

TC01-041

TC01-041

DOCKET NO. _____

TC01-041

In the Matter of _____

IN THE MATTER OF THE
APPLICATION OF CUSTOM
TELECONNECT, INC. FOR A
CERTIFICATE OF AUTHORITY TO
PROVIDE INTEREXCHANGE
TELECOMMUNICATIONS SERVICES IN
SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

DATE

MEMORANDA

4/13/01 Filed and Docketed;
4/19/01 Public Hearing

TC01-041

S W E N S O N
P E T R O N I

60 SOUTH 600 EAST, SUITE 200
SALT LAKE CITY, UTAH 84102

TELEPHONE: 801/596-9381
FACSIMILE: 801/596-9382

Fast Via Overnight

April 5, 2001

South Dakota Public Utilities Commission
Capitol Building, 1st Floor
600 East Capitol
Pierre, South Dakota 57501

Re: Application of Custom Teleconnect, Inc.

To Whom It May Concern:

Enclosed herein please find an original and ten (10) copies of the Application of Custom Teleconnect, Inc. for a Certificate of Authority to provide telecommunications services in the state of South Dakota. The Company has also enclosed a filing fee of \$250.00.

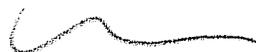
All communications regarding this application should be directed to the undersigned.

I have enclosed the Exhibits containing financial information and financial projections concerning the above-mentioned Applicant marked "Confidential" and enclosed in a separate envelope. The company desires to maintain the confidential nature of this competitively sensitive information, to the extent such treatment is acceptable and in conformance with Commission rules.

Please kindly date stamp the initial page of the application provided and return it to me in the self-addressed, postage prepaid envelope.

Thank you for your assistance. Please direct any communications regarding this matter to the undersigned.

Sincerely,



Steven E. Swenson
Attorney for Custom Teleconnect, Inc.

Enclosures

RECEIVED

APR 13 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

Application of)
)
Custom Teleconnect, Inc.)
) Docket No. _____
For a Certificate of Authority to provide)
Interexchange and Operator Services)
within the State of South Dakota)

APPLICATION

Custom Teleconnect, Inc. ("CTI" or "Applicant"), by its undersigned counsel and pursuant to the Public Utilities Commission's (hereinafter referred to as the "Commission") Rules of Practice and Procedure, SDCL 49-31-3 and the Telecommunications Act of 1996 ("1996 Act"), 47 U.S.C. §§ 151, *et seq.*, hereby applies to the Commission for a Certificate of Authority authorizing Applicant to operate as a provider of resold and facilities-based, switched and dedicated interexchange telecommunications services; and operator services within and throughout the State of South Dakota.

In support of its application, CTI provides the following information:

1 Applicant's legal name is Custom Teleconnect, Inc. Applicant may be reached at its principal place of business:

3111 S. Valley View, Suite E-120
Las Vegas, Nevada 89102
(702) 368-3324
(702) 368-0363 Fax

CTI is a Nevada company organized on October 29, 1993, under the laws of Nevada. A copy of CTI's Certificate of Incorporation is attached hereto as Exhibit A. The Applicant's Federal Tax Identification Number is: 880308505.

RECEIVED

APR 13 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

2. Correspondence or communications pertaining to this Application should be directed

Steven E. Swenson, Esq.
60 South 600 East, Suite 200
Salt Lake City, Utah 84102
Telephone: (801) 596-9381
Facsimile: (801) 596-9382

3. Questions concerning the ongoing operations of Applicant following certification

should be directed to:

Mr. David Barksdale, CFO
3111 S. Valley View, Suite E-120
Las Vegas, Nevada 89102
(702) 368-3324
(702) 368-0363 Fax

4. Applicant's registered agent in the State of South Dakota is:

Corporation Service Company
503 South Pierre Street
Pierre, South Dakota 57501

5. CTI's toll-free number for customer inquiries and/or complaints is (800) 672-9080

CTI's representative for handling or overseeing customer and consumer complaints is David Barksdale, CFO, who can be reached at the address and phone numbers listed in Section 3 above.

6. Facilities to be used. CTI does not currently own property in the state of South Dakota and has not yet completed plans for construction of facilities in South Dakota. Initially, CTI will provide service through leased facilities through either Worldcom or XO Communication. The Company does own and operate a switch in Las Vegas, Nevada. Once CTI has finalized its plans for construction of facilities in South Dakota, CTI will inform the Commission of its plans, if the Commission so wishes.

7. Services to be offered. CTI seeks authority to provide all forms of facilities-based and ~~resold~~ interexchange telecommunications services, and operator services to aggregators of pay telephones and hospitality locations.

7. (a) Classes of customers. CTI will be serving business and residential customer in ~~addition~~ to pay telephone and hospitality aggregators.

7. (b) Location of service. CTI will provide service to and from all points in South Dakota.

7. (c) Types of service. CTI intends to offer both inbound and outbound intraLATA and interLATA intraState interexchange services and operator services to aggregators of pay telephones and hospitality locations. This will be accomplished through a combination of its own facilities (i.e. switching facilities) and through the resale of the facilities of other certificated carriers such as Worldcom and/or XO Communications. Applicant's services will be available on a full-time basis — 24 hours a day, seven days a week.

7. (d) Marketing of Services. CTI utilizes in-house sales personnel for all sales. The company does not utilize telemarketing in its sales efforts.

8. Access to standard services. CTI will provide access to ordinary intraLATA and interLATA message toll calling, live operator services, directory assistance, directory listings, and emergency services such as 911 and E911 either through its own operations or by purchasing those services from underlying carriers.

9. Professional experience and education of managerial personnel and personnel responsible for South Dakota operations. At this time CTI does not plan to operate an office within South Dakota. Responsibility for South Dakota operations will be handled by Applicant's current management team. Applicant's officers and directors are as follows:

Ms. Vicki Crowder, Director and President
Mr. David Brarksdale, CFO
Mr. Ed Crispell, Director.

