

TC97-147

USWEST
COMMUNICATIONS

125 South Dakota Avenue, 8th Floor
Sioux Falls, South Dakota 57194

August 21, 1997

RECEIVED

AUG 22 1997

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Mr. William Bullard, Executive Director
Public Utilities Commission
State Capitol Building
Pierre, South Dakota 57501

Dear Mr. Bullard:

U S WEST Communications has attached for review and filing with the Commission the following revised page from our Exchange and Network Services Catalog:

Section
6

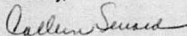
Page
14

Release
3

The purpose of this revision is to revise the method of toll rounding for Message Toll Service. Currently when a computed rate results in a fractional charge, it is rounded down. This revision rounds to the closest cent. U S WEST Communications intends to implement this change on September 18, 1997

If you have any questions, please call me on 605-335-4596. We would appreciate acknowledgment of receipt of this filing. A duplicate copy of this letter is attached for your convenience.

Sincerely,



Colleen E. Sevold
Manager-Regulatory Affairs

Attachment

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TELECOMMUNICATIONS NEW SERVICES CLASSIFICATION FILING

- 1) Requested Classification: ☐ Non-Competitive
 ☒ Emerging Competitive
 ☐ Fully Competitive
- 2) This service will be offered: ☒ Intrastate, IntraLATA
 ☐ Intrastate, InterLATA
 ☐ Interstate
- 3) Detailed Description of Service: Revision to the Message Toll Service rates to round to the nearest cent if the computed rate of the call results in a fractional charge for business and residence customers.
- 4) Reason for Change: This change is being made to have consistency in our billing systems. This change is consistent with "normal" business practice (i.e., State and City Tax is always rounded to the nearest cent).
- 5) Basis for Rates: Provides consistency for billing and is accepted business practice.
- 6) Quantification of Customer Impact: This change only affects customers using Message Toll Service.
- 7) Proposed Effective Date: September 18, 1997

U S WEST COMMUNICATIONS, INC.
Exchange and Network
Services Catalog

SECTION 6

Page 14

Release 3

State of South Dakota

Issued: 8-21-97

Effective: 9-18-97

6. MESSAGE TELECOMMUNICATIONS SERVICE

6.2 STANDARD SERVICE OFFERINGS

6.2.1 TWO-POINT MESSAGE TELECOMMUNICATIONS SERVICE

F. Charge Determination (Cont'd)

3. The following table indicates the appropriate times for the day, evening and night/weekend rate periods.

	MON	TUE	WED	THU	FRI	SAT	SUN
8:00 AM to 5:00 PM[1]	Day Rate Period					Eve. Rate	
5:00 PM to 11:00 PM[1]	Evening Rate Period						
11:00 PM to 8:00 AM[1]	Night and Weekend Rate Period						

- a. In cases where a message begins in one rate period and ends in another, the initial period rate is the rate in effect at the time the connection is established. The rate for each additional period is the rate in effect at the beginning of each additional period.
- b. The total amount of the call will be rounded to the nearest cent if the computed rate of the call results in a fractional charge.

(C)

[1] To, but not including

NOTICE

THE INFORMATION CONTAINED IN THIS DOCUMENT IS SUBJECT TO CHANGE.
SD97-020

South Dakota
Public Utilities Commission
State Capitol 500 E. Capitol
Pierre, SD 57501-5070
Phone: (800) 332-1782
Fax: (605) 773-3809

TELECOMMUNICATIONS SERVICE FILINGS

These are the telecommunications service filings that the Commission has received for the period of:

08/22/97 through 08/28/97

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact Delaine Kolbo within five days of this filing.

