

DOCKET NO. _____

In the Matter of

IN THE MATTER OF THE
APPLICATION OF TELEGENIUS, 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

10/10/01 Filed and docketed;
10/11/01 Public Filing;
1/22/02 Revised Tariff Pages;
5/12/02 Letter Requesting Withdrawal of Application;
5/16/02 Order Permitting Withdrawal of Application and Closing Docket;
5/16/02 Docket Closed



TELECOM CERTIFICATION & FILING, INC.

405 MADISON AVENUE

NEW YORK, NEW YORK 10022-5803

TEL (212) 540-0000

FAX (212) 750-0101

e-mail: dklein@telfile.com

October 8, 2001

MAILING LABELS

Ms. Heather K. Farnoy

1000 North 4th

South Dakota Public Utilities Commission

State Capitol Building

500 East Capitol Avenue

Pierre, SD 57501-4070

Re: Telegenius, Inc.

Dear Ms. Farnoy:

In regard to filing, please find a one original and ten (10) copies of Telegenius, Inc.'s Petition for a Certificate of Authority to Operate as a Non-Facilities Based Reseller of Interexchange Telecommunications Services in the State of South Dakota, along with its proposed tariff. I have also enclosed check no. 1809 in the amount of Two Hundred Fifty Dollars (\$250.00) to cover the cost of filing.

At your earliest convenience, please date stamp and return the copy of this cover letter to me in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, or require additional information, please contact me at your convenience.

Sincerely,

Alice Rodriguez
Project Manager

Enc.

RECEIVED

OCT 10 2001

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

STATE OF SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

In the Matter of the Petition of) Docket No. _____
)
 Telegenius, Inc.)
)
 for a Certificate of Authority to Operate)
 as a Non-Facilities-Based Resold)
 Interexchange Telecommunications Services)

**PETITION FOR A
CERTIFICATE OF AUTHORITY**

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

I. Name and Address of Petitioner

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

Name: Telegenius, Inc.
 Address: 2901 Ridgelake Drive, Suite 212
 Metairie, LA 70002
 Telephone Number: (504) 831-5090
 Fax Number: (504) 838-6220
 Federal Identification Number: 72-1500236

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

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OCT 10 2001

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

1. Structure of Organization:

Petitioner is a corporation

(a) Petitioner was incorporated in the State of Louisiana on April 18, 2001. Copies of its Certificate and Articles of Incorporation are collectively attached hereto as Exhibit 1. Petitioner is entitled to transact business in the State of South Dakota. A copy of Petitioner's Certificate of Authority to transact business in the State of South Dakota as issued by the Secretary of State is attached hereto as Exhibit 2.

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

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

(c) The names and addresses of each corporation, association, partnership, cooperative, or individual holding a 10 percent or greater ownership or management interest in the Petitioner Corporation and the amount and character of the ownership or management interest:

Kathy S. Webb
2001 Ridgeway Drive, Suite 212
Watson, LA 70092
Ownership Percentage 50%

Lisa A. Wagoner
2001 Ridgeway Drive, Suite 212
Watson, LA 70092
Ownership Percentage 50%

(d) Petitioner has no affiliates or subsidiaries.

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

Kathy S. Webb - President and Director
Lisa A. Wagoner - Secretary and Director

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

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

5. The Services to be Offered by Petitioner

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

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

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

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

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

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

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

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

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

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

Petitioner's services will be available on a full-time basis, 24 hours a day, seven days a week. Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (888) 750-1187. Petitioner has the technical ability to provide the services contemplated herein. Petitioner's management possesses extensive technical experience in the telecommunications industry. Petitioner's management also possesses the technical expertise necessary to provide customers in the State of South Dakota with high-quality resold interexchange telecommunications services.

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

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

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

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

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

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

8a. Proposed Tariffs

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

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

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

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

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

Name: Kellie S. Webb
Title: President
Address: 2901 Ridgelake Drive, Suite 212
Metairie, LA 70002
Telephone Number: (504) 831-5090
Facsimile Number: (504) 838-6220
E-mail: kellie.webb@gpa.net
Toll Free Number: (888) 750-1187

9a. Customer Billings

Billing will not be required by Petitioner. Petitioner exclusively provides prepaid services.

9b. Customer Service

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

Customer complaints can be addressed to:

Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

Customer Service support will also be available on a full-time basis, 24 hours a day, seven days a week by calling (888) 750-1187.

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

Subscribers may contact Petitioner's Customer Service by calling the Petitioner at its toll-free customer service number: 1-888-750-1187. Customer support will be provided through use of a combination of a voice recognition unit and live CSR and customer sales representative interactions.

10. Current Business Transactions

Petitioner has authority to provide resold interexchange telecommunications services in the states of Colorado, Michigan, North Carolina, Oregon, Pennsylvania, Texas, Utah and Virginia.

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

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

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

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

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

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

13. Managerial and Technical Qualifications

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

13a. Managerial Qualifications

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

13b. Technical Qualifications

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

Name: Ms. Kellie S. Webb
Title: President
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002
Telephone Number: (504) 831-5090

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

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

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

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

Name:	Ms. Kellie S. Webb
Title:	President
	2901 Ridgelake Drive, Suite 212
	Metairie, LA 70002
Telephone Number:	(504) 831-5090

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

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

15. Rural Telephone Company

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

16. Solicitation and Unauthorized Switching

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

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

17. Formal Complaints

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

18. Federal Identification Number

The Federal Identification Number for Petitioner is 72-1500236.

19. Statement of Compliance

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

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

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

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

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

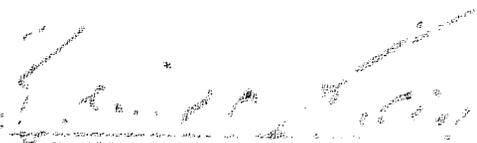
In addition to the reduced pricing, the introduction of the Petitioner services will promote competition and lead to greater efficiencies and more rapid introduction of new technologies in the use of interexchange telecommunications services. Thus, SDPUC grant of this Petition will significantly serve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

CONCLUSION

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

Respectfully submitted,

Telegenus, Inc.

By: 

David O. Klein, COO

Telecom Certification & Filing, Inc.

485 Madison Avenue, 15th Floor

New York, NY 10022-5803

(212) 546-9890

Representative of Telegenus, Inc.

STATE OF LOUISIANA

PARISH OF JEFFERSON

VERIFICATION

I, Kellie S. Webb, declare that I am the President of Telegenus, Inc. the Petitioner. I verify that, based upon information and belief, I have knowledge of the statements in the foregoing Petition and I declare that they are true and correct. In addition, I hereby assert my willingness to comply with all the rules and regulations that the South Dakota Public Utilities Commission may lawfully impose upon Telegenus, Inc.'s provision of service.


Kellie S. Webb

Sworn to me before, the undersigned Notary Public on this the 2nd day of September, 2004.


Notary Public


Print or Type Name

LEON E. GREGG
Notary Public, State of New York
No. 02 007252
Qualifies to Notarize until August
Commission Expires on: 08/20/05

EXHIBIT 1

UNITED STATES OF AMERICA
State of Louisiana

Fox McKeithen
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Organization and Initial Report of
TELEPHONE, INC.

Domiciled at METAIRIE, LOUISIANA,

Was filed and recorded in this Office on April 18, 2001.

And all fees having been paid as required by law, the
limited liability company is authorized to transact business
in this State, subject to the provisions required by law,
including the provisions of R.S. 9:2141, Chapter 11.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,*

APR 18 2001
Fox McKeithen

TRO 35075378D
Secretary of State



BE IT KNOWN that on this March 9, 2001 personally came and appeared before me, the undersigned Notary Public, the subscriber(s) herein, of the full age of majority, who declared to me, in the presence of the undersigned competent witnesses, that, availing themselves of the provisions of the Louisiana Business Corporations Law, they do hereby organize themselves, their successors and assigns, into a corporation pursuant of that law, under and in accordance with the following articles of incorporation:

ARTICLE I.

A. Corporate Name

The name of this corporation is **TELEGENIUS, INC.**

B. Incorporators

The names and addresses of the incorporator(s) are
Kellie S. Webb
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

Lisa Wagnon
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

STATE OF LOUISIANA

Office of the Secretary of State
I hereby certify that this is a true and correct copy as filed with me on this day of March, 2001.



For the Notary
Secretary of State

MAR 10 2001

C. Registered Agent & Registered Office

The registered office of this corporation is
2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

The registered agent is:

Malcolm B. Robinson, Jr., 3545 N. I-10 Service Road, Suite 100, Metairie, LA 70002

ARTICLE II.

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Louisiana, either for its own account, or for the account of others, as agent, and either as agent or principal, to enter upon or engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation, and any territory of any country to the extent permitted by the laws of such other state, nation or territory.

ARTICLE III.

The duration of this corporation shall be its perpetuity.

ARTICLE IV.

Authorized Capital

A. The total authorized capital stock of this corporation is 1000 SHARES, no par value.

B. Shareholders shall have pre-emptive rights. Fractional shares may be issued. No transfer of any of the shares of this Corporation shall be binding upon it unless a

transfer is made in accordance with the Articles of Incorporation and the By-laws of this Corporation and recorded in the books thereof.

