

TC00-019



TC00-019

GOODIN, MACBRIDE,  
SQUERI, RITCHIE & DAY, LLP  
Attorneys at Law

505 Sansome Street  
Suite 900  
San Francisco  
California 94111

February 23, 2000

Regina M. DeAngelis

RECEIVED  
FEB 24 2000  
SOUTH DAKOTA  
UTILITIES COM.

VIA FEDERAL EXPRESS

Public Utilities Commission  
State of South Dakota  
Attention: Docket Office  
500 E. Capitol Avenue  
Pierre, South Dakota 57501

Re: Application and Request for Authority by TotalAccess.com, Inc.

Dear Sir or Madam:

Enclosed please find:

1. An original and 11 copies of the above-referenced document; and
2. A check in the amount of \$250.00 for the filing fee.

Please file-stamp the extra copy and return it in the self-addressed stamped envelope which has been provided. Should you have any questions with respect to this filing, please telephone me at (415) 392-7900.

Thank you.

Very truly yours,

GOODIN, MACBRIDE,  
SQUERI, RITCHIE & DAY, LLP

By   
Regina M. DeAngelis

Enclosures

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF SOUTH DAKOTA

RECEIVED

FEB 24 2005

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

In the Matter of the Application  
of TOTALACCESS.COM, INC.  
for Authority to Operate as a  
Resale Carrier of Interexchange  
Telecommunications Services Within  
the State of South Dakota.

Application No. \_\_\_\_\_

**APPLICATION AND REQUEST FOR AUTHORITY**

TotalAccess.com, Inc. ("Applicant" or "TAXC") hereby applies to the South Dakota Public Utilities Commission for a certificate of public convenience and necessity authorizing it to operate as a resale carrier of interexchange telecommunications services pursuant to South Dakota Codified Laws § 49-31-3 and Chapter 20-10-24 of the Commission's rules. In support of this Application, Applicant furnishes the following information and documents:

1. **Name, Address, and Telephone Number**

Applicant's legal name is TotalAccess.com, Inc. Applicant's address is 301 Clay Street, Oakland, California 94607. Its telephone number is (510) 286-8700.

2. **Operating Identity**

Applicant will conduct business in South Dakota under the name  
TotalAccess.com, Inc.

3. Corporate Information

Applicant is a Delaware corporation and was incorporated on October 23, 1987. A copy of Applicant's articles of incorporation is attached hereto as Exhibit A. A copy of its certificate of authority to transact business in South Dakota is attached hereto as Exhibit B.

4. Principal Office and Registered Agent

Applicant has no office in South Dakota. The name and address of its current registered agent are as follows:

Registered Agent  
503 South Pierre Street  
Pierre, South Dakota 57501-0160

5. Shareholder Information

<u>Name</u>	<u>Percentage Owned</u>
Joseph Monterosso	13%
Russell McCann, Jr.	8%
Dano Construction, Inc.	9%
Brad Hunt	7%
Walter and Linda Gauger	5%
All Directors and Officers as a Group	21%

6. Subsidiaries

Applicant has no ownership or control over any subsidiaries.

7. Description of Proposed Services

TXCI intends to provide intrastate long distance tele-communications services, including prepaid calling cards, over resale transmission facilities and, perhaps, some of its own switching facilities. The Applicant's target markets include residential and business customers. TXCI will subscribe to high volume intra- and inter-LATA services of facilities-based carriers, and in turn, will retail communications services to its customers.

Applicant plans to provide telecommunication services from points of origin in South Dakota to destination points in South Dakota and other parts of the United States. Applicant will also provide South Dakota customers with service to foreign countries. The Applicant plans to resell a full line of inbound and outbound services, including long distance, travel card, and a prepaid calling card. TXCI will not offer special services. All services provided by TXCI are intended for use by residential and business customers. Most calls will be billed in six second increments subject to a minimum connect time of thirty seconds, and all calls are rounded to the next highest six second increment. TXCI will provide its services 24 hours a day, 7 days a week, to customers within South Dakota. TXCI's customers may reach TXCI's customer service department 24 hours a day by dialing toll free (800) 443-1366. TXCI will bill its business customers directly and its LEC billing for its residential customers.

#### 8. Description of Means of Operation

Applicant will primarily operate within South Dakota on a resale basis. While Applicant will not own or lease any facilities within South Dakota, Applicant will own some switching facilities located in another state, probably California, for the purpose of transmitting some calls within South Dakota. Applicant expects initially to utilize network services for resale in South Dakota from MCI WorldCom Communications, whose address is 515 East Amite, Jackson, Mississippi 39201. Applicant may utilize network services of other authorized carriers in the future.

#### 7. Description of Service Territory

Applicant will offer its services throughout South Dakota. A map of Applicant's service territory is attached hereto as Exhibit C.

8. Financial Information

Applicant's latest available balance sheet and income statement are attached hereto as Exhibit D. Applicant, a publicly-held company, does prepare and file reports to its stockholder, which is attached as Exhibit D.

9. Tariff

Applicant's tariff for services provided in South Dakota is attached hereto as Exhibit E. Initially, Applicant will only offer flat rate plans. As the Applicant purchases services from underlying carriers, such as MCI WorldCom, at prices which are lower than Applicant's tariffed rates, the difference between Applicant's purchase price and rate price equals Applicant's margin of profit. Certain rates are higher than others because Applicant's purchase price for these services are higher.

10. Billing and Customer Service Matters; Regulatory Contacts

Applicant will bill its business customers using direct billing services. This service will be provided by Zero Plus Billing, Inc., 7411 John Smith Drive, Suite 400, San Antonio, Texas 78216. Applicant will bill its residential customers by communicating with the LEC. Applicant will handle all customer service issues itself. The contact person at the company for customer service questions is Mr. John Stewart, Telephone: (510) 431-2000, 200 Clay Street, Oakland, California 94612, Tel: (510) 296-8700, e-mail: jstewart@ZPI.com. Customer Service will provide a 24 hour, toll free contact point for customer contacts, and will be able to direct problems to appropriate personnel within Applicant's operations should the need arise.

Communications concerning other regulatory matters should be

directed to:

Mr. John Steward  
TotalAccess.com, Inc.  
201 Clay Street  
Oakland, California 94607  
Telephone: (510) 286-8700  
E-Mail: jsteward@TXCI.com

11. Registration to Conduct Business in Other States

Applicant is registered or certified to conduct business as a telecommunications carrier in the following states: Michigan. Applicant has applied to operate as a telecommunications service provider in California, Nevada, New York and Florida. No state has ever denied Applicant's request for certification or registration to provide telecommunication services. TXCI's present and future operations involve intrastate and interstate traffic. No FCC authorization is required for the company's interstate operations. Moreover, Applicant is in good standing with all appropriate regulatory agencies in the state where it is currently registered. TXCI also provides interstate service and has authority from the FCC pursuant to Section 214 of the Communications Act of 1934, as amended, to provide international services from all points in the United States.

12. Marketing Information

Applicant has been operational in the telecommunications market for approximately one year. In the state where Applicant is currently authorized to offer services, Applicant markets its services through independent agents. These agents are compensated by TXCI based on the amount of paid long distance usage by the customers who the agents sign up on to TXCI's services. TXCI does not offer any type of training courses or reimbursement

bonuses. Applicant will not engage in multilevel marketing. Applicant will target the business market and, to a lesser extent, the residential market.

Applicant plans on marketing services in South Dakota immediately upon certification.

13. Additional Information Concerning Applicant's Qualifications

Applicant believes that the foregoing demonstrates that Applicant's operations are well-planned and that Applicant is fully capable of establishing successful operations and bringing new and efficiently priced telecommunications options to the marketplace.

Accordingly, Applicant submits that it has shown its managerial ability to successfully carry out the proposed service.

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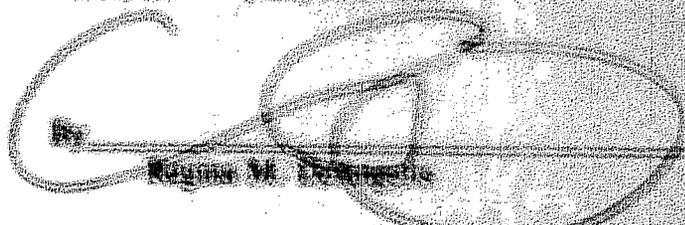
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WHEREFORE, TotalAccess.com, Inc. requests that the South Dakota Public Utilities Commission enter an order granting a certificate of public convenience and necessity authorizing TotalAccess.com, Inc. to operate as a resale carrier of interstate long distance telecommunications services as set forth above.