All of the aforementioned officers may be reached at the address listed above. The Company employs approximately 25 employees at its Las Vegas, Nevada headquarters.

Descriptions of the extensive telecommunications and managerial experience of Applicant's key personnel are attached hereto as Exhibit B.

10. Financial abilities. CTI is financially qualified to provide the telecommunications services outlined herein in the state of South Dakota. In particular, CTI has access to the financing and capital necessary to conduct its telecommunications operations as specified in this application and has successfully done so in other jurisdictions since 1993. CTI will rely on the financial resources and capital internally generated from existing operations to provide initial capital investment and to fund operations in South Dakota. CTI and its principals will continue to provide financial support to CTI so long as CTI requires additional capital and resources to complete its networks and construct facilities. Moreover, CTI believes it will have access to additional debt or equity capital in the Company requires additional capital.

10. (a) Balance sheet. Applicant's balance sheet prepared according to Generally Accepted Accounting Principles ("GAAP") is attached hereto as Exhibit C.

10. (b) Company's financial statements. Attached hereto as Exhibit D is a copy of financial statements current as of September 30, 2000. These statements show Applicant will have available sufficient resources to meet its cash needs and fund operations in South Dakota.

11. Types of technology to be deployed. CTI does not anticipate installing any switching facilities or transmission facilities in South Dakota at this time. The Company will resell the network and facilities of other Interexchange carriers appropriately certified to operate in South Dakota.

11. (a) Maps of facilities locations. As stated in Paragraph 5 above, CTI has not yet completed its facilities construction plans for South Dakota; therefore, the exact location of future facilities and descriptions of the specific facilities to be deployed are not yet available. Once these plans are finalized, CTI will, if the Commission so desires, notify the Commission of such plans.

12. Technical and managerial abilities. CTI's officers have the necessary managerial and technical resources and qualifications necessary to execute its business plan, to provide its proposed telecommunications services, and to operate and maintain CTI's facilities, over which such services will be deployed. CTI's management team has more than twenty years' experience in telecommunications.

CTI is authorized to provide interexchange telecommunications service and operator services in California, Texas, Nevada, Washington, Oregon, Wyoming, Idaho, Missouri, Mississippi and Oklahoma. CTI has pending applications to provide interexchange service in approximately 30 other jurisdictions. CTI has not been refused certification in any state, nor has it had a permit, license, or certificate revoked by any state. CTI has not been party to any complaints at either the federal or state level.

13. Statement of public interest. Approval of CTI's application will serve the public interest by creating greater competition in the local exchange marketplace. Applicant anticipates that the proposed service will provide its subscribers with better quality services and enhanced user features and will increase consumer choice through Applicant's reliable service offerings. The public convenience and necessity, therefore, will be served by the issuance of a Certificate of Public Convenience and Necessity to Applicant authorizing it to provide the services described in this application.

14. Authority to conduct business. A copy of CTI's certificate of authority to transact business as a foreign corporation in South Dakota is attached hereto as Exhibit E.

16. Unauthorized switching, solicitation of new customers, and prevention of unauthorized switching. No complaints have been made nor has any investigation been undertaken against CTI or any of its affiliates for unauthorized switching ("slamming") or any other illegal activities. CTI will comply with South Dakota law and the Federal Communications Commission's regulations regarding how carriers may change a consumer's primary interchange carrier ("PIC"). CTI will also comply with the FCC's forthcoming regulations regarding how carriers may change a consumer's primary local exchange provider.

WHEREFORE, CTI respectfully requests that the South Dakota Public Service Commission issue a Certificate of Authority authorizing CTI to provide resold and facilities-based, switched and dedicated interexchange telecommunications services, and operator services in the State of South Dakota.

Respectfully submitted,



Steven E. Swenson
Attorney for Custom Teleconnect, Inc.

Dated April 3, 2001

LIST OF EXHIBITS

- | | |
|------------------|---|
| EXHIBIT A | Certificate of Formation |
| EXHIBIT B | Management and Technical Qualifications |
| EXHIBIT C | Balance Sheet of Custom Teleconnect, Inc. |
| EXHIBIT D | Financial Statements of Custom Teleconnect, Inc. |
| EXHIBIT E | Certificate of Authority to Transact Business |
| EXHIBIT F | Proposed Tariff |

VERIFICATION

EXHIBIT A

Certificate of Incorporation

FILED
OFFICE OF THE
CLERK OF THE
STATE OF NEVADA

OCT 29 1991

FILING FEE: \$125 DM
RECEIPT# C92715
EXPEIDTE# E48616
BY: NITZ, WALTON & HAMMER
514 S. 3RD ST.
LAS VEGAS, NEVADA 89101

ARTICLES OF INCORPORATION
OF

CUSTOM TELECONNECT, INC.

I, the undersigned, being the incorporator herein named, for the purpose of forming a corporation under the general corporation laws of the State of Nevada, to do business both within and without the State of Nevada, do make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true:

ARTICLE I

NAME

The name of the corporation is: CUSTOM TELECONNECT, INC.

ARTICLE II

PRINCIPAL OFFICE

Section 2.01 Principal Office. The name and address of its resident agent for service of process is W. OWEN NITZ, ESQ., NITZ & WALTON, 514 S. Third Street, Las Vegas, Nevada 89101. The location of the corporation's principal office in the State of Nevada is:

514 S. Third Street
Las Vegas, Nevada 89101

Section 2.02 Other Offices. The corporation may also maintain offices of the transaction of any business at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and shareholders held outside the State of Nevada with the same effect as if in the State of Nevada.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of engaging in any lawful activity, within or without the State of Nevada.

ARTICLE IV

SHARES OF STOCK

Section 4.01 Number and Class. The amount of the total authorized capital stock of this corporation is Twenty-five Hundred (2500) shares with no par value, designated as Common Stock. The Common Stock may be issued from time to time without action by the stockholders. The Common Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors.

The Board of Directors may issue such shares of Common Stock in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by them.

