates					
	Day		Evening		Night	
	Initial Minute	Additional Minutes	Initial Minute	Additional Minutes	Initial Minute	Additional Minutes
Automated Operator	\$0.55	\$0.55	\$0.55	\$0.55	\$0.55	\$0.55
Live Operator	\$0.55	\$0.55	\$0.55	\$0.55	\$0.55	\$0.55

A sixty (60) second minimum will apply to each completed call, and thereafter, calls will be billed in sixty (60) second increments.

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4.0 RATES AND CHARGES (Continued)**4.5 Operator Services - Rates and Charges (Continued)****4.5.2 Per Call Surcharges**

In addition to the above per minute rates, Customers of CTA's Operator Services will be billed the following per call surcharges based on the selected calling and billing options:

Calling Option	Per Call Surcharge
Operator Station-to-Station Sent Paid	\$3.45
Operator Station-to-Station Sent Collect	\$3.45
Operator Station-to-Station Third Number Billed	\$3.45
Operator Station-to-Station Calling Card	\$3.45
Person-to-Person Sent Paid	\$9.95
Person-to-Person Sent Collect	\$9.95
Person-to-Person Third Number Billed	\$9.95
Person-to-Person Calling Card	\$9.95
Operator Dialed Surcharge	\$1.50

One or more surcharges will apply to all Operator Services calls which use any one or a combination of these calling and billing options.

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EXHIBIT E

COMTEL TELCOM ASSETS LP

BIOGRAPHIES OF KEY PERSONNEL

Biographies of Key Personnel of Comtel Telcom Assets LP

(Including Management Members from the VarTec Companies Currently Expected to Continue in Management Roles for Comtel after Consummation of the Transaction)

Stuart Porter - Chairman

Mr. Porter serves as Chief Investment Officer for Sowood Commodity Partners Funds. Previously, Mr. Porter was employed as a Vice President and Portfolio Manager at Harvard Management Company where he focused on relative value transactions in commodities and structured private transactions in the commodity sector. He was responsible for investments in pipelines, hedge oil and gas reserves, equity in retail and wholesale energy providers and distressed investments in the metals sector. Such investments were premised on implementation of commodity hedges or the implementation of "real option" analysis. Mr. Porter previously worked as the European time zone trader for Bacon Investments and at J. Aron, a division of Goldman Sachs. While at J. Aron he worked on the Goldman Sachs Commodity Index desk within the metals group. Prior to joining J. Aron, Mr. Porter was a self-employed trader at the Chicago Board of Trade and had been employed by Cargill Incorporated in Minnetonka, Minnesota as a trader in the Financial Markets Division. Mr. Porter received a Bachelor of Arts degree in Economics from the University of Michigan in 1987 and his M.B.A. from the University of Chicago Graduate School of Business in 1994.

William Zartler - President

Mr. Zartler has 18 years of experience in the midstream energy and petrochemical industries. From 1989 through 1993, Mr. Zartler was the Feedstock Trading Manager and the Business Analyst at Dow Hydrocarbons and Resources where he was responsible for supply management and feedstock economics for the basic petrochemical businesses. From 1993 through 1998, Mr. Zartler served as Senior Vice President and General Manager at Dynegy with responsibilities for the Natural Gas Liquids Downstream business unit and a portion of the Gas Trading operation. Mr. Zartler led the growth of Dynegy's Natural Gas Liquids business from nearly zero in 1993 to an operating margin of over \$100 million per year by 1998. From 1999 through 2001, Mr. Zartler founded and actively managed several small companies and in 2002 started and built a

downstream Natural Gas Liquids business for Aquila, Inc. Thereafter, Mr. Zartler founded Solaris Energy Services an organization specializing in energy commodity and asset consulting and investment. Mr. Zartler serves as Chairman of the Board of NGL Supply, Inc., a Tulsa based Natural Gas Liquids and Propane terminal, marketing and trading organization. He serves on the Board of Gavelston LNG, a Calgary and London based LNG Terminal project and LNG marketing operation, and Mercomm LLC an Austin, TX based provider of telecommunication wholesale services, all Sowood portfolio companies. Mr. Zartler received a Bachelor of Science degree in Mechanical Engineering from The University of Texas at Austin in 1987 and a Masters in Business Administration from Texas A&M University in 1989 and also attended the Stanford University Business School Executive Program in 1998.

Megan Kelleher - Secretary

Megan Kelleher is the General Counsel of Sowood Capital Management LP. Ms. Kelleher's experience includes negotiation of contracts for investment and trading relationships, including private placement documentation. She is experienced with legal and business risk analysis of investment instruments for portfolio managers and has assisted with the establishment of risk and regulatory compliance standards and procedures. Ms. Kelleher also served in an investment role in the Commodities Portfolio at Harvard Management Company where she analyzed, valued and negotiated private equity and structured finance transactions. Concurrently, Ms. Kelleher participated in the international equity portfolios with legal, regulatory and strategy issues surrounding proposed restructurings of closed-end funds. Ms. Kelleher received a Bachelor of Arts from Stonehill College in 1991, a Juris Doctor from New England School of Law in 1994 and a Master of Business Administration from Boston College in 2001.

Patrick Marburger

From 1983 through 1989, Mr. Marburger's primary concentration was in financial accounting and auditing while working for Kaneb Services, Inc. and Anadarko Petroleum Corporation, both

Texas-based energy concerns. In 1989, Mr. Marburger joined Olympic Natural Gas Company as Controller where he focused on day-to-day finance and accounting matters and led the Company's efforts in raising acquisition financing. In 1992, he became a founding member of British Gas, plc's Global Gas Americas group dedicated to originating, structuring, financing and closing energy related asset transactions in North and South America. In 1994, Mr. Marburger began a 9-year career with Dynegy (formerly Natural Gas Clearinghouse) as head of its mergers and acquisitions group. He was involved in successfully completing over \$2.5B in transactions in less than three years, elevating Dynegy to a fortune 500 company by 1997. From 1997 until 2003, he moved to a commercial role where he rose to Senior Vice President of Natural Gas Trading and Power Origination and in 2002, President of its telecommunications venture. Mr. Marburger received a Bachelor of Business Administration in Accounting from Sam Houston State University in 1983, and he is a Certified Public Accountant.

Jerry Ou

Jerry Ou serves as President of Mercantel Communications LP and has been in the telecommunications industry for the last five years. Mr. Ou has previously worked with Simplified Development, the technology provider for Teleworks, as a senior consultant focusing primarily on the Asian-American customer base and working with such customers as PCCW. Mr. Ou, serving as a business strategist for Simplified Development, helped secure initial investment funding with venture capitalists. Most recently, Mr. Ou was one of the responsible parties involved in creating the wholesale voice division at Dynegy, which led to the formation of Teleworks Wholesale Services, LP. Prior to Simplified Development, Mr. Ou was a financial analyst with a subsidiary of Goldman Sachs where he structured mezzanine finance deals that included, but were not limited to, real estate bond offerings from JP Morgan and the Morgan Bank of Tokyo in addition to managing real estate assets for Goldman Sachs and the Archon Group. Mr. Ou graduated from Harvard University with an honors degree in Economics.

Richard Dinh

Mr. Dinh serves as Chief Operating Officer of Mercantel Communications LP and has been in the telecommunications space for the last five years. Mr. Dinh previously worked for Simplified

Development where he helped secure investor funding. Mr. Dinh also managed Simplified Development's customer accounts in Asia, resulting in his move to lead consultant for the SingTel project. Meanwhile, Mr. Dinh was also one of the responsible parties involved in creating a wholesale voice division and platform for Dynegy, which has led to the formation of Teleworks Wholesale Services, LP.

Prior to his role with Simplified Development, Mr. Dinh was a financial analyst with a subsidiary of Goldman Sachs where he structured mezzanine finance deals that included, but were not limited to, real estate bond offerings from JP Morgan and the Bank of Tokyo in addition to managing the real estate debt portfolios for Goldman Sachs and the Achron Group. Mr. Dinh graduated from Harvard University in 1998 with an honors degree in Psychology.

Anthony L. Cecil

Mr. Cecil's background encompasses forensic accounting investigations and audits in a wide range of industries. Most recently, he was a senior manager for Bederson & Company, LLP, a public accounting firm. Prior to joining Bederson, he was a managing director of Virginia-based CoreFacts, LLC, senior manager in KPMG's Forensic and Litigation Services group, director of special investigations units for Bell Atlantic Corporation and Bell Atlantic Mobile and a senior auditor for Price Waterhouse.

While working at the Bell Atlantic Corporation and Bell Atlantic Mobile, Mr. Cecil established and directed special investigations units to perform high level, sensitive fraud investigations of alleged wrongdoing by employees, vendors, and customers. Each unit consisted of individuals, who had financial, auditing, and law enforcement experience. In addition, he developed a sophisticated white-collar crime intelligence system to aid in the building of complex fraud cases.

Mr. Cecil managed regional Bell Atlantic Corporation audit teams responsible for auditing operations with revenues and expenses of up to \$1 billion. He developed annual audit plans for a staff of 18 professional auditors. He planned and conducted audits to assess the adequacy of internal controls and the efficiency of operations. He prepared creative and innovative audit

reports that clearly presented audit findings and encouraged management to take corrective action. These reports consistently set new standards for all reports in the Internal Auditing organization.

Mr. Cecil holds a Bachelor of Science degree in Accounting from the University of Maryland and a Master of Science in Economic Crime Management from Utica College. He is a practicing Certified Public Accountant (licensed in Maryland) and is a Certified Fraud Examiner.

James Cashiola

Mr. Cashiola founded and was President of Simplified Development Corp, an infrastructure software company focused on creating technology that aids service providers in operating and offering their services while optimizing underlying cost elements. Mr. Cashiola started in the telecommunications business in 1985 with a dialup business focused on transmission of government documents. In 1989, Mr. Cashiola transitioned to the switchless resale business, and in 1991, moved into the facilities-based resale with a focus on the development and implementation of IVR and ISDN technologies. By 1996, Mr. Cashiola entered into carrier class switching and was designing and developing proprietary software, which was integral to perform protocol translation that allowed for management of direct routes into international countries. Over his career, Mr. Cashiola has founded or co-founded seven different telecommunications businesses ranging from service bureau to prepaid calling card to wholesale carrier companies. Mr. Cashiola graduated from the University of Southern California in 1984 with a degree in Philosophy.

Mark A. Carter

Mr. Carter is a seasoned executive and entrepreneur with extensive experience in finance, accounting, audit, investigations and internal controls. Most recently, he was a founder and Chief Financial and Operations Officer of CoreFacts, LLC, a high technology investigations and litigation support company. At CoreFacts, he assembled and managed a team of investigative specialists and provided professional services to a wide range of clients, including extensive investigations into fraud and trade secret theft for major telecommunications companies. He

developed and implemented all financial and operational support systems and guided CoreFacts through its sale to a public company.

Prior to his venture with CoreFacts, Mr. Carter spent eleven years with Bell Atlantic Corporation. His tenure at Bell Atlantic began in internal auditing where he eventually headed a group responsible for assessing risks, developing plans, and executing audits of all financial and operational aspects of telephone company operations. Later, as the head of worldwide security, he established programs to investigate and prevent fraud, waste and abuse and served as a key participant in establishing a corporate ethics and compliance program to ensure conformity with federal, state, and local regulatory requirements.

Also, selected for a Fellowship for The Brookings Institution, Mr. Carter spent a year as a Legislative Assistant to Congressman Scott Klug, (R, WI) where he oversaw the Congressman's participation in programs for the privatization of government functions and the auditing and financial reorganization of Capitol Hill operations. Mr. Carter's other experience includes four years as a Special Agent Accountant for the Federal Bureau of Investigation. As an Agent, he participated in and led investigations of federal offenses, including bank fraud and embezzlement, public corruption, fraud against the Federal Government, and commercial bribery. In addition, Mr. Carter was an active duty aviation officer in the United States Army for four years, gaining valuable experience in the leadership and management of large groups of personnel and high dollar value equipment and budgeting. Mr. Carter holds a Bachelor of Science degree in Accounting and a Masters of Business Administration in Finance from Troy State University. He is a non-practicing Certified Public Accountant (licensed in Virginia from 1988 to 1992) and has continuing and graduate level education and training in federal taxation, audit, and business planning.

VarTec Companies

Randy McNeal

Mr. McNeal has over 22 years of experience with VarTec and several companies acquired by VarTec during that time. As Senior Vice President, Network Planning, Mr. McNeal was instrumental in merging the Telco, Advantis, and Excel networks and moving Excel off net traffic from MCI to a new network at a cost savings of \$15M per month. During his tenure as General Manager, eMeritus Communications (now known as VarTec Solutions, Inc.), Randy significantly turned around a failing business unit, while simultaneously launching new carrier business. The combined projects delivered four years of continuous revenue and profit growth. Most recently, as Senior Vice President of Network for the VarTec Companies, Mr. McNeal has dramatically reduced network costs by 35% and growing as well as completing development of a network inventory system. Mr. McNeal holds a Bachelor of Science Degree in Administration and Management from William Jewell College (1982).

Keith Henderson

Mr. Henderson began his career with VarTec Telecom, Inc. in March 2002 and is currently Vice President - Customer Service. He is responsible for operations, including internal call centers as well as international and domestic outsourced call center operations. In addition, Mr. Henderson has the responsibility for the provisioning operations for local and long distance products as well as responsibility for call center technologies (IVR, ACD, quality monitoring), customer service program management, training and curriculum development, and customer relations. Mr. Henderson has also been responsible for Receivables Management operations, primarily focusing on the reduction of bad debt through inbound and outbound collections. Mr. Henderson has 24 years of leadership experience with major telecommunications providers, such as SBC, Sprint, and Citizens Communications. His diverse experience includes information technology, field operations, billing, receivables management, customer service, acquisition of telecom

properties and Total Quality Management (TQM) processes, including the teaching of business process improvement and statistical process control applications.

Mr. Henderson received his Bachelor of Science degree from the University of Texas (Dallas) in 1979 and his Master of Science degree from the University of Texas (Dallas) in 1981.

Tammy Steele

Mrs. Steele began her career with VarTec Telecom, Inc. in July 1998 and is currently Senior Director – Billing Operations. She is responsible for all operations pertaining to the mediation and billing for local exchange, interexchange and wireless telecommunications services for residential, commercial and wholesale customers. Mrs. Steele also spent two years as Director for VarTec's Customer Service Operations, where she was instrumental in the development of the Company's first "universal" agent. These agents were cross-trained to resolve customer care, collections and repair issues. This provided the first true opportunity to offer "one call resolution." In addition to the implementation and management of this streamlined approach to call handling, she was responsible for internal call center technologies (IVR, ACD, quality monitoring). Mrs. Steele has 20 years of management experience in areas such as billing, product table management, mediation, receivables management, customer service, and IVR development.

Melissa A. Drennan, Esq.

Ms. Drennan graduated, with distinction, from the University of Notre Dame in 1991, with a Bachelor of Arts in English and a minor in Public Policy. She received her Juris Doctorate degree from Southern Methodist University's Dedman School of Law in 1994, and served on the SMU Law Review. While at law school, Drennan was a founding member and Chairperson of the Board of Advocates, as well as a Student Senator. She received the International Academy of Trial Lawyers Award in 1994, was elected SMU's Outstanding Advocate of the Year in 1994, and was named in Who's Who Among American Law Students 1992-1994. After graduation,

Ms. Drennan served as a Briefing Attorney for Justice David L. Richards and Justice David F. Farris, of the Second Court of Appeals for the State of Texas from 1994 to 1995.

Prior to joining VarTec, Ms. Drennan was an associate in the Fort Worth, Texas office of Haynes & Boone. L.L.P. She participated in a wide array of litigation, appellate, and mediated matters, representing a broad range of clients, from Fortune 500 companies in multi-party cases to individual business owners in contract disputes.

Ms. Drennan joined VarTec in August of 1998. In her current role as Deputy Chief Counsel and Vice President – Litigation and Compliance, Ms. Drennan is responsible for corporate compliance, litigation, dispute resolution, regulatory affairs, employment law issues, marketing compliance and the intellectual property portfolio of VarTec and all of its subsidiaries. She oversees the management of the Regulatory Affairs Department, which supports all of VarTec's utility and other operations in addition to those of its subsidiaries.

BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

In the Matter of the Application of)
)
Comtel Telcom Assets LP)
)
For A Certificate of Public Convenience)
and Necessity to Provide Facilities-Based)
and Resold Local Exchange)
Telecommunications Services)
in the State of South Dakota)

File No.: RECEIVED

CL. 2 2 2005

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

APPLICATION OF COMTEL TELCOM ASSETS LP

Pursuant to South Dakota Administrative Rule 20:10:32:03, Comtel Telcom Assets LP ("Comtel" or "Applicant") hereby applies to the South Dakota Public Utilities Commission ("Commission") for authority to provide both facilities-based and resold local exchange and exchange access telecommunications services in the State of South Dakota in the areas in which Qwest Communications ("Qwest") is the incumbent local exchange carrier. In support of its Application, Comtel submits the following information:

- (1) *The applicant's name, address, telephone number, facsimile number, E-mail address, and whether the applicant is a sole proprietorship, partnership, corporation, limited liability corporation, or limited liability partnership;*

Comtel Telcom Assets LP
c/o Paul Winters
500 Boylston Street, 17th Floor
Boston, Massachusetts, 02116
Telephone: (617) 603-3508
Facsimile: (617) 603-3509
paul.winters@sowood.com

Comtel is a limited partnership organized under the laws of the State of Texas. Applicant has attached as Exhibit A its Certificate of Filing with the Secretary of State of Texas.

- (2) *If a sole proprietorship, the full name and business address of its owner; if a partnership, the full name and business address of each partner; if a corporation, a listing of the full name and business address of each corporate officer and director; if a limited liability corporation, the full name and business address of each member; or, if a limited liability partnership, the full name and business address of each partner;*

Applicant's business partners are as follows:

Comtel Assets Inc.
500 Boylston Street, 17th Floor
Boston, Massachusetts 02116

Comtel Assets Corp.
500 Boylston Street, 17th Floor
Boston, Massachusetts 02116

- (3) *The name under which applicant will provide local exchange services if different than in subdivision (1) of this section;*

Comtel plans to utilize the trade names of VarTec Telecom, Excel Telecommunications, Clear Choice Communications and VarTec Solutions upon approval of a separate filing requesting Commission approval of an asset transfer between the Applicant and VarTec Telecom, Inc., Excel Telecommunications, Inc. and VarTec Solutions, Inc. (the "VarTec Companies").

(4) *If a corporation:*

(a) *The location of its principal office, if any, in this state and the name and address of its current registered agent;*

Not Applicable

(b) *A list of shareholders owning twenty percent or more of the interest in the business;*

Not Applicable

(c) *The state in which the applicant is incorporated, the date of incorporation, and a copy of its certificate of incorporation; and*

Not Applicable

(d) *If it is an out-of-state corporation, a copy of its certificate of authority to transact business in South Dakota from the secretary of state;*

Not Applicable

(5) *A description of the applicant's experience providing any telecommunications services in South Dakota or in other jurisdictions, including the types of services provided, and the dates and nature of state or federal authorization to provide the services;*

As a new entrant in the telecommunications industry, the Applicant is not currently offering telecommunications services in any jurisdiction. Further, as the result of the proposed transaction described in the Joint Application concurrently submitted to the Commission, Comtel is seeking the authority to provide local exchange, interexchange

and resold wireless telecommunications services throughout the United States and is currently processing the appropriate applications with the applicable utility commissions. In September 2005, the Federal Communications Commission authorized Comtel to provide interstate and international interexchange services from locations within and throughout the United States.

- (6) *Names and addresses of applicant's affiliates, subsidiaries, and parent organizations, if any;*

Applicant has attached Comtel's corporate organizational chart as Exhibit B. In addition, Comtel is affiliated with the following telecommunications companies (neither of which provide intrastate services in the state of South Dakota).

Mercantel Communications, L.P.

Mercantel Communications, L.P. ("Mercantel"), an affiliate of Comtel, currently offers only international termination services to other carriers and provides no intrastate services in South Dakota.

Mercantel is 2% owned by its general partner, Mercomm Management LLC, a Texas limited liability company, which in turn is 85% owned by Comtel Investments LLC ("Comtel Investments"), a Delaware limited liability company. In addition to its indirect interest in Mercantel, Comtel Investments also holds a direct 83.3% limited partnership interest in Mercantel. Comtel Investments is 100% owned by Sowood Commodity Partners Fund III LP ("Sowood Fund III"), a Delaware limited partnership. Thus, Mercantel and Comtel are affiliates due to Sowood Fund III's substantial indirect equity interests in each company.