Dated this 22<sup>nd</sup> day of February, 2000 at San Francisco, California

TOTALACCESS.COM, INC.  
Joseph J. Montemore  
201 Clay Street  
Oakland, California 94612  
Telephone: (510) 261-2700  
Facsimile: (510) 261-2710

GOODIN, MACBRIDE, QUINN,  
RITCHIE & DAY, LLP  
Reggie M. DeAngelis  
305 Sansome Street, Suite 400  
San Francisco, California 94111  
Telephone: (415) 397-7000  
Facsimile: (415) 397-4527

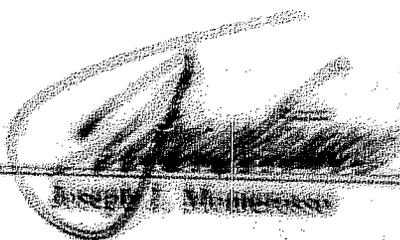
  
By \_\_\_\_\_  
Reggie M. DeAngelis

Attorneys for TOTALACCESS.COM, INC.

STATE OF CALIFORNIA

County of Alameda

Joseph J. Monterosso, being first duly sworn, deposes and says that he is President of TotalAccess.com, Inc., the Applicant in the proceeding entitled above, that he is authorized to execute this verification on the Applicant's behalf, that he has read the foregoing application and knows the contents thereof, and that the same are true of his knowledge, except as to matters which are therein stated on information or belief, and as to those matters he believes them to be true.

By   
Joseph J. Monterosso

Subscribed and sworn to before me this 11 day of February, 2004.

By   
Notary Public

278510011  
X05076.W51





**SECOND:** That thereafter the approval of the holders of a majority of all outstanding shares of stock entitled to vote thereon was obtained together with the approval of the holders of a majority of the shares of common stock voting separately as a class at a meeting of shareholders held on May 5, 1997 pursuant to §242(b)(1) and §222 of the General Corporation Law of the State of Delaware.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of §242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said Corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF**, NUCORIS GAMING, INC. has caused this certificate to be signed by **FRANK MONTEROSSO**, its President, and attested by **John D. DeMarco**, its Secretary on the 5th day of May, 1997.

NUCORIS GAMING, INC.

  
\_\_\_\_\_  
FRANK MONTEROSSO, President

ATTEND:

  
\_\_\_\_\_  
John D. DeMarco, Secretary

**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
NVOASIS GAMING, INC.**

**TO CHANGE THE NAME OF THE CORPORATION TO NVOASIS GAMING, INC.**

By unanimous resolution of the board of directors and by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote, NVOASIS GAMING, INC. hereby amends its Certificate of Incorporation as follows:

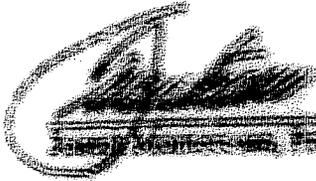
**RESOLVED**, that the Certificate of Incorporation is amended by changing Article I of such Certificate of Incorporation and by inserting and renumbering the following in the Article First shall read:

**FIRST:** The name of the Corporation is **Change of Corporation**

This amendment has been adopted in accordance with the provisions of the Delaware Corporation Law of the State of Delaware.

The undersigned, being the President, hereby certifies that the foregoing resolution is a valid resolution duly adopted by the board of directors and by the affirmative vote of the holders of a majority of the voting power of the shares entitled to vote thereon at the Annual Meeting of Stockholders held May 19, 1997.

Dated: May 20 1997

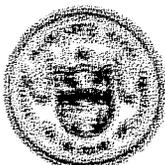
  
James M. Morrison, President

Office of the Secretary of State

EX-26

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED TO BE TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WIGWAGS GAMING, INC." CHANGING ITS NAME FROM "WIGWAGS GAMING, INC." TO "CASH & CORPORATION", FILED IN THIS OFFICE ON THE TWENTY SEVENTH DAY OF MAY, A.D. 1997, AT 9 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATION HAS BEEN TRANSMITTED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2142236 8100  
971171035

AUTHENTICATION

5481863  
05-27-97

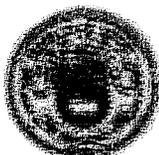
DATE



State of Delaware  
Office of the Secretary of State Page 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE APPOINDED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GROUP V CORPORATION" CHANGING ITS NAME FROM "GROUP V CORPORATION" TO "TOTALACCESS.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MAY, A.D. 1999, AT 9:11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE DO HEREBY REFERENCED TO THE KENT COUNTY RECORDS OF DEEDS.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

2142236 8100

991186395

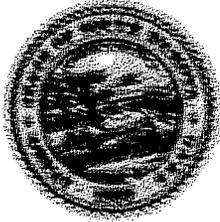
APPROPRIATIONS

2142236

DATE

05-23-99

# State of South Dakota



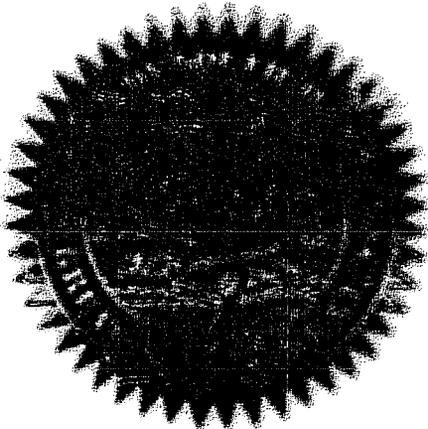
## OFFICE OF THE SECRETARY OF STATE

### Certificate of Authority

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

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

**IN TESTIMONY WHEREOF** I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this November 2, 1999.



A handwritten signature in cursive script, appearing to read "Joyce Hazeltine", written over a horizontal line.

**Joyce Hazeltine**  
Secretary of State

State Capitol  
500 E. Capitol Ave.  
Pierre, SD 57501-6751  
Phone: 605-773-4251  
Fax: 605-773-4550



**Application for Certificate of Authority**

Pursuant to the provisions of SDCL 17-1-7, the undersigned corporation hereby certifies that it is a corporation in good standing in the State of South Dakota and for the purpose herein is following section:

(1) The name of the corporation is TotalAccess.com, Inc.

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated", or "limited", it shall contain an abbreviation of one of such words, then the name of the corporation with the word "corporation" shall be printed in full therefor for use in this state is

(3) State where incorporated Delaware

(4) The date of its incorporation is October 29, 1991

(5) The address of its principal office in the state of country under the laws of which it is incorporated is 15 East North Street, Dover, Delaware  
mailing address if different from above is

(6) The street address, or a statement that there is no street address, of the corporation and the name of its principal office and the name of its principal office in the State of South Dakota is 503 South Pierre Street, Pierre, South Dakota  
(7) The purposes which it proposes to pursue in the State of South Dakota are prepaid and one-plus long distance telecommunications services

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

Name	Office Title	Address
Joseph Montenegro	President	503 South Pierre Street, Pierre, SD 57501
Russell McClain	Director	503 South Pierre Street, Pierre, SD 57501

MT, Montenegro also serves as the CEO, Controller and Treasurer

(9) The aggregate number of shares which this authority is authorized to issue is 333,000,000 and series, if any, within a class is

Number of shares	Class	Price
333,000,000	Common	\$0.01
1,000,000	Preferred	\$1.00
150,000	Preferred	\$1.00

(10) The aggregate number of its issued shares, limited by 2000 per class or series, within a class, is:

Number of shares	Class	Series	Par value per share or otherwise the value of such shares
<u>126,923,573</u>	<u>Common</u>		<u>\$ .01</u>
<u>170,000</u>	<u>Preferred</u>	<u>1st</u>	<u>\$ .01</u>
<u>150,000</u>	<u>Preferred</u>	<u>2nd</u>	<u>\$2.00</u>

(11) The amount of its stated capital is \$1,570,935.73.  
 Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the contribution received for the issued shares.

(12) This application is accompanied by a CERTIFICATE OF FACT or a CERTIFICATE OF GOOD STANDING as acknowledged by the Secretary of State or other officer having custody of corporate records in the state of SOUTH DAKOTA where it is incorporated.

(13) That such corporation shall not directly or indirectly combine or make any contract with any corporation organized under the laws of domestic, through their stockholders or the trustees or assigns of such stockholders, or with any corporation or partnership of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to practice restraint of trade.

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

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

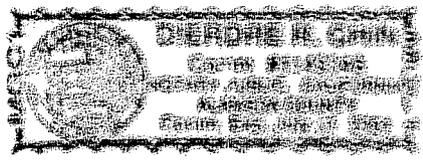
I DECLARE AND AFFIRM UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS TRUE AND CORRECT.

Dated Sept. 24, 1999

[Signature]  
 Signature  
George M. [unclear]  
 Title  
President

STATE OF SD  
 COUNTY OF MEADOWS  
 I, DERRICK R. GAIN, Notary Public in and for the State of South Dakota, do hereby certify that George M. [unclear] personally appeared before me, Derrick R. Gain, Notary Public, and acknowledged that he is the President of TOTALASSURE CORP. and the statements therein submitted are true.