DOCKET NUMBER	TITLE/STAFF/SYNOPSIS	DATE FILED	INTERVENTION DEADLINE
REQUEST FOR CERTIFICATE OF AUTHORITY			
TC97-148	Application by WorldCom Technologies, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: DJ/KC) "WorldCom Technologies will provide the same services that WorldCom, Inc. and MFS Internet of South Dakota, Inc. currently provide, including MTS, WATS, 800, calling card and debit card services, all at the same rates, terms and conditions as are currently available, statewide. In the near future, WorldCom Technologies will also begin providing local exchange and exchange access services."	08/25/97	09/12/97
TC97-044	Application by Primus Telecommunications Inc. to Amend its Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/CH) "Primus ... petitions the ... Commission ... to authorize it to [offer] prepaid debit card services within the state Primus is in the process of updating and revising its debit card offerings nationwide and will file its proposed South Dakota tariff revisions shortly. Primus has the financing and capital necessary to provide prepaid debit card service to subscribers in the state of South Dakota."	08/22/97	09/12/97
INVESTIGATION OPENED			
TC97-150	The Commission has opened this docket to investigate the Lifeline and Link Up Programs in South Dakota. The order opening the investigation may be found below. (Staff: CB/KC)	opened 08/28/97	Comments due 09/12/97
EMERGING COMPETITIVE TELECOMMUNICATIONS FILING			
TC97-147	U S WEST Communications filed "to revise the method of toll rounding for Message Toll Service. Currently when a computed rate results in a fractional charge, it is rounded down. This revision rounds to the closest cent. U S WEST Communications intends to implement this change on September 18, 1997." (Staff: TS/CH)	08/22/97	09/05/97
NEGOTIATED INTERCONNECTION AGREEMENT FILED			
TC97-149	Sprint Communications Company, L.P. filed for approval by the Commission the negotiated terms for interconnection, resale and unbundled elements. agreement between Sprint and U S WEST Communications. Any person wishing to comment on the parties' request for approval may do so by filing written comments with the Commission and the parties to the agreement no later than September 17, 1997. Parties to the agreement may file written responses to the comments no later than October 6, 1997. (Staff: CH)	08/27/97	Responses Due 09/17/97

Important Notice: The Commission is compiling a list of internet addresses. If you have an internet address please notify the Commission by: E-mailing it to Terry Norum at: terryn@pucc.state.sd.us Faxing the address to the Commission at: 605-773-3809

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE FILING BY U S WEST)
COMMUNICATIONS, INC. FOR REVISIONS TO)
ITS EXCHANGE AND NETWORK SERVICES)
CATALOG)

ORDER APPROVING
REVISIONS TO TARIFF

TC97-147

On August 22, 1997, the South Dakota Public Utilities Commission (Commission) received a filing by U S WEST Communications, Inc. (U S WEST) regarding a revision to its exchange and network services catalog. The purpose of this revision is to revise the method of toll rounding for Message Toll Service. Currently when a computed rate results in a fractional charge, it is rounded down. This revision rounds to the closest cent. U S WEST requested an effective date of September 18, 1997.

The following tariff sheet was filed with regard to the Exchange and Network Services Catalog:

Section
6

Page
14

Release
3

At its duly noticed meeting on September 25, 1997, the Commission considered this matter.

The Commission has jurisdiction over this matter pursuant to SDCL Chapter 49-31 and ARSD Article 20:10. The Commission unanimously voted to approve the above revision to U S WEST's Exchange and Network Services Catalog. It is therefore

ORDERED, that the Commission approves U S WEST's revision to its Exchange and Network Services Catalog.

Dated at Pierre, South Dakota, this 31st day of October, 1997.

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 Alvin Kaldo

Date 10/27/97

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

TC97-148

MARKET NO.

TC97-148

**IN THE MATTER OF THE
APPLICATION OF INTELNET
SERVICES OF NORTH AMERICA, INC.
FOR A CERTIFICATE OF AUTHORITY
TO PROVIDE TELECOMMUNICATIONS
SERVICES IN SOUTH DAKOTA**

Public Utilities Commission of the State of South Dakota

DATE	MEMORANDA
8/29 97	Filed and Indexed;
9/4 97	TC Fay Filing;
11/3 97	Order Granting COA;
11/3 97	Reckitt class.

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INTELNET™ N.A.

TC97-148

VIA UPS 2ND DAY ADD D205 4054 716

Tracking No. S863 779 857 3

August 27, 1997

Mr. William Bullard, Jr.
Executive Director
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION
State Capitol Building
500 East Capitol Avenue
Pierre, South Dakota 57501-5070

RECEIVED
AUG 29 1997
SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

RE: Application for Certificate of Authority to conduct business as a Telecommunications Company for **Intelnet Services of North America, Inc.**

Dear Mr. Bullard:

Intelnet Services of North America, Inc., hereby submits the enclosed application seeking a Certificate of Authority to conduct business as a Telecommunications Company within the State of South Dakota. An original and ten (10) copies of the application and all other supporting documents are provided.

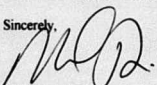
Also enclosed is a check in the amount of \$250.00 for the application fee.

Please note that INTELNET is a privately held company and wishes for its financial information to be kept confidential. The required financial statements are being submitted in a sealed envelope, and the Commission is hereby respectfully requested to keep these documents and the information found therein confidential.

Please date-stamp the attached copy of this letter and return it in the enclosed postage-paid envelope to the undersigned.

Should you have any questions, or require any further information, please do not hesitate to contact Bea Hagy or me at (609) 768-2201.