Section 4.02. Assessment of Shares. The Common Stock of the corporation, after the amount of the subscription price has been paid, in money, property or services, as the directors shall determine, shall not be subject to assessment to pay the debts of the corporation, nor for any other purpose, and no stock issued as fully paid shall ever be assessable or assessed, and the Articles of Incorporation shall not be amended in this particular.

ARTICLE V

DIRECTORS

Section 5.01 Governing Board. The members of the governing board of the corporation shall be styled directors.

Section 5.02 Initial Board of Directors. The initial Board of Directors shall consist of one (1) member. The names and addresses of the initial members of the Board of Directors are as follows:

NAME	ADDRESS
Vicki Crowder	3111 S. Valley View, Suite B-101 Las Vegas, NV 89102

This individual shall serve as Director until the first annual meeting of the shareholders or until their successors shall have been elected and qualified.

Section 5.03 Change in Number of Directors. The number of directors may be increased or decreased by a duly adopted amendment to the Bylaws of the corporation.

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators are as follows:

NAME	POST OFFICE ADDRESS
W. Owen Nitz	514 S. Third Street Las Vegas, NV 89101

ARTICLE VII

PERIOD OF DURATION

This corporation shall have perpetual existence.

ARTICLE VIII

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this article shall not eliminate or limit the liability of a director or officer for (i) acts of omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the unlawful payment of dividends. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

ARTICLE IX

INDEMNIFICATION

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such

person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any by-law, agreement, vote of stockholders, provisions of law, or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the Board of Directors may adopt Bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE X

AMENDMENTS

Subject at all times to the express provisions of Article SIXTH which cannot be amended, this corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or its Bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation of said Bylaws, and all rights conferred upon the shareholders are granted subject to this reservation.

ARTICLE XI

POWERS OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) Subject to the Bylaws, if any, adopted by the shareholders, to make, alter or repeal the Bylaws of the corporation;

(2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and

personal property of the corporation;

(3) To authorize the guaranty by the corporation of securities, evidences of indebtedness and obligations of other persons, corporations and business entities;

(4) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve; and

(5) By resolution adopted by a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

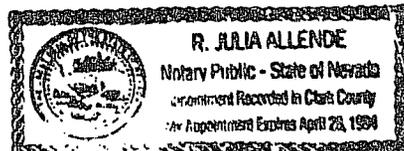
IN WITNESS WHEREOF, I have hereunto set my hands the 29th day of October, 1993, hereby declaring and certifying that the facts stated hereinabove are true.

W. Owen Nitz

STATE OF NEVADA)
COUNTY OF CLARK)

On this 29th day of October, 1993, personally appeared before me, a Notary Public, in and for said County and State, W. Owen Nitz, who acknowledged that he executed the above instrument.

R. Julia Allende
NOTARY PUBLIC



RECEIVED
OCT 29 1993

EXHIBIT B

Management and Technical Qualifications

PRESIDENT: Vicki J. Crowder

The President of Custom TeleConnect Inc. has had over 19 years of extensive experience in telecommunications. As Director of Corporate Telecommunications for the Imperial Palace Hotel and Casino in Las Vegas for 14 years, she gained knowledge of a wide variety of telecommunications applications. She has had extensive technical training in digital switching equipment and was responsible for a staff of 33 Technicians and Operators. Vicki has worked side by side with providers of telecommunications services for years and has a clear understanding of the importance of quality products, fair prices and outstanding service.

E. EDWARD CRISPELL
General Manager
Imperial Palace Hotel & Casino
Las Vegas, Nevada

Ed Crispell is the General Manager of the Imperial Palace Hotel & Casino resort. As general manager since 1986, he has contributed significantly to the growth, development and success of the Imperial Palace.

Crispell has been on the fast track in the hotel/casino industry since graduating from the University of Nevada Las Vegas with a bachelor's degree in Hotel Administration.

Upon graduation in 1972, Crispell became affiliated with the Sales Department at the Las Vegas Hilton and subsequently was transferred to the Flamingo Hilton as Director of Sales in late 1973. He later moved to the Tropicana Hotel/Casino as Director of Sales and Marketing.

In 1980, Crispell joined the Imperial Palace as Director of Sales and Marketing and has enjoyed a most distinguished executive career ever since. In 1982, he was promoted to Executive Director and became Managing Director in early 1984. Later that year he assumed the title of General Manager.

Crispell is the 1998 past chairman for the Las Vegas Chamber of Commerce Board of Trustees and its Executive Committee, the Chairman of the Board of Las Vegas Events, and a board member on the Las Vegas Convention/Visitors Authority. He is past chair of the Nevada Hotel & Motel Association, and past National Director of the American Hotel & Motel Association. He sits on the Executive Board of the Nevada Governor's Committee on Employment of People with Disabilities and advisory board of Desert Springs Hospital. Crispell was named 1995 Humanitarian of the Year by Goodwill Industries of Southern Nevada.

He is a 30-year resident of Las Vegas, is married to wife, Terry, and they have one daughter, Katie.

July, 2000

CHIEF FINANCIAL OFFICER: David H. Barksdale

The CFO of Custom TeleConnect, Inc. has a BS in Accounting from the University of Alabama, Tuscaloosa. Mr. Barksdale has had many years of experience and overall responsibility for all Accounting and Financial matters, as well as ten years in specialized telecommunications accounting. He has established cost accounting systems, established and maintained cost center based general ledger system using SBT, Vision Point, MAS 90, Great Lakes Accounting, Peachtree Accounting and ACCPAC Accounting Systems. David has a specialized knowledge of telecommunications billing and collection accounting. He has originated several spreadsheet-based cost accounting systems for telecommunications. David has a specialized knowledge of detailed cost accounting based modeling for hospitality and payphone applications.

EXHIBIT C

Balance Sheet of Custom Teleconnect, Inc.

Confidential – Filed In Sealed Envelope

EXHIBIT D

Financial Statements of Custom Teleconnect, Inc.