7-31-01  
 My Commission Expires



Notarial Seal

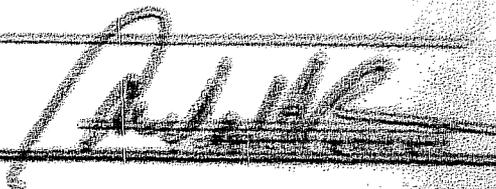
\*\*\*\*\*  
 The Consent of Appointment below must be signed by the registered agent named in number 11.

**Consent of Appointment by the Registered Agent**

I, UCS of South Dakota, Inc. (name of registered agent)

agent for TotalAccess.com, Inc. (corporate name)

Dated 10/25 09



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

**FEE SCHEDULE**

Authorized capital stock of	\$5,000	\$100
Over \$25,000 and not exceeding	\$25,000	\$125
Over \$100,000 and not exceeding	\$100,000	\$150
Over \$500,000 and not exceeding	\$500,000	\$200
Over \$1,000,000 and not exceeding	\$1,000,000	\$250
Over \$1,500,000 and not exceeding	\$1,500,000	\$300
Over \$2,000,000 and not exceeding	\$2,000,000	\$350
Over \$2,500,000 and not exceeding	\$2,500,000	\$400
Over \$3,000,000 and not exceeding	\$3,000,000	\$450
Over \$3,500,000 and not exceeding	\$3,500,000	\$500
Over \$4,000,000 and not exceeding	\$4,000,000	\$550
Over \$4,500,000 and not exceeding	\$4,500,000	\$600

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

For purposes only of computing fees under this section, the dollar value of each authorized share having a par value shall be equal to the number value of such share. The maximum amount charged under this subdivision may not exceed thirteen thousand dollars.

**FILING INSTRUCTIONS:**

The application must be signed, in the presence of a notary public, by the Chairman of the Board of Directors, or the President, or any other officer. One original and one photocopy of the application must be submitted.

The application must be accompanied by an original, currently issued **CERTIFICATE OF EXISTENCE OR CERTIFICATE OF GOOD STANDING** from the Secretary of State in the state where incorporated. A photocopy of a certificate of good standing should be dated within ninety (90) days of submitting it to our office.

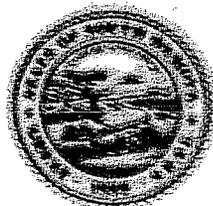
South Dakota law requires every corporation to continuously maintain a resident agent in the state (as indicated on the application). The registered agent's address is considered the registered office address of the corporation in South Dakota. A complete street address must be listed for service of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

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

Mail the application, certificate, and filing fee to the Secretary of State, Corporate Division, 501 E. Capitol Avenue, Pierre, SD 57501-5070. The duplicate and a Certificate of Authority will be returned by your records.

# Secretary of State

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



JOYCE HAZELTINE

Secretary of State

FOR LEGAL  
COUNSEL

To: UNITED CORPORATE SERVICES, INC.  
MARIE FISCHETTI  
TEN BANK ST STE 560  
WHITE PLAINS NY 10606

From: Secretary of State Joyce Hazeltine  
Corporations Division

Date: November 3, 1999

Re: TOTALXCESS.COM, INC. (DE)  
Foreign Certificate of Authority

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

Enclosed is the Certificate attached to the duplicate application along with a receipt for the filing fee of \$450.

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

Thank you.

Memo2.doc

Administration  
(605) 773-3537  
Fax (605) 773-6580  
TDD (605) 773-5010

<http://www.state.sd.us/sdsos/Corp.htm>

Corporations  
(605) 773-6580  
Fax (605) 773-6580

JOYCE HAZELTINE  
Secretary of State  
(605) 773-3537

SERVICE AREA MAP

The Company has been granted authority by the South Dakota Public Utilities Commission to provide interLATA and intraLATA service within the State of South Dakota.



ISSUED: \_\_\_\_\_

By: Joseph E. Moninger  
TotalAccess.com, Inc.  
201 Clay Street  
Oceanside, California 92057

EFFECTIVE: \_\_\_\_\_

10-Q

10-Q

10-Q

For The Quarter Ended December 31, 2008

10-Q

10-Q

Delaware  
(State or other jurisdiction  
of incorporation or organization)

10-Q

201 Clay Street, Oakland, California  
(Address of principal executive office)

10-Q

10-Q

N/A  
(Former Address, if changed  
since last report)

10-Q

10-Q

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of these categories in Rule 12b-2 of the Securities Exchange Act of 1934. During the reporting period, the registrant was required to file financial statements prepared in accordance with the requirements for the period of 2008.

10-Q

10-Q

Indicate the number of shares of common stock, or of the most restrictive class of capital stock, as of the reporting date.

Preferred Stock \$ .01 par value, 100,000,000 shares authorized as of December 31, 2008

Preferred Stock \$ .01 par value, 10,000,000 shares authorized as of December 31, 2008

Common Stock \$ .01 par value, 100,000,000 shares authorized as of December 31, 2008

10-Q

10-Q

Item 1. Financial Statements

Consolidated Balance Sheet as of December 31, 2008

(unaudited) .....  
 Consolidated Condensed Statement of Operations for the Three Months Ended  
 December 31, 1999 and 1998 .....  
 Consolidated Condensed Statement of Cash Flows for the  
 Three Months Ended December 31, 1999 and 1998 .....  
 Notes to Consolidated Condensed Financial Statements .....

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations .....

PART II

Item 1. Legal Proceedings .....

Item 2. Changes in Securities .....

Item 3. Defaults Upon Senior Securities .....

Item 4. Submission of Matters to a Vote of Security Holders .....

Item 5. Other Information .....

Item 6. Exhibits and Reports on Form 8-K .....

Signatures .....

CERTIFICATE OF THE  
 SECRETARY OF THE CORPORATION  
 AUTHORIZING SIGNATURES  
 OF AN OFFICER OF THE CORPORATION  
 TO SIGN THIS REPORT

Current Assets:

Cash and cash equivalents	\$ 1,000,000
Marketable securities	1,000,000
Accounts receivable	1,000,000
Advances	1,000,000
Inventories	1,000,000
Prepaid expenses	1,000,000
<b>Total Current Assets</b>	<b>5,000,000</b>

Fixed Assets:

Furniture and equipment	1,000,000
Less accumulated depreciation	(1,000,000)
<b>Total Fixed Assets, net</b>	<b>1,000,000</b>

Other assets ..... 1,000,000

**TOTAL ASSETS** ..... **7,000,000**

Current Liabilities:

Current portion of capital lease obligations	1,000,000
Notes payable	1,000,000
Accounts payable	1,000,000
Due to affiliates	1,000,000
Deferred revenues	1,000,000
Accrued expenses and other current liabilities	1,000,000
<b>Total Current Liabilities</b>	<b>5,000,000</b>

Long Term Liabilities:

Long term capital lease obligations	1,000,000
Notes payable	1,000,000
<b>Total Long Term Liabilities</b>	<b>2,000,000</b>
<b>Total Liabilities</b>	<b>7,000,000</b>

Commitments and Contingencies:

Stockholders' Equity:  
 Preferred stock - par value \$ .01, authorized 1,000,000 shares

14% cumulative convertible, issued and outstanding 170,000 shares (aggregate liquidation of \$170,000)	\$ 170,000
Preferred Stock Series B - par value \$1.00, authorized, issued and outstanding 95,000 shares (aggregate liquidation of \$95,000)	\$ 95,000
Common stock - par value \$.01; authorized 999,999,000 shares; 145,488,800 shares issued and outstanding	\$ 1,454,888
Additional paid-in capital	\$ 1,174,000
Stockholders' receivables	\$ 1,000
Unrealized loss on marketable securities	\$ (1,000)
Accumulated deficit	\$ (1,174,000)
Total stockholders' Equity	\$ 2,670,000
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,670,000

See accompanying notes to these consolidated financial statements.

**TOTALACCESS.COM, INC.**

(Formerly, GROUP V CORPORATION)

Consolidated Condensed Statements of Operations  
For the Three Month Period Ended December 31, 2004 and 2003

	2004	2003
	(Unaudited)	(Unaudited)
Revenues	\$ 210,000	\$ 210,000
Costs and expenses:		
Operating Costs	\$ 210,000	\$ 210,000
General and administrative	100,000	100,000
Professional services	100,000	100,000
Depreciation and amortizations	0,000	0,000
Interest expense, net	0,000	0,000
Total costs and expenses	4,100,000	4,100,000
Net (loss) from continuing operations	\$ (3,890,000)	\$ (3,890,000)
Net (loss)	\$ (3,890,000)	\$ (3,890,000)
Net (loss) applicable to	\$ (3,890,000)	\$ (3,890,000)
Basic and diluted net (loss) per common share	\$ (0.03)	\$ (0.03)
Weighted average common	145,488,800	145,488,800

See accompanying notes to these consolidated condensed financial statements.