Comtel Virginia LLC

Comtel Virginia LLC, a Virginia limited partnership and wholly owned subsidiary of Comtel, will provide intrastate telecommunications services in the Commonwealth of Virginia only. Comtel Virginia LLC, was created to satisfy the requirement that only Virginia-organized entities can be certificated to provide intrastate telecommunications services in the Commonwealth of Virginia.

(7) *A list and specific description of the types of services the applicant seeks to offer and the means by which the services will be provided including:*

(a) *Information indicating the classes of customers the applicant intends to serve;*

Applicant will primarily market to residential customers. However, Comtel's local exchange services may include, but will not be limited to, the following: (1) basic residential and business local exchange services (flat rate service, operator access, etc.); (2) residential and business customer and class features (call waiting, caller ID, call forwarding, etc.); (3) residential and business ancillary services (911, directory assistance, etc.); (4) private line services; (5) data transmission services; and (6) exchange access services.

(b) *Information indicating the extent to and time-frame by which applicant will provide service through the use of its own facilities, the purchase of unbundled network elements, or resale;*

Comtel intends to provide facilities-based services utilizing the functional equivalent of the unbundled network elements platform ("UNE-P") of the incumbent local exchange carriers. Comtel seeks authority to provide both

facilities-based and resold services throughout the State of South Dakota so that it may lease facilities (including UNEs) in connection with its provision of service in South Dakota and so that it may expand its operations as market conditions warrant and as such areas become open to competition.

(c) A description of all facilities that the applicant will utilize to furnish the proposed local exchange services, including any facilities of underlying carriers; and

As noted above, Comtel intends to utilize the functional equivalent of UNE-P and resale to provide its local exchange services.

(d) Information identifying the types of services it seeks authority to provide by reference to the general nature of the service;

Applicant will primarily market to residential customers. Comtel's local exchange services may include, but will not be limited to, the following: (1) basic residential and business local exchange services (flat rate service, operator access, etc.); (2) residential and business customer and class features (call waiting, caller ID, call forwarding, etc.); (3) residential and business ancillary services (911, directory assistance, etc.); (4) private line services; (5) data transmission services; and (6) exchange access services. In addition, Applicant will offer interexchange telecommunications services to business and residential customers in the State of South Dakota. Applicant proposes to offer "bundled" telecommunications service packages, which include local exchange service, long distance and call management services (e.g., call waiting, caller identification). By combining local exchange service with other telecommunications and non-

telecommunications services, Applicant intends to offer more beneficial and competitive services to increase competition within the state.

- (8) *A service area map or narrative description indicating with particularity the geographic area proposed to be served by the applicant;*

Comtel intends to serve as a competitor of local service in the existing service areas of Qwest. Applicant does not plan to provide local exchange service in the service areas of South Dakota incumbent LECs that qualify for the rural exemption pursuant to § 251(f) of the Federal Telecommunications Act of 1996. However, Comtel seeks statewide local exchange authority, so that it may expand its service areas as market conditions warrant and as additional service areas become open to competition.

- (9) *Information regarding the technical competence of the applicant to provide its proposed local exchange services including:*

- (a) *A description of the education and experience of the applicant's management personnel who will oversee the proposed local exchange services; and*

Management biographies of key personnel are included as Exhibit C.

- (b) *Information regarding policies, personnel, or arrangements made by the applicant which demonstrates the applicant's ability to respond to customer complaints and inquiries promptly and to perform facility and equipment maintenance necessary to ensure compliance with any commission quality of service requirements;*

Comtel possesses the technical and managerial expertise and experience necessary to provide its proposed local exchange and interexchange

telecommunications services. As demonstrated in the following pages, the executive management of the Applicant has extensive experience in management, telecommunications and the technology sectors, and Comtel will gain additional highly qualified management and technical staff through the transaction with the VarTec Companies to ensure that the Applicant's operations will meet the most demanding standards for service quality and reliability. As previously noted, Comtel will be utilizing the functional equivalent of UNE-P of the incumbent local exchange carriers ("ILEC"). Therefore, Applicant will contract with the ILEC for customer repair services. In addition, Applicant intends to contract with an independent telephone repair technician for inside telephone wire repair concerns.

For customer complaints and inquiries, Comtel will ensure that customer concerns are heard, reviewed and resolved in a timely and equitable manner. Comtel's representatives will be adequately trained on Company services and policies to facilitate prompt closure for the customer. Resolutions to customer concerns may include refunds, account changes, written or verbal explanations and other actions as appropriate.

- (10) *Information explaining how the applicant will provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance, and telecommunications relay services;*

Applicant will utilize an agreement with the ILEC to provide customers with access to emergency services such as 911 or enhanced 911, operator services, interexchange services, directory assistance and telecommunications relay services.

(11) Financial information including:

- (a) For the most recent 12 month period, financial statements of the applicant consisting of balance sheets, income statements, and cash flow statements; and*

Comtel's available financial qualifications are attached as Exhibit D. Applicant requests confidential treatment of this exhibit as it contains data that could be considered trade secrets of the Company. As Comtel is a private company, the information contained in the financial statements is only disclosed to banks, financial institutions and others on a need to know basis, and when such information is disclosed to them, it is done on a confidential basis. In support of this request, the Company has attached as Exhibit E its request for confidential treatment.

- (b) If a public corporation, the applicant's latest annual report and report to stockholders;*

Not Applicable

(12) Information detailing the following matters associated with interconnection to provide proposed local exchange services:

- (a) The identity of all local exchange carriers with which the applicant plans to interconnect;*

- (b) The likely timing of initiation of interconnection service and a statement as to when negotiations for interconnection started or when negotiations are likely to start; and*

(c) A copy of any request for interconnection made by the applicant to any local exchange carrier;

For (a) through (c) above, Comtel responds as follows: Comtel does not currently have an interconnection or carrier commercial agreement in place with Qwest. Comtel is currently in good-faith negotiations with Qwest and Comtel fully expects to have a final agreement in place at the appropriate time.

(13) A tariff or price list indicating the prices, terms, and conditions of each contemplated local service offering;

Applicant has included its proposed local exchange tariff as Exhibit F.

(14) Cost support for rates shown in the company's tariff or price list for rate or price regulated noncompetitive or emerging competitive services;

Comtel's price structure for local exchange services is comparable with competitive local exchange carriers operating within the state of South Dakota.

(15) A description of how the applicant intends to market its local exchange services, its target market, whether the applicant engages in multilevel marketing, and copies of any company brochures that will be used to assist in sale of the services;

Comtel's marketing practices will comply with all Commission rules and anti-slamming regulations. The Applicant may utilize direct mail and other forms of marketing, such as direct sales, to solicit residential customers. Comtel will comply with all state and federal rules and regulations regarding marketing practices, including verification requirements for carrier changes. Comtel does not intend to utilize multi-

level marketing to solicit customers and does not yet have marketing brochures available.

In addition to Comtel's marketing strategies, the Applicant will obtain the VarTec Companies' current customer base. These customers will not experience any change in the quality and scope of their services, and efforts are being made to transition these customers in an absolutely seamless manner.

- (16) If the applicant is seeking authority to provide local exchange service in the service area of a rural telephone company, the date by which the applicant expects to meet the service obligations imposed pursuant to § 20:10:32:15 and applicant's plans for meeting the service obligations;*

Not Applicable

- (17) A list of the states in which the applicant is registered or certified to provide telecommunications services, whether the applicant has ever been denied registration or certification in any state and the reasons for any such denial, a statement as to whether or not the applicant is in good standing with the appropriate regulatory agency in the states where it is registered or certified, and a detailed explanation of why the applicant is not in good standing in a given state, if applicable;*

The Applicant is authorized by the FCC to provide interstate and international interexchange services from locations within and throughout the United States. Further, as the result of the proposed transaction described in the Joint Application submitted concurrently with this filing, Comtel is seeking the authority to provide local exchange, interexchange and resold wireless telecommunications services throughout

the United States and currently has the appropriate applications on file with the applicable utility commissions. To date, the Applicant has been authorized to provide telecommunications services within Colorado, New Hampshire, Texas and Wisconsin and has been given a temporary certification to provide local exchange services within the state of Michigan. The Applicant has not been denied authority to operate in any state and is in good standing with all regulatory agencies.

(18) The names, addresses, telephone numbers, E-mail addresses, and facsimile numbers of the applicant's representatives to whom all inquiries must be made regarding customer complaints and other regulatory matters;

The Applicant anticipates that complaints and all other regulatory matters may be addressed to the following:

Becky Gipson
Director, Regulatory Affairs
2440 Marsh Lane
Carrollton, Texas 75006
Telephone: (972) 478-3309
Facsimile: (972) 478-3310
E-mail: bgipson@vartec.net

In addition, customers may contact Comtel directly with inquiries or concerns at the following address:

Customer Relations
Comtel Telecom Assets LP
2440 Marsh Lane
Carrollton, Texas 75006

Comtel also plans to maintain toll free customer service telephone numbers acquired through an asset purchase agreement with the VarTec Companies. These toll free telephone numbers are listed below.

VarTec Telecom Local Customer Service:	(800) 708-7395
VarTec Telecom Long Distance Customer Service:	(800) 583-6767

Clear Choice Communications Customer Service:	(800) 468-4872
Excel Telecommunications Local Customer Service:	(877) 668-0808
Excel Telecommunications Long Distance Customer Service:	(800) 875-9235
VarTec Solutions Customer Service:	(800) 871-0999

- (19) *Information concerning how the applicant plans to bill and collect charges from customers who subscribe to its proposed local exchange services;*

Applicant will utilize direct billing methods to bill and collect charges from customers who subscribe to its proposed local exchange services.

- (20) *Information concerning the applicant's policies relating to solicitation of new customers and a description of the efforts the applicant shall use to prevent the unauthorized switching of local service customers by the applicant, its employees, or agents;*

Applicant will utilize third party or letter of agency verifications or other authorized forms of verification to confirm orders for its local telecommunications services and to prevent unauthorized switching of local service customers. Furthermore, Comtel's processes will comply with all Commission rules and anti-slamming regulations.

- (21) *The number and nature of complaints filed against the applicant with any state or federal commission regarding the unauthorized switching of a customer's telecommunications provider and the act of charging customers for services that have not been ordered;*

No complaints have been filed against the Applicant concerning the unauthorized switching of a customer's telecommunications provider or the act of charging customers for services that have not been ordered.

- (22) *A written request for waiver of those rules believed to be inapplicable;*

No waivers are requested in association with this Application.

(23) *Federal tax identification number; and*

Comtel's Federal Tax ID Number is 20-3237782.

(24) *Other information requested by the commission needed to demonstrate that the applicant has sufficient technical, financial, and managerial capabilities to provide the local exchange services it intends to offer consistent with the requirements of this chapter and other applicable rules and laws.*

Comtel will promptly provide additional information to supplement this Application to the Commission upon request.

WHEREFORE, Comtel respectfully requests that the South Dakota Public Utilities Commission grant it full authority to provide facilities-based and resold local exchange telecommunications services, as herein requested, throughout the State of South Dakota.

Respectfully submitted,

COMTEL TELCOM ASSETS LP

By: 

Lee Ann Wilson
Assistant Secretary
Comtel Telcom Assets LP
c/o Sowood Capital Management LP
500 Boylston Street, 17th Floor
Boston, Massachusetts 02116
Telephone: (617) 603-3504
Facsimile: (617) 603-3330
e-mail: leeann.wilson@sowood.com

12/20/05
Date

EXHIBIT A

COMTEL TELCOM ASSETS LP

CERTIFICATE OF FILING



Office of the Secretary of State

**CERTIFICATE OF FILING
OF**

Comtel Telcom Assets LP
Filing Number: 800523585

The undersigned, as Secretary of State of Texas, hereby certifies that a certificate of limited partnership for the above named limited partnership has been received in this office and filed as provided by law on the date shown below.

Accordingly, the undersigned as Secretary of State hereby issues this certificate evidencing the filing in this office.

Dated: 07/26/2005

Effective: 07/26/2005



A handwritten signature in black ink, reading "Roger Williams".

Roger Williams
Secretary of State

FROM

(TUE) 7.26'05 14:05/ST. 14:04/NO. 4864937803-3

FILED
In the Office of the
Secretary of State of Texas

JUL 26 2005

Corporations Section

CERTIFICATE OF LIMITED PARTNERSHIP

OF

COMTEL TELCOM ASSETS LP

1. Name of Partnership: Comtel Telcom Assets LP
2. Name and Address of Registered Agent and Office: National Corporate Research, Ltd.
800 Brazos, Suite 1100
Austin, Texas 78701
3. Address of Principal Office: 600 Travis, Suite 2775
Houston, Texas 77002
4. General Partner:
Name: Comtel Assets Inc.
Mailing Address: 600 Travis, Suite 2775
Houston, Texas 77002

EXECUTED on the 26th day of July, 2005.

GENERAL PARTNER:

COMTEL ASSETS INC.

By: Megan Keeler
Name: MEGAN KEELER
Title: SECRETARY

EXHIBIT B

COMTEL TELCOM ASSETS LP

CORPORATE ORGANIZATIONAL CHART

Comtel Telcom Assets LP

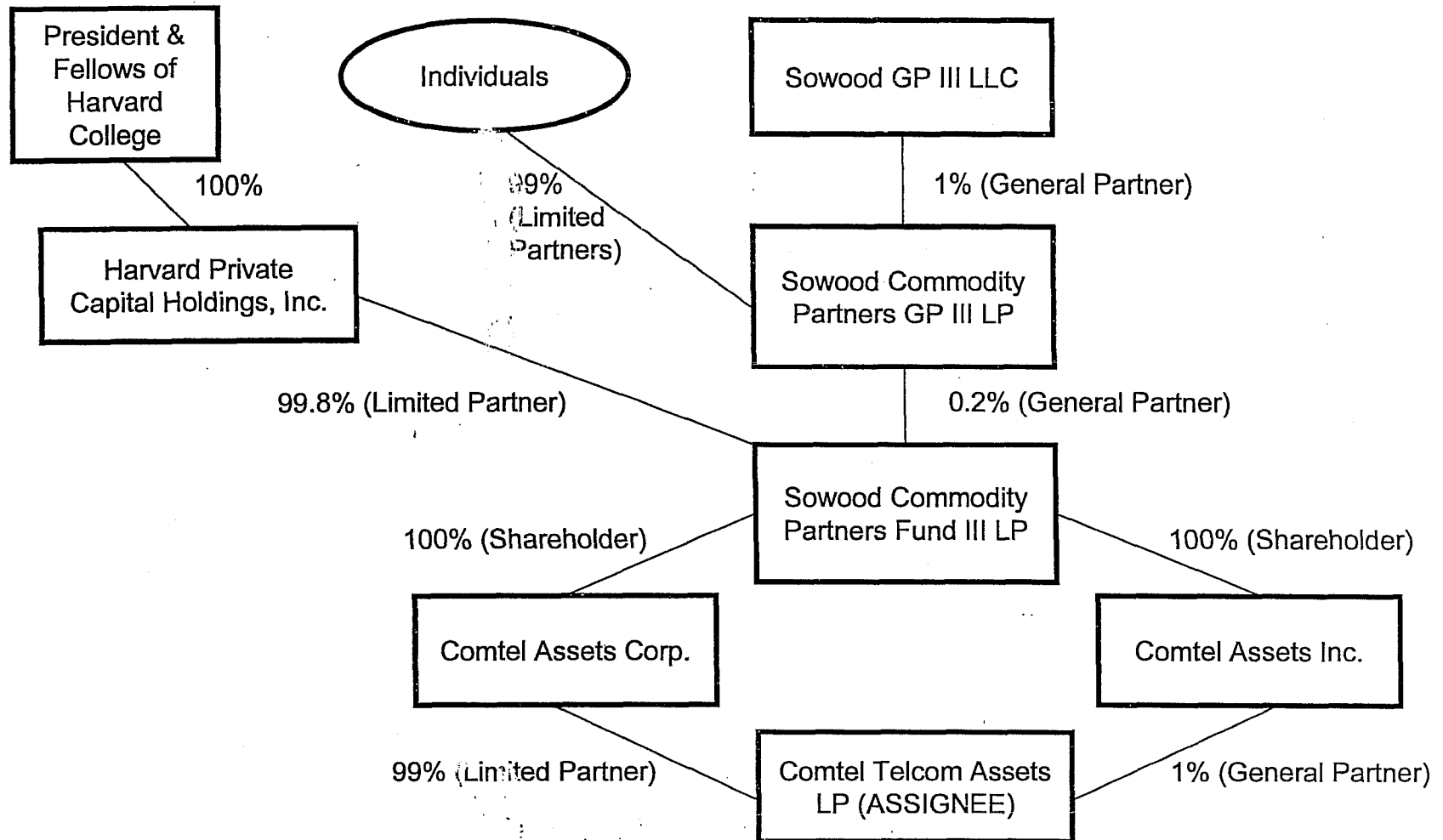


EXHIBIT C

COMTEL TELCOM ASSETS LP

BIOGRAPHIES OF KEY PERSONNEL

Biographies of Key Personnel of Comtel Telecom Assets LP

(Including Management Members from the VarTec Companies Currently Expected to Continue in Management Roles for Comtel after Consummation of the Transaction)

Stuart Porter - Chairman

Mr. Porter serves as Chief Investment Officer for Sowood Commodity Partners Funds. Previously, Mr. Porter was employed as a Vice President and Portfolio Manager at Harvard Management Company where he focused on relative value transactions in commodities and structured private transactions in the commodity sector. He was responsible for investments in pipelines, hedge oil and gas reserves, equity in retail and wholesale energy providers and distressed investments in the metals sector. Such investments were premised on implementation of commodity hedges or the implementation of "real option" analysis. Mr. Porter previously worked as the European time zone trader for Bacon Investments and at J. Aron, a division of Goldman Sachs. While at J. Aron he worked on the Goldman Sachs Commodity Index desk within the metals group. Prior to joining J. Aron, Mr. Porter was a self-employed trader at the Chicago Board of Trade and had been employed by Cargill Incorporated in Minnetonka, Minnesota as a trader in the Financial Markets Division. Mr. Porter received a Bachelor of Arts degree in Economics from the University of Michigan in 1987 and his M.B.A. from the University of Chicago Graduate School of Business in 1994.

William Zartler - President

Mr. Zartler has 18 years of experience in the midstream energy and petrochemical industries. From 1989 through 1993, Mr. Zartler was the Feedstock Trading Manager and the Business Analyst at Dow Hydrocarbons and Resources where he was responsible for supply management and feedstock economics for the basic petrochemical businesses. From 1993 through 1998, Mr. Zartler served as Senior Vice President and General Manager at Dynegy with responsibilities for the Natural Gas Liquids Downstream business unit and a portion of the Gas Trading operation. Mr. Zartler led the growth of Dynegy's Natural Gas Liquids business from nearly zero in 1993 to an operating margin of over \$100 million per year by 1998. From 1999 through 2001, Mr. Zartler founded and actively managed several small companies and in 2002 started and built a

downstream Natural Gas Liquids business for Aquila, Inc. Thereafter, Mr. Zartler founded Solaris Energy Services an organization specializing in energy commodity and asset consulting and investment. Mr. Zartler serves as Chairman of the Board of NGL Supply, Inc., a Tulsa based Natural Gas Liquids and Propane terminal, marketing and trading organization. He serves on the Board of Gavelston LNG, a Calgary and London based LNG Terminal project and LNG marketing operation, and Mercomm LLC an Austin, TX based provider of telecommunication wholesale services, all Sowood portfolio companies. Mr. Zartler received a Bachelor of Science degree in Mechanical Engineering from The University of Texas at Austin in 1987 and a Masters in Business Administration from Texas A&M University in 1989 and also attended the Stanford University Business School Executive Program in 1998.

Megan Kelleher - Secretary

Megan Kelleher is the General Counsel of Sowood Capital Management LP. Ms. Kelleher's experience includes negotiation of contracts for investment and trading relationships, including private placement documentation. She is experienced with legal and business risk analysis of investment instruments for portfolio managers and has assisted with the establishment of risk and regulatory compliance standards and procedures. Ms. Kelleher also served in an investment role in the Commodities Portfolio at Harvard Management Company where she analyzed, valued and negotiated private equity and structured finance transactions. Concurrently, Ms. Kelleher participated in the international equity portfolios with legal, regulatory and strategy issues surrounding proposed restructurings of closed-end funds. Ms. Kelleher received a Bachelor of Arts from Stonehill College in 1991, a Juris Doctor from New England School of Law in 1994 and a Master of Business Administration from Boston College in 2001.