Confidential - Filed in Sealed Envelope

EXHIBIT E

Certificate of Authority to Transact Business

State of South Dakota



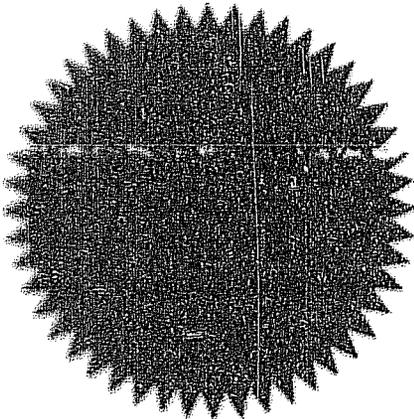
OFFICE OF THE SECRETARY OF STATE

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 **CUSTOM TELECONNECT, INC. (NV)** to transact business in this state duly signed and verified pursuant to the provisions of the South Dakota Corporation Acts, have been received in this office and are found to conform to law.

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

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this April 4, 2001.



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

Joyce Hazeltine
Secretary of State



FILE NO. _____
RECEIPT NO. _____

COPY

Application for Certificate of Authority

I, the undersigned, being duly qualified to transact business in the State of South Dakota, and for that purpose submit the following statement:

The name of the corporation is CUSTOM TELECONNECT, INC.
(Select corporate name)

The name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited", or does not contain an abbreviation of any of such words, then the name of the corporation with the word or abbreviation which it elects to add thereto for the purpose of this act is _____

The state of incorporation is NEVADA Federal Taxpayer ID# 880308505

The term of the corporation is 10 (33) 1999 and the period of its duration, which may be perpetual

The principal office of the corporation in the state or country under the laws of which it is incorporated is 3115 Valley View, Suite E-120, Las Vegas, NV 89102 Zip Code 89102

The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 2234 Lucerne Dr., Henderson, NV 89014 Zip Code 89014
The name of the proposed agent in the State of South Dakota at that address is Corporation Service Company

The business which is proposed to be done in the transaction of business in the State of South Dakota are: (state specific purpose)
TELECOMMUNICATIONS

The names and complete addresses of the directors and officers are:

Name	Office Title	Street Address	City	State	Zip
<u>Bill S. Valley</u>	<u>Pres, Director</u>	<u>3115 Valley View, Suite E-120,</u>	<u>Las Vegas</u>	<u>NV</u>	<u>89102</u>
<u>[Name]</u>	<u>Director, Sec</u>	<u>2234 Lucerne Dr,</u>	<u>Henderson</u>	<u>NV</u>	<u>89014</u>
<u>[Name]</u>	<u>Treasurer</u>	<u>2234 Lucerne Dr,</u>	<u>Henderson</u>	<u>NV</u>	<u>89014</u>

The aggregate number of shares which it has authority to issue, divided by classes, par value of shares, shares without par value, and series, if any, is as follows:

Class	Series	Par value per share or statement that shares are without par value
<u>2000 Shares</u>		<u>No Par Value</u>

Filed this April 2001 day of April
S.D. SEC. OF STATE

RECEIVED
MAR 23 '01

RECEIVED
S.D. SEC. OF STATE

RECEIVED
APR 04 '01
S.D. SEC. OF STATE

The aggregate number of its issued shares, divided by classes, per value of shares, shares without par value, and series, if any.

Number of shares	Class	Series	Par value per share or statement that shares are without par value
20	Common		No Par Value

Statement of the stated capital is \$20. These shares represent value against stated capital. In the case of no par value stock, stated capital is the consideration received for the shares.

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

The said corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assign of used stockholders, or with any copartnership or association of persons, or through any contract or otherwise, to produce or regulate the transportation of any product or commodity so that such transportation or such production or transportation or to establish excessive prices therefor.

This certificate is a condition of its being permitted to begin or continue doing business within the State of South Dakota, and comply with all the laws of the said State with regard to foreign corporations.

This certificate must be signed, in the presence of a notary public, by the chairman of the board of directors, or by the president or by the secretary.

THE SIGNER HEREBY UNDER THE PENALTY OF PERJURY THAT THIS APPLICATION IS IN ALL THINGS, TRUE AND CORRECT

Steven Swenson
 (Signature)
 PRESIDENT
 (Title)

K

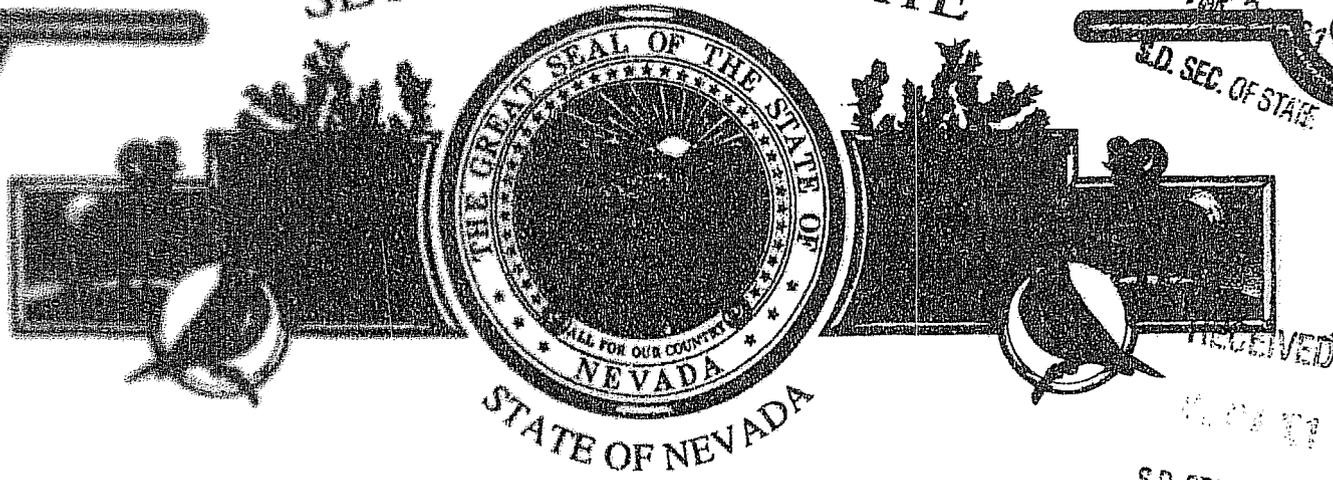
I, *Steven Swenson*, do hereby certify that on this 8th day of March 2001, who, being by me first duly sworn, declared that he/she that he/she signed the foregoing document as President of Custom Telephones, Inc.