Sincerely,



Michael A. Dalir
President

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**BEFORE THE
SOUTH DAKOTA PUBLIC UTILITIES COMMISSION**

In Re: Application of Intelnet Services of North)
America, Inc. for Approval of Certificate of Authority) Docket No. _____
as a Telecommunications Company within the State)
of South Dakota.)

South Dakota Public Utilities Commission,

Intelnet Services of North America, Inc. hereafter referred to as "INTELNET" or "Applicant" is submitting this application for approval of Certificate of Authority to conduct business within the State of South Dakota as a telecommunications company. The services that INTELNET. will offer are 1+, 800, travel service, and directory assistance.

1. The name, principal office address and telephone number of the applicant is:

Intelnet Services of North America, Inc.
432 Kelley Drive
West Berlin, New Jersey 08091
(609) 768-2201

2. The name under which the applicant will provide services is:

Intelnet Services of North America, Inc.

3. The name and address of the registered agent of the applicant in South Dakota is:

CT Corporation System
319 S. Coteau Street
Pierre, South Dakota 57501

4. The state under which applicant is organized:

The applicant is a Delaware Corporation. A copy of the applicant's articles of incorporation is attached as Exhibit 1.

A copy of applicant's authority to transact business in South Dakota is attached as Exhibit 2.

5. The Officers and Directors of Intelnet Services of North America, Inc. are attached as Exhibit 3.

6. A brief description of the telecommunications services the applicant intends to offer:

Applicant intends to provide intrastate telecommunications service and long distance telecommunications services between points within the entire State of South Dakota. The Company is a non-facilities based reseller of several major long distance carriers. Throughout the past several months, INTELNET has marshalled its technical and operational resources and successfully deployed a number of long distance services. Each product is specially designed to provide the customer with an innovative, high quality, and economical service alternative. The following service options are available 24 hours a day, 7 days a week:

One-Plus Service utilizes switched access services to connect the customer with the underlying carrier. This arrangement is designed for the residential consumer and small to medium sized business. Customers presubscribe to the service by instructing their local exchange carrier to route all long distance calls to the underlying carrier.

Direct Access Service offers discounted long distance service to businesses whose traffic volume warrants dedicated interconnection with the telecommunications network. The service is provided in conjunction with a local exchange carrier or local access provider.

1-800 Service provides customers with toll-free number for their customers, patrons, and clientele to call the customer at no charge. Customers may elect to interconnect with the network using switched access facilities (presubscription) or dedicated service arrangements. To maximize efficiency, a customer may utilize outbound facilities to receive 1-800 communications.

Travel Service enables customers to utilize the company's service when traveling. Callers simply dial a 1-800 number to access to the network and then enter their billing information and the called telephone number.

Each service arrangement is available on a full time monthly basis and allows call to terminate in intrastate, interstate, and international locations. IntraLATA communications are permitted where authorized by the state regulatory authority. Rates and charges are extremely competitive with other long distance carriers. Under some arrangements, Volume and Term Discounts are also available. From time to time, Promotional Offerings affording even greater rate reductions may be made available to qualified users.

7. A proposed tariff is attached to this application as **Exhibit 4**.
8. A list of states in which applicant is currently certificated and has applications or registrations pending is attached as **Exhibit 5**. Applicant has not been denied registration or certification in any state.
9. Applicant intends to provide nationwide telecommunications services to business, residential and transient customers. Applicant does not provide intrastate services in South Dakota at this time. Applicant intends to begin providing intrastate services in South Dakota upon approval by the South Dakota Public Utilities Commission.
10. Applicant intends to market its services through in house sales personnel and independent agents.
11. Applicant does not plan at this time to construct any facilities in the State of South Dakota.

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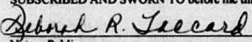
M.P.

STATE OF NEW JERSEY, COUNTY OF CAMDEN, ss

Michael Dalia, of lawful age, being duly sworn upon oath, deposes and says that he is the President of the within named Applicant, and that he has read the above and foregoing application, and that the statements therein contained are true to the best of his knowledge and belief.


Michael Dalia

SUBSCRIBED AND SWORN TO before me this 27th day of August, 1997.


Notary Public

Deborah R. Taccard
Notary Public of New Jersey

(My commission expires My Commission Expires Oct. 26, 2000)

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EXHIBIT 1

INTELNET SERVICES OF NORTH AMERICA, INC.

ARTICLES OF INCORPORATION

NEXT

DOCUMENT (S)

DISREGARD

BACKGROUND

State of Delaware
Office of the Secretary of State

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "INTELNET SERVICES OF NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 1994, AT 4:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

2411324 8100

944120335

AUTHENTICATION:

7167313

DATE:

06-30-94

CERTIFICATE OF INCORPORATION

OF

INTELNET Services of North America, Inc.