Patrick Marburger

From 1983 through 1989, Mr. Marburger's primary concentration was in financial accounting and auditing while working for Kaneb Services, Inc. and Anadarko Petroleum Corporation, both

Texas-based energy concerns. In 1989, Mr. Marburger joined Olympic Natural Gas Company as Controller where he focused on day-to-day finance and accounting matters and led the Company's efforts in raising acquisition financing. In 1992, he became a founding member of British Gas, plc's Global Gas Americas group dedicated to originating, structuring, financing and closing energy related asset transactions in North and South America. In 1994, Mr. Marburger began a 9-year career with Dynegy (formerly Natural Gas Clearinghouse) as head of its mergers and acquisitions group. He was involved in successfully completing over \$2.5B in transactions in less than three years, elevating Dynegy to a fortune 500 company by 1997. From 1997 until 2003, he moved to a commercial role where he rose to Senior Vice President of Natural Gas Trading and Power Origination and in 2002, President of its telecommunications venture. Mr. Marburger received a Bachelor of Business Administration in Accounting from Sam Houston State University in 1983, and he is a Certified Public Accountant.

Jerry Ou

Jerry Ou serves as President of Mercantel Communications LP and has been in the telecommunications industry for the last five years. Mr. Ou has previously worked with Simplified Development, the technology provider for Teleworks, as a senior consultant focusing primarily on the Asian-American customer base and working with such customers as PCCW. Mr. Ou, serving as a business strategist for Simplified Development, helped secure initial investment funding with venture capitalists. Most recently, Mr. Ou was one of the responsible parties involved in creating the wholesale voice division at Dynegy, which led to the formation of Teleworks Wholesale Services, LP. Prior to Simplified Development, Mr. Ou was a financial analyst with a subsidiary of Goldman Sachs where he structured mezzanine finance deals that included, but were not limited to, real estate bond offerings from JP Morgan and the Morgan Bank of Tokyo in addition to managing real estate assets for Goldman Sachs and the Archon Group. Mr. Ou graduated from Harvard University with an honors degree in Economics.

Richard Dinh

Mr. Dinh serves as Chief Operating Officer of Mercantel Communications LP and has been in the telecommunications space for the last five years. Mr. Dinh previously worked for Simplified

Development where he helped secure investor funding. Mr. Dinh also managed Simplified Development's customer accounts in Asia, resulting in his move to lead consultant for the SingTel project. Meanwhile, Mr. Dinh was also one of the responsible parties involved in creating a wholesale voice division and platform for Dynegy, which has led to the formation of Teleworks Wholesale Services, LP.

Prior to his role with Simplified Development, Mr. Dinh was a financial analyst with a subsidiary of Goldman Sachs where he structured mezzanine finance deals that included, but were not limited to, real estate bond offerings from JP Morgan and the Bank of Tokyo in addition to managing the real estate debt portfolios for Goldman Sachs and the Achron Group. Mr. Dinh graduated from Harvard University in 1998 with an honors degree in Psychology.

Anthony L. Cecil

Mr. Cecil's background encompasses forensic accounting investigations and audits in a wide range of industries. Most recently, he was a senior manager for Bederson & Company, LLP, a public accounting firm. Prior to joining Bederson, he was a managing director of Virginia-based CoreFacts, LLC, senior manager in KPMG's Forensic and Litigation Services group, director of special investigations units for Bell Atlantic Corporation and Bell Atlantic Mobile and a senior auditor for Price Waterhouse.

While working at the Bell Atlantic Corporation and Bell Atlantic Mobile, Mr. Cecil established and directed special investigations units to perform high level, sensitive fraud investigations of alleged wrongdoing by employees, vendors, and customers. Each unit consisted of individuals, who had financial, auditing, and law enforcement experience. In addition, he developed a sophisticated white-collar crime intelligence system to aid in the building of complex fraud cases.

Mr. Cecil managed regional Bell Atlantic Corporation audit teams responsible for auditing operations with revenues and expenses of up to \$1 billion. He developed annual audit plans for a staff of 18 professional auditors. He planned and conducted audits to assess the adequacy of internal controls and the efficiency of operations. He prepared creative and innovative audit

reports that clearly presented audit findings and encouraged management to take corrective action. These reports consistently set new standards for all reports in the Internal Auditing organization.

Mr. Cecil holds a Bachelor of Science degree in Accounting from the University of Maryland and a Master of Science in Economic Crime Management from Utica College. He is a practicing Certified Public Accountant (licensed in Maryland) and is a Certified Fraud Examiner.

James Cashiola

Mr. Cashiola founded and was President of Simplified Development Corp, an infrastructure software company focused on creating technology that aids service providers in operating and offering their services while optimizing underlying cost elements. Mr. Cashiola started in the telecommunications business in 1985 with a dialup business focused on transmission of government documents. In 1989, Mr. Cashiola transitioned to the switchless resale business, and in 1991, moved into the facilities-based resale with a focus on the development and implementation of IVR and ISDN technologies. By 1996, Mr. Cashiola entered into carrier class switching and was designing and developing proprietary software, which was integral to perform protocol translation that allowed for management of direct routes into international countries. Over his career, Mr. Cashiola has founded or co-founded seven different telecommunications businesses ranging from service bureau to prepaid calling card to wholesale carrier companies. Mr. Cashiola graduated from the University of Southern California in 1984 with a degree in Philosophy.

Mark A. Carter

Mr. Carter is a seasoned executive and entrepreneur with extensive experience in finance, accounting, audit, investigations and internal controls. Most recently, he was a founder and Chief Financial and Operations Officer of CoreFacts, LLC, a high technology investigations and litigation support company. At CoreFacts, he assembled and managed a team of investigative specialists and provided professional services to a wide range of clients, including extensive investigations into fraud and trade secret theft for major telecommunications companies. He

developed and implemented all financial and operational support systems and guided CoreFacts through its sale to a public company.

Prior to his venture with CoreFacts, Mr. Carter spent eleven years with Bell Atlantic Corporation. His tenure at Bell Atlantic began in internal auditing where he eventually headed a group responsible for assessing risks, developing plans, and executing audits of all financial and operational aspects of telephone company operations. Later, as the head of worldwide security, he established programs to investigate and prevent fraud, waste and abuse and served as a key participant in establishing a corporate ethics and compliance program to ensure conformity with federal, state, and local regulatory requirements.

Also, selected for a Fellowship for The Brookings Institution, Mr. Carter spent a year as a Legislative Assistant to Congressman Scott Klug, (R, WI) where he oversaw the Congressman's participation in programs for the privatization of government functions and the auditing and financial reorganization of Capitol Hill operations. Mr. Carter's other experience includes four years as a Special Agent Accountant for the Federal Bureau of Investigation. As an Agent, he participated in and led investigations of federal offenses, including bank fraud and embezzlement, public corruption, fraud against the Federal Government, and commercial bribery. In addition, Mr. Carter was an active duty aviation officer in the United States Army for four years, gaining valuable experience in the leadership and management of large groups of personnel and high dollar value equipment and budgeting. Mr. Carter holds a Bachelor of Science degree in Accounting and a Masters of Business Administration in Finance from Troy State University. He is a non-practicing Certified Public Accountant (licensed in Virginia from 1988 to 1992) and has continuing and graduate level education and training in federal taxation, audit, and business planning.

VarTec Companies

Randy McNeal

Mr. McNeal has over 22 years of experience with VarTec and several companies acquired by VarTec during that time. As Senior Vice President, Network Planning, Mr. McNeal was instrumental in merging the Telco, Advantis, and Excel networks and moving Excel off net traffic from MCI to a new network at a cost savings of \$15M per month. During his tenure as General Manager, eMeritus Communications (now known as VarTec Solutions, Inc.), Randy significantly turned around a failing business unit, while simultaneously launching new carrier business. The combined projects delivered four years of continuous revenue and profit growth. Most recently, as Senior Vice President of Network for the VarTec Companies, Mr. McNeal has dramatically reduced network costs by 35% and growing as well as completing development of a network inventory system. Mr. McNeal holds a Bachelor of Science Degree in Administration and Management from William Jewell College (1982).

Keith Henderson

Mr. Henderson began his career with VarTec Telecom, Inc. in March 2002 and is currently Vice President - Customer Service. He is responsible for operations, including internal call centers as well as international and domestic outsourced call center operations. In addition, Mr. Henderson has the responsibility for the provisioning operations for local and long distance products as well as responsibility for call center technologies (IVR, ACD, quality monitoring), customer service program management, training and curriculum development, and customer relations. Mr. Henderson has also been responsible for Receivables Management operations, primarily focusing on the reduction of bad debt through inbound and outbound collections. Mr. Henderson has 24 years of leadership experience with major telecommunications providers, such as SBC, Sprint, and Citizens Communications. His diverse experience includes information technology, field operations, billing, receivables management, customer service, acquisition of telecom

properties and Total Quality Management (TQM) processes, including the teaching of business process improvement and statistical process control applications.

Mr. Henderson received his Bachelor of Science degree from the University of Texas (Dallas) in 1979 and his Master of Science degree from the University of Texas (Dallas) in 1981.

Tammy Steele

Mrs. Steele began her career with VarTec Telecom, Inc. in July 1998 and is currently Senior Director – Billing Operations. She is responsible for all operations pertaining to the mediation and billing for local exchange, interexchange and wireless telecommunications services for residential, commercial and wholesale customers. Mrs. Steele also spent two years as Director for VarTec's Customer Service Operations, where she was instrumental in the development of the Company's first "universal" agent. These agents were cross-trained to resolve customer care, collections and repair issues. This provided the first true opportunity to offer "one call resolution." In addition to the implementation and management of this streamlined approach to call handling, she was responsible for internal call center technologies (IVR, ACD, quality monitoring). Mrs. Steele has 20 years of management experience in areas such as billing, product table management, mediation, receivables management, customer service, and IVR development.

Melissa A. Drennan, Esq.

Ms. Drennan graduated, with distinction, from the University of Notre Dame in 1991, with a Bachelor of Arts in English and a minor in Public Policy. She received her Juris Doctorate degree from Southern Methodist University's Dedman School of Law in 1994, and served on the SMU Law Review. While at law school, Drennan was a founding member and Chairperson of the Board of Advocates, as well as a Student Senator. She received the International Academy of Trial Lawyers Award in 1994, was elected SMU's Outstanding Advocate of the Year in 1994, and was named in Who's Who Among American Law Students 1992-1994. After graduation,

Ms. Drennan served as a Briefing Attorney for Justice David L. Richards and Justice David F. Farris, of the Second Court of Appeals for the State of Texas from 1994 to 1995.

Prior to joining VarTec, Ms. Drennan was an associate in the Fort Worth, Texas office of Haynes & Boone. L.L.P. She participated in a wide array of litigation, appellate, and mediated matters, representing a broad range of clients, from Fortune 500 companies in multi-party cases to individual business owners in contract disputes.

Ms. Drennan joined VarTec in August of 1998. In her current role as Deputy Chief Counsel and Vice President – Litigation and Compliance, Ms. Drennan is responsible for corporate compliance, litigation, dispute resolution, regulatory affairs, employment law issues, marketing compliance and the intellectual property portfolio of VarTec and all of its subsidiaries. She oversees the management of the Regulatory Affairs Department, which supports all of VarTec's utility and other operations in addition to those of its subsidiaries.

CONFIDENTIAL

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EXHIBIT F

COMTEL TELCOM ASSETS LP

PROPOSED LOCAL EXCHANGE TARIFF

LOCAL TELECOMMUNICATIONS SERVICES TARIFF

TITLE PAGE

SOUTH DAKOTA LOCAL TELECOMMUNICATIONS TARIFF

This tariff contains the description, regulations, and rates applicable to the furnishing of Local Exchange Services provided by Comtel Telcom Assets LP with principal offices at c/o Paul Winters, 500 Boylston Street, 17th Floor, Boston, Massachusetts 02116. This tariff applies to Local Exchange Services furnished within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, where copies may be inspected during normal business hours.

South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501-5070
(605) 773-3201

The name, address and telephone number for the person who is responsible for providing information with respect to the operating procedures of Comtel Telcom Assets LP are listed below.

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EFFECTIVE: February 13, 2006

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

TARIFF FORMAT

Page Numbering - Page numbers appear in the upper right hand corner of the page. Pages are numbered sequentially and from time to time new pages may be added to the tariff. When a new page is added between existing pages, a decimal is added to the preceding page number. For example, a new page added between Page Nos. 3 and 4 would be numbered 3.1.

Explanation of Symbols - When changes are made in any tariff page, a revised page will be issued canceling the tariff page affected. Changes will be identified on the revised page(s) through the use of the following symbols:

- (C) - to signify changed regulation.
- (D) - to signify discontinued rate, regulation, or text.
- (I) - to signify increased rates.
- (M) - to signify material relocated from one page to another without change.
- (N) - to signify new rate, regulation, or text.
- (R) - to signify reduced rate.
- (S) - to signify reissued material.
- (T) - to signify a change in text, but no change in rate or regulation.
- (Z) - to signify a correction.

In addition to symbols for changes, each changed provision in the tariff shall contain a vertical line in the right hand margin of the page which clearly shows the exact number of lines being changed.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

APPLICATION OF TARIFF

This tariff applies to the furnishing of Local Exchange Services, as defined herein, by CTA. Local Exchange Services are furnished for the use of Customers in placing and/or receiving local telephone calls within the Local Service Area as defined herein. Services, features and functions will be provided where facilities, including but not limited to, billing capability, technical capability and the ability of CTA to purchase service elements from appropriate tariffs for resale are available.

The provision of Local Exchange Services is subject to existing regulations and terms and conditions specified in this tariff and CTA's current tariffs, and may be revised, added to or supplemented by superceding issues. Local Exchange Services described herein may be offered in conjunction with other telecommunications services described in and regulated by CTA's South Dakota P.U.C. NO. 1, interexchange services tariff, currently on file with the Commission.

CTA reserves the right to offer its Customers a variety of competitive services as deemed appropriate by CTA.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

1.0 DEFINITIONS**1.1 Definitions of Terms**

Account - A Customer record relating to service or equipment billed to a single telephone number. Service may be provided to one premises or may extend to another premises as long as it is part of the main telephone number.

Building - The term "same building" is to be interpreted to mean a structure under one roof, or two or more structures on the same premises which are connected by a covered passageway in which the wires or cables of the telephone company may be placed without exposure to outside electrical circuits or the weather. In no case can conduit be considered as a covered passageway. The term "same building" does not include those buildings connected by a covered public mall.

Central Office - A common carrier switching center in which trunks and loops are terminated and switched.

Collect Call - Denotes a billing arrangement by which the charge for a message may be reversed provided the charge is accepted at the called service point. A collect call may be billed to a Calling Card or third number. If the called service point is identified as a Pay Telephone, the charges must be billed to a Calling Card or third number.

Commission - South Dakota Public Utilities Commission

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

1.0 DEFINITIONS (Continued)**1.1 Definitions of Terms (Continued)**

Communications System - Channels and other facilities which are capable, when not connected to the Telecommunications Network, of two-way communications between terminal equipment.

Company or Carrier - Comtel Telcom Assets LP unless otherwise clearly indicated by the context.

Construction Charge - A separate initial charge made for construction of pole lines, circuits, facilities, etc., in excess of that contemplated under the rates quoted herein.

Customer - The person, firm, corporation or other entity which initiates a call on CTA's network, or accepts billing for the call on CTA's network, subject to the terms and conditions of CTA's tariff regulations.

Demarcation Point - The point of demarcation and/or interconnection between a telecommunication provider's facilities and terminal equipment, protective apparatus or wiring at a subscriber's premises. Telephone company installed facilities at/or constituting the demarcation point shall consist of wire and/or a jack conforming to Sub-part F of Part 68 of the Federal Communications Commission's rules.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

1.0 DEFINITIONS (Continued)**1.1 Definitions of Terms (Continued)**

Directory Listing - The publication in the white pages telephone directory of information relative to the Customer's assigned telephone number, by which telephone users are enabled to ascertain the telephone number of a desired individual or business.

Equipment Space - An area or areas, agreed upon by the parties, located on or within a structure that is specifically designated for the purpose of terminating regulated telephone services and housing facilities. The necessary security, lighting, commercial power and environmental controls are provided within this area.

Exchange - A telephone system which provides for service within a specified area known as the "Exchange Area."

Installation Charge - An initial and non-recurring charge made under certain conditions covering the cost or portion of the cost of the work of connecting and furnishing telephone service.

InterLATA - Calls or circuits between different Local Access and Transport Areas.

IntraLATA - Calls or circuits totally within the same Local Access and Transport Area.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

1.0 DEFINITIONS (Continued)

1.1 Definitions of Terms (Continued)

Jurisdiction - A geographic area meeting each of the following conditions: presided over by the same regulatory body, within the boundary of a single state and an area in which CTA is authorized to provide service.

Local Access and Transport Area - A geographic area established for the administration of telecommunications service. It encompasses designated local operating telephone company exchanges which are grouped to serve common social economic and miscellaneous purposes.

Local Exchange Service - Local telephone service provided by any individual, partnership, association, joint-stock company, trust, governmental entity or corporation.

Local Service Area - The area within which service is furnished between stations without charge other than the regular exchange service charge, whether the service is flat rated or measured.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

1.0 DEFINITIONS (Continued)**1.1 Definitions of Terms (Continued)**

Network Control Signaling - The transmission of signals used in the telecommunications system which performs functions such as supervision (control, status and charging signals), address signaling (e.g., dialing), calling and called number identification, audible tone signals (call progress signals indicating re-order or busy conditions, alerting, coin denominations, coin collect and coin return tones) to control the operation of switching machines in the telecommunications system.

Pay Telephone - The equipment placed by a Payphone Service Provider to facilitate the provisioning of pay telephone service to the Customer. Such service is utilized by the use of coins or alternative billing mechanisms.

Premises - All portions of the same building occupied by the same Customer, provided that 1) the portions are not separated from each other by intervening offices, rooms or suites not occupied by the Customers, or 2) the portions on different floors are contiguous and that the portion on the upper floor is directly above the portion occupied on the lower floor. All of the buildings occupied by the same Customer, provided that all of the buildings are located on the same plot of ground and are not intersected by a public highway (A public highway is considered to mean a vehicular thoroughfare which is governmentally owned).

Station - The network control signaling unit, data set or other equipment at the Customer's premises which enables the Customer to establish the communications connections to effect communications through such connections. Denotes a termination of an individual exchange line or PBX trunk provided in accordance with the provisions of this tariff, in switching equipment located in an exchange foreign to the exchange in which the Customer is located.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

1.0 DEFINITIONS (Continued)

1.1 Definitions of Terms (Continued)

Subscriber - The person, firm, partnership, corporation, or other entity who designates the Company as its primary carrier for telecommunications service. Thus, the Subscriber has a pre-existing business arrangement with the Company and is also a customer.

Telecommunications Network - All facilities of the telephone company that are used to provide its services.

Telephone Company - Comtel Telcom Assets LP

Telephone Number - A designation assigned to a subscriber's station for convenience in operating. Telephone numbers may include the name of a central office, which is termed the "Central Office Designation."

Termination Charge - A charge made to a subscriber if the contract is terminated prior to the expiration of the contract period.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

1.0 DEFINITIONS (Continued)

1.2 Glossary of Acronyms

CO	-	Central Office
CPE	-	Customer Provided Equipment
CTA	-	Comtel Telecom Assets LP
DTMF	-	Dual Tone Multi-Frequency
ILEC	-	Incumbent Local Exchange Carrier
LEC	-	Local Exchange Carrier
LATA	-	Local Access and Transport Area
PBX	-	Private Branch Exchange
PIC	-	Primary Interexchange Carrier

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS

2.1 Undertaking of Company

2.1.1 General

CTA undertakes to provide the services offered in this tariff according to the terms and conditions and at the rates and charges specified herein.

The furnishing of Local Exchange Services consists of one-way or two-way communication to or from a Demarcation Point on the Customer's premises and another Demarcation Point within a Local Service Area as specified in Section 3 of this tariff.

Services, features and functions will be provided where facilities include, but are not limited to, billing capability and technical capability and such capabilities are available to CTA without unreasonable expense.

A month is considered to have thirty (30) days for the purpose of computing charges in this tariff.

Some services listed in this tariff (e.g., interexchange services) are offered in conjunction or association with services made available in CTA's interexchange services tariff, South Dakota P.U.C. NO. 1. For such services, the rules, regulations, terms and conditions detailed in CTA's interexchange tariff also apply.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.2 Scope**

CTA undertakes to furnish Local Exchange Services within the State of South Dakota under the terms and conditions of this tariff. Service is available twenty-four (24) hours a day, seven (7) days a week.

CTA is responsible under this tariff only for the services and facilities provided herein. Should Customers use such services and facilities to obtain access to services offered by other providers, CTA assumes no responsibility for such other service.