Marcia Moana Cauton
 Notary Public - Nevada
 No. 99-35833-1
 My appt. exp. Mar. 8, 2003

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

Consent of Appointment by the Registered Agent
Administrative Corporation Service Company
 hereby give my consent to serve as the registered agent for *Administrative Corporation Service Company*
 Corporation Service Company
 By: *Waldich*
 (signature of registered agent)

SECRETARY OF STATE



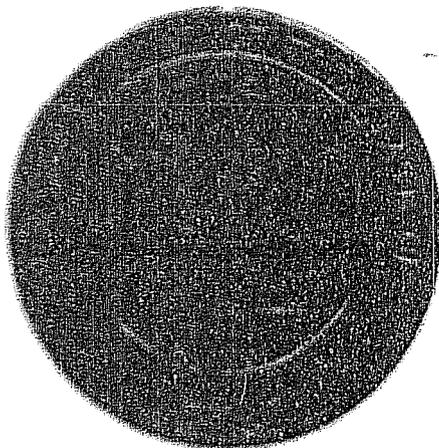
RECEIVED
MAR 9 2001
S.D. SEC. OF STATE
RECEIVED
MAR 9 2001
S.D. SEC. OF STATE

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CUSTOM TELECONNECT, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 29, 1993, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on March 9, 2001.



Dean Heller

Secretary of State

By *Joann Loon*

Certification Clerk

EXHIBIT F

Proposed Tariff

SOUTH DAKOTA TELECOMMUNICATIONS SERVICES TARIFF

TITLE SHEET

**SOUTH DAKOTA
TELECOMMUNICATIONS TARIFF**

This tariff contains the descriptions, regulations, and rates applicable to the resale of telecommunications services provided by Custom Teleconnect, Inc. with offices at 3111 South Valley View, Suite E-120, Las Vegas, Nevada 89102.

This tariff applies for services furnished within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued:
Issued By:

Vicki Crowder, President
3111 S. Valley View, Suite E-120
Las Vegas, Nevada 89102

Effective:

SOUTH DAKOTA TELECOMMUNICATIONS SERVICES TARIFF

CHECK SHEET

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

PAGE	REVISION
1	Original *
2	Original *
3	Original *
4	Original *
5	Original *
6	Original *
7	Original *
8	Original *
9	Original *
10	Original *
11	Original *
12	Original *
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21	Original *
22	Original *
23	Original *
24	Original *
25	Original *

* - indicates those pages includes with this filing

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SOUTH DAKOTA TELECOMMUNICATIONS SERVICES TARIFF

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SYMBOLS

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

- C -** To Signify Changed Regulation
- D -** Delete or Discontinue
- I -** Change Resulting In An Increase to A Customer's Bill
- M -** Moved From Another Tariff Location
- N -** New
- R -** Change Resulting In a reduction to A Customer's Bill
- T -** Change In Text or Regulation But No Change In Rate or Charge

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TARIFF FORMAT

- A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the S.D. PUC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14.
- C. Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2
 - 2.1
 - 2.1.1
 - 2.1.1.A
 - 2.1.1.A.1
 - 2.1.1.A.1.(a)
 - 2.1.1.A.1.(a).1
 - 2.1.1.A.1.(a).1.(i)
 - 2.1.1.A.1.(a).1.(i).(1)
- D. Check Sheets** - When a tariff filing is made with the S.D.PUC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheet contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages).

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Number - This is the telephone number which a Customer uses to access Company's computer in order to be connected to Company's system.

Authorized User - A person, firm, corporation or other legal entity which is authorized by the Customer to utilize or be connected to the service of the Customer. An authorized user is other than an employee, officer or director of Customer if Customer is a company, and other than a family member of person residing with Customer if customer is a residential user. Customer is responsible for all charges incurred by Authorized Users.

Company - Custom Teleconnect, Inc., with offices at 3111 South Valley View, Suite E-120, Las Vegas, Nevada 89102, a Nevada Corporation.

Customer - The natural person or legal entity which orders Service and is responsible for the payment of charges accruing as a result of using the Service. Customers are divided into commercial and residential classes, but only for accounting purposes.

Customer Identification Number - A numerical code which is assigned to each Customer to enable the Customer to access Company's Service. A Customer with several Authorized Users may have several different numerical codes. Customer Identification Numbers are used by the Company both to prevent unauthorized access to the Service and to identify Customers for billing purposes.

Facilities - Company's facilities consist of facilities which Company leases and for which Company renders a bill for payment to its Customers, whether or not such Facilities are actually owned by Company. Company's Facilities also include the computerized switching equipment which is used by Company to connect Customer's local call to a facility provided by an underlying facilities-based long distance Carrier over whose circuits the Customer's call is routed.

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

InterLATA - Calls which originate and terminate between points in Local Access Transport Areas (LATAs). LATAs are large local and regional telephone service areas that are defined pursuant to the 1982 Consent Decree between the United States Department of Justice and American Telephone and Telegraph Company and participating Carriers.

IntraLATA - Calls which originate and terminate within the same LATA.

Intrastate - Calls which originate and terminate between any two points in South Dakota. Intrastate calls can be InterLATA or IntraLATA.

Itemized Billing - A billing report which indicates the telephone number to which calls are made and the duration of each call.

Management Report - A billing report which assists management in monitoring calls made by Authorized Users by listing calls by Customer Identification Numbers and Project Codes.

Mileage - In calculating rates based on mileage, the measurement of distance is the air miles between the offices of the local telephone companies which originate and terminate the calls.