* * * * *

1. The name of the corporation is

INTELNET Services of North America, Inc.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000); all of such shares shall be without par value.

5. The name and mailing address of each incorporator is as follows:

NAMEMAILING ADDRESS

Dominic A. Dalia

432 Kelley Drive
Berlin, NJ 08009

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

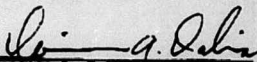
8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to alter, amend, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

THE UNDERSIGNED, being of the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 28th day of June, 1994.


Dominic A. Dalia
Incorporator

81443110
EXHIBIT 2

INTELNET SERVICES OF NORTH AMERICA, INC

**CERTIFICATE OF AUTHORITY TO CONDUCT BUSINESS
IN SOUTH DAKOTA**

State of South Dakota

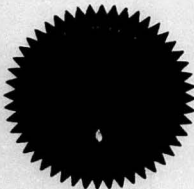


OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of INTELNET SERVICES OF NORTH AMERICA, INC. (DE) 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 under the name of INTELNET SERVICES OF NORTH AMERICA, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this September 6, 1994.

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

JOYCE HAZELTINE
Secretary of State

INTELNET SERVICES OF NORTH AMERICA, INC.OFFICERS OF CORPORATION

Michael A. Dalia, Pres.
432 Kelley Drive
West Berlin, NJ 08091

Dominic A. Dalia, Sec. & Treas.
432 Kelley Drive
West Berlin, NJ 08091

Vernon Oberholtzer, VP of Finance
432 Kelley Drive
West Berlin, NJ 08091

Bertha Webb, Asst. Sec.
432 Kelley Drive
West Berlin, NJ 08091

BOARD OF DIRECTORS

Dominic A. Dalia
432 Kelley Drive
West Berlin, NJ 08091

Michael Dalia
432 Kelley Drive
West Berlin, NJ 08091

Stuart A. Wilkins
432 Kelley Drive
West Berlin, NJ 08091

0144-116

EXHIBIT 4

INTELNET SERVICES OF NORTH AMERICA, INC.

PROPOSED TARIFF

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Intelnet Services of North America, Inc.

South Dakota Tariff P.U.C. No. 1
Original Sheet No. 1

SOUTH DAKOTA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of services and facilities for South Dakota intrastate operator assisted and resale telecommunications services provided by Intelnet Services of North America, Inc. with principal offices at 432 Kelley Drive, West Berlin, New Jersey 08091. This tariff applies for services furnished within the state of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission (SDPUC), and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued :

Effective:

Issued By: Michael Dalia, President
Intelnet Services of North America, Inc.
432 Kelley Drive
West Berlin, New Jersey 08091

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Issued :

Effective:

Issued By: Michael Dalia, President
Intelnet Services of North America, Inc.
432 Kelley Drive
West Berlin, New Jersey 08091

EXPLANATION OF SYMBOLS

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

- R - to signify a rate reduction.
- I - to signify a rate increase.
- C - to signify a changed regulation.
- T - to signify a change in text but no change in rate or regulation
- S - to signify reissued matter
- M - to signify matter relocated without change
- N - to signify a new rate or regulation
- D - to signify discontinued rate or regulation
- Z - to signify a correction
- Y - to signify reference to other published tariffs.

Issued :

Effective:

Issued By: Michael Dalia, President
Intelnet Services of North America, Inc.
432 Kelley Drive
West Berlin, New Jersey 08091

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 10 and 11 would be 10.1.

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 revision 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 Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet currently in effect.

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

- 2.
- 2.1.
- 2.1.1.
- 2.1.1.A.
- 2.1.1.A.1.
- 2.1.1.A.1.(a)
- 2.1.1.A.1.(a).I
- 2.1.1.A.1.(a).I.(i).
- 2.1.1.A.1.(a).I.(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 there are 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 SDPUC.

Issued :

Effective:

Issued By: Michael Dalia, President
Intelnet Services of North America, Inc.
432 Kelley Drive
West Berlin, New Jersey 08091

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the calling customer's location to an interexchange switching center.

Access code - A sequence of numbers that, when dialed, connect the caller to the provider of services associated with that sequence.

Authorization Code - A numerical code, one or more of which are available to a customer to enable him/her 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.

Authorized User - A user who is a customer, or a person authorized by a customer that uses the Company's Services. An Authorized User is responsible for compliance with this tariff.

Billed Party - The person or entity responsible for payment for use of the Company's Service(s).

Called Station - The termination point of a call (i.e., the called number).

Calling Station - The origination point of a call (i.e. the calling number).