2.1.3 Limitations

CTA reserves the right to limit or allocate the use of existing facilities, or of additional facilities offered by CTA when necessary because of lack of facilities or due to some other cause beyond CTA's control.

The furnishing of service under this tariff is subject to availability on a continuing basis of all necessary facilities from the ILECs or other providers to CTA for resale.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.4 Terms and Conditions**

Customers may be required to enter into written service orders which shall contain or reference a specific description of the service ordered, the rates to be charged, the duration of the service, and the terms and conditions in this tariff. The Customer may also be required to execute any other documents as may reasonably be requested by CTA in connection with the provisioning of Local Exchange Services.

At the expiration of any term specified in a service order, or in any extension thereof, service shall continue on a month to month basis at the then current rates unless terminated by either party pursuant to an executed contract between the Customer and CTA or pursuant to the Commission's rules and regulations. Any termination shall not relieve the Customer of its obligation to pay any charges incurred under the service order and this tariff prior to termination. The rights and obligations which by their nature extend beyond the termination of the term of the service order shall survive such termination.

This tariff shall be interpreted and governed by the laws of the State of South Dakota.

Other telecommunications companies must not interfere with the right of any person or entity to obtain service directly from CTA.

The Customer has no property right to the telephone number or any other number designation associated with services furnished by CTA. CTA reserves the right, on sixty (60) days notice, to change such numbers, or the central office designation associated with such numbers, or both, assigned to the Customer, whenever CTA deems it necessary to do so in the conduct of its business.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.5 Liability of the Company**

CTA shall not be liable for any act or omission of any entity furnishing to CTA or CTA's Customers facilities or equipment used for or with the services CTA offers or for the acts or omissions of other telecommunications companies or Local Exchange Carriers.

With respect to any claim or suit, by a Customer or by others, for damages associated with the ordering (including the reservation of any specific number for use with a service), installation (including delays thereof), provision, termination, maintenance, repair, interruption or restoration of any service or facilities offered under this tariff, and subject to the provisions of this tariff, CTA's liability, if any, shall be limited as provided herein.

The liability of CTA for damages arising out of the furnishing of its services, including but not limited to, mistakes, omissions, interruptions, delays, or errors, other defects, or representations by CTA, or use of these services or damages arising out of the failure to furnish the service whether caused by acts or omission, shall be determined in accordance with SDCL 49.13.1, 49-13-1.1 and any other applicable law.

CTA shall not be liable for any defacement of or damage to Customer premises resulting from the furnishing of services or equipment on such premises or the installation or removal thereof, unless such defacement or damage is caused by negligence of CTA's agents or employees. No agents or employees of other telecommunications companies shall be deemed to be agents or employees of CTA.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.5 Liability of the Company (Continued)**

CTA shall not be liable for any delay or failure of performance or equipment due to causes beyond its control, including but not limited to the following: acts of God, fire, flood, explosion or other catastrophes; law, order, regulation, direction, action or request of the United States government or of any other government, including state and local governments having or claiming jurisdiction over CTA or of any department, agency, commission, bureau, corporation or other instrumentality of any one or more of these federal, state, or local governments, or of any military authority; preemption of existing service in compliance with national emergencies; insurrections; riots; wars; unavailability of rights-of-way or materials, or strikes, lockouts, work stoppages, or other labor difficulties.

CTA shall not be liable for any damages or losses due to the fault or negligence of, or any omission by, the Customer or due to the failure or malfunction of Customer-provided equipment or facilities.

The Customer shall indemnify and hold CTA harmless from any and all loss, claims, demands, suits or other action, or any liability whatsoever, whether suffered, made, instituted, or asserted by another party or person(s), and for any loss, damage, or destruction of any property, whether owned by the Customer or others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, condition, location or use of any installation provided by CTA. CTA reserves the right to require each Customer to sign a service order acknowledging acceptance of the provisions of this section as a condition precedent to such installations. This service order shall in no way be interpreted to conflict with the liability provisions of SDCL49-13-1, 49-13-1.1 and any other applicable law.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.5 Liability of the Company (Continued)**

Notwithstanding the Customer's obligations as set forth in Section 2.4, CTA shall be indemnified, defended, and held harmless by the Customer or by others authorized by it to use the service against any claim, loss or damage arising from Customer's use of services furnished under this tariff including:

- (a) claims for defamation, libel, slander, invasion of privacy, infringement of copyright, unauthorized use of trademark, trade name, or service mark, unfair competition, interference with, misappropriation or violation of any contract, proprietary or creative right, or any other injury to any proprietary or creative right, or any other injury to any person, property or entity arising from the material, data, information or content, revealed to, transmitted, processed, handled or used by CTA under this tariff;
- (b) patent infringement claims arising from combining or connecting the service offered by CTA with apparatus and systems of the Customer or others and
- (c) all other claims arising out of any act or omission of the Customer or others in connection with any service provided by CTA pursuant to this tariff.

CTA shall not be liable for any act or omission of any other company or companies furnishing a portion of the service, or for damages associated with service, channels or equipment which it does not furnish, or for damages which result from the operation of Customer-provided systems, equipment, facilities or services which are interconnected with CTA services.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.5 Liability of the Company (Continued)**

The underlying service provider shall intercept all calls to a number listed incorrectly in the telephone directory until a new directory is distributed or a correction sheet is mailed to each Customer.

In conjunction with a non-published telephone number, CTA will not be liable for failure or refusal to complete any call to such telephone when the call is not placed by the number.

When a Customer with a non-published telephone number places a call to the Emergency 911 Service, CTA will release the name and address of the calling party, where such information can be determined to the appropriate local governmental authority responsible for the Emergency 911 Service upon request of such governmental authority. By subscribing to service under this tariff, Customer acknowledges and agrees with the release of information as described herein.

With respect to Emergency 911 Service, the following applies:

1. CTA is not responsible for any infringement or invasion of the right of privacy of any person or persons, caused or claimed to have been caused, directly or indirectly, by the installation, operation, failure to operate, maintenance, occasion by the use of Emergency 911 service features and the equipment associated therewith, or by any services furnished by CTA, including but not limited to, the identification of the telephone number, address or name associated with the telephone used by the party or parties accessing Emergency 911 service, and which arise out of the negligence or other wrongful act of CTA, the Customer, its Customers, agencies or municipalities, or the employees or agents of any one of these.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.6 Notification of Service**

CTA will provide the Customer reasonable notification, including the planned date, time and duration, of activities affecting service that may occur in normal operation of its business. Such activities may include but are not limited to, equipment or facilities additions, removals or rearrangements and routing and preventive maintenance. Generally, such activities are not specific to an individual Customer but affect many Customers' services. CTA will work cooperatively with the Customer to determine the reasonable notification requirements. With some emergency or unplanned conditions affecting service, such as outage resulting from cable damage, notification to the Customer may not be possible.

2.1.7 Provision of Equipment and Facilities

CTA shall use reasonable efforts to make services available to a Customer on or before a particular date, subject to the provisions of and compliance by the Customer with the regulations contained in this tariff. CTA does not guarantee availability, except as stated or expressly provided for in this tariff.

CTA shall use reasonable efforts to maintain facilities that it furnishes to the Customer. The Customer, or anyone designated by the Customer (except the ILEC) may not rearrange, disconnect, remove, attempt to repair or otherwise interfere with any of the facilities installed by CTA, except upon written consent of CTA.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.7 Provision of Equipment and Facilities (Continued)**

CTA shall not be responsible for the installation, operation, or maintenance of any Customer-provided communications equipment. Where such equipment is connected to the facilities furnished pursuant to this tariff, the responsibility of CTA shall be limited to the furnishing of facilities offered under this tariff and to the maintenance and operation of such facilities. Beyond this responsibility, CTA shall not be responsible for:

- (a) the transmission of signals by Customer-provided equipment or for the quality of or defects in such transmission;
- (b) the reception of signals by Customer-provided equipment; or
- (c) network control signaling where such signaling is performed by Customer-provided network control signaling equipment.

CTA may substitute, change or rearrange any equipment or facility at any time and from time to time but shall not thereby degrade the technical parameters of the service provided to the Customer.

Equipment CTA provides or installs at the Customer premises for use in connection with services CTA offers, shall not be used for any purpose other than that for which CTA provides, installs or has installed on its behalf.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.8 Non-Routine Installation**

At the Customer's request, installation and/or maintenance may be performed outside CTA's regular business hours or in hazardous locations. In such cases, charges based on the cost of the actual labor, material, or other costs incurred by or charged to CTA will apply. If installation is started during regular business hours and continues into time periods, including but not limited to, weekends, holidays, and/or night hours, additional charges may apply.

2.1.9 Ownership of Facilities

Title to all facilities provided in accordance with this tariff remains with CTA, its agents or contractors or the ILEC.

2.1.10 Special Construction

If the provision of service to a Customer would require the construction of additional facilities, replacement facilities or special facilities designed to meet the Customer's particular needs, the Company, at its option, may seek to obtain the facilities from another carrier, or may construct the facilities. The Customer may be required to pay all of the Company's fees and expenses associated with obtaining or constructing the facilities, including but not limited to any unusual maintenance costs or removal costs. Construction charges may be required, at the Company's option, prior to commencing work or when billing is rendered. The Customer may be required to enter into a written agreement to pay the construction charges if they are not paid prior to initiation of service.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.1 Undertaking of Company (Continued)****2.1.10 Special Construction (Continued)**

Any facilities constructed by the Company by the use of construction charges, however financed, shall be and remain the property of the Company, unless otherwise agreed to by the Company pursuant to a written agreement. The Customer does not obtain any rights of ownership in facilities provided by the Company.

The charges and regulations applicable to special construction apply in connection with all classes of service, facilities or equipment furnished by the Company and are in addition to the installation charges, service connection and move charges and monthly service charges otherwise applicable to the provision of service to the Customer pursuant to other sections of this tariff.

2.2 Prohibited Uses

The services CTA offers shall not be used for any unlawful purposes or for any use which the Customer has not obtained all required governmental approvals, authorizations, licenses, consents and permits. Services may not be used for any purpose for which any payment or other compensation is received by the Customer except when the Customer is a duly authorized regulated telecommunications company.

CTA may require a Customer to discontinue its transmission of signals if said transmission is causing interference to others.

CTA may discontinue service if a Customer fails to comply with any of the rules herein. The Customer's service will only be suspended or discontinued as allowed under the Commission Rules.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.3 Discontinuance and Restoration of Service****2.3.1 Intentional Abuse of Service**

CTA has the right to refuse telephone service to any premises and at any time to discontinue telephone service, if it finds it necessary to do so to protect itself against intentional abuse. Intentional abuse of service includes, without limiting the generality of the foregoing, the use of service or facilities of CTA to transmit a message or to locate a person or otherwise to give or obtain information, without payment of an exchange service charge. Another form of such abuse is an intentional uninterrupted connection of one exchange station to another station, excluding those connections charged for on an elapsed time basis, which permits the use of the facilities in a manner similar to private line service. It also includes intentional receiver off-hook conditions.

2.3.2 Disconnection of Service for Cause

Upon non-payment of any sum due to CTA or upon violation of any of the conditions governing the furnishing of services as provided in this tariff, CTA may by notice in writing mailed to the Customer, without incurring any liability, temporarily discontinue the furnishing of service to the Customer. Telephone services may be discontinued fifteen (15) days after mailing notice of intention to discontinue service, and a service order charge will be made by Carrier for restoration of such Authorization Code and/or line. If CTA elects to discontinue service, the Customer shall be responsible for all charges through the date of termination.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.3 Discontinuance and Restoration of Service (Continued)****2.3.2 Disconnection of Service for Cause (Continued)**

If any Customer-provided equipment is used with facilities provided by CTA in violation of any law or any of the provisions in this tariff, CTA will take such action as is necessary for the protection of its facilities or the service of its other Customers and other persons provided with telecommunications services. The Customer shall discontinue such use of the equipment or correct the violation immediately upon actual or constructive knowledge of a violation and shall confirm in writing to CTA within fifteen (15) calendar days that such use has ceased or that the violation has been corrected. Failure of the Customer to discontinue such use or correct the violation and to give the required written confirmation to CTA within the time stated above shall result in interruption of the service of the Customer creating the violation, once appropriate notice of the potential disconnection or suspension has been provided by CTA to the Customer pursuant to South Dakota state law.

Service may be refused, reduced, or partially or completely discontinued without notice in the event CTA is informed that the service is used in such a manner that will adversely affect CTA's service to others.

CTA may disconnect service in accordance with the terms hereof without any liability except for an appropriate refund of any service deposit with accrued interest.

Customers having their local service terminated by CTA will be notified by CTA in accordance with the applicable rules and regulations of the Commission regarding termination of service.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.3 Discontinuance and Restoration of Service (Continued)****2.3.3 Restoration of Service**

When a Customer's service has been disconnected in accordance with this tariff, service will be re-established only upon the basis of an application for new service.

If a service has been suspended, discontinued or disconnected for nonpayment, service will be re-established upon receipt of all charges due, which includes charges for services and facilities during the period of suspension and which may include a service restoration fee. If the Customer has a history of payments returned for insufficient funds, CTA may require payment by cash, money order or certified check. If such payment is made by personal check, restoration of service will be effective only upon bank clearance of the check.

2.4 Customer Obligations and Liability

The Customer is responsible for the payment of bills associated with the use of CTA's service. Whether or not authorized by the Customer, this includes payment for calls and services: (1) originated at the Customer's number(s), (2) accepted at the Customer's number(s) (e.g., collect calls) and/or (3) incurred at the specific request of the Customer.

The Customer is responsible for making CTA facilities and equipment available periodically for maintenance purposes at a time agreeable to both CTA and the Customer. No allowance for interruptions in service will be made for the period during which service is interrupted for such purposes.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.4 Customer Obligations and Liability (Continued)**

The Customer is responsible for reimbursing CTA for damages to, or loss of, CTA's facilities or equipment caused by the acts or omissions of the Customer, the non-compliance by the Customer with these regulations or by fire or theft or other casualty on the Customer's premises, unless caused by the negligence or willful misconduct of the employees or agents of CTA. CTA may, upon reimbursement for damages, cooperate with the Customer in prosecuting a claim against the person causing such damage, and the Customer shall be subrogated to CTA's right of recovery of damages to the extent of such payment.

The Customer is responsible for obtaining, maintaining, and otherwise having full responsibility for all rights-of-way and conduit necessary for installation of fiber optic cable and associated equipment used to provide Local Exchange Service to the Customer from the cable building entrance or property line to the location of the equipment space described herein. Any costs associated with obtaining and maintaining the rights-of-way described herein, including the costs of altering the structure to permit installation of CTA-provided facilities, shall be borne entirely by, or may be charged by CTA to, the Customer. CTA may require the Customer to demonstrate its compliance with this section prior to accepting an order for service.

The Customer is responsible for complying with all laws and regulations applicable to, and obtaining all consents, approvals, licenses and permits as may be required with respect to, the location of CTA facilities and equipment in any Customer premises or the rights-of-way for which Customer is responsible as defined herein, and granting or obtaining permission for CTA agents or employees to enter the premises of the Customer at any time for the purpose of installing, inspecting, maintaining, repairing, or upon termination of service as stated herein, removing the facilities or equipment of CTA.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.4 Customer Obligations and Liability (Continued)**

The Customer is responsible for providing at no charge, as specified from time to time by CTA, any needed personnel, equipment, space and power to operate CTA facilities and equipment installed on the premises of the Customer, and the level of heating and air conditioning necessary to maintain the operating environment on such premises.

The Customer shall be responsible for placing orders for service. When placing an order for service, Customer must provide the name(s) and address(es) of the person(s) responsible for the payment of service charges, the name(s), telephone number(s), and address(es) of the Customer contact person(s) and any other information as deemed appropriate by CTA.

The Customer is responsible for providing a safe place to work and complying with all laws and regulations regarding the working conditions on the premises at which CTA employees and agents shall be installing or maintaining CTA's facilities and equipment. The Customer may be required to install and maintain CTA facilities and equipment within a hazardous area if, in CTA's opinion, injury or damage to CTA's employees or property might result from installation or maintenance by CTA. The Customer shall be responsible for identifying, monitoring, removing and disposing of any hazardous material prior to any construction or installation work.

The Customer is responsible for not creating or allowing to be placed or maintained any liens or other encumbrances on CTA's equipment or facilities.

2.5 Claims

With respect to any service or facility provided by CTA, Customer shall indemnify, defend and hold harmless CTA from all claims, actions, damages, liabilities, costs and expenses, including reasonable attorneys' fees for:

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.5 Claims (Continued)**

- (a) any loss, destruction or damage to property of CTA or any third party, or the death of or injury to persons, including, but not limited to, employees or guests of either CTA or the Customer, to the extent caused by or resulting from negligent or intentional act or omission of the Customer, its employees, agents, representatives or
- (b) any claim, loss, damage, expense or liability for infringement of any copyright, patent, trade secret, or any proprietary or intellectual property right of any third party, arising from any act or omission by the Customer, including, with limitation, use of CTA's services and facilities in a manner not contemplated by the service order between the Customer and CTA.

2.6 Customer Equipment and Channels**2.6.1 Interconnection of Facilities**

Services furnished by CTA may be connected to the services or facilities of other authorized telecommunications companies only when authorized by, and in accordance with, the terms and conditions of the tariffs of the other telecommunications companies which are applicable to such connections. Service furnished by CTA is not part of a joint undertaking with such other carriers.

Any special interface equipment necessary to achieve compatibility between the facilities and equipment of CTA used for furnishing Local Exchange Service and the channels, facilities, or equipment of others may be provided at the Customer's expense.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.6 Customer Equipment and Channels (Continued)****2.6.1 Interconnection of Facilities (Continued)**

Facilities furnished under this tariff may be connected to Customer-provided terminal equipment in accordance with the provisions of this tariff.

2.6.2 Customer Responsibility

The Customer is responsible for taking all necessary legal steps for interconnecting his/her Customer-provided terminal equipment of communications systems with CTA's facilities. Customers shall secure all licenses, permits, rights-of-way, and other arrangements necessary for such interconnections.

2.7 Inspections

Upon reasonable notification to the Customer, and at a reasonable time, CTA may make such tests and inspections as may be necessary to determine that the Customer is complying with the requirements set forth herein for the installation, operation, and maintenance of any Customer-provided facilities and equipment to any Company-owned facilities and equipment. No credit will be allowed for any interruptions occurring during such inspections.

If the protective requirements for Customer-provided equipment are not being complied with, CTA may take such action as it deems necessary to protect its facilities, equipment and personnel. CTA may immediately and without notice deny service when the Customer submits CTA or non-CTA personnel to hazardous conditions. When the Customer circumvents CTA's ability to charge for its services, to prevent and protect against fraud or acts in a way that may cause immediate harm to the local exchange network or other CTA services, CTA will give the Customer prior notice before denying service.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.8 Payments and Charges****2.8.1 Payment for Service**

The Customer is responsible for payment of all charges for service and facilities furnished by CTA to the Customer, whether authorized or not. If an entity other than CTA imposes charges on CTA, in addition to its own internal costs, and in connection with a service for which a CTA charge is specified, those charges may be passed on to the Customer.

Customers may pay for service by credit card, an authorized payment agent, or check or other method of payment as deemed appropriate by CTA.

When a payment for service is made by check, draft, or similar negotiable instrument, a returned check charge will be made by Carrier for each such item returned unpaid by a bank to Carrier for any reason. The acceptance of checks, drafts, or other negotiable instruments for the satisfaction of the Customer's debts to Carrier shall not constitute a waiver by Carrier of its right to payment by legal tender.

2.8.2 Alternative Payment Processing

CTA allows Customers to make payment for services rendered through alternative payment processing options, including but not limited to, credit card payments and automated clearing house ("ACH") transactions. Customers may make payment using alternative payment processing through CTA's Customer Care Center, the Company's internet website or other methods approved by CTA. When a payment for service is made by an alternative payment processing option, processing fees as described in Section 4.8 of this Tariff may apply. The acceptance of alternative payment processing options for the satisfaction of the Customer's debts to Carrier shall not constitute a waiver by Carrier of its right to payment by legal tender.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.8 Payments and Charges (Continued)****2.8.3 Taxes**

Any assessments, franchise fees, privileges, licenses, occupation, excise, or other similar fees or taxes, whether in a lump sum or at a flat rate, based upon receipts or property units, imposed upon CTA by any governmental authority shall be added pro rata, insofar as practical, to the rates and charges stated in CTA's rate schedules. CTA shall, so long as any such tax or fee is in effect, add to the bills of the Customers an amount sufficient to recover any such tax or fee and may list this amount separately on the bill.