C. The total authorized number of shares in this corporation shall be as follows.
1000 shares.

D. The capital stock of this Corporation may be reduced by purchase and/or redemption of said shares from the stockholders, or those shares that may, from time to time, be held as treasury stock, by a vote of a majority of the members of the Board of Directors of the Corporation. The consideration for such reduction and/or redemption shall be determined by a majority vote of the members of the Board of Directors. Such reduction and/or redemption may be made by the use of money or other property representing capital assets or borrowed money of the Corporation provided that after the reduction of the capital stock is duly effected, the actual value of the assets of the Corporation shall still exceed the amount of its debts and liabilities plus the amount of its capital stock so reduced.

E. Notwithstanding any other provisions of these articles, the Corporation may purchase its own shares out of surplus available for dividends with money or other property representing capital assets or borrowed money of the Corporation, at such price and consideration, and for such purpose as may be deemed fitting and appropriate by a vote of a majority of the members of the Board of Directors.

F. This corporation will not commence business until it has received the sum of \$1,000.00 for the initial issuance of its shares of stock.

ARTICLE V.

The stockholders hereby elect and wish to avail themselves of Section 1244 of the Internal Revenue Code.

ARTICLE VI.

Directors:

A. Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in and all of the business and affairs of this corporation shall be managed by, a board of not less than one (1), no more than five (5), directors. The number of directors may be increased or decreased within the limits above provided by a majority vote of the directors.

B. The board of directors shall have authority to make and alter by-laws, including the right to make and alter by-laws fixing their qualifications, classifications, or terms of office, or fixing or increasing their compensation, subject to the shareholders to change or repeal the by-laws so made.

C. The Board shall further have authority to exercise all such other powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from doing so by the applicable laws, or by the articles of incorporation, or by the by-laws of the corporation.

D. The general annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, unless and until otherwise provided in the by-laws, and shall take place on March 9, 2001 in each year, if that day is not a legal holiday; if that day is a legal holiday, the meeting will be held on the first business day thereafter, beginning one year from this date, or unless or otherwise

provided in the by-laws.

E. The Shareholders meetings shall be held and regulated by the provisions of the Business Corporation Law of the State of Louisiana

F. The number, classification, qualifications, terms of office, manner of election, time and place of meeting, whether within or outside the State of Louisiana, and the powers and duties of the directors, may be from time to time fixed, changed, increased, or reduced by the by-laws.

G. Until other wise provided in the by-laws, any directors absent from a meeting may be represented by any other person, whether or not he is a director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director, filed with the secretary.

ARTICLE VII.

Purchase and Redemption of Shares

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided with the Louisiana Business Corporations Law, or other applicable law, and as may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be re-issued and disposed of as authorized by law, or may be canceled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE VIII.

Capital Surplus and Dividends

The board of directors shall have the power and authority with respect to capital, surplus and dividends, including allocation, increases, reduction,, utilization, distribution and payment, as is permitted and provided by the Louisiana Business Corporations Law, or other applicable law.

ARTICLE IX.

Amendments to Articles of Incorporation

Changes in the rights of holders of shares of stock of any class shall be made by a majority vote or written consent, of the shareholders given voting power by these articles; and in addition, by a majority vote or written consent, of the class or classes of shareholders affected, whether they are other wise entitled to vote or not.

Any other amendment for which a larger vote is not specifically made mandatory by the Louisiana Business Corporations Law, may be made upon the majority vote or written consent, of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

ARTICLE X.

Sale and Other Transfers of Stock

A. No stock in this corporation shall be transferred unless the stock shall have been first offered for sale to the corporation, and, if the corporation shall fail or refuse to accept the offer, to each of the other shareholders of this corporation. The offeree shall have an option to purchase the stock to be transferred at the same price and on the same terms and conditions as the offeror shall have been offered by a third person at arm's length, acting in good faith. The offer shall be in writing and shall set forth the

price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the corporation and to each stockholder at the address listed on the corporate books. The right to transfer stock shall not exist until the corporation and all existing shareholders either refuse in writing the offer so made, or waive the requirement of an offer in writing, or until they fail for a period of thirty (30) days after receipt of the written offer to accept it by compliance with the terms therein set forth. Regulations as to the formalities and procedures to be followed in effecting the transfer may be prescribed in the by-laws of the corporation.

B. Should the corporation be unable or unwilling for any reason to exercise its option as granted above, the option may be exercised by such stockholders as desire to exercise it, in the proportions in which these stockholders hold stock in the corporation.

C. After the expiration of the option period, no transfers at a price less than has been offered to the corporation and the other stockholders, or on terms or conditions varying from those stated in the letter notifying the corporation and the stockholders of a proposal to transfer, shall be valid, until the right shall have been offered to the corporation and the stockholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the stockholder who proposes to transfer his stock.

D. The stockholders in this corporation may make agreements, either in by-laws or by a shareholder agreement, between themselves relative to the purchase, among themselves, of the stock of this corporation, in the event of death, insanity, retirement or disability of any stockholder, and in the event of a transfer of his stock by donation to the stockholder's spouse and linear descendants. A copy of any such agreement shall be filed with the Secretary or Secretary-Treasurer of this corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, administrators, legatees, executors and assigns.

E. Except as to a transfer on death or a gift of the stock of a stockholder to his spouse or linear descendants (which shall be controlled if at all by the by-laws or by a shareholder agreement), no sale, mortgage, pledge, conveyance, transfer, seizure, donation, sale under legal process or attachment, or by virtue of any pledge or hypothecation, and no other disposal of stock of any nature whatsoever shall have any effect as related to the corporation or its stockholders, nor shall it be valid in any fashion until the option period provided above shall have expired.

ARTICLE XI

Indemnification of Members of Board of Directors

The corporation shall indemnify and hold harmless each director and officer now or hereafter serving the corporation from and against any and all claims and liabilities to which he may be or become subject by reason of his now or hereafter being or having heretofore been a director or officer of the corporation and/or by reason of his alleged acts or omissions as such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director and officer for all legal and other expenses reasonably incurred by him in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the Board of

Directors whether or not he continues to be such director or officer at the time such expenses are incurred, provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his own bad faith, reckless disregard of his duties, gross negligence or willful misconduct or shall be indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the same unless in the judgment of the directors of the corporation the director or officer against whom such claims or liability is asserted has not been guilty of bad faith, reckless disregard of his duties, gross negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law. Except as hereinabove limited, directors and officers shall be entitled to all protection that they can legally be afforded them any other rights to which they may be entitled as a matter of law.

ARTICLE XII

Reversions

Cash, property, or share dividends, shares issuable to Shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the Shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the Corporation to pay the dividend or redemption price or deliver the certificates for the shares to such Shareholders within such time, shall, at the expiration of such time, revert in full ownership to the Corporation, and the Corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease.

THUS DONE AND PASSED, in my office in the Parish and State aforesaid, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

WITNESSES:

Catherine Davenport

Kellie S. Webb
Kellie S. Webb

Jerry Carabasis

Lisa Wagnon
Lisa Wagnon

Notary Public
NOTARY PUBLIC

INITIAL REPORT

STATE OF LOUISIANA
PARISH OF Articles Incorporation Data:DB File not open

To: Secretary of State
State of Louisiana
Corporations Division
State Capitol
Baton Rouge, Louisiana

Location and Post Office Address of the Corporation:

TELEGENIUS, INC.
2901 Ridgelake Drive, Suite 212, Metairie, LA 70002

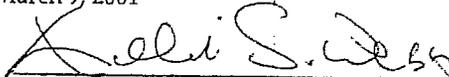
Name and Address of Its Registered Agent:

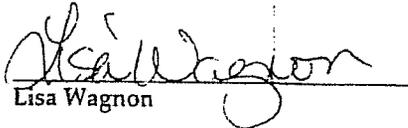
Malcolm B. Robinson, Jr.
3545 N. I-10 Service Road
Suite 106
Metairie, LA 70002

Name and Address of the First Director(s):

Kellie S. Webb
Lisa Wagnon

Dated at Gretna, Louisiana, this March 9, 2001


Kellie S. Webb


Lisa Wagnon

AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED REGISTERED AGENT

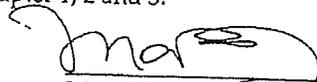
To Secretary of State
Corporations Department
State of Louisiana

STATE OF LOUISIANA
PARISH OF JEFFERSON

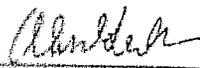
On this March 9, 2001 , personally came and appeared

MALCOLM B. ROBINSON, JR.,

who is known to me, and who, being duly sworn, acknowledged to me that
he/she does hereby accept appointment as the Registered Agent of TELEGEMIUS,
INC. which is a Corporation authorized to transact business in the State of Louisiana
pursuant to the provisions of Title 12, Chapter 1, 2 and 3.


MALCOLM B. ROBINSON, JR.

SWORN TO AND SUBSCRIBED
before me, Notary, on the day, month
and year first above set forth.



Notary Public

EXHIBIT 2

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

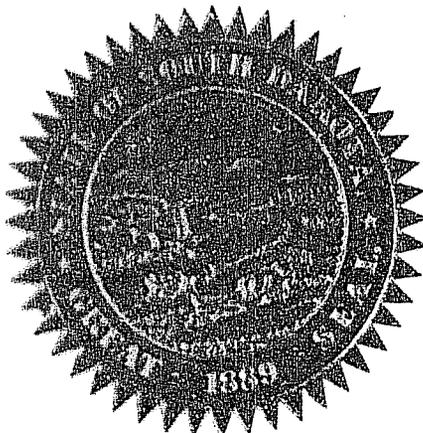
Certificate of Authority

ORGANIZATIONAL ID #: FB025262

I, **JOYCE HAZELTINE**, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of **TELEGENIUS, INC. (LA)** 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 June 25, 2001.