Central Office - A Local Exchange Carrier switching system where Local Exchange Carrier customer station loops are terminated for purposes of interconnection to each other and to trunks.

Channel - A path for electrical transmission between two or more points, the path having a band width designed to carry voice grade transmission.

Common Carrier - A company or entity providing telecommunications services to the public.

Company - Intelnet Services of North America, Inc.

Credit Card Calls (Calling Card Calls) - A Direct Dialed or Operator Assisted call for which charges are billed not to the originating telephone number, but to a credit card, such as Visa or Master Card, or to a LEC or interexchange carrier calling card, including calling cards issued by the Company.

Issued :

Effective:

Issued By: Michael Dalia, President
Intelnet Services of North America, Inc.
432 Kelley Drive
West Berlin, New Jersey 08091

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (Continued)

Customer - Any person, firm, partnership, association, joint stock company, trust, corporation, governmental entity or any other entity which orders service, that is responsible for payment of charges and for compliance with this tariff.

Customer Dialed Calling Card Call - A call that is billed to a Calling Card that does not require intervention by an attended operator position to complete.

Customer Provided Equipment - Telecommunications equipment provided by a customer or authorized user used to originate calls using the Company's service.

Day - From 8:00 AM up to but not including 5:00 PM local time Monday through Friday.

Direct Dialed Call - A South Dakota intrastate telephone call that is automatically completed and billed to the telephone number from which the call originated without the automatic or live assistance of an operator. This includes calls forwarded by call forwarding equipment.

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

Exchange - A geographic area established by the tariff of Local Exchange Carriers for the administration of communications service in a specified area that usually embraces a city, town or village and its environs. It consists of one or more Central Offices together with the associated facilities used in furnishing communications service within that area.

FCC - The Federal Communication Commission.

Incomplete Call - Any call where the communication path between the calling and the called station is not established (i.e., busy, no answer, etc.).

Local Exchange Carrier (LEC) - A telephone company utility which provides local telecommunications services to a specific geographical area for business and residential customers.

Issued :

Effective:

Issued By: Michael Dalia, President
Intelnet Services of North America, Inc.
432 Kelley Drive
West Berlin, New Jersey 08091

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (Continued)

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

Other Common Carrier - A common carrier, other than the Company, providing South Dakota intrastate communications service(s) to the public.

Premises - A building or buildings on contiguous property (except railroad rights-of-way, etc.) not separated by a public highway.

Subscriber - The property, or property owner, to which the Company provides service.

United States - The forty-eight (48) contiguous states and the District of Columbia, Hawaii, Alaska, Puerto Rico, the U. S. Virgin Islands, as well as the off-shore areas outside the boundaries of the coastal states of the forty-eight contiguous states to the extent that such areas appertain to and are subject to the jurisdiction and control of the United States.

User - The person at the Subscriber's location who actually places the call over the Company's service.

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SECTION 2 - RULES AND REGULATIONS

2.1. Application of Tariff

This tariff contains the regulations and rates applicable to the provision of intrastate resale telecommunication services by Intelnet Services of North America, Inc. (hereinafter referred to as the "Company") between domestic points within the state of South Dakota as specified in this tariff. Service is furnished subject to the availability of facilities and subject to transmission, atmospheric and like conditions.

All terms, conditions and limitations of liability contained in this tariff apply to all South Dakota intrastate services including international and domestic services provided by the Company, and including those where charges are established pursuant to contract, unless the contract explicitly provides otherwise.

2.2. Interconnection with Other Common Carriers

The Company reserves the right to interconnect its services with those of any Other Common Carrier, Local Exchange Carrier, or alternate access provider of its election, and to utilize such services concurrently with its own facilities for the provision of Service offered in this tariff.

2.3. Shortage of Facilities

All service is subject to the availability of suitable facilities. The Company reserves the right to limit the length of communications or to discontinue furnishing service when necessary because of the lack of satellite or other transmission medium capacity or due to any causes beyond its control.

2.4. Uses of Services

- 2.4.1. Services provided under this tariff may be used only for transmission of communications by customers in a manner consistent with the terms of this tariff and regulations of the FCC and all state and local authorities having jurisdiction over the service.
- 2.4.2. Services provided in this tariff shall not be used for unlawful purposes.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.4. Uses of Services (Continued)

- 2.4.3. The use of the Company's Service(s) without payment for Service or attempting to avoid payment for Service(s) by fraudulent means or devices, schemes, false or invalid numbers of false calling or credit cards is prohibited.