2.8.4 Establishment and Re-establishment of Credit

CTA may conduct a credit investigation of each Customer or applicant prior to accepting the service order, Customer deposit or advance payment. A Customer whose service has been discontinued by CTA for non-payment of bills for any telecommunications service will be required to pay all bills due to CTA for telecommunications services or make other arrangements satisfactory to CTA and to re-establish credit before service is restored or any service started.

2.8.5 Billing and Collection

The Customer is responsible for payment of all charges for equipment or facilities and services furnished by CTA to the Customer.

CTA will establish a monthly billing date for each Customer account and shall bill all charges incurred by, and credits due to the Customer under this tariff. Recurring charges are billed in advance of the month(s) in which service is provided, except where prohibited by law. Usage sensitive charges will be billed for the preceding billing period. Recurring charges and usage sensitive charges for the federal government will be billed in arrears. Bills are due by the payment due date shown on the bill.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.8 Payments and Charges (Continued)****2.8.5 Billing and Collection (Continued)**

Monthly rates for any service provided under this Tariff will apply for each month, or partial month. When a Customer cancels service or when service is discontinued by the Company during a billing cycle, new charges will not be assessed for billing periods subsequent to the discontinuance of service.

2.8.6 Billing Disputes

All questions and correspondence regarding customer disputes should be directed to the following contact:

Manager of Regulatory Affairs
1600 Viceroy Drive
Dallas, Texas 75235

The date of the dispute shall be the date CTA receives sufficient documentation to enable it to investigate the dispute. The Customer is responsible for notifying CTA, either verbally or in writing, within 180 days after receiving the bill, of any charges in dispute and the specific basis of such dispute. All charges not in dispute shall be paid by the Customer by the payment due date. Upon notification of a dispute, CTA shall undertake an investigation of the disputed charges. At the conclusion of the investigation, CTA shall notify the Customer of any amount determined by CTA to be correctly charged, and such amount shall become immediately due. Amounts determined by CTA to be correctly charged shall also be subject to the late payment fee specified in this tariff.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.8 Payments and Charges (Continued)

2.8.6 Billing Disputes (Continued)

If a satisfactory resolution can not be reached between the Company and the Customer, the Customer has the right to file a complaint with the Commission. The address of the Commission is as follows:

South Dakota Public Utilities Commission
Capitol Building, 1st Floor
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

In the event of a dispute, the Customer may be liable for reasonable court costs and attorneys' fees.

2.8.7 Advance Payments

CTA may require a Customer or applicant to make an advance payment as a condition of continued or new service. CTA reserves the right to require from an applicant advance payments totaling no more the average cost of service for two months or \$130.00, whichever is less, for safeguarding its interests. In addition, where special construction is involved, advance payment of the construction charges quoted may be required at the time of application. The advance payment will be applied to any indebtedness for the service and facilities for which the advance payment is made. The Company must give notice to the Customer at least 15 days before the day a deposit or advance payment is required.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.8 Payments and Charges (Continued)****2.8.8 Deposits**

CTA may require or an increase in the amount of deposit, of a Customer who cannot establish a credit standing satisfactory to CTA. A required deposit shall be based on the average cost of service for two months or \$130.00, whichever is less, and payable in up to three monthly installments. If the actual bills of the Customer subsequently rendered prove that the deposit is either insufficient or excessive, the deposit may be changed in accordance with the facts.

Any such deposit may be held during the continuance of the service as security for the payment of any and all amounts accruing for the service.

A deposit is returned to the Customer, less any amounts due CTA when service is disconnected. If a residential Customer has paid all bills by the due date for the last twelve (12) months, CTA must promptly refund the deposit. CTA is not required to refund deposits on business or commercial accounts until the account is closed. Refunds may be made through a credit on the next billing cycle. Even though a deposit is made, the Customer must still pay bills, including any advance payments, when requested. A Customer's payment of a deposit does not waive or modify CTA's practice of disconnecting service for failure to pay any bills.

The Company shall pay interest on deposits at the rate of 7 percent per annum or the rate established by the Commission.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.8 Payments and Charges (Continued)****2.8.9 Late Payment Fee**

If any portion of a Customer's payment is not received by the Company two business days prior to the next billing cycle, or if any portion of the payment is received by the Company in funds which are not immediately available upon presentment, a late payment fee shall be due to the Company. The late payment fee shall be the portion of the payment not received two business days prior to the next billing cycle, multiplied by 1.5%. For unpaid balances of \$10.00 or more, a minimum late payment fee of \$5.00 shall apply.

Late payment fees do not apply to the disputed portion of unpaid balances, if resolved in favor of the Customer. Any disputed portion of unpaid balances, if resolved in favor of CTA, may be subject to the late payment fee as of the original due date noted on the Customer's bill. Undisputed amounts of the same bill may be subject to the late payment fee if they remain unpaid by the due date noted on the Customer's bill.

2.8.10 Multi-brand and Affiliate Credit and Collections Practices

Comtel may collect on behalf of the Company and/or its affiliates or brands in one or more transactions as permitted by law.

Comtel reserves the right to apply credit balances from one Comtel affiliate or brand to another to satisfy outstanding account balances for billed regulated telecommunications services.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.9 Cancellation, Discontinuance and Changes

2.9.1 Cancellation of Application for Service

When a Customer cancels an application for service prior to the start of service or prior to any special construction, no charges will be imposed except for these specified herein.

Where, prior to cancellation by the Customer, CTA incurs any expenses in installing the service that it otherwise would not have incurred, a charge equal to the costs CTA incurred, less net salvage, shall apply, but in no case shall this charge exceed the sum of the charge for the minimum period of services ordered, including installation charges, and all charges others levy against CTA that would have been chargeable to the Customer had service begun.

Where CTA incurs an expense in connection with special construction, or where special arrangements of facilities or equipment have begun, before CTA receives a cancellation notice, a charge equal to the costs incurred, less net salvage, applies.

The charges described above will be calculated and applied on a case-by-case basis.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)

2.9 Cancellation, Discontinuance and Changes (Continued)

2.9.2 Cancellation of Service

If a Customer cancels a service order or terminates services before the completion of the term for any reason whatsoever, the Customer agrees to pay CTA the following:

- (a) all nonrecurring charges reasonably expended by CTA to establish service to the Customer.
- (b) any disconnection, early cancellation, or termination charges reasonably incurred and paid to third parties by CTA.
- (c) all recurring charges associated with the service being utilized for the balance of applicable term.
- (d) any other charges set forth in this tariff or in the service order for such early cancellation or termination.

The above sums shall become due as of the effective date of the cancellation or termination and be payable within the period, as set forth in this tariff.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.9 Cancellation, Discontinuance and Changes (Continued)****2.9.3 Discontinuance of Service**

CTA may discontinue or refuse to furnish any and/or all service(s) to the Customer or applicant for service without incurring any liability if CTA deems that such action is necessary to prevent or to protect against fraud or to otherwise protect its personnel, agents, facilities, equipment, assets or service.

The discontinuance of service(s) by CTA pursuant to this Section does not relieve the Customer of any obligation to pay CTA for charges due for service(s) rendered up to the time of discontinuance. In addition, CTA may declare all future monthly and other charges which would have been payable by the Customer during the remainder of the term for which such services would have otherwise been provided to the Customer, to be immediately due and payable.

In the event CTA incurs fees or expenses, including attorneys' fees, in collecting or attempting to collect any charges owed CTA, the Customer will be liable to CTA for the payment of all such fees and expenses reasonable incurred.

CTA may discontinue service of any Customer who, with intent to annoy, telephones another and addresses to or about such other person any obscene language or addresses to such other person any threat to inflict injury to the person or property of the person addressed or any family member.

CTA may discontinue service of any Customer who, with intent to annoy, repeatedly telephones another without disclosing his true identity to the person answering the telephones, whether or not conversation ensues during the telephone calls.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.9 Cancellation, Discontinuance and Changes (Continued)****2.9.3 Discontinuance of Service (Continued)**

CTA may, without incurring any liability, discontinue or suspend service without notice or refuse service if: (a) the Customer provides false information to CTA regarding the Customer's identity, address, creditworthiness, its past or current use of communications services, or its planned use of CTA's service(s); (b) the Customer uses service to transmit a message, locate a person or otherwise give or obtain information without payment for the service or (c) the Customer uses, or attempts to use, service with the intent to avoid the payment, either in whole or in part, of the tariffed charges for the service by using or attempting to use any fraudulent means or devices.

CTA may, without incurring any liability, discontinue or suspend service within fifteen (15) days written notice, or refuse service if (a) the Customer refuses to furnish information to CTA regarding the Customer's creditworthiness, his/her past or current use of communications services or his/her planned use of service(s); (b) the Customer states that he/she will not comply with a request of CTA for deposits and/or advance payments, as specified in this tariff; (c) any material portion of the facilities used by CTA to provide service to the Customer is condemned or a casualty renders all or any material portion of such equipment or facilities inoperable beyond feasible repair; (d) any governmental order or directive calls for the discontinuation of service, the Customer alters the services to be provided, or the Customer violates an applicable federal, state or local law or regulation or (e) the Customer uses service without payment for the service or the Customer fails to pay any amounts owing to CTA for services to which the Customer subscribes or had subscribed or used.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

2.0 RULES AND REGULATIONS (Continued)**2.9 Cancellation, Discontinuance and Changes (Continued)****2.9.4 Changes in Service**

If the Customer makes or requests material changes in circuit engineering, equipment or facility specifications, service parameters, premises locations, or otherwise materially modifies any provision of the application for service, Customer charges shall be adjusted accordingly.

2.10 Credit Allowance - Directory Listings

For listings in alphabetical telephone directories and information records furnished without additional charge, no liability shall be attached to the Company. Subject to the provisions of Section 2.1.5 of this tariff, CTA shall allow, for errors or omissions in alphabetical telephone directories (excluding the use of bold face type), an amount within the following limits:

- (a) for listings and lines of information in alphabetical telephone directories furnished at additional charge, an amount not in excess of the charge for that listing during the effective life of the directory in which the error or omission occurred.
- (b) for listings in information records furnished at additional charge, an amount not in excess of the charge for the listing during the period the error or omission continued.

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2.0 RULES AND REGULATIONS (Continued)**2.11 Allowances for Interruptions in Service**

When the use of service or facilities furnished by CTA is interrupted due to any cause other than the negligence or willful act of the Customer, or the operation or failure of the facilities or equipment provided by the Customer, a pro rata adjustment of the monthly charges subject to interruption will be allowed for the service and facilities rendered useless and inoperative by reason of the interruption whenever said interruption continues for a period of twenty-four (24) hours or more from the time the interruption is reported to or known to exist by CTA, except as otherwise specified in CTA's tariffs.

It shall be the obligation of the Customer to notify CTA 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 being caused by any action or omission of the Customer within his or her control, or is not in wiring or equipment, if any, furnished by Customer and connected to CTA's terminal. If the Customer reports a service, facility or circuit to be inoperative but declines to release it for testing and repair, it is considered to be impaired, but not interrupted.

2.11.1 Credit Allowances

Credit for failure of service or equipment will be allowed only when failure is caused by or occurs in facilities or equipment owned, provided and billed for by CTA.

Credit allowances for failure of service or equipment starts when Customer notifies CTA of the failure or when CTA becomes aware of the failure and ceases when the operation has been restored and an attempt has been made to notify Customer.

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2.0 RULES AND REGULATIONS (Continued)**2.11 Allowances for Interruptions in Service (Continued)****2.11.1 Credit Allowances (Continued)**

For calculating credit allowances, every month is considered to have thirty (30) days. A credit allowance is applied on a pro rata basis against the monthly charges specified hereunder and is dependent upon the length of the interruption. Only those facilities on the interrupted portion of the circuit will receive a credit. Credit allowances for services outages that exceed 24 hours in duration will be rounded up to the next whole twenty-four (24) hours.

2.11.2 Limitations on Allowances

No credit will be made for interruptions due to the negligence of, or noncompliance with the provisions of this tariff by, the Customer or for interruptions due to the negligence of any person using CTA's facilities with the Customer's permission. No credit will be given by CTA for interruptions due to the failure or malfunction of non-CTA equipment or interruptions of service during any period in which CTA is not given full and free access to its facilities and equipment for the purpose of investigating and correcting interruptions. No credit will be given to the Customer for interruptions of service during a period in which the Customer continues to use the service on an impaired basis, interruptions of service during any period when the Customer has released service to CTA for maintenance purposes or for implementation of a Customer order for a change in service arrangements, or interruption of service due to circumstances or causes beyond the control of CTA.

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2.0 RULES AND REGULATIONS (Continued)**2.12 Transfers and Assignments**

Neither CTA nor the Customer may assign or transfer its rights or duties in connection with the services and equipment or facilities provided by CTA without the written consent of CTA. CTA may assign its rights and duties without prior notice or consent (a) to any subsidiary, parent company or affiliate of CTA; (b) pursuant to any sale or transfer or substantially all the assets of CTA; or (c) pursuant to any financing, merger or reorganization of CTA.

2.13 Notices and Communications

All notices or other communications required to be given pursuant to this tariff will be in writing. Notices and other communications of either party, and all bills mailed by CTA, shall be presumed to have been delivered to the other party on the third business day following deposit of the notice, communication or bill with the U.S. Mail or a private delivery service, prepaid and properly addressed, or when actually received or refused by the addressee, whichever occurs first.

CTA or the Customer shall advise the other party of any changes to the address designated for notices, billing or other communications.

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2.0 RULES AND REGULATIONS (Continued)**2.14 Violation of Regulations**

When any terminal equipment or communications system is used with Local Exchange Services in violation of any of the provisions of this tariff, CTA will take any necessary immediate action to protect its services or interests, including disconnection of the service, and will promptly notify the Customer of the violation in writing. Within ten (10) days upon receipt of said notification, the Customer shall discontinue such improper use of the terminal equipment or communications system or correct the violation and shall confirm in writing to CTA that such use has ceased or that the violation has been corrected. Failure of the Customer to discontinue such use or to correct the violation and to give the required written confirmation to CTA within the time stated above shall result in disconnection of the Customer's service until such time as the Customer complies with the provisions of this tariff.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

3.0 SERVICE DESCRIPTIONS**3.1 General**

Comtel's Local Exchange Service provides Customers with unlimited calling to points within their designated local calling area. Comtel concurs with the exchange areas and exchange maps filed by the incumbent Local Exchange Carriers and currently on file with the Commission. Comtel's service areas are limited to the exchanges listed in Section 3.1.1 following.

CTA also provides optional services to allow Customers to efficiently manage the call flow generated over their telephone line(s). These services are subject to availability of facilities and compatibility with Customer type of access line and premises equipment. Optional services are only available to Customers of CTA's basic local services and are not available on Centrex and PBX trunks. When multiple services are activated on the same line, certain services may take precedence over others.

3.1.1 Service Areas and Zones

Local exchange telecommunications services provided by CTA shall be limited to Customers within the following exchanges as defined by the exchange maps filed by the incumbent Local Exchange Carriers and currently on file with the Commission.

A. Zone 1

Sioux Falls

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3.0 SERVICE DESCRIPTIONS (Continued)**3.2 Basic Residential Local Service**

Basic Residential Local Service allows residential Customers to place local calls according to the rates as set forth herein. The standard features of Basic Residential Local Service include an assigned telephone number, dial tone, Dual Tone Multi-Frequency (DTMF – i.e., Touch Tone) and rotary signaling, access to long distance services and unlimited local calling within the standard local calling area.

Customers of Basic Residential Local Service have the ability to utilize 911/E911 emergency services, 711, 611 and 411 services (where available), operator services and long distance services. In addition, the Customer will have a listing in the applicable 911/E911 database, white pages telephone directory and the Directory Assistance database. Information obtained from the Customer is required but may have a designation for non-publication.

Increments for provision of non-optional Extended Area Service will be added when applicable.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.3 Additional Line Service**

Additional Line Service provides the same features and benefits of Basic Residential Local Service as described in Section 3.2, including unlimited local calling and the ability to utilize 911 emergency services. Additional Line Service is only available to Customers who also subscribe to CTA's Basic Residential Local Service or an associated bundled service package as described herein, and Additional Line Service must be installed at the same service address as the Customer's primary line. Any additional benefits of the Customer's selected local service package, such as included long distance minutes or Call Management features, do not apply to Additional Line Service. Optional Call Management features as described in Section 3.4 are available to subscribers of Additional Line Service and will be billed at the rates defined therein in addition to all charges associated with the Customer's Additional Line Service.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

3.0 SERVICE DESCRIPTIONS (Continued)**3.4 Call Management Features**

CTA offers optional Call Management Features as described herein to allow Customers to efficiently manage the call flow generated over their telephone line(s). These services are subject to availability of facilities and compatibility with Customer type of access line and premises equipment. Optional services are only available to Customers of CTA's basic local service and are not available on Centrex and PBX trunks. When multiple services are activated on the same line, certain services may take precedence over others.

Rates and charges associated with the Call Management Features described herein are set forth in Section 4.4 following.

3.4.1 Auto Redial

Auto Redial enables the Customer to redial automatically the last outgoing telephone number. If that telephone number is busy, the service will make call attempts to the telephone number for a maximum of thirty (30) minutes beginning with the Customer's activation of Auto Redial, in an effort to establish the call. The Customer will be signaled with a distinctive ring when the call can be completed. Customers access Auto Redial by dialing *66 and can cancel an Auto Redial activation by dialing *86.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.4 Call Management Features (Continued)****3.4.2 Call Forwarding**

Call Forwarding enables the Customer to transfer all incoming calls to another telephone number. The Customer is responsible for the payment of charges (i.e., toll charges) for each call between the Customer's call forwarding equipped telephone and the telephone to which the call is being forwarded. The transmission may not meet normal standards depending upon the distance and routing necessary. Customers who are subscribed to Call Forwarding activate the service by dialing #72 and can deactivate the service by dialing #73.

Call Forwarding may also include the Call Forwarding - Busy Line and Call Forwarding - No Answer features described in Sections 3.4.3 and 3.4.4. However, only one Call Forwarding feature is allowed for each telephone line.

3.4.3 Call Forwarding - Busy Line

Call Forwarding - Busy Line allows incoming calls that encounter a busy condition to be forwarded to a pre-designated telephone number. The Call Forwarding - Busy Line Customer is responsible for the payment of charges (i.e., toll charges) for each call between his/her call forwarding equipped telephone line and the line to which the call is being forwarded. The transmission may not meet normal standards depending upon the distance and routing necessary.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.4 Call Management Features (Continued)****3.4.4 Call Forwarding - No Answer**

Call Forwarding - No Answer allows incoming calls which are not answered after a pre-determined number of rings to be automatically forwarded to a pre-designated telephone number. The Call Forwarding - No Answer Customer is responsible for the payment of charges (i.e., toll charges) for each call between his/her call forwarding equipped telephone line and the line to which the call is being forwarded. The transmission may not meet normal standards depending upon the distance and routing necessary.

3.4.5 Call Forwarding - Busy Line/No Answer

Call Forwarding - Busy Line/No Answer provides the features of Call Forwarding - Busy Line as described in Section 3.4.3 as well as the features of Call Forwarding - No Answer as described in Section 3.4.4. The Customer is responsible for the payment of charges (i.e., toll charges) for each call between his/her call forwarding equipped telephone line and the line to which the call is being forwarded. The transmission may not meet normal standards depending upon the distance and routing necessary.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.4 Call Management Features (Continued)****3.4.6 Selective Call Forwarding**

Selective Call Forwarding provides the Customer with the ability to forward incoming calls from pre-selected telephone numbers to another telephone number. The Customer can construct or modify a telephone number screening list. CTA equipment will screen incoming calls against the Customer's list and forward only those from telephone numbers on the list. The Selective Call Forwarding Customer is responsible for the payment of charges (i.e., toll charges) for each call between the Selective Call Forwarding equipped telephone line and the line to which the call is being forwarded. Calls from numbers not on the list will receive standard call completion. The Customer must also subscribe to one of the Call Forwarding features described herein.

Subscribers to Selective Call Forwarding activate the service and construct or modify the screening list by dialing *63 and following the prompts. This service may be temporarily deactivated by dialing *83.

3.4.7 Call Return

Call Return enables the Customer to redial automatically the last incoming call, whether or not it was answered. If that telephone number is busy, automated continuous attempts will occur to call the number for a maximum of thirty (30) minutes beginning with the Customer's activation of Call Return in an attempt to establish the call. The Customer will be signaled with a distinctive ring when the call can be completed. Customers activate Call Return by dialing *69.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.4 Call Management Features (Continued)****3.4.8 Call Waiting**

Call Waiting alerts Customers via a tone signal while a call is in progress to indicate a second call is waiting and, by operation of the switchhook, allows the Customer to place the first call on hold and answer the waiting call. Call Waiting subscribers may deactivate Call Waiting for the duration of one call by dialing *70 prior to the direct-dialed digits. Call Waiting is automatically reactivated for the next originating or terminating call.