**TOTALACCESS.COM, INC.**

(Formerly, GROUP V CORPORATION)

Consolidated Condensed Statements of Cash Flows  
For the Three Month Period Ended December 31, 2004 and 2003

	2004	2003
	(Unaudited)	(Unaudited)
Operating activities:		
Net Loss	\$ (3,890,000)	\$ (3,890,000)
Adjustments to reconcile net		

Depreciation and amortization	2,100,000	2,100,000
Increase (decrease) from changes		
Accounts receivable and	1,000,000	1,000,000
Inventories	1,000,000	1,000,000
Prepaid expenses	1,000,000	1,000,000
Other Assets	1,000,000	1,000,000
Accounts payable, accrued	1,000,000	1,000,000
Deferred revenue	1,000,000	1,000,000
Due to Officer	1,000,000	1,000,000
Due to affiliate	1,000,000	1,000,000
Net cash used in operating activities	2,100,000	2,100,000
Investing activities:		
Net cash provided in investing activities	1,000,000	1,000,000
Financing activities:		
Net cash provided from financing activities	1,000,000	1,000,000
Net (decrease) increase in cash	1,000,000	1,000,000
Cash and cash equivalents, beginning of period	1,000,000	1,000,000
Cash and cash equivalents, end of period	2,000,000	2,000,000
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for:		
Non-cash investing and financing activities:		
Preferred Stock Series A converted to common		

See accompanying notes to these consolidated financial statements

**UNITED STATES OF AMERICA**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Notes to Consolidated Financial Statements**  
**December 31, 1999**  
**Financials**

**Note 1. General**

**PRINCIPLES OF CONSOLIDATION**

The accompanying consolidated financial statements for the quarter ended December 31, 1999, include the accounts of Total Access Com, Inc., Total Access Corporation ("TAC"), Battery Publications Corporation ("BPC"), Battery Value Services, Inc. ("BVS"), and another entity.

As used herein, the above is collectively referred to as the Company, unless the context indicates otherwise. All intercompany accounts and transactions have been eliminated in consolidation.

**MANAGEMENT ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

**REVENUE RECOGNITION**

The Company's telecommunications services are provided to its customers, who are primarily distributors of pre-paid phone cards. The air numbers are pre-numbered and consecutive and are provided on a first-come, first-served basis.

the customers/distributors. This allows for the accurate tracking and recording of minutes used on the calling cards. The Company contracts with a provider of switching equipment that processes the calling cards and the consumer ultimately uses them. These cards are used for activation of all consumers, customers/distributors authorize the Company to activate a particular sequence of PIN's. The Company then immediately notifies the contractor to activate the related PIN's. Upon activation of the card, the Company recognizes revenue, as the risks and rewards of the activation are transferred to the customers/distributors and, generally, a contract of service exists. The Company typically bills its customers/distributors for the minutes using activated PIN's. Sixty days after activation of the PIN, the billed amounts for each activated PIN are billed to the consumer. In accordance with the principle, the Company accrues for the revenue over the period of the telecommunication services for activated PIN's as the risks and rewards are recognized.

#### CASH EQUIVALENTS

Cash equivalents are highly liquid investments that are convertible to cash within months or less when acquired.

#### FAIR VALUE OF FINANCIAL INSTRUMENTS

As of December 31, 1999, marketable equity securities consist of 100,000 shares of common stock of Nacoso Energy, Inc., a subsidiary of the Company. The Company has classified these equity securities as trading securities and accordingly, they are presented in the accompanying consolidated balance sheet at their estimated fair market value based on quoted market prices as of December 30, 1999. Additionally, unrealized gains and losses on these securities are presented as a component of other comprehensive income in the accompanying consolidated statements of operations and comprehensive income.

#### EQUIPMENT

Equipment is recorded at cost. Depreciation is provided using the straight-line method over the estimated useful life of the equipment, which are five to ten years. Maintenance and repairs are charged to expenses as incurred.

#### INCOME TAXES

The Company uses the liability method of accounting for income taxes. Accordingly, deferred tax liabilities and assets are recognized based on the difference between the financial statement and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse. Current income taxes are based on the year's taxable income for federal and state income tax reporting purposes.

#### ACCOUNTING FOR EMPLOYEE STOCK OPTIONS

In October 1995, the Financial Accounting Standards Board issued SFAS No. 123, "Accounting for Stock-Based Compensation." In accordance with the provisions of SFAS No. 123, the Company has discontinued use of cost and changed to the fair value method prescribed by SFAS No. 123 and also conforms to the Accounting Principles Board Opinion No. 18 for measurement and recognition of employee stock-based transactions. There were no stock options granted to employees during each of the years ended June 30, 1999 and June 30, 1998 and the quarter ended December 31, 1999.

#### ISSUANCE OF STOCK FOR SERVICES

Shares of the Company's common stock issued for services are accounted in accordance with SFAS No. 123 at the fair market value of the stock issued at the fair market value of the services provided at the time of the issuance.



Series B Shares... restricted TotalAccess.com, Inc. common stock... the Amended Option, TotalAccess.com, Inc. common stock... liability, in any, arising from any such shares... TotalAccess.com, Inc. in holding the underlying securities.

On September 1, 1995, the Company... Class D Warrants in... the New Class D Warrants... Class D Warrant is exercisable... receive, upon exercise... common shares of all the Class D Warrants... Warrants expire on March 31, 1997...

On September 1, 1995, the Company... to purchase 1,000,000 common shares of the Company... share after McGraw-Hill's... Preferred Stock into 1,000,000 common shares.

As a result of the... Series B... Registrant... subsidiary of McGraw-Hill.

Universal Network Services, Inc.

In September 1995, the Company... convertible... Services, Inc. shareholder and officer of the Company... ended March 31, 1995... interest in 1995... and in June 1995... an interexchange... residential... foreign countries... the U.S. Bankruptcy... the U.S. Bankruptcy Court.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company... operating... cash equivalents... and 1994, respectively... revenues increased... December 31, 1995 and June 30, 1995... of 1,244 in revenue... Further, the Company... distributor network...

This Quarterly Report... 1995 (the "Act")... the meaning of Section 101 of the Securities Act of 1933... "Securities Act", and Section 101 of the Securities Act of 1933... amended the "Securities Act".

forward-looking statements may be identified by use of such terms as "expects," "anticipates," "intends," "estimates," "believes" and words of similar import. These forward-looking statements relate to plans, objectives and expectations for future operations. In light of the risks and uncertainties inherent in all such projected operation matters, the inclusion of forward-looking statements in this Form 10-QSB should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved or that any of the Company's operating expectations will be realized. Revenues and results of operations are difficult to forecast and could differ materially from those projected in the forward-looking statements contained in this Form 10-QSB.

The Company expects to increase revenues and cash flow through the wholesale distribution and sale of pre-paid calling cards by expanding its in-house sales force and adding more independent distributors to its network. The Company's One Plus long distance service, which the Company is revamping to provide more competitive rates, and additional services will be included as a product for this sales force to market.

Additionally, management announced in August 1999 the strategic alliance with licensed long distance carrier Comnet that will broaden their international pre-paid network services into Mexico. The Company has been negotiating and is prepared to move forward with additional strategic alliances in Paraguay, India and Italy that management believes will further increase revenues and cash flow. The Registrant will also continue to search for additional sources of equity financing through the private placement of its common stock.

## RESULTS OF OPERATIONS

### COMPARISON OF THE THREE MONTHS ENDED December 31, 1999 and 1998

Total general and administrative expenses increased by \$116,416 or 14% during the quarter ended December 31, 1999, compared to the same period last year, as the Company expanded its operations and staffing to support its continued growth.

## PART II: OTHER INFORMATION

### Item 1. Legal Proceedings

On November 10, 1998, the Company filed legal action (TotalAccess, Inc. v. NuOasis Resorts, Inc; Nona Morelli's II, Inc.; NuOasis International, Inc.; Fred Luke, Jr.; Rocci Howe; Steven H. Dong; John D. Desbrow; Archer & Beach; Richard Weed) in San Francisco Superior Court, Case No. 983111. The suit alleges fraud and misrepresentation in the sale of securities, which were not qualified for sale and professional malpractice against legal counsel representing the Defendants in this transaction. On July 16, 1999, NuOasis Resorts, Inc. and Nona Morelli's II, Inc. filed a cross complaint against the Company alleging claims for breach of contract, fraud, material misrepresentation in the purchase of securities and libel, and seeks rescission of certain contracts and the imposition of a constructive trust over certain securities. Also on July 26, 1999, Rocci Howe, Fred Luke, Jr. and Steven Dong filed cross complaints against the Company alleging claims for breach of contract, indemnity and libel. All counsel have stipulated to a change in venue from San Francisco to Orange County Superior Court, and the San Francisco Court has transferred the file to the Orange County Court. The trial date is set for July 1999. The Court ordered that all claims the Company has against Richard Weed are to be arbitrated and that this arbitration will not take place until after the trial. Management plans to vigorously pursue its complaint and defend each cross complaint, which it believes lack substantial merit.