Joyce Hazeltine

Joyce Hazeltine
Secretary of State



Secretary of State
 State Capitol
 500 E. Capitol Ave
 Pierre SD 57501
 Phone 605. 773.4849
 Fax 605. 773.4550

FILE NO _____
 RECEIPT NO _____

RECEIVED
 JUN 25 '01

S.D. SEC. OF STATE

Application for Certificate of Authority

Pursuant to the provisions of SDCL 47-8-7, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of South Dakota and for that purpose submits the following statement:

Filed this 25th day of June, 2001
Joyce Jungelmeier
 SECRETARY OF STATE

(1) The name of the corporation is TELEGENIUS, INC.
 (exact corporate name)

(2) If the name of the corporation does not contain the word "corporation", "company", "incorporated" or "limited" or does not contain an abbreviation of one of such words, then the name of the corporation with the word or abbreviation which it is to add thereto for use in this state is _____

(3) State where incorporated LOUISIANA Federal Taxpayer ID# 72-1500236

(4) The date of its incorporation is APRIL 18, 2001 and the period of its duration, which may be perpetual, is PERPETUAL

(5) The address of its principal office in the state or country under the laws of which it is incorporated is 2001 RIDGE LAKE DRIVE, SUITE 212, METAIRIE, LA Zip Code 70002
 mailing address if different from above is _____ Zip Code _____

(6) The street address, or a statement that there is no street address, of its proposed registered office in the State of South Dakota is 300 South Phillips Avenue, Suite 300, Sioux Falls, SD Zip Code 57102
 and the name of its proposed registered agent in the State of South Dakota at that address is National Registered Agents, Inc

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are: (state specific purpose)
TO PROVIDE TELECOMMUNICATION SERVICES TO RESIDENTIAL AND BUSINESS CLASS CUSTOMERS IN THE STATE OF SOUTH DAKOTA.

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

Name	Officer Title	Street Address	City	State	Zip
<u>KELLIE S. WEBB</u>	<u>DIR./PRES.</u>	<u>3328 TIMERLANE WAY, #107,</u>	<u>HARVEY,</u>	<u>LA</u>	<u>70058</u>
<u>LISA A. WAGNON</u>	<u>DIR./SEC.</u>	<u>2916 DUBLIN STREET,</u>	<u>NEW ORLEANS,</u>	<u>LA</u>	<u>70118</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

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

Number of shares	Class	Series	Par value per share or statement that shares are without par value
<u>1000</u>	<u>CAPITAL</u>	_____	<u>NO PAR VALUE</u>
_____	_____	_____	_____
_____	_____	_____	_____

11) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, is _____

Number of shares	Class	Series	Par value per share or statement that shares are without par value
1000	CAPITAL		NO PAR VALUE

12) The amount of its stated capital is \$ 1000
Which record items par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

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

14) That such corporation shall not directly or indirectly combine or make any contract with any incorporated company, foreign or domestic, through their stockholders or the trustees or assigns of such stockholders, or with any copartnership or association of persons, or in any manner whatever to fix the prices, limit the production or regulate the transportation of any product or commodity so as to prevent competition in such prices, production or transportation or to establish excessive prices therefor.

15) 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.

This 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 MAY 21, 2001

[Signature]
(Signature)
PRESIDENT
(Title)

STATE OF LOUISIANA

JEFFERSON PARISH OF JEFFERSON

[Signature], a notary public, do hereby certify that on this 21 day of MAY, 2001, personally appeared before me KELLIE S. WEBB who, being by me first duly sworn, declared that he/she is the PRESIDENT of TELEGENIUS, INC., that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

[Signature]
Notary Public

[Signature]
(Notary Public)

Notarial Seal

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

Consent of Appointment by the Registered Agent

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

Dated MAY, 2001

[Signature]
(signature of registered agent)

EXHIBIT 3

LISA A. WAGNON
1531 Huron Avenue - Apartment A
Metairie, Louisiana 70005
(504) 294-4074

OBJECTIVE

Organized, efficient, computer literate college graduate seeking a challenging position in administration/management with an opportunity for advancement

EDUCATION

Bachelor of Science degree in Management - University of New Orleans, May 1995

EXPERIENCE

Vice President of Administration

Telegenus, Inc., Metairie, LA, 8/00 - present

- * Developed and maintained in-house ACH system
- * Created and managed employee benefit program
- * Responsible for all cash and bank accounts
- * Established internal employee policies and procedures

Executive Assistant / Marketing Manager

Communications 2000, Inc., New Orleans, LA, 2/00 - 8/00

- * Scheduled and coordinated trade show appearances
- * Updated and maintained sales contact databases
- * Planned and executed press conferences and news releases
- * Assisted Vice President of Sales with miscellaneous tasks and projects

Administrative Assistant

Home Team Productions, New Orleans, LA, 11/99 - 2/00

- * Processed proposals and contracts for sales team
- * Responsible for incoming calls, errands, payroll and some accounts receivable
- * Created trade show, seasonal and tri-fold brochures
- * Started Master Key box system and First-Aid upgrade

Sales and Marketing

Ricca's Architectural Sales, New Orleans, LA, 05/99 - 11/99

- * Organized and maintained stock of new and existing merchandise
- * Coordinated storage & display of large shipment of new hardware
- * Monitored & ordered existing stock & supply items
- * Assisted sales staff in customer service and sales accounting procedures
- * Programmed & trained staff on use of cash register

Administrative Assistant

Diagnostic Concepts, New Orleans, LA, 03/99 – 05/99

- Assisted Director of Operations with routine activities and special projects
- Tracked accessory sales and distributed monthly sales reports
- Processed daily orders of x-ray and pharmaceutical items
- Maintained office supplies and petty cash
- Placed special accessory item orders for outside sales team

Assistant Manager

Curves for Women, Houma, LA, 11/98 – 3/99

- Responsible for staff scheduling and day-to-day sales operations
- Performed daily accounting and opening/closing procedures
- Planned and promoted Member activities/programs
- Designed and wrote monthly member newsletter

Assistant Manager

Studio IV – The Workout Company, Houma, LA, 8/98 – 10/98

- Supervised Aerobic, Personal Training, Sales and Front Desk Staff
- Responsible for setting and achieving monthly sales goals with staff
- Planned and implemented calendar of events and class programming

Member Services Supervisor

Premier Athletic Club, Metairie, LA, 11/97 – 02/98

- Responsible for hiring, training, scheduling and supervising Front Desk Staff
- Performed Manager on Duty shift two to four times per week

Administrative Assistant

Premier Athletic Club, Metairie, LA, 05/96 – 08/98

- Organized Member and Staff meetings, activities and community projects
- Assisted Club Manager and Department Heads in various department projects
- Responsible for all Member and Employee communication
- Updated Lost & Found, First Aid and Manager On Duty procedures

Bank Teller I

Bank One, New Orleans, LA, 09/95 – 05/96

- Reduced uncollected funds account by 72% in a 2 month period
- Verified all bulk coin and food stamp deposits
- Organized, ordered and maintained branch stock of supply items
- Received rating of “Achieves Plus” on first performance evaluation

Loss Prevention Auditor

Saks Fifth Avenue, New Orleans, LA, 06/91 – 08/91

- Reviewed store inventory books and conducted discrepancy investigations
- Organized and conducted annual store-wide inventory
- Acted as Loss Prevention Liaison with Corporate Headquarters in New York

Executive Secretary

Sheela C. Myers, Esquire, New Orleans, LA, 02/88 – 03/90

- Set up and maintained office space for new private practice
- Prepared highly sensitive legal briefs and office correspondence
- Highly respected by clientele

PERSONAL ATTRIBUTES

- Accustomed to responsibility
- Team player and leader
- Good track record of effective planning, organization, delegation and supervision of day-to-day activities and special projects
- Detail oriented
- Possess excellent organizational skills
- Able to work independently and accurately, with little or no supervision
- Very personable and easy to get along with
- Honest and trustworthy
- Hard worker
- Quick learner

AWARDS AND HONORS

- STAR Employee of the Month, Premier Athletic Club, 7/97 and 3/98
- Excellence in Leadership Award, University of New Orleans, 5/95
- Outstanding Service Award, College of Business Executive Council, 5/95
- Loss Prevention Award, Saks Fifth Avenue, 1990 and 1991
- American Legion Award, 5/87

ACTIVITIES

- House Captain, Christmas In October Program, 1997
- Chapter President, Phi Chi Theta, Professional Business Fraternity, 1994/95
 - Chaired chapter meetings, recruited and trained incoming officers, planned and implemented various fundraising activities
- Member, College of Business Executive Council, 1994/95

COMPUTER SKILLS

- Microsoft Windows 98
- Microsoft Word, Excel, Outlook 2000
- WordPerfect 6.0
- Lotus 1-2-3
- Microsoft Publisher 97
- Printmaster Gold

KELLIE S. WEBB

1118 Timberlane Way
Harvey, LA 70058
504 342-6001
kwebb@webb@ppa.net

EXPERIENCE

10/00-Present Telegenius, Inc. Metairie, LA
VP Operations

- Managed / Implemented Operational processes and procedures
- Performed all duties associated with MIS infrastructure
- Managed / Maintained various switching platforms
- Managed / Maintained POSA division