3.4.9 Caller ID

Caller ID allows the Customer to identify the calling party prior to the telephone being answered. Caller ID displays the name and/or telephone number of the calling party on the Customer's CPE before the call is answered at the Customer's premises. Caller ID consists of two features: 1) Calling Number Delivery, which identifies the telephone number of the calling party, before the telephone is answered and 2) Calling Name and Number Delivery, which identifies the name and telephone number of the calling party, before the telephone is answered. Caller ID requires a period of time equivalent to two ringing tones in order to produce the name and telephone number display on the CPE. Caller ID displays non-published telephone numbers, unless the Customer who has a non-published listing activates a call identification block.

Any Customer subscribing to Caller ID will be responsible for the provision of a display device which will be located on the Customer's premises. The installation, repair, and technical capability of that equipment to function in conjunction with the feature specified herein will be the responsibility of the Customer. Company assumes no liability and will be held harmless for any incompatibility of this equipment to perform satisfactorily with the network features described herein.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.4 Call Management Features (Continued)****3.4.10 Speed Calling**

Speed Calling enables a Customer to place calls to other telephone numbers by dialing a one or two digit code rather than the complete telephone number. Speed Calling 8 Number allows for an eight (8) telephone number capacity, wherein the telephone numbers are assigned a one digit code.

Customers may program Speed Calling 8 Number by dialing 74# and waiting for the dial tone. Customers then dial the code (consisting of numbers 2 through 9) to be assigned and the telephone number, including area code if necessary. To dial the number, Customers dial the code number followed by the pound sign (#).

3.4.11 Three-Way Calling

Three-Way Calling enables a Customer to add a third party to an existing call without operator assistance, thereby establishing a three-way conversation. The transmission may not meet normal standards depending on the distance and routing necessary to activate a three-way call.

Customers access Three-Way Calling during a current call by pressing and releasing the receiver button to receive a second dial tone, dialing the third-party telephone number, and pressing and releasing the receiver button to connect the two calls.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.4 Call Management Features (Continued)****3.4.12 Anonymous Call Rejection**

Anonymous Call Rejection allows a Customer to reject all calls which have been indicated as anonymous, unavailable or private by the calling party. When Anonymous Call Rejection is active, the called party receives no alerting for a call that has been rejected. The call is routed to a denial announcement and subsequently terminated.

Customers who are subscribed to Anonymous Call Rejection activate the service by dialing *77 and can deactivate the service by dialing *87.

3.4.13 Call Waiting ID

Call Waiting ID allows the Customer to identify the calling party on a waiting call prior to the telephone being answered. Call Waiting ID displays the telephone number and/or name of the calling party on a Customer's CPE while a call is in progress. Call Waiting ID requires a period of time equivalent to two ringing tones in order to produce the name and telephone number display on the CPE. Call Waiting ID displays non-published telephone numbers, unless the Customer who has a non-published listing activates a call identification block. Call Waiting ID requires subscription to Call Waiting and Caller ID Services as described in Sections 3.4.8 and 3.4.9.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.4 Call Management Features (Continued)****3.4.14 Selective Call Rejection**

Selective Call Rejection enables the Customer to block calls from up to fifteen (15) pre-selected telephone numbers. To block specified telephone numbers, the Customer builds a screening list via code activation. Customers may access their screening list to add telephone numbers by dialing *60. Customers may deactivate Selective Call Rejection by dialing *80. To block an unknown telephone number after receiving the call, the Customer enters a blocking code to add the number to the Customer's screening list. In the event that facilities are unavailable to provide incoming call screening from the Customer's list, standard call completion will occur. Customers whose telephone numbers are blocked are directed to a prerecorded announcement regarding the block.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.5 Directory Assistance**

CTA furnishes Directory Assistance Service whereby Customers may request assistance in determining directory listing information. The rates set forth herein apply to calls from Customers who request assistance in determining directory listing information for telephone users who are located in the same local calling area.

No credit will be given for requests in which the telephone number is non-published or unlisted, or for telephone numbers which are not found in the directory.

A maximum of ten Directory Assistance requests is allowed per direct-dialed Directory Assistance call. Where dialing facilities are not available, Directory Assistance calls via an operator are considered as direct-dialed calls.

Rates and charges associated with Directory Assistance are set forth in Section 4.5 following.

3.5.1 Directory Assistance Call Completion

Directory Assistance Call Completion (DACC) provides Customers with the option of having local calls automatically completed upon request of a telephone listing from the Directory Assistance operator. The call may be completed automatically or by the Directory Assistance operator. DACC is available where facilities permit.

The DACC portion of the call may either be billed in the same manner as the Directory Assistance portion or alternately billed (i.e., third number or collect billing). There are no allowances for DACC; however, the appropriate call allowances as described in Section 3.5 apply to the Directory Assistance portion of the call.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.6 Directory Listings**

Upon the request of a directory listing publication, CTA will provide list of names and telephone numbers of Customers and joint-users for the purpose of informing calling parties of the telephone numbers of Customers and those entitled to use Customer's service. The Company limits the length of any listing by the use of abbreviations when, in the opinion of the directory publishing company, the clearness of the listing or the identification of the Customer or joint-user is not impaired thereby. Listings must conform to the practices of the directory publishing company with respect to its directories.

Comtel will furnish upon request the name and address of the Customer to exchange service when such service is used to provide recorded announcements under the provisions of this tariff. Listings are regularly provided in connection with all classes of exchange service, unless the Customer subscribes to non-published exchange service or non-listed service. The contract period for Directory Listings where the listing actually appears in the directory is the effective period of the directory. Where the listing has not been printed in the directory, the contract period is one month.

One Residential Primary Listing is provided without charge for each separate Customer service or joint-user. The Primary Listing must be the actual name of the Customer to whom the service is rendered or the name of a member of the Customer's family or household.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.6 Directory Listings (Continued)**

A residential Customer may request that part or all of the address information which would otherwise be listed in the directory be deleted by the Company. Such deletion will be continued in successive directories without further request by the Customer until the Customer requests publication of part or all of the deleted address information in the directory.

Rates and charges associated with Directory Listings and the optional features described below are set forth in Section 4.5 following.

3.6.1 Non-Published Service

Customers who desire their telephone numbers to be omitted from directory publications may subscribe to Non-Published Service. Incoming calls to a Customer subscribing to Non-Published Service will be completed only when the calling party places the call by telephone number, notwithstanding any claim made by the calling party. When a call is placed from a telephone number associated with a Non-Published listing, the number may be disclosed if the called party has equipment to display Caller ID. Customers may prevent the display of their telephone number by subscribing to and activating Call Block.

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3.0 SERVICE DESCRIPTIONS (Continued)**3.6 Directory Listings (Continued)****3.6.2 Non-Listed Service**

At the Customer's request, any one or all of the Customer's primary listings, additional listings or other listings associated with the same or different residence telephone service line normally published in the directory will be omitted from the directory but will be listed in the directory assistance records available to the general public. The Customer indemnifies and holds the Company harmless against any and all claims for damages caused or claimed to have been caused directly or indirectly by the publication of the listing, which the Customer has requested be omitted from the directory or the disclosing of such a listing to any person. Where such a listing is published in the telephone directory, the Company's liability shall be limited to a refund of any monthly charges assessed by the Company for the particular Non-Listed Service.

When a call is placed from a non-listed telephone number, the number may be disclosed if the called party has equipment to display Caller ID.

3.6.3 Residential Additional Listings

Residential Additional Listings may be the names of members of the Customer's family or of other persons residing in the Customer's household. A Dual Name Additional Listing may be provided for two persons who share the same surname and reside at the same address, or for a person known by two names. This listing is composed of a surname, two first names, address and telephone number.

Residential Additional Listings may be nicknames, abbreviated names, names which are commonly spelled in more than one way, and rearrangements of names when, in the opinion of the directory publishing company, they are necessary for the proper identification of the Customer.

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(972) 478-3000**

LOCAL TELECOMMUNICATIONS SERVICES TARIFF

3.0 SERVICE DESCRIPTIONS (Continued)**3.7 Operator Assistance Services**

CTA furnishes local assistance through an operator whereby Customers may request the services described herein. The rates set forth in Section 4.6 apply to local operator assistance requests originating for all classes and grades of services.

3.7.1 Busy Line Verification

Busy Line Verification allows an operator to determine the condition of an access line that a Customer requests to be checked. This service is provided where facilities exist through a CTA provided operator. Busy Line Verification requests will not be processed on a collect (reversal of charge) or person-to-person basis.

3.7.2 Busy Line Interrupt

Busy Line Interrupt allows an operator to interrupt a conversation in progress to ascertain willingness to establish a conversation with an alternate party. This service is provided where facilities exist through a CTA provided operator. Busy Line Interrupt requests will not be processed on a collect (reversal of charge) or person-to-person basis, except in the case of an emergency situation, when the caller may bill collect if necessary.

The charge for Busy Line Interrupt applies whenever the operator interrupts the conversation even if the interrupted parties refuse to terminate the conversation in progress.

ISSUED: December 21, 2005**EFFECTIVE: February 13, 2006**

**By: Becky Gipson
Director, Regulatory Affairs
2440 Marsh Lane
Carrollton, Texas 75006
(972) 478-3000**

LOCAL TELECOMMUNICATIONS SERVICES TARIFF

3.0 SERVICE DESCRIPTIONS (Continued)**3.7 Operator Assistance Services (Continued)****3.7.3 Call Trace**

Call Trace allows the Customer to initiate an automatic trace of the last call received by dialing a code (*57). The following information is automatically recorded:

- (e) The originating telephone number;
- (f) The date and time of the call; and
- (g) The date and time call trace was activated.

When Call Trace successfully identifies a calling number, a recording instructs the Customer to call a toll free number, which will activate a Voice Response Script and assist the Customer in establishing an open file. Should the Customer decide to prosecute the call originating party, the Customer should Contact CTA for further instructions. Activation of Call Trace never authorizes CTA to provide the called party with the name or telephone number of the calling party.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

3.0 SERVICE DESCRIPTIONS (Continued)**3.7 Operator Assistance Services (Continued)****3.7.4 Local Operator Services**

Customers may obtain the assistance of a local operator to complete the following local exchange telephone calls:

- 1) Person to Person - Calls completed with the assistance of a Company operator to a particular person or station specified by the calling party. Charges may be billed to the called party, a non-proprietary calling card, a calling station or a third-party station.
- 2) Station to Station - Calls other than person-to-person calls completed with or without the assistance of a Company operator. Charges may be billed to a non-proprietary calling card.

Rates associated with Local Operator Services are set forth in Section 4.6.

3.8 Service Order Charges

Customers are billed applicable Service Order Charges when CTA receives, records and processes information in connection with a Customer request to add or change existing services. Service Order Charges apply to Customers who order new service or features, discontinue services or features, request telephone number changes, or transfer service from one premises to another. Service Order Charges also apply to service requests, including but not limited to, reconnection of existing service, temporary suspension of service, name changes on an account, or when service is required at the Customer's premises.

The applicable Service Order Charges for the items described above are set forth in Section 4.7 following.

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LOCAL TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATE SCHEDULES**4.1 General**

The rates for the services described in Section 3, including but not limited to, Basic Residential Local Service and Call Management Features, are provided herein. The rates and charges set forth herein may include one-time charges, per-call charges or monthly subscription charges.

4.2 Basic Residential Local Service - Rates and Charges

Subscribers to Basic Residential Local Service will be billed at the following rate in addition to all charges associated with the Customer's optional services and/or long distance usage:

Monthly Rate	-	\$34.95
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4.3 Additional Line Service – Rates and Charges

Additional Line Service will be billed at the following rates in addition to all charges associated with the Customer's optional services and/or additional long distance usage, if any. The following per line monthly rates apply to each additional telephone number billed to the same account:

Each Additional Line	-	\$34.95
----------------------	---	---------

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Director, Regulatory Affairs
2440 Marsh Lane
Carrollton, Texas 75006
(972) 478-3000

LOCAL TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATE SCHEDULES (Continued)**4.4 Call Management Features - Rates and Charges**

Subscribers to Call Management Features will be billed at the following rates in addition to all charges associated with the Customer's basic local service plan.

	<u>Monthly Rate</u>	<u>Per Use Charge*</u>
Auto Redial	\$3.95	\$0.95
Call Forwarding	\$3.95	
Call Forwarding - Busy Line	\$3.95	
Call Forwarding - No Answer	\$3.95	
Call Forwarding - Busy/No Answer	\$3.95	
Selective Call Forwarding	\$3.95	
Call Waiting	\$3.95	
Caller ID - Number Only	\$3.95	
Caller ID - Name & Number	\$6.95	
Speed Calling 8	\$3.95	
Three-Way Calling	\$3.95	\$0.95
Anonymous Call Rejection	\$3.95	
Call Waiting ID	\$3.95	
Call Return	\$3.95	\$0.95
Selective Call Rejection	\$3.95	

*Per use rates are not available for all features.

N/C - No additional charge

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2440 Marsh Lane
Carrollton, Texas 75006
(972) 478-3000

LOCAL TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATE SCHEDULES (Continued)**4.5 Directory Listings and Directory Assistance - Rates and Charges**

Subscribers will be billed at the following rates for Directory Listings and Directory Assistance in addition to all charges associated with the Customer's basic local service plan:

<u>Directory Listings</u>	<u>Monthly Rate</u>
Primary Listing	No charge
Non-Published Number	\$3.00
Non-Listed Number	\$2.00
Residential Additional Listing	\$1.50
	<u>One-Time Charge</u>
Directory Listing Change Charge	\$5.00
 <u>Directory Assistance</u>	 <u>Per Use Charge</u>
Directory Assistance	\$1.25
Directory Assistance Call Completion	\$0.50

4.6 Operator Assistance - Rates and Charges

Local Operator Assistance Service rates are in addition to applicable usage charges or in lieu of local call rates from pay telephones.

	<u>Per Use Charge</u>
Busy Line Verification	\$1.95
Busy Line Interrupt	\$2.95
Call Trace	\$1.55
Person to Person	\$5.50
Station to Station	\$3.10
Third-Party Billing	\$3.10
Collect Call	\$3.10

ISSUED: December 21, 2005

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Director, Regulatory Affairs
2440 Marsh Lane
Carrollton, Texas 75006
(972) 478-3000

EFFECTIVE: February 13, 2006

LOCAL TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATE SCHEDULES (Continued)**4.7 Service Order Charges - Rates and Charges**

Customers will be billed the following charges for services described below. Additional charges may apply for service orders that require overtime labor performed at hours of the day or days of the week other than normal work hours.

	<u>One-Time Charge</u>
Customer requests to add a feature to an account	No Charge
Customer requests to remove a feature from an account	\$5.00
Customer requests a billing name change on his/her account	\$5.00
Customer requests a telephone number change	\$10.00
Customer requests to transfer primary line from one service address to another	\$25.00
Customer requests to transfer an additional telephone line from one service address to another	\$25.00
Restoration of Customer's service following suspension by CTA	\$22.00
Installation of a primary telephone line at new service address	\$25.00
Installation of an additional telephone line at new service address	\$25.00
Block Change Charge	\$5.00
PIC Change Charge	\$5.00

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(972) 478-3000**

LOCAL TELECOMMUNICATIONS SERVICES TARIFF

4.0 RATE SCHEDULES (Continued)**4.8 Alternative Payment Processing Fees**

The following fees apply for Customers who make payment for services rendered using alternative payment processing options. Per use charges apply for individual transactions. Customers may elect to enroll in CTA's Recurring Payment Plan, whereby the Customer's payment is automatically processed by CTA each month through the Customer's selected alternative payment processing option.

	<u>Credit Card Payment</u>	<u>ACH Payment</u>
One-time Payment (per use)	\$0.00	\$0.00
Online Payments (per use)	N/C	N/C
Recurring Payments	N/C	N/C

5.0 PROMOTIONAL OFFERINGS

CTA may from time to time engage in special promotional service offerings which may be limited by specific attributes, including but not limited to certain dates, times and/or locations. These promotions are often designed to attract new customers and/or increase customer awareness of particular service offerings. Customers must subscribe to specific promotions within the given time period as stated in the promotional offer. Any account or telephone number that is disconnected from and then reconnected to CTA's service for purposes of subscribing to the special promotion may not be eligible. The promotions may contain special terms and conditions, including but not limited to, usage rates and charges. Such special terms and conditions will be in lieu of those terms, conditions, rates and charges outlined in Sections 3 and 4 of this Tariff.

ISSUED: December 21, 2005**EFFECTIVE: February 13, 2006**

**By: Becky Gipson
Director, Regulatory Affairs
2440 Marsh Lane
Carrollton, Texas 75006
(972) 478-3000**

BEFORE THE SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

In the matter of the Joint Application of)
COMTEL TELCOM ASSETS LP)
and)
VARTEC TELECOM, INC., EXCEL)
TELECOMMUNICATIONS, INC. AND)
VARTEC SOLUTIONS, INC.)
for Approval of a Transfer of Assets)

Docket No. _____
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

RECEIVED

OCT 22 2005

JOINT APPLICATION FOR CONSENT TO TRANSFER ASSETS

Pursuant to the rules and regulations of the South Dakota Public Utilities Commission ("Commission"), Comtel Telcom Assets LP ("Comtel") and VarTec Telecom, Inc. ("VarTec"), Excel Telecommunications, Inc., ("Excel") and VarTec Solutions, Inc. ("VarTec Solutions") (together, the "VarTec Companies") (collectively with Comtel, the "Applicants") hereby notify and jointly petition the Commission for the approval to complete the acquisition by Comtel of certain assets of the VarTec Companies and to grant all relief requested herein to allow for the consummation of the transaction without undue delay. In support of this Application, the following is stated:

I. The Parties

A. Comtel

Comtel is a limited partnership organized under the laws of the State of Texas. A copy of the Certificate of Filing issued to Comtel by the Office of the Secretary of State in Texas is attached hereto as Exhibit A. The corporate contact information for Comtel is as follows:

c/o Paul Winters
500 Boylston Street, 17th Floor

Boston, Massachusetts 02116

Telephone: (617) 603-3508

Facsimile: (617) 603-3509

Questions concerning Comtel or this filing may be addressed to the following representative:

Jeffrey A. Marks

Jessica W. Hafer

Latham & Watkins LLP

555 Eleventh Street, N.W.

Suite 1000

Washington, D.C. 20004-1304

Telephone: (202) 637-2200

Facsimile: (202) 637-2201

e-mail: jeffrey.marks@lw.com

jessica.hafer@lw.com

Comtel's registered agent within South Dakota is as follows: National Corporate Research, Ltd., c/o Marilyn Person, 819 West Third, Pierre, South Dakota 57501.

A corporate organizational chart for Comtel is attached hereto as Exhibit B, and a list of its officers is attached as Exhibit C. Comtel is a newly formed limited partnership whose principal business will be telecommunications. Its general partner, Comtel Assets Inc. ("Comtel Inc."), is a Texas corporation and owns 1% of the equity of Comtel. Comtel's limited partner, Comtel Assets Corp. ("Comtel Corp."), is a Delaware corporation, which owns 99% of the equity of Comtel.¹ Comtel Inc. and Comtel Corp. are corporate holding companies located

¹ It is anticipated that certain members of Comtel's management team may have the opportunity to obtain non-controlling ownership interests in Comtel, which would reduce the interest held by Comtel Corp. In addition,

at c/o 500 Boylston Street, 17th Floor, Boston, Massachusetts 02116.

Comtel Inc. and Comtel Corp. are both 100% owned by Sowood Commodity Partners Fund III LP (“Sowood Fund III”), an investment company organized in Delaware as a limited partnership. Sowood Commodity Partners GP III LP (“Sowood GP III LP”) is a Delaware limited partnership, and it is the sole general partner of Sowood Fund III with a 0.2% equity interest and operating control. The principal business of Sowood GP III LP is to serve as a corporate holding company, and it is located at 500 Boylston Street, 17th Floor, Boston, Massachusetts 02116.

The remaining equity of Sowood Fund III is held by Harvard Private Capital Holdings (“HPCH”), a passive, institutional investor. HPCH’s principal business is serving as an investment company. It is owned and controlled by the President and Fellows of Harvard University, a tax-exempt educational and research institution based in Cambridge, Massachusetts.² The address of HPCH is c/o Harvard Management Company, 600 Atlantic Avenue, Boston, Massachusetts 02210.

Four individuals hold limited partnership interests in Sowood GP III LP, and those individuals own 99% of the equity in the limited partnership. The business address for these individuals is as follows: c/o 500 Boylston Street, 17th Floor, Boston, Massachusetts 02116.