2.5. Liability of the Company

- 2.5.1. Except as stated in Section 2.5., the Company shall have no liability for damages of any kind arising out of or related to events, acts, rights or privileges contemplated in this tariff. This tariff does not limit the liability of the Company for gross negligence or willful misconduct.
- 2.5.2. The liability of the Company, if any, for damages resulting from or arising in connection with the furnishing of Service(s) in this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, defects in transmission, or failures or defects in facilities furnished by the Company shall in no way exceed an amount of money equivalent to the charges applicable under this tariff. However, any such mistakes, omissions, interruptions, delays, errors, or defects in transmission or Service(s) that are caused by or contributed to by the negligence or willful act of the Customer, or which arise from the use of Customer-Provided Facilities or equipment shall not result in the imposition of any liability upon the Company.
- 2.5.3. The Company disclaims any express or implied warranties with respect to the Services, including without limitation, any implied warranties of merchantability and fitness for a particular purpose.
- 2.5.4. The Company is not liable for any act, omission or negligence of any Local Exchange Carrier or other provider whose facilities are used concurrently in furnishing any portion of the Service(s) received by Customer, or for the unavailability of or any delays in the furnishing of any Service(s) or facilities that are provided by any Local Exchange Carrier. Should the Company employ the service of any Other Common Carrier in furnishing the Services provided to Customer, the Company's liability shall be limited according to the provisions of Section 2.5.2. above and elsewhere in this tariff.

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SECTION 2 - RULES AND REGULATIONS (Continued)**2.5. Liability of the Company (Continued)**

- 2.5.5. The Company shall not be liable for any failure of performance due to causes beyond its control, including but not limited to fire, flood, or other catastrophes; Acts of God; atmospheric conditions or other phenomena of nature; federal, state or local governments having jurisdiction over the Company or the Services provided within this tariff, national emergencies, civil disorder, insurrections, riots, wars, strikes, lockouts, work stoppages, or other labor problems or regulations established or actions taken by any court or government agency having jurisdiction over the Company.
- 2.5.6. The Company shall be indemnified and held harmless by the Customer and Authorized User from and against all loss, liability, damage, and expense, including reasonable attorney's fees and court costs, due to claims for libel, slander, or infringement of copyright or trademark in connection with any material transmitted by any person using the Company's Service(s) and any other claim resulting from any act or omission of the Customer or Authorized User relating to the use of the Company's facilities and Service(s).
- 2.5.7. The Company shall not be responsible for the installation, operation or maintenance of any Customer-provided communications equipment.
- 2.5.8. Where Customer-provided equipment is connected to service furnished pursuant to this tariff, the responsibility of the Company shall be limited to the maintenance and operations of such services in the proper manner; subject to this responsibility, the Company shall not be responsible for the through transmission of signals generated by Customer-provided equipment or for the quality of, or defects in, such transmission; or the reception of signals by Customer-provided equipment; or network control signaling where such signaling is performed by Customer-provided network control signaling equipment.
- 2.5.9. Under no circumstances whatsoever shall the Company or its officers, directors, agents, or employees be liable for any indirect, incidental, special, or consequential damages.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.6. Assignment

Customer shall not assign or transfer the use of the Company's Services except with the prior written consent of the Company in each and every instance.

2.7. Responsibilities of the Customer

- 2.7.1. The Customer is responsible for placing any necessary orders, and for complying with tariff Regulations, and for ensuring that Authorized users comply with tariff regulations. The Customer is also responsible for the payment of charges for calls originated at the Customer's premises. This includes payment for calls or services originated at the Customer's number(s); accepted at the Customer's number(s) (i.e., collect calls); billed to the Customer's number via Third Number Billing if the Customer is found to be responsible for such call or service; a Calling Card; or a Company assigned Special Billing Number and the call or service is found to have been incurred at the specific request of the Customer.
- 2.7.2. The Customer is responsible for charges incurred for special construction and/or special facilities that the Customer requests and which are ordered by the Company on the Customer's behalf.
- 2.7.3. If required for the provision of the Company's Services, the Customer must provide any equipment space, supporting structure, conduit, and electrical power without charge to the Company.
- 2.7.4. The Customer is responsible for arranging ingress to its premises at times mutually acceptable to the Customer and the Company when required for the Company personnel to install, repair, maintain, program, inspect, or remove equipment associated with the provision of the Company's Service(s).
- 2.7.5. The Customer shall ensure that its terminal equipment and system is properly interfaced with the Company's facilities and Services, that the signals and voltages emitted into the Company's facilities are of the proper mode, bandwidth, power, and signal level of the intended use of the Customer and in compliance with the criteria set forth in the rules of the FCC, and that the signals do not damage equipment, injure personnel or degrade Service to other Customers.