Project Codes - A number sequence which is dialed after the Customer Identification Number which is used by Customer to identify to which project or client a call should be billed.

Special Service - Labor and expenditures required by Customer to provide service outside the scope of normal services. This class of service includes without limitation services whereby Company is required to incur unusual costs for engineering, purchases, labor or other related costs to provide the Customer-requested service.

Speed Numbers - Telephone numbers stored in Company's switch allow Customer, after accessing the switch, to push a limited number of buttons on its phone and have the switch dial the requested stored phone number, eliminating extra digit dialing for Customer.

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SOUTH DAKOTA TELECOMMUNICATIONS SERVICES TARIFF

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of Custom Teleconnect, Inc. (CTI)

CTI's services and facilities are furnished for communications originating and terminating within the State of South Dakota under terms of this tariff. Intrastate service is offered as an add-on to interstate service.

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

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

2.2 Limitations

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

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

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

2.2 Liabilities of The Company

2.2.1 Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the aforementioned faults in transmission occur.

2.2.2 Company shall be indemnified and held harmless by the Customer against:

Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted by means of the Company's services.

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

2.2.3 The Company shall not be liable for any claim, loss, or refund as a result of loss or theft of Debit Cards or Personal Account codes issued for use with the Company's services. Nor will the Company be liable for any claim, loss or refund on any unused balance remaining on a Debit Card provided to a Customer before or after the expiration date assigned to each Debit Account.

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

2.4 Interruption of Service

Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence of the Customer, or to the failure of channels or equipment provided by the Customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the Customer to notify The Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission by the Customer within his control, or is not in wiring or equipment, if any, furnished by the Customer.

2.5 Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in part 64, Subpart D of the Rules and Regulations of the FCC.

2.6 Deposits

The Company does not collect Customer Deposits.

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

2.7 Advance Payments

At this time, the Company collects no advance payments in South Dakota.

2.8 Taxes and Fees

The Company shall charge the Customer an amount sufficient to recover any governmental assessments, fees, license, or other similar taxes or fees imposed upon the Company.

2.8.1 For Debit Service, taxes or fees shall be included in the rates and charges stated in the Company's rate schedule for this service.

2.8.2 For all other services offered by the Company, taxes and fees shall be added pro-rate, insofar as practical, to the rates and charges stated in the Company's rate schedules and listed as separate line items on the Customer's bill for services provided.

2.9 Employee Concessions

There are no employee concessions.

2.10 Customer Complaints and/or Billing Disputes

Customers have the right to refer billing disputes and any other complaints to Company at 3111 South Valley View, Suite E-120, Las Vegas, Nevada 89102. The Customer Service Department may be reached 24 hours per day by dialing (800) 672-9080.

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

2.11 Billing Frequency

Customers of pre-paid card services purchase service prior to card activation and are not billed.

2.12 Installations and Connections

There will be no installations or connections involved with The Company's services.

2.13 Miscellaneous Rates and Charges

The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs. Examples of such programs include, but are not limited to, the Universal Service Fund, the Primary Interexchange Carrier Charge, and compensation to payphone service providers for the use of their payphones to access the Company's service.

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SOUTH DAKOTA TELECOMMUNICATIONS SERVICES TARIFF

SECTION 3 - DESCRIPTION OF SERVICE AND RATES

3.1 General

CTI provides direct dialed one plus, toll free inbound, and operator services for communications originating and terminating within the State of South Dakota under terms of this tariff.

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

3.1 Timing of Calls

- 3.2.1 Timing for all calls begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.
- 3.2.2 Chargeable time for all calls ends when either one of the parties disconnects from the call.
- 3.2.3 The minimum call duration and additional billing increments are specified on a per product basis in this section of the tariff.
- 3.2.4 The Company will not bill for incomplete calls.

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

3.3 Rate Periods

Unless otherwise indicated elsewhere in this tariff, all usage-based rates are subject to the following time-of-day, day-of-week, and holiday rate periods:

- 3.3.1 Switched service products will be provided on a flat rate basis with no time-of-day, day-of-week or holiday rate periods.
- 3.3.2 Dedicated service products will be provided on a Day and Non-Day basis. The Day Rate period is defined as Monday through Friday 8:00 AM to, but not including 5:00 PM. The Non-Day rate period is defined as any other time of the week not covered by the Day Rate period.

3.4 Special Access Channels

Special access channels (ie: dedicated facilities), if utilized, are provided and billed to the Customer by the local exchange telephone company. Charges for the special access channel are determined by the local access provider and the Customer is responsible for payment of these charges to the local exchange telephone company. CTI will, at the Customer's request, act on behalf of the Customer in the ordering and installation of the special access channel with the access provider. The Company may also request the access provider to bill them for the account, in the name of the Customer. If this option is utilized, the Company will pass the charges, including a billing service fee, through to the Customer.

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SOUTH DAKOTA TELECOMMUNICATIONS SERVICES TARIFF**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)****3.5 Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between serving wire centers associated with the originating and terminating points of the call.

The serving wire centers of a call are determined by the area codes and exchanges of the origination and destination points.

The distance between the Wire Center of the Customer's equipment and that of the destination point is calculated by using the "V" and "H" coordinates found in BellCore's V&H Tape and NECA FCC Tariff No. 4.

- Step 1 - Obtain the "V" and "H" coordinates for the Wire Centers serving the Customer and the destination point.
- Step 2 - Obtain the difference between the "V" coordinates of each of the Wire Centers. Obtain the Difference between the "H" coordinates.
- 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 Wire Centers.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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

3.6 Quality and Grade of Service Offered

Minimum Call Completion Rate - Customers can expect a call completion rate of not less than 90% during peak use periods. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

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

3.7 CTI Intrastate Service

CTI Intrastate Service is offered to primarily business customers for the provision of long distance services to the affinity group membership. CTI Intrastate Services are an add on to CTI Interstate Service. All calls are billed in six (6) second increments after an initial period, for billing purposes, of eighteen (18) seconds.