The general partner of Sowood GP III LP, with a 1% interest and operating control, is Sowood GP III LLC, a Delaware limited liability company.

such members of Comtel’s management team may have the opportunity to obtain non-controlling ownership interests in Comtel Inc.

² Harvard University is an educational and research institution with tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code. According to the Harvard University Annual Financial Report for Fiscal Year 2004, income from the University’s endowment is Harvard’s largest source of operating income. Harvard Management Company (“HMC”) is responsible for investing the assets of the endowment to meet the University’s needs. HMC is a subsidiary of Harvard and is governed by a board of directors appointed by President and Fellows of Harvard University. According to the Annual Report, HMC oversees, among other investments, some 170 different private equity funds, managed by 60 different external management teams.

The principal business of Sowood GP III LCC is to serve as a management company. The address of Sowood GP III LLC is as follows: 500 Boylston Street, 17th Floor, Boston, Massachusetts 02116.

The sole managing member of Sowood GP III LLC is Jeff Larson. Sowood GP III LLC also has three non-managing members: Stu Porter, Rick Dowd and Megan Kelleher.

B. The VarTec Companies

VarTec and Excel are corporations organized under the laws of the State of Texas. VarTec Solutions, which formerly operated under the corporate names, eMeritus Communications, Inc., Teleglobe Business Solutions, Inc. and Telco Holdings, Inc. d/b/a Dial & Save, is a Delaware corporation. The principal office of the VarTec Companies is located at the following address:

2440 Marsh Lane
Carrollton, Texas 75006
Telephone: (972) 478-3000
Facsimile: (972) 478-3310

Questions concerning the VarTec Companies or this filing may be addressed to the following representative:

Becky Gipson
Director, Regulatory Affairs
VarTec Telecom, Inc.
2440 Marsh Lane
Carrollton, Texas 75006
Telephone: (972) 478-3309

Facsimile: (972) 478-3310

e-mail: bgipson@vartec.net

The VarTec Companies are privately-held corporations. VarTec Telecom Holding Company ("VarTec Holding"), a wholly-owned subsidiary of VarTec, holds 100% of the stock of Excelcom, Inc. ("Excelcom") and Telco Communications Group, Inc. ("Telco"). Excelcom is the direct and sole shareholder of Excel, and Telco is the direct and sole shareholder of VarTec Solutions. VarTec Holding and Excelcom are Delaware corporations, and Telco is organized in Virginia. Each is a holding company located at 2440 Marsh Lane, Carrollton, Texas 75006.

The Commission has authorized VarTec, Excel and VarTec Solutions to provide local exchange and interexchange services in South Dakota. VarTec received its authorization in Docket Nos. TC01-154 and TX94-119, and Excel was granted authorization in Docket Nos. TC02-015 and F-3876. VarTec Solutions was authorized to provide these services under Docket Nos. TC97-129 and TC97-127.

Furthermore, VarTec and Excel are authorized to provide local exchange as well as interexchange services within and throughout the United States, and VarTec Solutions is authorized to provide interexchange services within the contiguous United States. VarTec Solutions' local exchange authority is limited to South Dakota and certain other states, although it has not yet commenced providing local exchange services in any jurisdiction. In addition, the Commission has authorized VarTec to provide interexchange services under the trade name, Clear Choice Communications. Both VarTec, including Clear Choice Communications, and Excel primarily provide telecommunications services to residential customers, while VarTec Solutions serves commercial customers.

The VarTec Companies voluntarily filed for Chapter 11 bankruptcy on

November 1, 2004 in the Dallas Division of the United States Bankruptcy Court for the Northern District of Texas (the “Court”) consolidated under Case No. 04-81694-HDH-11. As part of the bankruptcy process, the VarTec Companies have entered into the below-described asset purchase agreement (“APA”) with Comtel Investments LLC (“Comtel Investments”). Comtel Investments, which is wholly owned by the same parties who own and control Comtel, has assigned its rights and obligations under the APA to Comtel as of August 1, 2005. The APA was executed on July 25, 2005 and was approved by the Court on July 27, 2005.³

II. The Transaction

As noted above, the VarTec Companies are operating under bankruptcy protection. Through the APA and the Court-approved auction process, Comtel will ultimately acquire substantially all of the assets of the VarTec Companies, including all telecommunications equipment, customer accounts and records, business records and licenses and permits. The APA provides that the ultimate transfer of the acquired telecommunications and associated operating assets is subject to the necessary regulatory approvals, including the approval of this Application. In addition, Comtel may, as necessary, obtain up to approximately \$10 million in debt financing pending consummation of the proposed transaction to fund working capital and similar needs of the VarTec Companies. Upon consummation of the proposed transaction, Comtel currently intends to replace such debt financing with a term (3 to 5 year) debt instrument. Based on Comtel’s present understanding of the business, it anticipates that the term debt will be approximately \$50 million. This financing will assist with the day-to-day operations of Comtel as Comtel consummates its acquisition of the former VarTec Companies’ operations, newly emerged from bankruptcy.

Once the proposed transaction is completed, the VarTec Companies will no

³ See Case No. 04-81694-HDH-11, Order Granting Motion (A) Approving the Sale Free and Clear of All Liens, Claims, Rights, Interests and Encumbrances to Comtel Investments LLC and (B) Granting Related Relief (Substantially All of the Debtors’ Remaining Assets) (entered July 29, 2005), available at http://docs.bmccorp.net/Vartec/docs/txnb_3-04-bk-81694_1663.pdf.

longer hold authorizations to provide telecommunications services as described in Section I (B) above. These authorizations will be held by or assigned collectively to Comtel in order that Comtel can step into the shoes of the VarTec Companies, and the residential and commercial customers previously served by the VarTec Companies will continue to receive services without interruption. According to Comtel's initial plans for the business, the services provided and geographic areas served by Comtel will mirror those currently provided by the VarTec Companies, and any enhancements to the service offerings will be within the existing authority transferred to Comtel from the VarTec Companies. In order to minimize confusion and concern for customers, Comtel aims to make this transition seamless by operating under trade names and limiting all direct impacts to existing customers (e.g., no service changes are contemplated as part of this Application).

The interconnection and other network agreements currently allowing the VarTec Companies to provide local exchange and/or interexchange services will be transferred to Comtel, as necessary, to continue the Applicants' efforts to make a smooth transition for customers. Comtel also initially plans to maintain the VarTec Companies' existing tariffs on file with the Commission. Once the transaction is prepared for closing and the Commission has granted its approval, Comtel will simply modify the corporate name on the tariffs. This further supports Comtel's desire to transition the VarTec Companies' assets without interruption or burden on the existing customer base.

III. Request for Approval to Transfer Assets; Qualifications of Comtel

Through this Application and accompanying Applications for Certificates of Public Convenience and Necessity, Comtel requests that the Commission approve the transfer of assets as described in Section II above and simultaneously grant Comtel specific authority to operate as a provider of resold interexchange and facilities-based and resold local exchange telecommunications services South Dakota. Specifically, Comtel requests that the Commission-issued Certificates of Public Convenience and Necessity detailed in Section I(B) be transferred from the VarTec Companies to Comtel.

Alternatively, in the event that the Commission requires new certifications for Comtel, Comtel requests that those be issued. In support of this request, Comtel has provided information, within this Application and its Exhibits, typically required of new applicants seeking authorization to provide telecommunications services.

In addition, Comtel requests the authority to provide any and all of these telecommunications services under the trade names VarTec Telecom, Clear Choice Communications, Excel Telecommunications and VarTec Solutions, in addition to the Comtel name. This will maximize Comtel's available options under which it may begin its operations in the state. Attached hereto as Exhibit D please find a copy of Comtel's authorization to conduct business in South Dakota as issued by the Secretary of State.

Following the consummation of the asset transfer, Comtel will be led by a combination of its own management members and certain members of the existing management team of the VarTec Companies, who the Applicants currently expect will continue in management roles for Comtel after consummation of the transaction. Descriptions of the backgrounds of the key management members, which demonstrate extensive experience and expertise, are attached hereto and incorporated herein by reference as Exhibit E. In the event that these Company representatives change, Comtel will pursue other highly experienced executives to assume their roles to ensure that its management team is balanced and technically qualified.

Due to the nationwide nature of the VarTec Companies' current operations, Comtel is engaged in state regulatory processes across the country in connection with the proposed transaction. The Federal Communications Commission has issued its approval for this transaction, and as demonstrated in the concurrent application for a certificate of convenience and public necessity, Comtel has the requisite financial ability to acquire the VarTec Companies' assets and to become a strong competitor in the South Dakota telecommunications marketplace.

IV. Public Interest Considerations

Grant of this Application would serve the public interest, convenience and necessity by enabling the seamless continuation of telecommunications services to the VarTec Companies' existing South Dakota customers. By allowing Comtel to assume control of the VarTec Companies' assets and to obtain the necessary authorizations to provide telecommunications services in South Dakota, existing customers will have access to the services they enjoy today as well as the potential for expanded service offerings going forward. Due to financial restrictions, the VarTec Companies have performed extremely limited marketing, product research and other customer retention and acquisition efforts during 2004 and 2005. Such restrictions have minimized the competitive offerings introduced to the public and limited the VarTec Companies ability to invest in additional consumer service offerings. Consummation of the transaction will greatly increase the financial viability of the VarTec Companies' products and services.

Moreover, approval of the proposed transaction can be expected to serve the public interest by stimulating increased competition in the telecommunications market. As a new entrant into these markets, Comtel intends to compete efficiently and effectively using the well-established resources obtained through the APA. More effective competition has the net economic impact of lower consumer prices, combined with the introduction and availability of more consumer products and services.

V. Request for Waiver of Slamming Rules

In further support of serving the public interest in association with this Application, the Applicants intend to provide any required customer notice of the transfer of assets to Comtel within the appropriate notice period. Such notice would take into account all relevant state and federal notification and consent requirements applicable to this transaction.

Additionally, out of an abundance of caution and to the extent necessary, the


Applicants hereby request a waiver from any applicable anti-slamming regulations that may nevertheless be considered to have been violated by this transfer of assets being made without the specific authorization and verification of each affected customer. It would be impractical and burdensome to obtain the specific authorization of each customer to effect the proposed transaction. Such a process would significantly hinder the smooth transition of services. Because affected customers would not experience any change in the quality and scope of their services, and because of the Applicants' extreme efforts to make invoicing procedures, customer service and all other matters involving customers absolutely seamless, the notice correspondence will be sufficient to serve the public interest. The notice correspondence will describe the transaction in terms that are easy to understand and ensures that customers are made aware of all their service options going forward, along with other content as may be required. Accordingly, to the extent that the Commission deems necessary, the public interest would be served by the grant of a waiver of anti-slamming regulations applicable to this transaction. The Applicants request such relief from the Commission as may be warranted.

VI. Conclusion

The Applicants submit that the information provided herein demonstrates that the public interest, convenience and necessity would be served by the grant of this Application. Therefore, the Applicants respectfully request that the Commission approve the Joint Application and grant all other relief as necessary and appropriate to authorize the completion of the sale of assets from the VarTec Companies to Comtel.

Respectfully submitted,

COMTEL TELCOM ASSETS LP

By: 
Lee Ann Wilson
Assistant Secretary
Comtel Telcom Assets LP
c/o Sowood Capital Management LP
500 Boylston Street, 17th Floor
Boston, Massachusetts 02116
Telephone: (617) 603-3504
Facsimile: (617) 603-3330
e-mail: leeann.wilson@sowood.com

12/20/05
Date

Respectfully submitted,

VARTEC TELECOM, INC.,
EXCEL TELECOMMUNICATIONS, INC.
AND VARTEC SOLUTIONS, INC.

By:


Melissa A. Drennan, Esq.
Assistant Secretary
VarTec Telecom, Inc.,
Excel Telecommunications, Inc. and
VarTec Solutions, Inc.
2440 Marsh Lane
Carrollton, Texas 75006
Telephone: (972) 478-3305
Facsimile: (972) 478-3310
e-mail: mdrennan@vartec.net

12/21/05
Date

EXHIBIT A

COMTEL TELCOM ASSETS LP

CERTIFICATE OF FILING



Office of the Secretary of State

CERTIFICATE OF FILING
OF

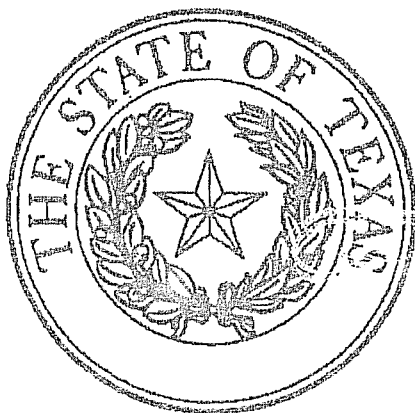
Comtel Telcom Assets LP
Filing Number: 800523585

The undersigned, as Secretary of State of Texas, hereby certifies that a certificate of limited partnership for the above named limited partnership has been received in this office and filed as provided by law on the date shown below.

Accordingly, the undersigned as Secretary of State hereby issues this certificate evidencing the filing in this office.

Dated: 07/26/2005

Effective: 07/26/2005



A handwritten signature of Roger Williams in cursive script.

Roger Williams
Secretary of State

FROM

(TUE) 7.26.05 14:05/ST. 14:04/NO. 4864937803-D 3

FILED
In the Office of the
Secretary of State of Texas

JUL 26 2005

Corporations Section

CERTIFICATE OF LIMITED PARTNERSHIP

OF

COMTEL TELCOM ASSETS LP

1. Name of Partnership: Comtel Telecom Assets LP
2. Name and Address of Registered Agent and Office: National Corporate Research, Ltd.
800 Brazos, Suite 1100
Austin, Texas 78701
3. Address of Principal Office: 600 Travis, Suite 2775
Houston, Texas 77002
4. General Partner:
Name: Comtel Assets Inc.
Mailing Address: 600 Travis, Suite 2775
Houston, Texas 77002

EXECUTED on the 26th day of July, 2005.

GENERAL PARTNER:

COMTEL ASSETS INC.

By: Megan Keeler
Name: MEGAN KEELER
Title: SECRETARY

HOUSTON 44855v1

EXHIBIT B

COMTEL TELCOM ASSETS LP

CORPORATE ORGANIZATIONAL CHART

Comtel Telcom Assets LP

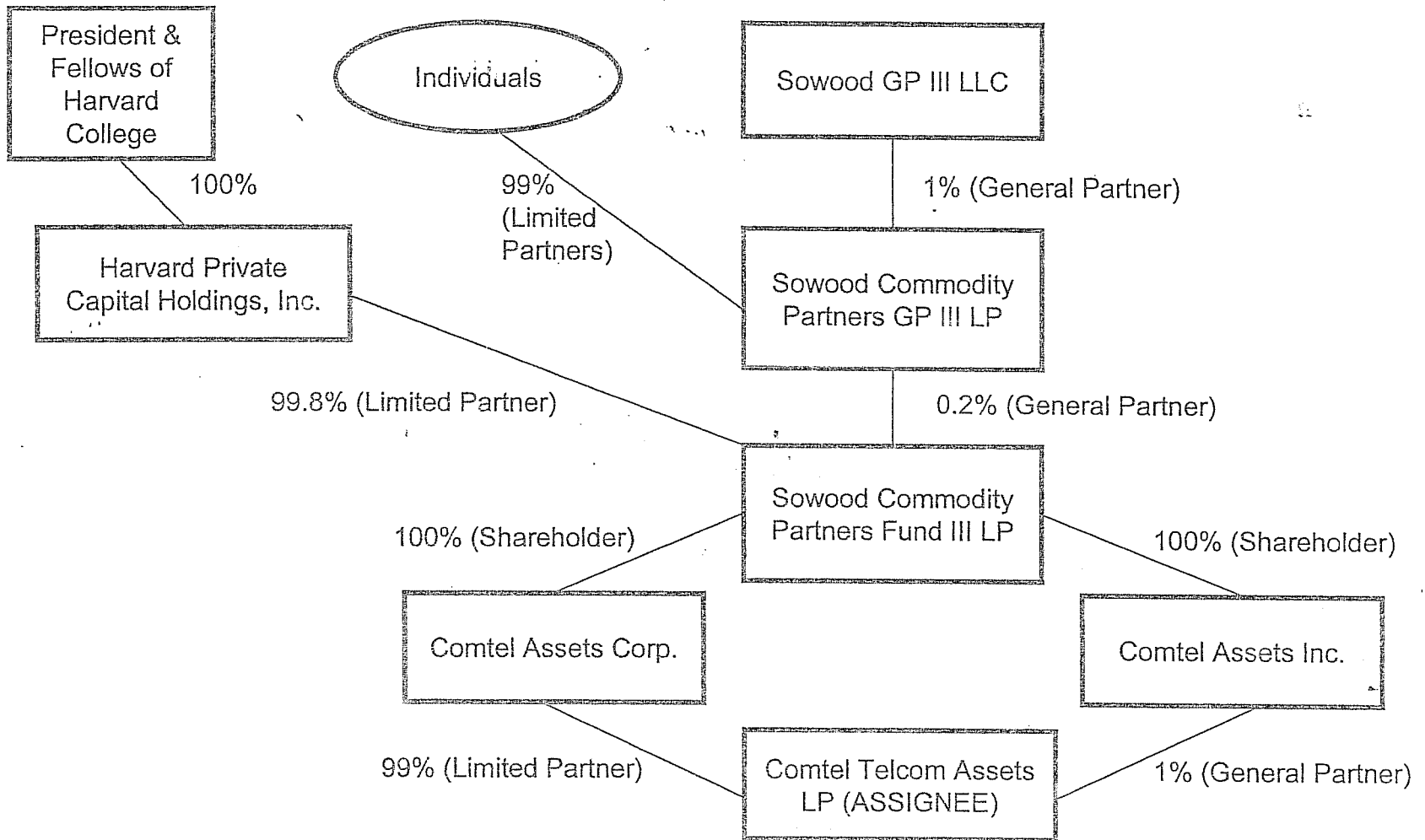


EXHIBIT C

COMTEL TELCOM ASSETS LP

LIST OF OFFICERS

COMTEL TELCOM ASSETS LP
OFFICER LIST

Chairman	Stu Porter 500 Boylston Street, 17 th Floor Boston, Massachusetts 02116
President	Bill Zartler 500 Boylston Street, 17 th Floor Boston, Massachusetts 02116
Vice President	Rick Dowd 500 Boylston Street, 17 th Floor Boston, Massachusetts 02116
Vice President	John Collins 500 Boylston Street, 17 th Floor Boston, Massachusetts 02116
Secretary	Megan Kelleher 500 Boylston Street, 17 th Floor Boston, Massachusetts 02116
Assistant Secretary	Paul Winters 500 Boylston Street, 17 th Floor Boston, Massachusetts 02116
Assistant Secretary	Lee Ann Wilson 500 Boylston Street, 17 th Floor Boston, Massachusetts 02116

EXHIBIT D

COMTEL TELCOM ASSETS LP

CERTIFICATE OF REGISTRATION

The seal of the American Society of Mechanical Engineers (ASME) is a circular emblem with a sunburst border. The outer ring contains the text "AMERICAN SOCIETY OF MECHANICAL ENGINEERS" at the top and "FOUNDED 1880" at the bottom. The inner circle features a central illustration of a steam locomotive and a ship, with the text "MECHANICAL ENGINEERING" and "1880" also present.

Chris Nelson
Secretary of State

Fees, \$14.00

Receipt Number: _____

File Number FP000618



APPLICATION_FOR_REGISTRATION_OF_LIMITED_PARTNE
RSHIP

For

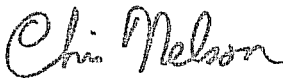
COMTEL TELCOM ASSETS LIMITED PARTNERSHIP (TX)

Filed at the request of:

MARILYN PERSON
819 W THIRD
Pierre SD 57501

State of South Dakota
Office of the Secretary of State

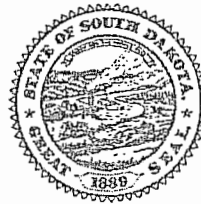
Filed in the office of the Secretary of State on: Friday, September 02, 2005



Secretary of State

Fee Received: \$100.00

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Registration Foreign Limited Partnership

ORGANIZATIONAL ID #: FP000618

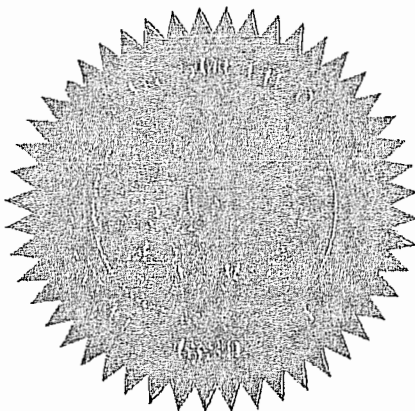
I, Chris Nelson, Secretary of State of the State of South Dakota, hereby certify that an Application for Registration of a Foreign Limited Partnership has been received in this office pursuant to SDCL 48-7.