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SECTION 2 - RULES AND REGULATIONS (Continued)**2.7. Responsibilities of the Customer (Continued)**

- 2.7.6. Interconnection between the Customer's equipment and Company-provided service must be made by the Customer by leased channel or dial-up service. Where interconnection between Customer's equipment and Company-provided service is not made by lease of Company facilities, interconnection must be made by the Customer at the Company's operating offices. Any special interface equipment necessary to achieve the compatibility between facilities of the Company and the channels or facilities of others shall be provided at the Customer's expense.
- 2.7.7. If the protective requirements in connection with Customer-provided equipment are not being complied with, the Company may take such immediate action as necessary to protect its facilities and personnel and will promptly notify the Customer of the need for protective action. In the event that the Customer fails to advise the Company within 10 days after such notice is received that corrective action has been taken, the Company may take whatever additional action is deemed necessary, including the suspension of service, to protect its facilities and personnel from harm.
- 2.7.8. The Customer is liable to the Company for replacement and repair of damage to the equipment and facilities of the Company caused by negligence and willful act of the Customer, its Authorized Users, and others, and for improper use of equipment provided by the Customer, its Authorized Users, and others.
- 2.7.9. The Customer is liable for the loss through theft and fire of any of the Company's equipment installed at Customer's premises.

2.8. Responsibilities of Authorized Users

- 2.8.1. The Authorized User is responsible for compliance with applicable regulations set forth in this tariff.
- 2.8.2. The Authorized User is responsible for establishing its identity as often as necessary during the course of a call.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.8. Responsibilities of Authorized Users (Continued)

- 2.8.3. The Authorized User is responsible for identifying the station, party, or person with whom communication is desired and/or made at the called number.
- 2.8.4. The Authorized User is responsible for providing the Company with a valid method of billing for each call. The Company reserves the right to validate the creditworthiness of Users through available Credit Card, Called Number, Third Party telephone number and Room Number verification procedures. Where a requested billing method cannot be validated, the User may be required to provide an acceptable alternate billing method or the Company may refuse to place the call.

2.9. Termination or Interruption of Services

- 2.9.1. Without incurring liability, the Company may by 24 hours advance notice discontinue Service(s) to a Customer or to a particular Customer location, or may withhold the provision of ordered or contracted Service(s) under the following conditions:
- (i) For past due balances or when usage has exceeded the estimated credit limit established by the Company;
 - (ii) For violation of the terms or conditions governing the furnishing of services under this tariff;
 - (iii) For violation of any law, rule, regulation, or policy of any governing authority having jurisdiction over the Company's Service(s); or
 - (iv) By reason of any order or decision of a court having competent jurisdiction, public utility commission, federal regulatory body or other governing authority prohibiting the Company from furnishing its Service(s).

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.9. Termination or Interruption of Services (Continued)

- 2.9.2. Without incurring liability, the Company may temporarily interrupt the provision of Service(s) at any time in order to perform test(s) and inspection(s) to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company's equipment and facilities.
- 2.9.3. In the event that the Company incurs attorneys fees or other costs to recover any sums then due and the Company prevails, the Company shall be entitled to recover its costs of collection, legal costs, court costs, and reasonable attorneys' fees, in addition to whatever other relief the court may award. The Company may assign or sell receivables to Local Exchange Carriers, collection agencies or other parties and said amounts owed to the Company shall then become due and payable to said third party.
- 2.9.4. Service(s) may be discontinued by the Company, without notice to the Customer, by blocking traffic to and from certain countries, cities, NXX's, or by blocking calls using certain Customer Authorization Codes or Calling Card Account Numbers when the Company deems it necessary to take such action to prevent fraud or other unlawful use of its Service(s). The Company may restore Service(s) as soon as it can be provided without undue risk.
- 2.9.5. If, for any reason, Service(s) is interrupted, the Customer will only be charged for the Service(s) that was actually used.

2.10. Payment for Service

The Customer is responsible for payment of all charges for facilities and Service(s) furnished by the Company, including charges for Service(s) originated or charges accepted at the Customer's service point.