On January 5, 1999, the Company filed a lawsuit (TotalAccess, Inc. v. Dennis Houston, Orange County Superior Court Case No. 983111). This complaint alleges breach of fiduciary duty by Mr. Houston as one of the Company's directors for failing to disclose material facts in the Anti-Fraud Section Purchase Agreement which have resulted in the Company's being sued by Houston's lawsuit.

Services, Inc. (see above). On June 29, 1999, Mr. Houston filed a cross complaint alleging claims for breach of contract, breach of the implied covenant of good faith and fair dealing, misrepresentation, fraud and embezzlement. The Company is vigorously pursuing the matter against Mr. Houston and plans to vigorously defend the cross complaint. At the present time, related legal counsel has not yet received responses to discovery, but the court has set an evaluation conference for December 2, 1999.

On June 26, 1997, the Company filed a lawsuit (TotalAccess.com, Inc. v. Network Long Distance, Inc.) filed in the District Court, City and County of Denver, Case No. 97 CV 4131, Division 7. The complaint was filed against Network Long Distance, Inc. and their transfer agent to compel them to release shares of Network Long Distance, Inc.'s common stock (the "Shares") that was received by the Company in connection with a release of liability granted to NuOasis Resorts, Inc. Once the Shares were properly transferred to the Company, the Company dismissed its claims as moot. However, Network Long Distance, Inc. (currently known as Eclipse Communications, Inc. or "Eclipse") continues to pursue the Shares through its counterclaims. Eclipse is claiming that it owns some or all of the Shares and is seeking damages and an injunction prohibiting the transfer of the Shares. In response to Eclipse's allegations, management has indicated that it will vigorously contest the litigation, as it believes the case to be groundless and without merit. This matter is currently set for trial to commence in February 2000. Should Eclipse prevail in this matter, it may be in a position to recover a significant portion of the stock at issue, or the value thereof, plus 8% interest per annum from 1997 through trial.

Although there is no pending litigation at the present time, M.H. Meyerson & Co. ("Meyerson") claims that it is entitled to 717,898 warrants to purchase common stock of the Company pursuant to a December 12, 1997 Investment Banking Agreement. The Company contends that Meyerson is not entitled to the warrants because it failed to fulfill its obligations under the Investment Banking Agreement. The Company is in settlement discussions regarding this matter.

Item 2. Changes in Securities

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to A Vote of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

EXHIBIT NO.	DESCRIPTION
27	Financial Data Schedule

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

TOTALACCESS.COM, INC. (formerly, GROUP V CORPORATION.)

Date: January 28, 2000

By: /s/ Joseph Monterosso  
Joseph Monterosso, President and Director

Date: January 28, 2000

By: /s/ Russell F. McCann, Jr.  
Russell F. McCann, Jr., Director

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Tariff Schedule  
Applicable to  
South Dakota Intrastate  
Telephone Communications  
of  
**TOTALACCESS.COM, INC.**

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

**TARIFF CHECKING SHEET**

Current sheets in this tariff are as follows:

<u>Sheet</u>	<u>Revision</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original
19	Original
20	Original

ISSUED: \_\_\_\_\_

By: Joseph J. Montarosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE \_\_\_\_\_

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ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc.  
201 Clay Street  
Oakland, California 94607

EFFECTIVE \_\_\_\_\_

**PRELIMINARY STATEMENT**

This tariff contains all effective rates and rules together with information relating to and applicable to TotalAccess.com, Inc. (the "Company").

The Company provides 24-hour interLATA and intraLATA intrastate telephone services between points in South Dakota.

The Company has been granted authority by the South Dakota Public Utilities Commission to provide interLATA and intraLATA service within the State of South Dakota.

**SYMBOLS USED IN THIS TARIFF**

- (C) To signify changed listing, rule, or condition which may affect rates or charges.
- (D) To signify discontinued material, including listing, rate, rule or condition.
- (I) To signify an increase.
- (L) To signify material relocated from or to another part of tariff schedule with no change in text, rate, rule or condition.
- (N) To signify new material including listing, rate, rule or condition.
- (R) To signify reduction.
- (T) To signify change in wording of text but not change in rate, rule, or condition.

ISSUED: \_\_\_\_\_

By: Joseph J. Montross  
TotalAccess.com, Inc.  
201 Clay Street  
Oakland, California 94612

EFFECTIVE: \_\_\_\_\_

**SERVICE AREA MAP**

The Company has been granted authority by the South Dakota Public Utilities Commission to provide interLATA and intraLATA service within the State of South Dakota.



ISSUED: \_\_\_\_\_

By: Joseph J. Montrossio  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE \_\_\_\_\_

**APPLICABILITY**

This tariff applies to 24-hour interLATA and intraLATA intrastate telephone service in South Dakota.

**TERRITORY**

Within the State of South Dakota, as authorized by the South Dakota Public Utilities Commission.

**NOTES**

- (1) Calls that begin in one rate period and terminate in another will be rated according to the rate in effect at the time the calls begin.
- (2) Call duration is measured from the time hardware or software supervision indicates a connection between the calling and called stations.
- (3) Time Periods:  
The Day period is Monday through Friday, from 8:00 a.m. to 4:59 p.m. The Evening period is Monday through Friday, from 5:00 p.m. to 10:59 p.m. The Night/Weekend period is Monday through Friday, from 11:00 p.m. to 7:59 a.m., and all day Saturday and Sunday.

ISSUED: \_\_\_\_\_

By: Joseph J. Montanese  
TotalAccess.com, Inc.  
301 Clay Street  
Oklahoma, Oklahoma 73102

EFFECT DATE: \_\_\_\_\_

**RATES SCHEDULES**

**I. TXCI 1+, Long Distance Service**

- |    |  |        |
|----|--|--------|
| 1. | Activation Fee:  | \$1.00 |
| 2. | Monthly Access Fee:  | \$3.00 |
| 3. | Usage Rate (per minute):   | \$0.13 |
| 4. | Calls are billed in six (6) second increments with a thirty (30) second minimum. |        |

**II. TXCI Prepaid Calling Card**

- |    |  |        |
|----|--|--------|
| 1. | Connection Fee (per call):   | \$1.50 |
| 2. | Monthly Access Fee:  | \$3.00 |
| 3. | Usage Rate (per minute):   | \$0.13 |
| 4. | Calls are billed in one (1) minute increments with a one (1) minute minimum. |        |

ISSUED: \_\_\_\_\_

By: Joseph J. Montemasso  
TotalAccess.com, Inc.  
201 Clay Street  
Oakland, California 94612

EFFECTIVE \_\_\_\_\_

RATES SCHEDULES (Cont'd)

ISSUED: \_\_\_\_\_

By: Joseph J. Montarasci  
TotalAccess.com, Inc.  
201 Clay Street  
Oakland, California 94612

EFFECTIVE \_\_\_\_\_

**TAXES AND CHARGES**

In addition to the charges specifically pertaining to the Company's services, certain federal, state, and municipal surcharges, taxes, and fees will be applied. These surcharges, taxes and fees are calculated based upon the amount billed to the end user for the Carrier's intrastate services.

ISSUED: \_\_\_\_\_

By: Joseph J. Montemasse  
TotalAccess.com, Inc.  
291 Clay Street  
Oakland, California 94607

EFFECTIVE \_\_\_\_\_

RULESRule 1 - Definitions

1. Accounting Code: A multi-digit code which enables a customer to allocate long distance charges to its internal accounts.
2. Applicant: The term "Applicant" means an individual, partnership, corporation, association, or government agency who applies to the Company for any new or additional service.
3. Authorization Code: A multi-digit code which enables a customer to access the Company's network and enables the Company to identify the customer's use for proper billing.
4. Business Hours: The phrase "Business Hours" means the time after 8:00 A.M. and before 5:00 P.M., Monday through Friday excluding holidays.
5. Carrier: The term "Carrier" means TotalAccess.com, Inc.
6. Commission: The term "Commission" means the Public Utilities Commission of the State of South Dakota.
7. Company: The term "Company" means TotalAccess.com, Inc.
8. Completed Call: The term "Completed Call" means a call which the Company's network has determined has been answered by a person, answering machine, fax machine, computer modem device, or other mechanical answering devices.
9. Customer: See definition under "Subscriber".
10. Day: The term "Day" means 8:00 A.M. to 4:59 P.M. local time at the originating city, Monday through Friday, excluding Company-specific holidays.