ACCORDINGLY and by virtue of the authority vested in me by law, I hereby issue this Certificate of Registration of a Foreign Limited Partnership and attach a duplicate for **COMTEL TELCOM ASSETS LIMITED PARTNERSHIP (TX)**.

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 September 2, 2005.



Chris Nelson
Secretary of State



SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

APPLICATION FOR REGISTRATION
OF A
FOREIGN LIMITED PARTNERSHIP

RECEIVED

SEP 2 05

S.D. SEC. OF STATE

Filed this

2nd day of
Sept, 2005

FILING FEE: \$100

1. The name of the foreign limited partnership and, if different, the name which it proposes to register and transact business in South Dakota. The name shall include without abbreviation, the words **Limited Partnership**.

Comtel Telcom Assets LP **LIMITED PARTNERS**

2. The state of its formation: Texas The date of its formation: 7/26/05
3. The name and address of the agent for service of process on the foreign limited partnership; the agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorized to do business in this state:

National Corporate Research, Ltd.

c/o Marilyn Person, 819 West Third, Pierre, SD 57501

4. The secretary of state is appointed the agent of the foreign limited partnership for service of process if the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence.
5. The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

600 Travis

Houston

TX

77002

6. The name and business address of each general partner. Any foreign corporation acting as the general partner in a limited partnership shall comply with the foreign corporation registration laws of this state.

Comtel Assets Inc

600 Travis

Houston

TX 77002

7. The address of the officer at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn is:

500 Boylston St., 17th Fl.

Boston

MA

02116

Dated AUGUST 31, 2005

State of MASSACHUSETTS

County of SUFFOLK

By: Comtel Assets, Inc.

Megan Kelleher
Signature of General Partner

Megan Kelleher, Secretary

On this the 31ST day of AUGUST, 2005, before me DIANE HAGHANN, the undersigned officer, personally appeared MEGAN KELLEHER, known to me or satisfactorily proved to be the person whose name is subscribed to the within instrument and acknowledged executing the same for the purposes therein contained. In witness whereof I have hereunto set my hand and official seal.

SEPT. 15, 2011
My Commission Expires

Notary Seal

Diane Hagmann
Notary Public Signature

Submit one original and one copy

foreignlregistration July 2005

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

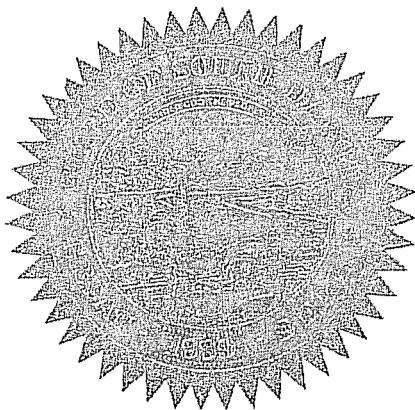
Certificate of Registration Foreign Limited Partnership

ORGANIZATIONAL ID #: FP000618

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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 September 2, 2005.



Chris Nelson

Chris Nelson
Secretary of State

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
FAX (605)773-4550

APPLICATION FOR REGISTRATION
OF A
FOREIGN LIMITED PARTNERSHIP

RECEIVED

SEP 2 2005

SD. SEC. OF STATE

FILING FEE: \$100

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Comtel Telcom Assets LP **LIMITED PARTNER**

2. The state of its formation: Texas The date of its formation: 7/26/05
3. The name and address of the agent for service of process on the foreign limited partnership; the agent must be an individual resident of this state, a domestic corporation, or a foreign corporation having a place of business in, and authorize to do business in this state:

National Corporate Research, Ltd.

c/o Marilyn Person, 819 West Third, Pierre, SD 57501

4. The secretary of state is appointed the agent of the foreign limited partnership for service of process if the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence.
5. The address of the office required to be maintained in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:

600 Travis Houston TX 77002

6. The name and business address of each general partner. Any foreign corporation acting as the general partner in a limited partnership shall comply with the foreign corporation registration laws of this state.

Comtel Assets Inc 600 Travis Houston TX 77002

7. The address of the officer at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is canceled or withdrawn is:

500 Boylston St., 17th Fl. Boston MA 02116

By: **Comtel Assets, Inc.**

Dated AUGUST 31, 2005

State of MASSACHUSETTS

County of SUFFOLK

Megan Kelleher
Signature of General Partner

Megan Kelleher, Secretary

On this the 31ST day of AUGUST, 2005, before me DIANE HAGHANN, the undersigned officer, personally appeared MEGAN KELLEHER, known to me or satisfactorily proved to be the person whose name is subscribed to the within instrument and acknowledged executing the same for the purposes therein contained. In witness whereof I have hereunto set my hand and official seal.

SEPT. 15, 2011
My Commission Expires

Notary Seal

Diane Haggmann
Notary Public Signature

Submit one original and one copy

foreignregistration July 2005

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



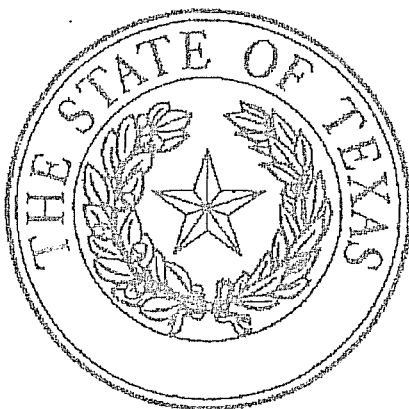
Roger Williams
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Limited Partnership for Comtel Telcom Assets LP (filing number: 800523585), a Domestic Limited Partnership (LP), was filed in this office on July 26, 2005.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 16, 2005.



A handwritten signature of Roger Williams in cursive script.

Roger Williams
Secretary of State

EXHIBIT E

COMTEL TELCOM ASSETS LP

BIOGRAPHIES OF KEY PERSONNEL

Biographies of Key Personnel of Comtel Telecom Assets LP
(Including Management Members from the VarTec Companies Currently Expected to Continue in
Management Roles for Comtel after Consummation of the Transaction)

Stuart Porter - Chairman

Mr. Porter serves as Chief Investment Officer for Sowood Commodity Partners Funds. Previously, Mr. Porter was employed as a Vice President and Portfolio Manager at Harvard Management Company where he focused on relative value transactions in commodities and structured private transactions in the commodity sector. He was responsible for investments in pipelines, hedge oil and gas reserves, equity in retail and wholesale energy providers and distressed investments in the metals sector. Such investments were premised on implementation of commodity hedges or the implementation of “real option” analysis. Mr. Porter previously worked as the European time zone trader for Bacon Investments and at J. Aron, a division of Goldman Sachs. While at J. Aron he worked on the Goldman Sachs Commodity Index desk within the metals group. Prior to joining J. Aron, Mr. Porter was a self-employed trader at the Chicago Board of Trade and had been employed by Cargill Incorporated in Minnetonka, Minnesota as a trader in the Financial Markets Division. Mr. Porter received a Bachelor of Arts degree in Economics from the University of Michigan in 1987 and his M.B.A. from the University of Chicago Graduate School of Business in 1994.

William Zartler - President

Mr. Zartler has 18 years of experience in the midstream energy and petrochemical industries. From 1989 through 1993, Mr. Zartler was the Feedstock Trading Manager and the Business Analyst at Dow Hydrocarbons and Resources where he was responsible for supply management and feedstock economics for the basic petrochemical businesses. From 1993 through 1998, Mr. Zartler served as Senior Vice President and General Manager at Dynegy with responsibilities for the Natural Gas Liquids Downstream business unit and a portion of the Gas Trading operation. Mr. Zartler led the growth of Dynegy’s Natural Gas Liquids business from nearly zero in 1993 to an operating margin of over \$100 million per year by 1998. From 1999 through 2001, Mr. Zartler founded and actively managed several small companies and in 2002 started and built a

downstream Natural Gas Liquids business for Aquila, Inc. Thereafter, Mr. Zartler founded Solaris Energy Services an organization specializing in energy commodity and asset consulting and investment. Mr. Zartler serves as Chairman of the Board of NGL Supply, Inc., a Tulsa based Natural Gas Liquids and Propane terminal, marketing and trading organization. He serves on the Board of Gavelston LNG, a Calgary and London based LNG Terminal project and LNG marketing operation, and Mercomm LLC an Austin, TX based provider of telecommunication wholesale services, all Sowood portfolio companies. Mr. Zartler received a Bachelor of Science degree in Mechanical Engineering from The University of Texas at Austin in 1987 and a Masters in Business Administration from Texas A&M University in 1989 and also attended the Stanford University Business School Executive Program in 1998.

Megan Kelleher - Secretary

Megan Kelleher is the General Counsel of Sowood Capital Management LP. Ms. Kelleher's experience includes negotiation of contracts for investment and trading relationships, including private placement documentation. She is experienced with legal and business risk analysis of investment instruments for portfolio managers and has assisted with the establishment of risk and regulatory compliance standards and procedures. Ms. Kelleher also served in an investment role in the Commodities Portfolio at Harvard Management Company where she analyzed, valued and negotiated private equity and structured finance transactions. Concurrently, Ms. Kelleher participated in the international equity portfolios with legal, regulatory and strategy issues surrounding proposed restructurings of closed-end funds. Ms. Kelleher received a Bachelor of Arts from Stonehill College in 1991, a Juris Doctor from New England School of Law in 1994 and a Master of Business Administration from Boston College in 2001.

Patrick Marburger

From 1983 through 1989, Mr. Marburger's primary concentration was in financial accounting and auditing while working for Kaneb Services, Inc. and Anadarko Petroleum Corporation, both

Texas-based energy concerns. In 1989, Mr. Marburger joined Olympic Natural Gas Company as Controller where he focused on day-to-day finance and accounting matters and led the Company's efforts in raising acquisition financing. In 1992, he became a founding member of British Gas, plc's Global Gas Americas group dedicated to originating, structuring, financing and closing energy related asset transactions in North and South America. In 1994, Mr. Marburger began a 9-year career with Dynegy (formerly Natural Gas Clearinghouse) as head of its mergers and acquisitions group. He was involved in successfully completing over \$2.5B in transactions in less than three years, elevating Dynegy to a fortune 500 company by 1997. From 1997 until 2003, he moved to a commercial role where he rose to Senior Vice President of Natural Gas Trading and Power Origination and in 2002, President of its telecommunications venture. Mr. Marburger received a Bachelor of Business Administration in Accounting from Sam Houston State University in 1983, and he is a Certified Public Accountant.

Jerry Ou

Jerry Ou serves as President of Mercantel Communications LP and has been in the telecommunications industry for the last five years. Mr. Ou has previously worked with Simplified Development, the technology provider for Teleworks, as a senior consultant focusing primarily on the Asian-American customer base and working with such customers as PCCW. Mr. Ou, serving as a business strategist for Simplified Development, helped secure initial investment funding with venture capitalists. Most recently, Mr. Ou was one of the responsible parties involved in creating the wholesale voice division at Dynegy, which led to the formation of Teleworks Wholesale Services, LP. Prior to Simplified Development, Mr. Ou was a financial analyst with a subsidiary of Goldman Sachs where he structured mezzanine finance deals that included, but were not limited to, real estate bond offerings from JP Morgan and the Morgan Bank of Tokyo in addition to managing real estate assets for Goldman Sachs and the Archon Group. Mr. Ou graduated from Harvard University with an honors degree in Economics.

Richard Dinh

Mr. Dinh serves as Chief Operating Officer of Mercantel Communications LP and has been in the telecommunications space for the last five years. Mr. Dinh previously worked for Simplified

Development where he helped secure investor funding. Mr. Dinh also managed Simplified Development's customer accounts in Asia, resulting in his move to lead consultant for the SingTel project. Meanwhile, Mr. Dinh was also one of the responsible parties involved in creating a wholesale voice division and platform for Dynegy, which has led to the formation of Teleworks Wholesale Services, LP.

Prior to his role with Simplified Development, Mr. Dinh was a financial analyst with a subsidiary of Goldman Sachs where he structured mezzanine finance deals that included, but were not limited to, real estate bond offerings from JP Morgan and the Bank of Tokyo in addition to managing the real estate debt portfolios for Goldman Sachs and the Achron Group. Mr. Dinh graduated from Harvard University in 1998 with an honors degree in Psychology.

Anthony L. Cecil

Mr. Cecil's background encompasses forensic accounting investigations and audits in a wide range of industries. Most recently, he was a senior manager for Bederson & Company, LLP, a public accounting firm. Prior to joining Bederson, he was a managing director of Virginia-based CoreFacts, LLC, senior manager in KPMG's Forensic and Litigation Services group, director of special investigations units for Bell Atlantic Corporation and Bell Atlantic Mobile and a senior auditor for Price Waterhouse.

While working at the Bell Atlantic Corporation and Bell Atlantic Mobile, Mr. Cecil established and directed special investigations units to perform high level, sensitive fraud investigations of alleged wrongdoing by employees, vendors, and customers. Each unit consisted of individuals, who had financial, auditing, and law enforcement experience. In addition, he developed a sophisticated white-collar crime intelligence system to aid in the building of complex fraud cases.

Mr. Cecil managed regional Bell Atlantic Corporation audit teams responsible for auditing operations with revenues and expenses of up to \$1 billion. He developed annual audit plans for a staff of 18 professional auditors. He planned and conducted audits to assess the adequacy of internal controls and the efficiency of operations. He prepared creative and innovative audit

reports that clearly presented audit findings and encouraged management to take corrective action. These reports consistently set new standards for all reports in the Internal Auditing organization.

Mr. Cecil holds a Bachelor of Science degree in Accounting from the University of Maryland and a Master of Science in Economic Crime Management from Utica College. He is a practicing Certified Public Accountant (licensed in Maryland) and is a Certified Fraud Examiner.

James Cashiola

Mr. Cashiola founded and was President of Simplified Development Corp, an infrastructure software company focused on creating technology that aids service providers in operating and offering their services while optimizing underlying cost elements. Mr. Cashiola started in the telecommunications business in 1985 with a dialup business focused on transmission of government documents. In 1989, Mr. Cashiola transitioned to the switchless resale business, and in 1991, moved into the facilities-based resale with a focus on the development and implementation of IVR and ISDN technologies. By 1996, Mr. Cashiola entered into carrier class switching and was designing and developing proprietary software, which was integral to perform protocol translation that allowed for management of direct routes into international countries. Over his career, Mr. Cashiola has founded or co-founded seven different telecommunications businesses ranging from service bureau to prepaid calling card to wholesale carrier companies. Mr. Cashiola graduated from the University of Southern California in 1984 with a degree in Philosophy.

Mark A. Carter

Mr. Carter is a seasoned executive and entrepreneur with extensive experience in finance, accounting, audit, investigations and internal controls. Most recently, he was a founder and Chief Financial and Operations Officer of CoreFacts, LLC, a high technology investigations and litigation support company. At CoreFacts, he assembled and managed a team of investigative specialists and provided professional services to a wide range of clients, including extensive investigations into fraud and trade secret theft for major telecommunications companies. He

developed and implemented all financial and operational support systems and guided CoreFacts through its sale to a public company.

Prior to his venture with CoreFacts, Mr. Carter spent eleven years with Bell Atlantic Corporation. His tenure at Bell Atlantic began in internal auditing where he eventually headed a group responsible for assessing risks, developing plans, and executing audits of all financial and operational aspects of telephone company operations. Later, as the head of worldwide security, he established programs to investigate and prevent fraud, waste and abuse and served as a key participant in establishing a corporate ethics and compliance program to ensure conformity with federal, state, and local regulatory requirements.

Also, selected for a Fellowship for The Brookings Institution, Mr. Carter spent a year as a Legislative Assistant to Congressman Scott Klug, (R, WI) where he oversaw the Congressman's participation in programs for the privatization of government functions and the auditing and financial reorganization of Capitol Hill operations. Mr. Carter's other experience includes four years as a Special Agent Accountant for the Federal Bureau of Investigation. As an Agent, he participated in and led investigations of federal offenses, including bank fraud and embezzlement, public corruption, fraud against the Federal Government, and commercial bribery. In addition, Mr. Carter was an active duty aviation officer in the United States Army for four years, gaining valuable experience in the leadership and management of large groups of personnel and high dollar value equipment and budgeting. Mr. Carter holds a Bachelor of Science degree in Accounting and a Masters of Business Administration in Finance from Troy State University. He is a non-practicing Certified Public Accountant (licensed in Virginia from 1988 to 1992) and has continuing and graduate level education and training in federal taxation, audit, and business planning.

VarTec Companies

Randy McNeal

Mr. McNeal has over 22 years of experience with VarTec and several companies acquired by VarTec during that time. As Senior Vice President, Network Planning, Mr. McNeal was instrumental in merging the Telco, Advantis, and Excel networks and moving Excel off net traffic from MCI to a new network at a cost savings of \$15M per month. During his tenure as General Manager, eMeritus Communications (now known as VarTec Solutions, Inc.), Randy significantly turned around a failing business unit, while simultaneously launching new carrier business. The combined projects delivered four years of continuous revenue and profit growth. Most recently, as Senior Vice President of Network for the VarTec Companies, Mr. McNeal has dramatically reduced network costs by 35% and growing as well as completing development of a network inventory system. Mr. McNeal holds a Bachelor of Science Degree in Administration and Management from William Jewell College (1982).

Keith Henderson

Mr. Henderson began his career with VarTec Telecom, Inc. in March 2002 and is currently Vice President - Customer Service. He is responsible for operations, including internal call centers as well as international and domestic outsourced call center operations. In addition, Mr. Henderson has the responsibility for the provisioning operations for local and long distance products as well as responsibility for call center technologies (IVR, ACD, quality monitoring), customer service program management, training and curriculum development, and customer relations. Mr. Henderson has also been responsible for Receivables Management operations, primarily focusing on the reduction of bad debt through inbound and outbound collections. Mr. Henderson has 24 years of leadership experience with major telecommunications providers, such as SBC, Sprint, and Citizens Communications. His diverse experience includes information technology, field operations, billing, receivables management, customer service, acquisition of telecom

properties and Total Quality Management (TQM) processes, including the teaching of business process improvement and statistical process control applications.

Mr. Henderson received his Bachelor of Science degree from the University of Texas (Dallas) in 1979 and his Master of Science degree from the University of Texas (Dallas) in 1981.

Tammy Steele

Mrs. Steele began her career with VarTec Telecom, Inc. in July 1998 and is currently Senior Director – Billing Operations. She is responsible for all operations pertaining to the mediation and billing for local exchange, interexchange and wireless telecommunications services for residential, commercial and wholesale customers. Mrs. Steele also spent two years as Director for VarTec's Customer Service Operations, where she was instrumental in the development of the Company's first "universal" agent. These agents were cross-trained to resolve customer care, collections and repair issues. This provided the first true opportunity to offer "one call resolution." In addition to the implementation and management of this streamlined approach to call handling, she was responsible for internal call center technologies (IVR, ACD, quality monitoring). Mrs. Steele has 20 years of management experience in areas such as billing, product table management, mediation, receivables management, customer service, and IVR development.

Melissa A. Drennan, Esq.

Ms. Drennan graduated, with distinction, from the University of Notre Dame in 1991, with a Bachelor of Arts in English and a minor in Public Policy. She received her Juris Doctorate degree from Southern Methodist University's Dedman School of Law in 1994, and served on the SMU Law Review. While at law school, Drennan was a founding member and Chairperson of the Board of Advocates, as well as a Student Senator. She received the International Academy of Trial Lawyers Award in 1994, was elected SMU's Outstanding Advocate of the Year in 1994, and was named in Who's Who Among American Law Students 1992-1994. After graduation,

Ms. Drennan served as a Briefing Attorney for Justice David L. Richards and Justice David F. Farris, of the Second Court of Appeals for the State of Texas from 1994 to 1995.

Prior to joining VarTec, Ms. Drennan was an associate in the Fort Worth, Texas office of Haynes & Boone, L.L.P. She participated in a wide array of litigation, appellate, and mediated matters, representing a broad range of clients, from Fortune 500 companies in multi-party cases to individual business owners in contract disputes.

Ms. Drennan joined VarTec in August of 1998. In her current role as Deputy Chief Counsel and Vice President – Litigation and Compliance, Ms. Drennan is responsible for corporate compliance, litigation, dispute resolution, regulatory affairs, employment law issues, marketing compliance and the intellectual property portfolio of VarTec and all of its subsidiaries. She oversees the management of the Regulatory Affairs Department, which supports all of VarTec's utility and other operations in addition to those of its subsidiaries.