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

3.7 CTI Intrastate Service , (Cont'd.)

3.7.1 CTI Direct Dial Service

CTI Direct Dial Service available to Customers who originate direct dialed calls within the State. This service permits origination of intrastate calls from diverse Customer's local exchange or dedicated access facilities.

	Month to Month	One Year Term		Two Year Term		Three Year Term		
Initial 18 Secs.	Each Add'l. 6 Secs.	Initial 18 Secs.	Each Add'l. 6 Secs.	Initial 18 Secs.	Each Add'l. 6 Secs.	Initial 18 Secs.	Each Add'l. 6 Secs.	
SWITCHED ACCESS SERVICE								
\$0.0447	\$0.0149	\$0.0426	\$0.0142	\$0.0402	\$0.0134	\$0.0384	\$0.0128	
DEDICATED ACCESS SERVICE								
Day	\$0.0183	\$0.0061	\$0.0192	\$0.0064	\$0.0204	\$0.0068	\$0.0213	\$0.0071
Non-Day	\$0.0183	\$0.0061	\$0.0192	\$0.0064	\$0.0204	\$0.0068	\$0.0213	\$0.0071

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

3.7 CTI Intrastate Service , (Cont'd.)

3.7.2 CTI Toll Free Inbound Service

CTI Toll Free Inbound Service is available to Customers who receive Toll Free inbound (8xx) calls from within the State of South Dakota. This service permits termination of intrastate calls from diverse geographic locations to Customer local exchange lines or to dedicated access facilities. With CTI Toll Free Inbound Service, the Customer is billed for the call rather than the call originator.

	Month to Month		One Year Term		Two Year Term		Three Year Term	
Initial 18 Secs.	Each Add'l. 6 Secs.							

SWITCHED ACCESS SERVICE

\$0.0447	\$0.0149	\$0.0426	\$0.0142	\$0.0402	\$0.0134	\$0.0384	\$0.0128
----------	----------	----------	----------	----------	----------	----------	----------

DEDICATED ACCESS SERVICE

Day	\$0.0183	\$0.0061	\$0.0192	\$0.0064	\$0.0204	\$0.0068	\$0.0213	\$0.0071
Non-Day	\$0.0183	\$0.0061	\$0.0192	\$0.0064	\$0.0204	\$0.0068	\$0.0213	\$0.0071

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

3.5 Operator Services

Rate Plan Number 1: S.D. -1 (IntraState - All Property Types).
Current Per Minute Usage Rates

Minutes	DAY		EVENING		NIGHT/WEEKEND	
	Initial	Each add'l	Initial	Each add'l	Initial	Each add'l
	Minute	minute	Minute	minute	Minute	minute
0-10	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100
11-16	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100
17-22	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100
23-30	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100
31-35	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100
36-55	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100	\$0.5100
56-124	\$0.5300	\$0.5100	\$0.5300	\$0.5100	\$0.5300	\$0.5100
125-244	\$0.5400	\$0.5100	\$0.5400	\$0.5100	\$0.5400	\$0.5100
245+	\$0.5500	\$0.5100	\$0.5500	\$0.5100	\$0.5500	\$0.5100

Current Per Call Operator Service Charges:

0+ Calling Card:	\$1.25
0- Calling Card:	\$2.25
0+ Credit Card:	\$1.93
0- Credit Card:	\$2.25
Collect Automated:	\$4.35
Collect Operator Assisted:	\$4.35
Operator Dialed Surcharge:	\$1.15
Third Party:	\$4.35
Person to Person:	\$7.15
Property Surcharge:	\$2.00

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3.9 Non-Subscriber Surcharge \$1.50*

*A maximum of \$1.50 per call will be applied to all calls placed through lines which are prescribed to any interexchange carrier other than the Company, or are not presubscribed to any interexchange carrier. This charge is in addition to the initial and additional per minute usage rates and the Per Call Operator Charges outlined above.

3.10 Directory Assistance

Directory Assistance is available to Customers of CTI's long distance services. A Directory Assistance charge applies to each call to the Directory Assistance Bureau. One request may be made on each call to Directory Assistance.

Rate Per Call/Query	\$1.50
---------------------	--------

3.11 Public Telephone Surcharge

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

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol). Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone. The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

3.11.1 Public Telephone Surcharge

Rate per Call	\$0.24
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SECTION 4 - MISCELLANEOUS

4.1 General

Each Customer is charged individually for each call placed through the Company. Charges will vary by service offering, class of call, time of day, day of week, class of call and/or call duration.

4.2 Late Payment Charge

The company will charge a one-time 1.5% late payment fee on all invoices not paid by the due date identified on the Company bill.

4.3 Return Check Charge

The Company will assess a return check charge of up to \$20.00 or 5% of the amount of the check, whichever is greater, whenever a check or draft presented for payment of service is not accepted by the institution on which it is written. This charge applies each time a check is returned to the Company by a bank for insufficient funds.

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SECTION 5 - PROMOTIONS

5.1 Promotions - General

From time to time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some of all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration, not to exceed 90 days, or by offering premiums or refunds of equivalent value. Such promotions shall be made available to all similarly situated Customers in the target market area. All promotions will be filed with and approved by the Commission prior to offering them to Customers.

5.2 Demonstration of Calls

From time to time the Company shall demonstrate service by providing free test calls of up to five minutes duration over its network.

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SECTION 6 - CONTRACT SERVICES**6.1 General**

At the option of the Company, service may be offered on a contract basis to meet specialized requirements of the Customer not contemplated in this tariff. The terms of each contract shall be mutually agreed upon between the Customer and Company and may include discounts off of rates contained herein, waiver of recurring or nonrecurring charges, charges for specially designed and constructed services not contained in the Company's general service offerings, or other customized features. The terms of the contract may be based partially or completely on the term and volume commitment, type of originating or terminating access, mixture of services or other distinguishing features. Service shall be available to all similarly situated Customers for six months after the initial offering to the first contract Customer for any given set of terms.