ISSUED: \_\_\_\_\_

By: Joseph J. Montrosso  
TotalAccess.com, Inc.  
201 Clay Street  
Oakland, California 94607

EFFECTIVE \_\_\_\_\_

**RULES (Cont'd)****Rule 1 - Definitions (Cont'd)**

11. **Delinquent or Delinquency:** The terms "Delinquent" and "delinquency" mean an account for which payment has not been paid in full on or before the last day for timely payment.
12. **Evening:** The term "Evening" means 5:00 P.M. to 10:59 P.M. local time at the originating city, Monday through Friday and on Company-specified holidays except when a lower rate would normally apply.
13. **Exchange Area:** The term "Exchange Area" means a geographically defined area wherein the telephone industry through the use of maps or legal descriptions sets down specified areas where individual telephone exchange companies hold themselves out to provide communication services.
14. **Holiday:** The term "Holiday" means all Company-specified holidays: New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, Friday after Thanksgiving Day, and Christmas Day.
15. **Local Access Transport Area ("LATA"):** The phrase "Local Access Transport Area" means a geographical area established by the U.S. District Court for the District of Columbia in Civil Action No. 17-49, within which a local exchange company provides communication services.
16. **Local Exchange Carrier/Local Exchange:** This term means a company providing telecommunications service within a local exchange or LATA.

ISSUED: \_\_\_\_\_

By: Joseph J. Montanese  
 TotalAccess.com, Inc.  
 201 Clay Street  
 Oakland, California 94612

FREE FILE

**RULES (Cont'd)**

**Rule 1 - Definitions (Cont'd)**

- 17. **Night/Weekend:** The words "Night/Weekend" mean 11:00 P.M. to 7:59 A.M. local time in the originating city, Saturday, from 8:00 A.M. to Sunday at 10:59 P.M.
- 18. **Nonbusiness Hours:** The phrase "Nonbusiness Hours" means the time period after 5:00 P.M. and before 8:00 A.M., Monday through Friday, all day Saturday, Sunday, and on holidays.
- 19. **Regular Billing:** The words "Regular Billing" mean a standard bill sent in the normal Company billing cycle. This billing consists of one bill for each account assigned to a subscriber.
- 20. **Residential Service:** The phrase "Residential Service" means telecommunication services used primarily as nonbusiness service.
- 21. **Service:** The term "Service" means any telecommunications service provided by the company under these schedules.
- 22. **Subscriber:** The term "Subscriber" means the firm, company, corporation, or other entity which contracts for service under this tariff and which is responsible for the payment of charges as well as compliance with Company's regulations pursuant to this tariff. The term "customer" is synonymous with the term "subscriber."
- 23. **Switch:** The term "Switch" means an electronic device which is used to provide circuit routing and control.
- 24. **Timely Payment:** The term "Timely Payment" means a payment on a customer's account made on or before the due date.

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE \_\_\_\_\_

**RULES (Cont'd)****Rule 2 - Description of Service**

The Company provides 24-hour interLATA and intraLATA intrastate telephone services to both residential and business customers between points in South Dakota.

**Rule 3 - Application for Service**

- A. Applicants requesting new or additional services from the Company may be required to provide identification acceptable to the Company and to sign a completed service order. In addition, Applicants may be required to meet credit or deposit requirements as set forth in this tariff.
- B. Applicants whose requests for service are accepted by the Company are responsible for all charges for services provided by the Company, including any charges to the Company assessed by any underlying Company for special arrangements or services undertaken on the Applicant's behalf. In the event an Applicant cancels, changes, defers, or modifies any request for service before the service commences, the Applicant remains responsible for any nonrecoverable costs incurred by the Company in meeting the Applicant's request prior to cancellation, change, deferral, or modification, including any charges to the Company assessed by any underlying carrier for special arrangements or services undertaken on the Applicant's behalf. Notwithstanding the foregoing, an Applicant will not be liable for any charges or nonrecoverable costs that were not disclosed to the Applicant by the Company before initiating service.

**Rule 4 - Contracts**

The company and a Subscriber may enter into a contract for service to be provided under a specified rate plan for a specified term, which term may be automatically renewed if agreed to by parties. Unless otherwise provided, contracts may be terminated by the Subscriber only upon providing the Company with 30 days advance written notice. In the event the effective date of termination is prior to the end of the current contract term, the Subscriber will be liable for a termination fee equal to the sum of the recurring service charges specified for the remainder of the contract.

**Rule 5 - Reserved**

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

**RULES (Cont'd)****Rule 6 - Establishment and Reestablishment of Credit**

Each Applicant must provide credit information satisfactory to the Company. Satisfactory credit information includes the following:

1. The Applicant provides a credit history acceptable to the Company. (Credit information contained in an Applicant's account record may include, without limitation, account establishment date, 'can-be-reached' number, name of employer, employer's address, driver's license number or other acceptable personal identification, billing name, and location of current and previous service. Credit will not be denied for failure to provide a social security number.)
2. A cosigner or guarantor with a credit history acceptable to the Company agrees in writing to be responsible for all charges.

**Rule 7 - Reserved**

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street

EFFECTIVE: \_\_\_\_\_

**RULES** (Cont'd)**Rule 8 - Notices****A. General**

1. Unless otherwise provided by these Rules, any notice by the Company to a Subscriber may be given verbally or by written notice mailed to the Subscriber's last known address. Where written notice is given, the notice will be of a legible size and printed in a minimum point size type of 10. Mailed notices will be deemed given on the date of mailing as shown by the postmark on the notice or envelope that contains the notice.
2. Unless otherwise provided by these Rules, any notice by a Subscriber or its authorized representative may be given verbally to the Company by telephone or at the Company's business office or by written notice mailed to the Company's business office.

**B. Rate Information**

Rate information and information regarding the terms and conditions of service will be provided in writing upon request by an Applicant or Subscriber.

**C. Discontinuance of Service**

Subscribers are responsible for notifying the Company of their desire to discontinue service on or before the date of disconnection. Such notice may be either verbal or written.

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

**RULES** (Cont'd)**Rule 9 - Rendering and Payment of Bills**

- A. Subscriber bills are issued monthly. The Subscriber will receive its bill on or about the same day of each month. Months are presumed to have 30 days. The billing date is dependent on the billing cycle assigned to the Subscriber. Each bill contains monthly recurring charges billed in advance, usage charges billed in arrears, and the last date for timely payment.
- B. Bills are due and payable as specified on the bill. Bills may be paid by mail or in person at the business office of the Company or an agency authorized to receive such payment. All charges for service are payable only in United States currency. Payment may be made by cash, check, money order, or cashier's check.
- C. Subscriber payments are considered prompt when received by the Company or its agent by the due date on the bill. The due date is 21 days after the bill is rendered and is designated by the due date on the Subscriber's bill. The Subscriber shall have at least 21 days from the rendition of a bill to timely pay the charges stated.
- D. However, if a Subscriber's service has been discontinued within the past 12 months or if the Subscriber incurs usage charges during a billing period which are equal to at least 200% of the amount of the Subscriber deposit or guarantee, payment may be demanded for the usage charges by a telephone call to the Subscriber followed by written notification of such demand sent by first class mail. If the usage charges remain unpaid in any of the following circumstances: five days from the rendition of written notification, or a mutually established late payment arrangement date, or 30 days from the date of the bill, the usage charge will be deemed delinquent. Charges deemed delinquent may be subject to the lesser of either a late payment charge of 1-1/2% per month or such other amount allowed by law. This amount will be assessed from the date payment was due.
- E. The Company is not responsible for local telephone charges incurred by the Subscriber in gaining access to the Company's network.
- F. Recurring charges are billed in advance on a monthly basis. Unless otherwise expressly provided in this Tariff, the entire specified monthly recurring charge shall be due and payable for any portion of a monthly billing cycle during which service is provided, and shall not be prorated.
- G. A bill shall not include any previously unbilled charge for service furnished prior to three months immediately preceding the date of the bill, except charges for collect calls, credit card calls, third party calls and "Error file" calls (those which cannot be billed, due to the unavailability of complete billing information to the company) which shall have a six-month backbilling period. In cases of toll fraud, a backbilling period of no more than three years.

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

**RULES (Cont'd)****Rule 10 - Disputed Bills**

- A. Any disputed charge must be brought to the Company's attention by written notification within 180 days of the customer's receipt of the bill upon which the disputed charge appears. While the dispute is pending before the Commission, the customer is only required to pay the undisputed portion of the bill to the Company.

The contact person at the Company is Mr. Ron Ireland, TotalAccess.com, Inc., 1421 State Street, Suite C, Santa Barbara, California 93101, Tel: (800) 965-8620.

Customers may also contact the South Dakota Public Utilities Commission at State Capital Building, 500 East Capital Avenue, Pierre, South Dakota, 57501, at Tel: (605) 773-3201 or at the TTY Number (Telephone Through Relay Number) (800) 877-1113.

- B. In the case of a billing dispute between the customer and the Carrier which cannot be settled to their mutual satisfaction, the undisputed portion and subsequent bills must be paid on a timely basis, as described in Rule 9, or the service may be subject to disconnection.
- C. The customer may request an in-depth investigation into the disputed amount and a review by a Company manager within 30 days of the disputed bill's billing date.