8/99-10/00 Communications 2000, Inc. New Orleans, LA
Prepaid Division Manager

- Responsible for overseeing all aspects of Prepaid CLEC division.
- Developed Prepaid division processes and procedures
- Supervised a staff of 15 employees
- Maintained database of customers and managed information
- Coordinated implementation of POSA into department

4/90-8/99 American Medical Group, Inc. New Orleans, LA
Office Administrator

- Full management of 4 clinic locations and clinical staff
- Assisted with A/P and A/R
- Developed / Implemented clinical processes and procedures

1/87-2/90 Promark, Inc. New Orleans, LA
Sales Associate

- Provided administrative support to Regional Sales Director
- Coordinated contract and correspondence preparation
- Assisted with customer relations

EDUCATION

1995-1999

Delgado College, New Orleans, LA

Completed courses for Associate in General Studies with concentration in Business. Maintained GPA of 4.0

1991

Louisiana Board Chiropractic Radiologic Technology

Radiological Certification

1986

Bonnabel High School, Metairie, LA

General Diploma

SKILLS

Proficient in Microsoft Word, Excel, Access, PowerPoint, Outlook, Publisher and Visio

Proficient in Windows 95, 98, NT and ME

Proficient in QuickBooks and Peachtree

Software programs: LDC Link/Director, Various Switching Platforms, Medical Billing and Coding

ILEC to CLEC Provisioning Platforms

Certified Radiological Technician

REFERENCES

AVAILABLE UPON REQUEST

EXHIBIT 4

Telegenius, Inc.
Balance Sheet
As of August 31, 2001

ASSETS		
Bank Accounts		
Bank of America	1,000.00	
Main Account	91,045.04	
Omni Account	486.50	
Total Bank Accounts	<u> </u>	92,531.54
Accounts Receivable		34,936.08
Total Current Assets		
Fixed Assets		
Furniture & Fixtures	1,552.58	
Machinery & Equipment	298.40	
Total Fixed Assets	<u> </u>	<u>1,850.98</u>
TOTAL ASSETS		<u><u>129,318.60</u></u>
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	9,520.00	
Payroll Liabilities	(36.24)	
Long Term Liabilities		
Customer Deposits	53,600.00	
Development Loan	(99,000.00)	
Total Liabilities	<u> </u>	(35,916.24)
Equity		
Open Bal Equity	1,000.00	
Retained Earnings	(93.50)	
Net Income	164,328.34	
Total Equity	<u> </u>	<u>165,234.84</u>
TOTAL LIABILITIES & EQUITY		<u><u>129,318.60</u></u>

Telegenius, Inc.
 Profit & Loss Statement
 August 31, 2001

Income		
Sales	310,371.90	
Sales Discounts	(128,292.13)	
Shipping & Handling	11.98	182,091.75
Total Income		<u>182,091.75</u>
Cost of Goods Sold		
COGS Printing	(162,120.88)	
COGS Freight	(8,587.87)	
Total COGS	<u>(170,708.75)</u>	<u>(170,708.75)</u>
GROSS PROFIT		11,383.00
Expenses		
Advertising	345.28	
Bank Service Charges	58.87	
Customer Credit Checks	18.97	
Dues & Subscriptions	15.88	
Equipment Rental	427.48	
Marketing	588.93	
Office Expense	847.53	
Salaries	3,188.14	
Professional Fees	1,708.15	
Rent	428.45	
Travel & Entertainment	327.28	
Total Expenses	<u>7,941.07</u>	<u>7,941.07</u>
NET PROFIT		3,381.42

Operating Cash Flow Forecast - Four Year (Quarterly)

	Year 1		Year 2		Year 3		Year 4		Year 5		Year 6		Year 7		Year 8		
	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	
Revenue																	
Net Revenue	1,500,000	2,527,000	3,360,910	4,479,010	5,364,012	6,436,815	7,724,128	9,287,011	10,859,105	12,708,220	14,800,000	17,120,000	19,680,000	22,480,000	25,520,000	28,800,000	32,320,000
Cost of Goods																	
Net Cost of Goods	1,310,000	1,768,900	2,352,617	3,129,007	3,754,809	4,505,770	5,406,919	6,489,309	7,761,516	9,202,789	10,819,907	12,538,209	14,362,919	16,298,209	18,349,119	20,510,000	22,776,000
Gross Profit	570,000	758,100	1,008,293	1,341,003	1,609,204	1,931,044	2,317,211	2,797,702	3,297,589	3,805,431	4,379,113	4,981,791	5,617,081	6,281,791	6,970,881	7,680,000	8,400,000
Operating Expense																	
Salaries and wages	180,000	185,400	190,967	196,691	202,592	208,669	214,929	221,377	228,019	234,859	241,905	249,162	256,637	264,335	272,266	280,431	288,831
Employee Benefits	6,270	6,458	6,652	6,851	7,057	7,269	7,487	7,711	7,941	8,181	8,426	8,679	8,940	9,208	9,484	9,768	10,058
Insurance	6,840	7,045	7,257	7,474	7,698	7,929	8,167	8,412	8,665	8,925	9,192	9,466	9,747	10,035	10,328	10,626	10,928
Travel	1,900	1,957	2,016	2,076	2,138	2,203	2,269	2,337	2,407	2,479	2,551	2,630	2,709	2,790	2,871	2,954	3,038
Telephone	14,250	18,953	25,207	33,525	40,210	48,276	57,911	69,518	79,915	93,917	105,720	121,507	141,285	164,050	190,800	221,531	268,241
Postage	11,020	14,657	19,493	25,926	31,111	37,334	44,800	53,760	61,824	71,028	81,761	93,107	105,150	117,881	131,300	145,500	160,481
Printing expense	3,040	4,043	5,377	7,152	8,582	10,299	12,359	14,830	17,055	19,613	22,555	25,910	29,572	33,540	37,810	42,380	47,241
Advertising	32,110	42,706	56,799	75,543	90,652	108,782	130,519	156,646	180,143	207,163	238,710	273,905	311,840	352,510	396,810	444,740	496,291
Marketing/Promotion	26,220	34,873	46,381	61,686	74,023	88,828	106,593	127,912	147,099	169,169	194,519	223,720	256,092	291,611	330,271	372,071	417,011
Professional fees	58,330	77,579	103,180	137,229	164,675	192,610	237,132	284,559	327,241	376,279	432,778	497,695	571,061	652,881	743,161	841,891	949,171
Printing and reproduction	4,560	4,697	4,838	4,983	5,132	5,286	5,445	5,608	5,776	5,950	6,128	6,311	6,501	6,697	6,899	7,104	7,314
Shipping/Freight	99,750	132,668	176,448	234,676	281,611	337,933	405,519	486,623	559,617	641,559	730,091	821,113	914,610	1,011,581	1,112,021	1,215,931	1,323,301
Books and subscriptions	6,080	8,086	10,755	14,304	17,165	20,598	24,712	29,661	34,110	39,226	45,110	51,807	59,340	67,721	76,950	87,020	97,940
Repairs and permits	1,900	1,957	2,016	2,076	2,138	2,203	2,269	2,337	2,407	2,479	2,551	2,630	2,709	2,790	2,871	2,954	3,038
Depreciation	13,490	13,895	14,312	14,741	15,183	15,639	16,100	16,571	17,089	17,601	18,129	18,671	19,228	19,800	20,387	20,989	21,604
Commissions	4,750	4,893	5,039	5,190	5,346	5,507	5,672	5,842	6,017	6,198	6,384	6,575	6,771	6,972	7,178	7,389	7,604
Other	14,250	18,953	25,207	33,525	40,210	48,276	57,911	69,518	79,915	93,917	105,720	121,507	141,285	164,050	190,800	221,531	268,241
Total Operating Expenses	38,010	50,540	67,218	89,400	107,280	128,736	154,484	185,380	213,187	245,165	281,940	321,711	365,481	413,251	465,021	520,791	580,561
Operating Profit Before Income Tax	47,240	128,742	239,118	387,951	506,358	649,668	822,902	1,032,001	1,219,319	1,433,615	1,680,150	1,971,594	2,302,100	2,681,581	3,109,810	3,587,209	4,114,439
Income Tax	15,589	42,485	78,909	128,025	167,098	214,391	271,558	340,587	402,375	473,751	556,160	651,700	761,300	886,000	1,026,000	1,181,000	1,351,000
Income	31,651	86,257	160,209	259,926	339,260	435,277	551,344	691,422	816,944	960,864	1,123,990	1,319,894	1,540,800	1,795,581	2,083,810	2,406,209	2,763,439

TITLE SHEETSOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of ~~interexchange~~ telecommunications services provided by Telegenius, Inc., with principal offices at 2901 Ridgelake Drive, Suite 212, Metairie, LA 70002. This tariff applies for services provided within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: October 10, 2001
Issued By:

Effective: December 10, 2001

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SYMBOLS

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

- ⊖ Reduction of Discountage
- ↑ Change Resulting in an Increase to a Customer's Bill
- ↔ Moved From Another Tariff Location
- ↔
- ↓ Change Resulting in a Reduction to a Customer's Bill
- ↔ Change in Text or Regulation but no Change in Rate or Charge

Approved October 10, 2001
Signed By

Effective: December 10, 2001

Kellie S. Webb, President
Teligenus, Inc.
3901 Ridgely Drive, Suite 212
Metairie, LA 70002

TARIFF FORMAT

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

Issued: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenus, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION I - TECHNICAL TERMS AND ABBREVIATIONS

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

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

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

Company or Carrier - Telegenius, Inc.