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VERIFICATION

VERIFICATION

County of Salt Lake)
) s/s
State of Utah)

I Steven E. Swenson, being first duly sworn, depose and state that I am an authorized representative of Custom Teleconnect, Inc., the Applicant in the subject proceeding; that I am authorized to make this Verification on behalf of Custom Teleconnect, Inc.; that I have read the foregoing application and exhibits and know the content thereof; that the same are true and correct to the best of my knowledge, information, and belief.

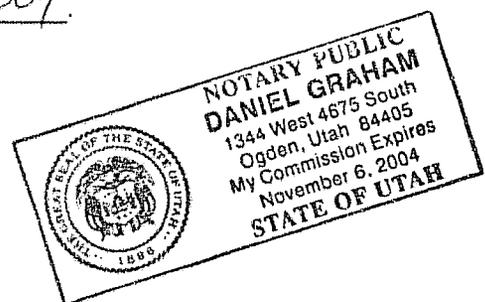
Executed on this 5th day of April, 2001.

By: [Signature]
Name: Steven E. Swenson
Title: Attorney for Custom Teleconnect, Inc.
Company: Custom Teleconnect, Inc.

Subscribed to and sworn before me this 5th day of April, 2001.

[Signature: Daniel Graham]
Notary Public

My Commission expires on Nov. 6, 2004.



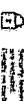
Security enhanced document. See back for details.

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SALT LAKE CITY UT 84102

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South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of April 12, 2001 through April 18, 2001

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

TELECOMMUNICATIONS

TC01-040 **In the Matter of the Filing for Approval of Transfer of Certificate of Authority from Touch America Services, Inc. to Touch America, Inc.**

Touch America Services, Inc. seeks approval to transfer its Certificate of Authority to provide non-dominant competitive resold and facilities-based interexchange telecommunications services and alternative operator services to its indirect parent Touch America. Touch America Services has also given notice to the Commission of the proposed pro forma assignment of interexchange assets from Touch America Services to Touch America. Touch America Services is requesting that the Commission grant a waiver of Administrative Rules of South Dakota Chapter 20:10:34:02.01 governing unauthorized changes of contracts.

Staff Analyst: Michele Farns
Staff Attorney: Kelly Frazier
Date Docketed: 04/12/01
Intervention Deadline: 05/04/01

TC01-041 **In the Matter of the Application of Custom Teleconnect, Inc. for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.**

Custom Teleconnect, Inc. (Teleconnect) is seeking a Certificate of Authority to provide interexchange telecommunications services throughout South Dakota. Teleconnect intends to offer both inbound and outbound intraLATA and interLATA intraState interexchange services and operator services to aggregators of pay telephones and hospitality locations.

Staff Analyst: Heather Forney
Staff Attorney: Karen Cremer
Date Docketed: 04/13/01
Intervention Deadline: 05/04/01

TC01-042 **In the Matter of the Filing for Approval of a Resale Agreement between Qwest Corporation and American Prepaid Telephone Service, LLC d/b/a South Dakota Prepaid Telephone Service.**

On April 16, 2001, a Resale Agreement between Qwest Corporation (Qwest) and American Prepaid Telephone Service, LLC d/b/a South Dakota Prepaid Telephone Service was filed with the Commission for approval. According to the parties the agreement is a negotiated agreement which sets forth the terms, conditions and prices under which Qwest will provide services for resale to South Dakota Prepaid Telephone Service for the provision of local exchange services. Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement on or before May 7, 2001. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.

Staff Attorney: Kelly Frazier
Date Docketed: 04/16/01
Initial Comments Due: 05/07/01

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BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF)
CUSTOM TELECONNECT, INC. FOR A)
CERTIFICATE OF AUTHORITY TO PROVIDE)
INTEREXCHANGE TELECOMMUNICATIONS)
SERVICES IN SOUTH DAKOTA)

ORDER GRANTING
CERTIFICATE OF
AUTHORITY

TC01-041

On April 13, 2001, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for a certificate of authority from Custom Teleconnect, Inc. (CTI).

CTI proposes to offer inbound and outbound intraLATA and interLATA intrastate interexchange services and operator services to aggregators of pay telephone and hospitality locations. A proposed tariff was filed by CTI. The Commission has classified long distance service as fully competitive.

On April 19, 2001, the Commission electronically transmitted notice of the filing and the intervention deadline of May 4, 2001, to interested individuals and entities. No petitions to intervene or comments were filed and at its June 19, 2001, meeting, the Commission considered CTI's request for a certificate of authority. Commission Staff recommended granting a certificate of authority.

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 CTI has met the legal requirements established for the granting of a certificate of authority. CTI 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 CTI's application for a certificate of authority. As the Commission's final decision in this matter, it is therefore

ORDERED, that CTI's application for a certificate of authority is hereby granted. It is

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

Dated at Pierre, South Dakota, this 22nd day of June, 2001.

CERTIFICATE OF SERVICE	
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by first class mail, in properly addressed envelopes, with charges prepaid thereon.	
by	<u>Alaine Kacko</u>
on	<u>6/25/01</u>
(OFFICIAL SEAL)	

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

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

Authority was Granted as of the date of the
Order Granting Certificate of Authority
Docket No. TC01-041

This is to certify that

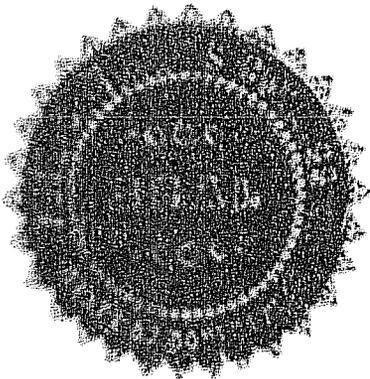
CUSTOM TELECONNECT, INC.

is authorized to provide interexchange telecommunications services in
South Dakota.

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

Dated at Pierre, South Dakota, this 22nd day of June, 2001.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**




JAMES A. BURG, Chairman


PAM NELSON, Commissioner