**Rule 11 - Discontinuance and Restoration of Service****A. Discontinuance by Subscriber**

1. A Subscriber may have service discontinued upon 10 days notice to the Company. Notices will be deemed received upon actual receipt by the Company. Subscribers remain responsible for payment of all bills for services furnished.
2. If a Subscriber cancels his order for service before the service begins, a \$10.00 charge will be levied upon the Subscriber for the nonrecoverable portions of expenditures or liabilities incurred expressly on behalf of the Subscriber by the corporation.
3. No minimum or termination charge will apply if service is terminated because of condemnation, destruction, or damage to the property by fire or other causes beyond the control of the Subscriber.

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

**RULES (Cont'd)****Rule 11 - Discontinuance and Restoration of Service****A. Discontinuance by Subscriber (Cont'd)**

4. Upon termination, pre-subscribed Subscribers may be held responsible for charges thereafter if the Subscriber has not selected an alternative long distance Company or the local exchange has not transferred service to the alternative Company because such a Subscriber may continue to receive service from the Company.

**B. Discontinuance by the Company**

1. The Company will follow the appropriate state requirements.

- (a) The Company may discontinue service under the following circumstances:

- (i) Nonpayment of any sum due to the Company for service more than 30 days beyond the date of the invoice for such service. In the event the Company terminates service for nonpayment, the Subscriber will be liable for all reasonable costs of collection including court costs, expenses, and actual attorney's fees.
- (ii) A violation of, or failure to comply with, any regulation governing the furnishing of service.
- (iii) An order from a court or from another government authority having jurisdiction which prohibits the Company from furnishing service.
- (iv) Failure to post a required deposit or guarantee.
- (v) In the event that the Subscriber supplied false or inaccurate information of a material nature in order to obtain service.
- (vi) Incurring charges not covered by a deposit or guarantee and evidencing an intent not to pay such charges when due.
- (vii) Any violation of the conditions governing the furnishing of service.
- (viii) For lack of use by the Subscriber for three full billing cycles.

- (b) Service may be refused or disconnected in the event of illegal use. The Company may disconnect service for this reason after sending written notice certified mail to the Subscriber's last known address.

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc.  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

**RULES** (Cont'd)**Rule 11 - Discontinuance and Restoration of Service** (Cont'd)**C. Notice of Disconnection**

1. Written notice of the pending disconnection will be rendered not less than 5 days prior to the disconnection. Notice shall be deemed given upon deposit, first class postage prepaid, in the U.S. mail to the Subscriber's last known address;
2. Service may be discontinued during business hours on or after the date specified in the notice of discontinuance. Service will not be discontinued on a day when the offices of the Company are not available to facilitate reconnection of service or on a day immediately preceding such a day.

**D. Restoration of Service**

The Subscriber may restore service by full payment in any reasonable manner including by personal check. However, the Company may refuse to accept a personal check if a Subscriber's check for payment of service has been dishonored, excepting bank error, within the last twelve months. There is a \$25.00 charge for restoration of service after disconnection.

**Rule 12 - Information to be Provided to the Public**

- A. A copy of this tariff schedule and advice letters will be available for public inspection in the Company's business office during regular business hours.
- B. A copy of this tariff will be provided by Company's business office upon request for a nominal cost to cover postage and copying fees.

**Rule 13 - Reserved****Rule 14 - Continuity of Service**

In the event of foreknowledge of an interruption of service for a period exceeding 24 hours, the Subscribers will be notified in writing by mail at least one week in advance.

**Rule 15 - Reserved****Rule 16 - Reserved**

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

**RULES (Cont'd)****Rule 17 - Use of Service for Unlawful Purposes**

The services tariffed are furnished subject to the condition that they will not be used for any unlawful purposes. Service will not be furnished if any law enforcement agency, acting within its jurisdiction, advises that such services are being used or are likely to be used in violation of the law. If the Company receives other evidence giving reasonable cause to believe that such services are being or are likely to be so used, it will either discontinue or deny the services or refer the matter to the appropriate law enforcement agency.

**Rule 18 - Unauthorized Use**

Any individual who uses or receives the Company's service, other than under the provisions of an accepted application for service and a current Subscriber relationship, shall be liable for both the tariffed cost of the service received and the Company's cost of investigation and collection.

**Rule 19 - Collection Cost**

If any Subscriber hereto fails to perform any of such Subscriber's payment obligations, the Subscriber shall pay any and all collection costs and expenses incurred by the Company in enforcing or establishing its rights hereunder, including, without limitation, court costs, arbitration costs, and actual attorney's fees.

2785/001/X08753-1

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

14892

GOODIN, MacBRIDE, SQUERI, RITCHIE & DAY, LLP

OUR REF. NUMBER	YOUR INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	AMOUNT PAID	DISCOUNT TAKEN	NET CHECK AMOUNT
034589	2785-001	2/23/00	250.00	250.00	0.00	250.00

TE00-019

COMERICA BANK-CALIFORNIA  
SAN JOSE, CA 95113  
90-3752/1211

GOODIN, MacBRIDE, SQUERI, RITCHIE & DAY, LLP  
GENERAL ACCOUNT  
505 SANSOME ST.  
SAN FRANCISCO, CA 94111

14892

CHIEF DEBIT  
02/23/00 014892  
\*\*\*\*\*250.00

PAY Two Hundred Fifty and 00/100  
South Dakota Public Utilities  
Commission

TWO SIGNATURES REQUIRED OVER \$1000.00

*[Signature]*  
REGISTERED SIGNATURE

TO THE ORDER OF

⑆014892⑆ ⑆12113752⑆ 1890-69721-0⑆

South Dakota Public Utilities Commission

**WEEKLY FILINGS**

For the Period of February 24, 2000 through March 1, 2000

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

**CONSUMER COMPLAINTS**

**CT00-040 In the Matter of the Complaint filed by William and Ruby Thompson, Aberdeen, South Dakota, against USBI, Utility Analysts, Inc. d/b/a Basic Long Distance and QAI, Inc. d/b/a Long Distance Billing Regarding Unauthorized Switching of Services and Unauthorized Billing for Services.**

On February 28, 2000, the Commission received a complaint from William and Ruby Thompson, Aberdeen, South Dakota, against USBI, Utility Analysts, Inc. d/b/a Basic Long Distance and QAI, Inc. d/b/a Long Distance Billing regarding unauthorized switching of services and unauthorized billing for services. The complainants allege that they have been billed for unauthorized charges on their last four phone bills. The Thompsons believe these charges are basic long distance service charges.

Staff Analyst: Leni Healy  
Staff Attorney: Camron Hoseck  
Date Docketed: 02/29/00  
Intervention Deadline: N/A

**CT00-041 In the Matter of the Complaint filed by Lauer Capital Management LTD., Sioux Falls, South Dakota, against McLeodUSA Telecommunications Services, Inc. Regarding Unauthorized Switching of Services.**

On February 29, 2000, the Commission received a complaint regarding unauthorized switching of service against McLeod. Lauer Capital Management, LTD switched all 6 of its phone lines from McLeod to Sprint on January 19, 2000. Calls were made from 3 of those lines January 22 - 25 and were billed by Sprint. The complainant is alleging that all but one of the original 6 lines were switched back to McLeod service on or about January 25. The complainant continues to receive billings from McLeod. The complainant is requesting "\$1,000 and the return of our long distance service to Sprint."

Staff Analyst: Heather Forney  
Staff Attorney: Karen Cremer  
Date Docketed: 02/29/00  
Intervention Deadline: NA

**CT00-042 In the Matter of the Complaint filed by Alfred Migge, Watertown, South Dakota, against OLS, Inc. Regarding Switching Telecommunications Services Through Deceptive Tactics.**

The complainant indicates that his service was switched through deceptive tactics in November 1999. The complainant is seeking \$1000 for all his troubles.

Staff Analyst: Leni Healy  
Staff Attorney: Karen Cremer  
Date Docketed: 03/01/00  
Intervention Deadline: NA

**CT00-043 In the Matter of the Complaint filed by Marvie Tschetter, Huron, South Dakota, against FirsTel, Inc. Regarding Billing Dispute and the Delayed Release of Service.**

On February 29, 2000, the Commission received a complaint regarding the delayed release of service and billing disputes against FirsTel. The complainant switched her service from FirsTel to U S WEST in June of 1999. At that time, she understood that U S WEST would disconnect her services with FirsTel. FirsTel continued to bill for numbers that were to have been released to U S WEST and the complainant is alleging that the billings were incorrect. The complainant's lead numbers have been disconnected by FirsTel. The complainant is requesting for her telephone numbers to be reactivated and released, "the Basec Net account terminated an zeroed out with FirsTel upon release of the numbers" and, "after a complete audit of the account, and my numbers released, I will stop the proceedings."