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

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

Evening - From 3:00 p.m. up to, but not including 11:00 p.m. local time Sunday through Friday.

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

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

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

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

Issued: October 10, 2001

Effective: December 10, 2001

Issued By

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION I - TECHNICAL TERMS AND ABBREVIATIONS (contd.)

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

SDPUC - South Dakota Public Utilities Commission.

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

Issued October 10, 2001

Effective: December 10, 2001

Issued By

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 1 - RULES AND REGULATIONS

1.1 Underlying of the Company

The Company's Underlying Carrier(s) facilities are furnished for communications originating at specified points within the State of South Dakota under terms of this tariff.

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

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

1.2 Limitations

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

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

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

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

Approved and
Signed December 10, 2001
by

Effective: December 10, 2001

Kellic S. Webb, President
Telegenius, Inc.
2901 Ridgeline Drive, Suite 212
Metairie, LA 70002

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

- 2.3.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring due to the negligence of its employees or its agents shall be determined in accordance with SDCL 49-13-1, 49-13-1.1 and any other applicable law.
- 2.3.2 The Company shall be indemnified and held harmless by the Customer against:
- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities;
 - (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

2.4 Interruption of Service

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

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

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

Issued: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 2 - RULES AND REGULATIONS (contd.)**2.4 Interruption of Service (contd.)**

- 2.4.3 No credit shall be allowed for an interruption of a continuous duration of less than two hours.
- 2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the fixed monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

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

"A" -- outage times in hours

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

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer has tampered with the Company's equipment; or
- 2) A safety hazard is found on the customer's premises.

2.6 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rerouting, substitution of component parts or pathways, and other means, as determined necessary by the Company.

2.7 Billing Periods

To the extent that the Customer is not a Prepaid Calling Card Customer, the Customer will receive an itemized statement of account after the 30-day cycle.

Issued: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 2 - RULES AND REGULATIONS (contd.)**2.8 Understanding Your Statement of Account**

To the extent that the Customer is not a Prepaid Calling Card Customer, your statement will outline specific charges or adjustments for the Company's services incurred and paid for during the preceding 30-day period.

2.9 Questions About Your Statement of Account

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

2.10 Special Promotions

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.11 Billing Dispute

In the event the customer is not satisfied with the Company's resolution of a billing dispute, the customer may make application to the SDPUC for review and disposition of the matter. Customers may contact the Commission toll free at (800) 332-1782 or by mail at the Public Utilities Commission, Capitol Building, 1st Floor, 500 East Capitol Avenue, Pierre, South Dakota 57501-5070.

2.12 Forms of Payment

For the protection of the customer, customers should send checks or money orders payable in United States dollars with their account number, area code, and telephone number included. Cash should not be sent. Unless otherwise required by law, tariff or Commission order, partial payments received without customer direction will be prorated by the Company.

Issued: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 2 - RULES AND REGULATIONS (contd.)**2.13 Advanced Payments**

The Company reserves the right to collect advanced payments as part of its Prepaid Calling Card service.

2.14 Responsibility of the Company

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

2.15 Frequency Restrictions

There are no frequency restrictions.

2.16 Credit for Incomplete Calls

There will be no charge assessed to the customer for incomplete calls.

2.17 Minimum Call Completion Rate

A Customer can expect a call completion rate (number of calls completed /number of calls attempted) of not less than 90% during peak use periods for all Company services.

2.18 Deposits

The Company requires a deposit from the Customer. Deposits may vary, but are usually based on week of usage.

2.19 Taxes

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

Issued: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 2 - RULES AND REGULATIONS (contd.)

2.10 Returned Check Charge

A fee of \$25.00 will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

Issued: October 10, 2001
Issued By:

Effective: December 10, 2001

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 3 - DESCRIPTION OF SERVICES**3.1 Usage Based Services**

The Company's charges are based on the actual usage of Company's services, plus any special features and/or service options, if any. Charges begin when the Company's central supervision determines that the other party has picked up. Charges cease when the termination(s) is/are disconnected.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the switchless resale of various underlying carriers' services including, the Underlying Carriers tariffed Software Defined Network (SDN) Service. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of customers needing to communicate between geographic locations within the State.

Dedicated access circuits may be provided and billed by the local exchange company (LEC). Dedicated access channels may be purchased from carriers other than the LEC only in accordance with SDPUC rules or if the special access channel is jurisdictionally interstate. Charges for the dedicated access channel are determined by the access provider.

Issued: October 10, 2001

Issued By:

Effective: December 10, 2001

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.1 Long Distance Network Service (contd.)**

3.1.1 Each service Customer is billed individually for each call, on a conversation minute basis, placed through the Company since the previous month's billing. See Section 4, Rates, for the applicable rate schedule. For billing purposes, as determined on each individual Prepaid Calling Card the minimum call duration and billing increments will be as follows:

3.2.1 A Sixty (60) Second Billing Increments: The minimum call duration for billing purposes will be sixty (60) seconds. All usage charges are measured thereafter in sixty (60) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full sixty (60) second period.

3.2.1 B One Hundred Twenty (120) Second Billing Increments: The minimum call duration for billing purposes will be one hundred twenty (120) seconds. All usage charges are measured thereafter in one hundred twenty (120) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full one hundred twenty (120) second period.

3.2.1 C One Hundred Eighty (180) Second Billing Increments: The minimum call duration for billing purposes will be one hundred eighty (180) seconds. All usage charges are measured thereafter in one hundred eighty (180) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full one hundred eighty (180) second period.

Revised October 10, 2001
Signed By:

Effective: December 10, 2001

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 1 - DESCRIPTION OF SERVICES (contd.)**1.1 Directory Assistance Service**

Directory Assistance Service is provided by the Company's Underlying Carrier(s) to assist subscribers in obtaining telephone numbers.

1.2 Announcing Service

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

1.3 Availability of Service

The services provided through the Company, are available where equal access and the billing facilities of the Underlying Carriers are provided.

1.4 Locations of Service

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

1.5 Timing of Calls

- 1.5.1 Long distance usage charges are based on usage of the Company's service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.
- 1.5.2 Minimum call duration and usage measurement and rounding for billing purposes is specified on per-product basis in the rate section of this tariff.
- 1.5.3 There is no charge applied for incomplete calls.

Issued October 10, 2001

Effective: December 10, 2001

Issued By

Kellie S. Webb, President
Telegenus, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 3 - DESCRIPTION OF SERVICES (cont.)

3.8 Prepaid Calling Card Service

- 3.8.1. This service permits use of a Prepaid Calling Card to access and pay for the Company's telecommunication services. Customers may purchase Prepaid Calling Cards directly from the Company or at a variety of retail outlets. Prepaid Calling Cards may be issued in denominations of \$5.00, \$10.00 and \$20.00. The Company may issue Private Label Prepaid Calling Cards and Standard Issue Prepaid Calling Cards, as well as Prepaid Calling Cards with a fixed number of preprogrammed minutes and Renewable Prepaid Calling Cards.
- 3.8.2. Users obtain the service by dialing an 800 number or other access code to access the Underlying Carrier's network. The User is prompted by an automatic voice response system to enter his/her PIN, and then to enter the destination telephone number. The Underlying Carrier's processor tracks the call duration from when the call is answered by the Underlying Carrier's processor for billing purposes on a real time basis. Billing for all calls made when either party hangs up. The total price of each call, including applicable taxes, is deducted from the prepaid amount on the Prepaid Calling Card. For every card, when a User obtains access to the Underlying Carrier's processor, the balance on the card will be announced. A warning tone or message may be played when 90 seconds or less is left on the Prepaid Calling Card. The User can then complete the call within the time remaining on the Prepaid Calling Card. Customers have the option of purchasing Prepaid Calling Cards containing an expiration date of either six (6) months from the date of first use or twelve (12) months from the date of activation.
- 3.8.3. The Company offers origination from anywhere in the United States, and termination internationally. Availability of international termination may be limited by the Company's operating authority limits as set forth herein, or by service availability for international direct dialing.

Issued: October 10, 2001

Issued By:

Signature: _____
 Date: _____

Kellie S. Walsh, President
 Telegenius, Inc.
 2701 Redondo Drive, Suite 111
 Redondo Beach, CA 90470

SECTION 4 - RATES**4.1 Long Distance Telecommunications Network Usage Rates**

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

Issued: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 4 - RATES (contd.)4.2 Long Distance Network and Prepaid Calling Card Usage Rates4.2.1 South Dakota Intrastate Interlata Rates

<u>DAY</u>		<u>EVE</u>		<u>NIGHT</u>	
<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.

4.2.2 South Dakota Intrastate Intralata Rates

<u>DAY</u>		<u>EVE</u>		<u>NIGHT</u>	
<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.

4.3 Directory Assistance Service

Customers will be billed the following per call charge for each directory assistance call. The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

Per Call Charge	\$0.75
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Issued: October 10, 2001
Issued By:

Effective: December 10, 2001

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 4 - RATES (contd.)**4.4 Prepaid Calling Card Service**

4.4.1 Customers will be billed the following per call payphone charge for Prepaid Calling Card services.

Per Call Charge	\$0.59
-----------------	--------

4.4.2 Customers will be billed the following per call surcharge for Prepaid Calling Card services.

Per Call Charge	\$3.99
-----------------	--------

4.4.3 Customers will be billed the following weekly maintenance fee for Prepaid Calling Card services.

Weekly Maintenance Fee	\$1.00
------------------------	--------

Issued: October 10, 2001
Issued By:

Effective: December 10, 2001

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 4 - RATES (contd.)**4.5 Exemptions and Special Rates****4.5.1 Directory Assistance for Handicapped Persons:**

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

4.5.2 Hearing and Speech Impaired Persons:

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

4.5.3 Telecommunications Relay Service:

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

Issued: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

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

EXPLANATION	AMOUNT

1 777/260

1809

PAY
AMOUNT
OF

two hundred fifty only 180/100

DOLLARS

CHECK
AMOUNT

DATE	TO THE ORDER OF	DESCRIPTION	CHECK NUMBER
<i>10/19/01</i>	<i>South Dakota Public Service Commission</i>	<i>telegrams filing fee</i>	<i>1809</i>

\$ 250.00

[Signature]

STERLING NATIONAL BANK
425 PARK AVENUE
NEW YORK, NY 10022

⑈001809⑈ ⑆026007773⑆ 03 171980⑈01

South Dakota Public Utilities Commission
WEEKLY FILINGS
For the Period of October 4, 2001 through October 10, 2001

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

ELECTRIC

EL01-024 **In the Matter of the Filing by Otter Tail Power Company for Approval of a Contract with Deviations with the City of Britton.**

Otter Tail Power Company has requested approval of a municipal contract with the City of Britton effective November 24, 2001, and Otter Tail Power Company's Sheet Number 1 of the Summary List of Contracts with Deviations. The municipal contract with the City of Britton was updated because the existing contract expires on November 24, 2001. The new contract includes two fixtures, HPS23 and HPS44, which are owned by the City of Britton. The rates have been updated to include the approved energy only rate from the Otter Tail Power Company's Outdoor Lighting - Energy Only tariff, Rate Designation, M-41S. The rates also include an additional charge for maintenance requested by the City of Britton.

Staff Analyst: Michele Farris
Staff Attorney: Karen Cremer
Date Docketed: 10/09/01
Intervention Deadline: 10/26/01

TELECOMMUNICATIONS

TC01-156 **In the Matter of the Application of America's Digital Satellite Telephone for a Certificate of Authority to Provide Interexchange Telecommunications Services in South Dakota.**

America's Digital Satellite Telephone is seeking a Certificate of Authority to provide interexchange telecommunication services in South Dakota. The applicant proposes to operate as a reseller of long distances services, and initially plans to offer 1+ and calling card services.

Staff Analyst: Keith Senger
Staff Attorney: Kelly Frazier
Date Docketed: 10/05/01
Intervention Deadline: 10/26/01

TC01-157 **In the Matter of the Filing for Approval of an Adoption Agreement between Qwest Corporation and Midstate Telecom, Inc.**

On October 10, 2001, the Commission received a filing of an adoption agreement between Qwest Corporation (Qwest) and Midstate Telecom, Inc. (Midstate) for approval. According to the parties Midstate chooses to adopt in its entirety, the terms and conditions of the Negotiated Wireless Interconnection Agreement and any associated amendments, if applicable, between Midco Communications, Inc. and Qwest, which was approved by the Commission as an effective agreement in the State of South Dakota. Any party wishing to comment on the agreement may do so by filing written comments with the Commission and the parties to the agreement no later than October 30, 2001. Parties to the agreement may file written responses to the comments no later than twenty days after the service of the initial comments.



TELECOM CERTIFICATION & FILING, INC.
485 MADISON AVENUE
NEW YORK, NEW YORK 10022-5803
TEL. (212) 546-9090
FAX (212) 753-8101
e-mail: dklein@telfile.com

RECEIVED

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

January 28, 2002

VIA FEDERAL EXPRESS

Ms. Michele M. Farris, P.E.
Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

Re: Telegenius, Inc. - TC01-158

Dear Ms. Farris:

Pursuant to your request dated October 16, 2001, on behalf of Telegenius, Inc., we provide the following information:

- 1) At this time, Telegenius, Inc. is not applying for authority to operate as a local exchange carrier. Telegenius, Inc. is applying for interexchange authority to operate as a non-facilities-based reseller of telecommunications services in the State of South Dakota.
- 2) Telegenius, Inc. was incorporated in the State of Louisiana on April 18, 2001. Telegenius, Inc. is certified to transact business in the State of South Dakota. However, Telegenius, Inc. has not commenced providing its proposed telecommunication services in South Dakota. Telegenius, Inc. will commence providing its proposed services when granted a Certificate of Authority by the South Dakota Public Utilities Commission.



TELECOMM CERTIFICATION & FILING, INC.

Mr. Michele M. Farris, P.E.

January 28, 2002

Page 2

In support of its financial qualifications, Telegenius, Inc. submits its pro forma financial statements for its first four (4) years of operations, as attached hereto as Exhibit 1. These statements demonstrate that Telegenius, Inc. has the financing and working capital necessary to fulfill any obligations it may undertake with respect to the operation and maintenance of its network. Telegenius, Inc.'s Balance Sheet and Profit and Loss Statement, as of August 31, 2001 are collectively attached hereto as Exhibit 2.

- 3) Billing will not be required by Telegenius, Inc. Telegenius, Inc. exclusively provides prepaid services. Telegenius, Inc.'s toll-free number will be set forth on the back of Telegenius, Inc.'s prepaid calling cards.

Telegenius, Inc. will provide non-facilities-based resold interexchange telecommunications services and prepaid calling cards. Telegenius, Inc.'s revised Application and S.D.P.U.C. Tariff No. 1 (hereinafter "Tariff") eliminating any reference to services that would be offered for non-prepaid services, such as deposits and billings, are collectively attached hereto as Exhibit 3.

- 4) Please see Telegenius, Inc.'s Tariff, Original Sheet 5, with the suggested revision to remove the fourth sentence of Tariff Format, Paragraph B.
- 5) At this time, all of the Telegenius, Inc.'s prospective customers will be prepaid customers.
- 6) Please see Telegenius, Inc.'s Tariff, Original Sheet 11 with the suggested revision to add TTY Through Relay South Dakota (800) 877-1113 to paragraph 2.11.
- 7) Telegenius, Inc. will only sell prepaid services. Therefore, Telegenius, Inc. requires advance payment for its services from its customers. At this time, no deposits are required by Telegenius, Inc.'s customers because Telegenius, Inc.'s prospective customer will all be prepaid customers.



Ms. Michele M. Farris, P.E.

January 28, 2002

Page 3

- 8) In section 4.4 of Telegenius, Inc.'s Tariff, the per call surcharge of \$3.99 is the maximum surcharge and applies only to calls terminating internationally. The per call surcharge of \$0.99 is the maximum surcharge and applies only to calls terminating domestically.
- 9) Telegenius, Inc.'s prepaid calling cards are marketed, via telemarketing, in trade journals and trade shows.

The monthly maintenance fee and per call payphone fee are prominently located on the bottom of the cards. A copy of the front and back of Telegenius, Inc.'s card is attached hereto as Exhibit 4.

- 10) As stated in item number 8 above, the per call surcharge of \$3.99, as stated in 4.4.2 of Telegenius, Inc.'s Tariff, is the maximum rate for calls terminating internationally. The per call surcharge of \$0.99, as stated in 4.4.2 of Telegenius, Inc.'s Tariff, is the maximum rate for calls terminating domestically. In some instances, no surcharge rate applies.

The weekly maintenance fee of \$1.00 was an error, the maintenance fee of \$1.00 will be debited from the prepaid calling card on a monthly basis, not weekly.

Should you have any questions, or require additional information, please contact the undersigned at your convenience.

At your earliest convenience, please date stamp the copy of this cover letter and return to the undersigned in the enclosed postage prepaid self-addressed envelope.

Sincerely,

Alice Rodriguez
Project Manager

Enc.

2002-01-27 14:11

00047341.1

Operating Cash Flow Forecast - Four Years (Quarterly)