Staff Analyst: Heather Fomey  
Staff Attorney: Karen Cremer  
Date Docketed: 03/01/00  
Intervention Deadline: NA

**CT00-044 In the Matter of the Complaint filed by Pastor Joanne K. Nagele on behalf of St. John Lutheran Church, Warner, South Dakota, against Business Options, Inc., HOLD Billing Services and Sprint Communications Company L.P. Regarding Unauthorized Switching of Services.**

On March 1, 2000, the complainant filed a complaint against Business Options, Inc., HOLD Billing Services and Sprint Communications Company L.P. for the unauthorized switching of telecommunications services. The complainant was a customer of AT&T for several years. Last Fall she signed up for AT&T's 7 cents a minute plan. In December the complainant's carrier was switched from AT&T to Business Options, Inc. When the complainant contacted Business Options, Inc. she was informed she had given permission for the switch on October 30, 1996. The complainant is willing to pay 7 cents a minute for calls made after the switch and wants all surcharges be removed from her account. "Considering all the time and energy I have spent on this along with the extra charges of getting switched back, I believe that at least \$100.00 extra is appropriate compensation."

Staff Analyst: Michele Farris  
Staff Attorney: Camron Hoseck  
Date Filed: 03/01/00  
Intervention Deadline: NA

## ELECTRIC

**EL00-005** In the Matter of the Petition of Northern States Power Company for Approval of Modifications to the Controlled Air Conditioning and Water Heating Rider.

On February 28, 2000, Northern States Power Company submitted a petition to the South Dakota Public Utilities Commission for modifications to the Controlled Air Conditioning and Water Heating Rider (Saver's Switch Program). The purpose is to provide NSP with potentially more load relief during times of volatile energy pricing and to manage the program with more flexibility. The proposed modifications would separate residential customer provisions from the commercial and industrial customer provisions.

Staff Analyst: Michele Farris  
Staff Attorney: Camron Hoseck  
Date Docketed: 02/28/00  
Intervention Deadline: 03/17/00

## TELECOMMUNICATIONS

**TC00-419** In the Matter of the Application of TotalAxxcess.com, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota.

TotalAxxcess.com, Inc. (TXCI) seeks a Certificate of Authority to provide resold interexchange telecommunications services. TXCI intends to offer a full line of inbound and outbound services, directory assistance, travel card, and prepaid calling card service to residential and business customers throughout South Dakota.

Staff Analyst: Heather Forney  
Staff Attorney: Camron Hoseck  
Date Docketed: 02/28/00  
Intervention Deadline: 03/17/00

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You may subscribe or unsubscribe to the PUC mailing lists at <http://www.state.sd.us/puc/>

215 Sansome Street  
Suite 1800  
San Francisco  
California 94111

GOODIN, MACBRIDE,  
SQUERI, RITCHIE & DAY, LLP

Attorneys at Law

Telephone  
415/392-7900  
Facsimile  
415/398-4321

July 31, 2000

John L. Clark

Writer's Direct Line  
415/765-8443

**RECEIVED**

AUG 01 2000

**SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION**

**VIA FEDERAL EXPRESS**

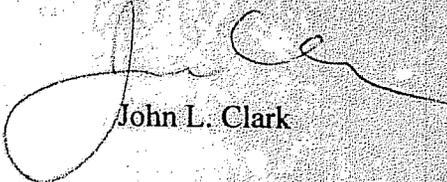
Heather K. Forney  
Utility Analyst  
South Dakota Public Utilities Commission  
State Capitol Building  
500 East Capitol Avenue  
Pierre, South Dakota 57501-5070

**Re: TC00-019 - In the Matter of the Application of TotalAccess.com, Inc.  
for a Certificate of Authority to Provide Telecommunications  
Services in South Dakota**

Dear Ms. Forney:

Per your discussion with Brian F. Butterfield, TotalAccess.com, Inc. agrees to provide service only on a post-paid basis in South Dakota. Accordingly, I have enclosed revised tariff sheets eliminating references to prepaid services and providing for payment in arrears for all charges.

Very truly yours,

  
John L. Clark

Enclosures

2783001/N/110a-1

RATES SCHEDULES

I. **TXCI I +, Long Distance Service**

1.	Activation Fee:	\$0.00
2.	Monthly Access Fee:	\$0.00
3.	Usage Rate (per minute):	\$0.13
4.	Calls are billed in six (6) second increments with a thirty (30) second minimum.	

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

RULES (Cont'd)Rule 9 - Rendering and Payment of Bills

- A. Subscriber bills are issued monthly. The Subscriber will receive its bill on or about the same day of each month. Months are presumed to have 30 days. The billing date is dependent on the billing cycle assigned to the Subscriber. Each bill contains monthly recurring charges and usage charges billed in arrears, and the last date for timely payment.
- B. Bills are due and payable as specified on the bill. Bills may be paid by mail or in person at the business office of the Company or an agency authorized to receive such payment. All charges for service are payable only in United States currency. Payment may be made by cash, check, money order, or cashier's check.
- C. Subscriber payments are considered prompt when received by the Company or its agent by the due date on the bill. The due date is 21 days after the bill is rendered and is designated by the due date on the Subscriber's bill. The Subscriber shall have at least 21 days from the rendition of a bill to timely pay the charges stated.
- D. However, if a Subscriber's service has been discontinued within the past 12 months or if the Subscriber incurs usage charges during a billing period which are equal to at least 200% of the amount of the Subscriber deposit or guarantee, payment may be demanded for the usage charges by a telephone call to the Subscriber followed by written notification of such demand sent by first class mail. If the usage charges remain unpaid in any of the following circumstances: five days from the rendition of written notification, or a mutually established late payment arrangement date, or 30 days from the date of the bill, the usage charge will be deemed delinquent. Charges deemed delinquent may be subject to the lesser of either a late payment charge of 1-1/2% per month or such other amount allowed by law. This amount will be assessed from the date payment was due.
- E. The Company is not responsible for local telephone charges incurred by the Subscriber in gaining access to the Company's network.
- F. Unless otherwise expressly provided in this Tariff, the entire specified recurring charge shall be due for any portion of a monthly billing cycle during which service is provided, and shall not be prorated.
- G. A bill shall not include any previously unbilled charge for service furnished prior to three months immediately preceding the date of the bill, except charges for collect calls, credit card calls, third party calls and "Error file" calls (those which cannot be billed, due to the unavailability of complete billing information to the company) which shall have a six-month backbilling period. In cases of toll fraud, a backbilling period of no more than three years.

ISSUED: \_\_\_\_\_

By: Joseph J. Monterosso  
TotalAccess.com, Inc  
201 Clay Street  
Oakland, California 94607

EFFECTIVE: \_\_\_\_\_

BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF )  
TOTALAXCESS.COM, INC. FOR A )  
CERTIFICATE OF AUTHORITY TO PROVIDE )  
TELECOMMUNICATIONS SERVICES IN )  
SOUTH DAKOTA )

ORDER GRANTING  
CERTIFICATE OF  
AUTHORITY  
  
TC00-019

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

TXCI proposes to offer resold interexchange telecommunications services. A proposed tariff was filed by TXCI. The Commission has classified long distance service as fully competitive.

On March 2, 2000, the Commission electronically transmitted notice of the filing and the intervention deadline of March 17, 2000, to interested individuals and entities. No petitions to intervene or comments were filed and at its August 22, 2000, meeting, the Commission considered TXCI's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that TXCI not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission.

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

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

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

Dated at Pierre, South Dakota, this 25<sup>th</sup> day of August, 2000.

CERTIFICATE OF SERVICE	
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
By:	<u><i>Alvin K. Debo</i></u>
Date:	<u>8/29/00</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION

*James A. Burg*  
JAMES A. BURG, Chairman

*Laska Schoenfelder*  
LASKA SCHOENFELDER, Commissioner

# SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

## CERTIFICATE OF AUTHORITY

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

Authority was Granted August 22, 2000  
Docket No. TC00-019

*This is to certify that*

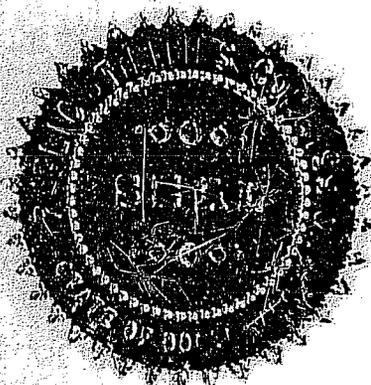
**TOTALACCESS.COM, INC.**

*is authorized to provide telecommunications services in South Dakota.*

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

Dated at Pierre, South Dakota, this 25<sup>th</sup> day of August 2000

SOUTH DAKOTA PUBLIC  
UTILITIES COMMISSION:



*James A. Burg*  
JAMES A. BURG, Chairman

*Laska Schoenfelder*  
LASKA SCHOENFELDER, Commissioner