	Year 1				Year 2				Year 3				Year 4			
	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4	Qtr 1	Qtr 2	Qtr 3	Qtr 4
Revenue																
Sales	1,900,000	2,527,000	3,360,910	4,470,010	5,364,012	6,436,815	7,724,178	9,269,013	10,659,365	12,258,270	14,097,011	16,211,562	17,832,719	19,615,990	21,577,589	23,735,348
TOTAL REVENUE	1,900,000	2,527,000	3,360,910	4,470,010	5,364,012	6,436,815	7,724,178	9,269,013	10,659,365	12,258,270	14,097,011	16,211,562	17,832,719	19,615,990	21,577,589	23,735,348
Cost of Goods																
Total Cost of Goods	1,330,000	1,768,900	2,352,637	3,129,007	3,754,809	4,505,770	5,406,924	6,488,309	7,461,556	8,580,789	9,867,907	11,348,094	12,482,903	13,731,193	15,104,313	16,614,744
Gross Profit	570,000	758,100	1,008,273	1,341,003	1,609,204	1,931,044	2,317,253	2,780,704	3,197,810	3,677,481	4,229,103	4,863,469	5,349,816	5,884,797	6,473,277	7,120,605
Operating Expense																
Salaries and wages	180,000	185,400	190,902	196,691	202,592	208,669	214,929	221,377	228,019	234,859	241,905	249,162	256,637	264,336	272,266	280,434
Employee benefits	6,270	6,458	6,652	6,851	7,057	7,269	7,487	7,711	7,943	8,181	8,426	8,679	8,940	9,208	9,484	9,768
Rent	6,840	7,045	7,257	7,474	7,696	7,923	8,167	8,412	8,665	8,925	9,192	9,468	9,752	10,045	10,346	10,656
Travel	1,900	1,957	2,016	2,076	2,138	2,203	2,269	2,337	2,407	2,479	2,553	2,630	2,709	2,790	2,874	2,960
Utilities	14,750	18,953	25,707	31,525	40,230	48,276	57,911	69,518	79,945	91,917	105,728	121,587	133,745	147,120	161,832	178,015
Telephone	11,020	14,657	19,493	25,926	31,111	37,334	44,800	53,760	61,824	71,898	81,763	94,027	103,430	113,773	125,150	137,665
Postage	4,040	5,177	6,717	8,543	10,482	10,299	12,359	14,830	17,055	19,613	22,555	25,938	28,532	31,386	34,524	37,977
Freight	12,120	40,766	56,799	75,543	90,652	108,782	130,519	156,646	180,143	207,165	238,728	273,975	301,372	331,510	364,661	401,127
Office supplies	76,236	34,873	46,381	51,048	54,023	48,828	106,194	127,912	147,099	169,164	194,539	223,726	246,092	270,701	297,721	327,548
Advertising	56,130	72,579	103,180	117,239	164,075	197,610	232,132	284,559	327,243	376,129	432,778	497,699	547,464	602,211	662,432	728,675
Marketing Programs	4,500	4,405	4,835	4,981	5,132	5,286	5,445	5,608	5,776	5,950	6,128	6,312	6,501	6,697	6,897	7,104
Professional fees	99,750	132,648	176,048	236,678	281,631	337,533	405,519	486,673	559,613	643,559	740,893	851,107	936,218	1,029,839	1,132,823	1,246,106
Insurance and related fees	6,000	6,000	11,755	14,104	17,165	20,598	24,717	29,661	34,119	39,276	45,110	51,277	57,065	62,771	69,048	75,953
Contracting services	1,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000	2,000
Business and related services	13,400	11,000	14,337	14,742	15,163	15,639	16,108	16,591	17,089	17,601	18,129	18,673	19,234	19,811	20,405	21,017
Depreciation and amortization	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000	4,000
Interest expense	4,250	18,000	25,000	31,000	40,000	48,000	58,000	69,000	81,000	94,000	108,000	123,000	139,000	156,000	174,000	193,000
Other	10,000	20,000	30,000	40,000	50,000	60,000	70,000	80,000	90,000	100,000	110,000	120,000	130,000	140,000	150,000	160,000
Total Operating Expense	570,000	609,200	696,950	816,650	950,200	1,100,270	1,274,352	1,474,623	1,702,491	1,959,891	2,241,866	2,541,745	2,859,874	3,157,573	3,441,463	3,773,957
Operating Profit	330,000	148,900	311,323	524,353	659,004	830,774	1,049,526	1,306,081	1,495,319	1,717,590	1,987,237	2,321,724	2,692,945	3,143,227	3,603,632	4,146,651
Interest income	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Other income	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Total Income	350,000	168,900	321,323	534,353	669,004	840,774	1,059,526	1,316,081	1,505,319	1,727,590	1,997,237	2,331,724	2,702,945	3,153,227	3,613,632	4,156,651
Income tax expense	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000
Net Income	340,000	158,900	311,323	524,353	659,004	830,774	1,049,526	1,306,081	1,495,319	1,717,590	1,987,237	2,321,724	2,692,945	3,143,227	3,603,632	4,146,651

EXHIBIT 2

Telegenius, Inc.
 Balance Sheet
 As of August 31, 2001

ASSETS

Bank Accounts

Bank of America	1,000.00
Main Account	91,045.04
Omni Account	486.50

Total Bank Accounts 92,531.54

Accounts Receivable 34,936.08

Total Current Assets

Fixed Assets

Furniture & Fixtures	1,552.58
Machinery & Equipment	298.40

Total Fixed Assets 1,850.98

TOTAL ASSETS

129,318.60

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable	9,520.00
Payroll Liabilities	(36.24)

Long Term Liabilities

Customer Deposits	53,600.00
Development Loan	(99,000.00)

Total Liabilities (35,916.24)

Equity

Open Bal Equity	1,000.00
Retained Earnings	(93.50)
Net Income	164,328.34

Total Equity 165,234.84

TOTAL LIABILITIES & EQUITY

129,318.60

Telegenius, Inc.
Profit & Loss Statement
 August 31, 2001

Income		
Sales	310,371.90	
Sales Discounts	(128,292.13)	
Shipping & Handling	11.98	182,091.75
Total Income		
Cost of Goods Sold		
COGS Printing	(162,120.86)	
COGS Freight	(8,587.67)	
Total COGS	(60.73)	(170,769.26)
GROSS PROFIT		11,322.49
Expenses		
Advertising	345.28	
Bank Service Charges	59.87	
Customer Credit Checks	10.97	
Dues & Subscriptions	15.68	
Equipment Rental	427.49	
Marketing	569.93	
Office Expense	847.83	
Salaries	3,199.14	
Professional Fees	1,709.15	
Rent	428.45	
Travel & Entertainment	327.28	
Total Expenses		<u>7,941.07</u>
NET PROFIT		<u><u>3,381.42</u></u>

EXHIBIT 3

TITLE SHEETSOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by Telegenius, Inc., with principal offices at 2901 Ridgelake Drive, Suite 212, Metairie, LA 70002. 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: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

CHECK SHEET

Sheet 1 through 21 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this sheet.

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

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TABLE OF CONTENTS

Title Page 1

Check Sheet 2

Table of Contents 3

Symbols 4

Tariff Format 5

Section 1 -- Technical Terms and Abbreviations 6

Section 2 -- Rules and Regulations 8

Section 3 -- Description of Service 13

Section 4 -- Rates 18

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SYMBOLS

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

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

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2901 Ridgeline Drive, Suite 212
Metairie, LA 70002

TARIFF FORMAT

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

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Telegenius, Inc
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

Company or Carrier - Telegenius, Inc.

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

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

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

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

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

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

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

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Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (cont'd.)

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

SDPUC - South Dakota Public Utilities Commission.

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

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Telegenius, Inc.
2901 Ridgeline Drive, Suite 212
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SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of the Company**

The Company's Underlying Carrier(s) facilities are furnished for communications originating at specified points within the State of South Dakota under terms of this tariff.

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

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

2.2 Limitations

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

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Kellie S. Webb, President
Telegenius, Inc
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

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

- 2.3.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring due to the negligence of its employees or its agents shall be determined in accordance with SDCL 49-13-1, 49-13-1.1 and any other applicable law.
- 2.3.2 The Company shall be indemnified and held harmless by the Customer against
- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities;
 - (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the Company.

2.4 Interruption of Service

- 2.4.1 Credit allowances for the interruption of service, which is not due to the Company's testing or adjusting, negligence of the Customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.11 herein. It shall be the obligation of the Customer to notify the Company immediately of any interruption in service for which a credit allowance is desired.

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

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

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Kellie S. Webb, President
Telegenius, Inc
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 2 - RULES AND REGULATIONS (contd.)

2.4 Interruption of Service (contd.)

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

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

Credit Formula:

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

"A" -- outage times in hours

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

2.5 Suspension-of-Service Guidelines

Service will be suspended without notice in the following situations:

- 1) The customer has tampered with the Company's equipment, or
- 2) A safety hazard is found on the customer's premises.

2.6 Restoration of Service

Restoration of service shall be done as quickly as practicable by patching, rewiring, substitution of component parts or pathways, and other means, as determined necessary by the Company.

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Kelle S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 111
Metairie, LA 70002

SECTION 2 - RULES AND REGULATIONS (cont'd.)**2.7 Special Promotions**

The Company offers no special promotions at this time and anticipates no such promotions in the future.

2.8 Forms of Payment

For the protection of the customer, customers should send checks or money orders payable in United States dollars with their account number, area code, and telephone number included. Cash should not be sent. Unless otherwise required by law, tariff or Commission order, partial payments received without customer direction will be prorated by the Company.

2.9 Advanced Payments

The Company reserves the right to collect advanced payments as part of its Prepaid Calling Card service.

2.10 Responsibility of the Company

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

2.11 Frequency Restrictions

There are no frequency restrictions.

2.12 Credit for Incomplete Calls

There will be no charge assessed to the customer for incomplete calls.

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Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 3 - DESCRIPTION OF SERVICES**3.1 Usage Based Services**

The Company's charges are based on the actual usage of Company's services, plus any special features and/or service options, if any. Charges begin when the Company's answer supervision determines that the other party has picked up. Charges cease when the termination(s) is/are disconnected.

3.2 Long Distance Network Service

The Company's Long Distance Network Service provides for the seamless resale of various underlying carriers' services including the Underlying Carriers tariffed Software Defined Network (SDN) Service. This service is a custom designed private telecommunication network that combines the efficiencies and benefits of both switched and private line service to meet the specific requirements of customers needing to communicate between geographic locations within the State.

Dedicated access circuits may be provided and billed by the local exchange company (LEC). Dedicated access channels may be purchased from carriers other than the LEC only in accordance with SDPUC rules or if the special access channel is jurisdictionally interstate. Charges for the dedicated access channel are determined by the access provider.

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Keillie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.2 Long Distance Network Service (contd.)**

3.2.1 Each service Customer is billed individually for each call, on a conversation minute basis, placed through the Company since the previous month's billing. See Section 4, Rates, for the applicable rate schedule. For billing purposes, as delineated on each individual Prepaid Calling Card the minimum call duration and billing increments will be as follows:

3.2.1.A Sixty (60) Second Billing Increments: The minimum call duration for billing purposes will be sixty (60) seconds. All usage charges are measured thereafter in sixty (60) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full sixty (60) second period.

3.2.1.B One Hundred Twenty (120) Second Billing Increments: The minimum call duration for billing purposes will be one hundred twenty (120) seconds. All usage charges are measured thereafter in one hundred twenty (120) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full one hundred twenty (120) second period.

3.2.1.C One Hundred Eighty (180) Second Billing Increments: The minimum call duration for billing purposes will be one hundred eighty (180) seconds. All usage charges are measured thereafter in one hundred eighty (180) second increments. The duration of a call which involves a fractional part of a minute will be rounded up to the next higher full one hundred eighty (180) second period.

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Telegenius, Inc.
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SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.3 Directory Assistance Service**

Directory Assistance Service is provided by the Company's Underlying Carrier(s) to assist subscribers in obtaining telephone numbers.

3.4 Accessing Service

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

3.5 Availability of Service

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

3.6 Locations of Service

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

3.7 Timing of Calls

3.7.1 Long distance usage charges are based on usage of the Company's service. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connections.

3.7.2 Minimum call duration and usage measurement and rounding for billing purposes is specified on per-product basis in the rate section of this tariff.

3.7.3 There is no charge applied for incomplete calls.

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2901 Ridgelake Drive, Suite 212
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SECTION 3 - DESCRIPTION OF SERVICES (contd.)**3.8 Prepaid Calling Card Service**

- 3.8.1. This service permits use of a Prepaid Calling Card to access and pay for the Company's telecommunication services. Customers may purchase Prepaid Calling Cards directly from the Company or at a variety of retail outlets. Prepaid Calling Cards may be issued in denominations of \$5.00, \$10.00 and \$20.00. The Company may issue Private Label Prepaid Calling Cards and Standard Issue Prepaid Calling Cards, as well as Prepaid Calling Cards with a fixed number of preprogrammed minutes and Renewable Prepaid Calling Cards.
- 3.8.2. Users obtain the service by dialing an 800 number or other Access Codes to access the Underlying Carrier(s) network. The User is prompted by an automatic voice response system to enter his/her PIN, and then to enter the terminating telephone number. The Underlying Carrier(s) processor tracks the call duration from when the call is answered by the Underlying Carrier(s) processor for rating purposes on a real time basis. Billing for all calls ends when either party hangs up. The total price of each call, including applicable taxes, is deducted from the prepaid amount on the Prepaid Calling Card. For some cards, when a User obtains access to the Underlying Carrier(s) processor, the balance on the card will be announced. A warning tone or message may be played when 60 seconds or less is left on the Prepaid Calling Card. The User can then complete the call within the time remaining on the Prepaid Calling Card. Customers have the option of purchasing Prepaid Calling Cards containing an expiration date of either six (6) months from the date of first use or twelve (12) months from the date of activation.
- 3.8.3. The Company offers origination from anywhere in the United States, and termination internationally. Availability of international termination may be limited by the Company's operating authority limits as set forth herein, or by service availability for international direct dialing.

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SECTION 3 - DESCRIPTION OF SERVICES (contd.)

3.9 Disputes/Complaints

In the event the customer is not satisfied with the Company's resolution of a dispute or complaint, the customer may send complaints to the South Dakota Public Utilities Commission for review and disposition of the matter. Customers may contact the SDPUC at:

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

1-800-332-1782
TTY Through relay South Dakota 1-800-877-1113

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2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 4 - RATES**4.1 Long Distance Telecommunications Network Usage Rates**

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

Issued: October 10, 2001

Effective: December 10, 2001

Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

SECTION 4 - RATES (contd.)**4.2 Long Distance Network and Prepaid Calling Card Usage Rates**4.2.1 South Dakota Intrastate Interlata Rates

<u>DAY</u>		<u>EVE</u>		<u>NIGHT</u>	
<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.

4.2.2 South Dakota Intrastate Intralata Rates

<u>DAY</u>		<u>EVE</u>		<u>NIGHT</u>	
<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>	<u>First</u>	<u>Add'l</u>
\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.	\$0.20/min.

4.3 Directory Assistance Service

Customers will be billed the following per call charge for each directory assistance call. The directory assistance charge applies to each call regardless of whether the directory assistance bureau is able to furnish the requested telephone number.

Per Call Charge	\$0.75
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SECTION 4 - RATES (contd.)**4.5 Exemptions and Special Rates****4.5.1 Directory Assistance for Handicapped Persons:**

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

4.5.2 Hearing and Speech Impaired Persons:

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

4.5.3 Telecommunications Relay Service:

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

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Issued By:

Kellie S. Webb, President
Telegenius, Inc.
2901 Ridgelake Drive, Suite 212
Metairie, LA 70002

EXHIBIT 4



La Frontera Hable Mas

It's easy to use your phone card, Here's how:

Así funciona la tarjeta telefonica:

1. From any touch tone phone dial the toll free number on your card, and enter your card's PIN number.
2. Then dial your number.
3. A voice message will tell you when there's one minute remaining on your card.
4. When your time is used up, the card becomes inactive and you simply buy a new card.

1. En cualquier teléfono digital llame el número gratis que aparece en su tarjeta y ingrese su número de identificación.
2. Luego llame al número que desea.
3. Una voz le avisará cuando faltan un minuto para que se agote el tiempo de su tarjeta.
4. Cuando el tiempo se agota, la tarjeta se vuelve inactiva y simplemente compra una nueva tarjeta.

5. Save up to 70% on your calls.

5. Ahorre hasta un 70% en sus llamadas.

Buy LaFrontera in the good store!

¡Compre La Frontera en la buena tienda!

CARD RAN OUT? CALL COLLECT! **888-261-7301**
SAVE 50% OVER AT&T AND MCI



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CONNECT CARD	NO CONNECT
1: Dial 0-000-000-0000	1: Dial 0-000-000-0000
2: Enter extended area by 000-000-0000	2: Enter extended area by 000-000-0000
3: Enter area code by 000-000-0000	3: Enter area code by 000-000-0000
4: Enter number by 000-000-0000	4: Enter number by 000-000-0000
PIN:	PIN:
Card/Target: 000000 / 0000000000	Card/Target: 000000 / 0000000000



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APR 01 2002

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

March 25, 2002

VIA REGULAR MAIL

Ms. Michele M. Farris, P.E.
Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

Re: Telegenius, Inc. - Docket No. TC01-158
Change of Officers

Dear Ms. Farris:

On behalf of the above-referenced company, we would like to inform the South Dakota Public Utilities Commission of a change in officers, effective immediately, as follows:

President: Ms. Erika H. Brown
Assistant Secretary: Ms. Kellie S. Webb

In addition, please take notice that Ms. Lisa A. Wagnon has stepped down from her position as Director and Secretary of the Company.

At your earliest convenience, please date stamp and return the copy of this cover letter to the undersigned in the enclosed postage prepaid self-addressed envelope.

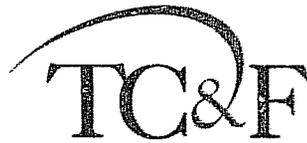
Should you require any additional information, please contact the undersigned at your convenience.

Sincerely,

Alice Rodriguez
Project Manager

cc: Kellie S. Webb, Assistant Secretary

00049865.1



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MAY 13 2002

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

FAX Received MAY 07 2002

May 7, 2002

VIA TELECOPIER AND REGULAR MAIL

Ms. Michele M. Farris, P.E.
Utility Analyst
South Dakota Public Utilities Commission
State Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

Re: Telegenius, Inc. - Docket TC01-158

Dear Ms. Farris:

On behalf of Telegenius, Inc., we hereby request that its application docketed under Docket TC01-158 be withdrawn without prejudice.

At your earliest convenience, please date stamp and return the copy of this letter to the undersigned in the enclosed postage prepaid self-addressed envelope.

Should you have any questions, please do not hesitate to contact the undersigned at your convenience.

Sincerely,

Alice Rodriguez
Project Manager

cc: Kellie S. Webb, Assistant Secretary

2112-11/50888

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

IN THE MATTER OF THE APPLICATION OF)	ORDER PERMITTING
TELEGENIUS, INC. FOR A CERTIFICATE OF)	WITHDRAWAL OF
AUTHORITY TO PROVIDE INTEREXCHANGE)	APPLICATION AND
TELECOMMUNICATIONS SERVICES IN)	CLOSING DOCKET
SOUTH DAKOTA)	TC01-158

On October 10, 2001, Telegenius, Inc. (Telegenius) filed an application with the Public Utilities Commission (Commission) for a certificate of authority to operate as a telecommunications company within the state of South Dakota.

On May 7, 2002, Telegenius requested that its application for a certificate of authority be withdrawn.

At its regularly scheduled May 9, 2002, meeting, the Commission considered this matter. The Commission has jurisdiction over this matter pursuant to SDCL 49-31-3 and ARSD Chapter 20:10:24. The Commission found that Telegenius' request to withdraw its request for a certificate of authority is reasonable and closed the docket. It is therefore

ORDERED, that Telegenius shall be permitted to withdraw its request for a certificate of authority, and it is further

ORDERED, that this docket is closed.

Dated at Pierre, South Dakota, this 16th day of May, 2002.

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 facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.
By: <u><i>Alaina Kalbo</i></u>
Date: <u><i>5/17/02</i></u>
(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Robert K. Sahr
ROBERT K. SAHR, Commissioner