- 2.10.1. Charges for Third Party calls will be included on the Billed Party's local exchange telephone company bill pursuant to billing and collection agreements established by the Company or its intermediary with the applicable telephone company.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.10. Payment for Service (Continued)

- 2.10.2. Charges for Credit Card Calls will be included on the Billed Party's regular monthly statement from the card-issuing company.
- 2.10.3. The Customer will be billed for and is liable for payment of all applicable federal, state and local use, assessments, surcharges, sales and/or privilege taxes and/or similar liabilities chargeable to or against the Company as a result of the provision of the Company's Service(s), in addition to the rates indicated in this tariff. Taxes or surcharges may be passed through to customers of a taxing jurisdiction on a prorated basis such that the total of all such charges aggregated among all customers in the taxing jurisdiction shall approximately equal the total amount of tax due in that jurisdiction.
- 2.10.4. The Customer shall remit payment of all charges to the Company or to any agency authorized by the Company to receive such payment. Any disputed amounts or claims against an invoice must be made in writing within thirty (30) days from the date of invoice. Undisputed amounts may not be withheld.
- 2.10.5. If the bill is not paid within twenty (20) calendar days following the mailing of the bill, the account will be considered delinquent.
- 2.10.6. Bills are due and payable upon receipt. Interest at the lesser of (1) the rate of one and one-half (1.5 %) percent per month, or (2) the highest rate allowed by law per month shall accrue upon any unpaid amount commencing thirty (30) days after the date of the bill for the amount first sent.
- 2.10.7. A delinquent account may subject the Customer's Service(s) to temporary disconnection.
- 2.10.8. Failure to receive a bill will not exempt a Customer from prompt payment of any sum(s) due the Company.
- 2.10.9. Charges for recurring fees shall be billed one (1) month in advance. Usage charges shall be billed one (1) month in arrears.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.10. Payment for Service (Continued)

- 2.10.10 If the Company receives a check from a Customer in payment for service rendered or for any other reason of indebtedness and which is returned from the bank due to insufficient or uncollected funds, closed account, apparent tampering, missing signature or endorsement, or for any other reason, the company shall apply a service charge of \$30.00.

The charge shall be applied to the Customer's monthly billing in addition to any other charges which may apply under this tariff. Payment rendered by check, which is subsequently dishonored shall not constitute payment until such time as repayment is made by valid means.

2.11. Deposits

The company does not require a deposit from the customer.

2.12. Billing Entity Conditions

When billing functions on behalf of the Company are performed by local exchange telephone companies, credit card companies or others, the payment conditions and regulations of such companies apply, including any applicable interest and/or late payment charges. In case of any disputed charges that cannot be resolved by the billing company, the Billed Party may contact the Company directly by calling toll free 1-800-307-3980.

2.13. Discontinuation of Service(s)

The Customer's Service(s) shall automatically terminate upon discontinuation of the Customer's subscription to the Company's Service(s).

- 2.13.1. The Company reserves the right to refuse or honor RESPORG (800 Responsible Organization) change requests when an unsatisfied business relationship exists between the Customer and the Company.

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SECTION 2 - RULES AND REGULATIONS (Continued)

2.14. Right to Backbill for Improper Use of the Company's Services

Any person or entity which uses, appropriates or secures the use of Service(s) from the Company, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to the Company shall be liable for an amount equal to the accrued and unpaid charges that would have been applicable to the use of the Company's Service(s) actually made by Customer.

2.15. Customer Inquiries and Complaints

Customer inquiries or complaints regarding service or billings may be made in writing or by phone to Intelnet Services of North America, Inc. at:

432 Kelley Drive
West Berlin, New Jersey 08091
(609) 768-3737
(800) 307-3980

Intelnet Services of North America, Inc. will respond within 72 hours of receipt of an inquiry. If the customer is dissatisfied with INTELNET's response to an inquiry or complaint, he or she may file with the South Dakota Public Utilities Commission for resolution of the conflict. The South Dakota Public Utilities Commission can be reached at:

500 East Capitol
Pierre, South Dakota 57501-5070
(605) 773-3201
(800) 332-1782

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SECTION 3 - DESCRIPTION OF SERVICES**3.1. Service Offerings.**

The information in this section pertains to all classes of long distance message telecommunications services offered pursuant to this tariff unless otherwise noted. South Dakota intrastate long distance service is offered on a per call basis to Customers originating calls from locations within the state of South Dakota. Such service is available twenty-four (24) hours per day seven (7) days per week.

3.1.1. One Plus Service

One Plus Service is a one-way multi-point service designed for small to medium size Customers for placing long distance telephone calls. Access to the network is available through presubscription (or 1+ access) and dial-up arrangements. Service is provided for a minimum Service Period of one month.

3.1.2. Dedicated One Plus Service

Dedicated One Plus Service is a dedicated service arrangement designed to accommodate the needs of medium to large size businesses. Under this arrangement, Customers access the Company's network via dedicated access facilities between the Customer's premises and the Company point of presence. Charges for interconnection facilities are equivalent to those assessed by the local access provider and payment for such charges shall be the responsibility of the Customer.

3.1.3. Travel Service

Travel Service enables a Customer or Authorized User to bill a long distance telephone call to an authorized calling card account with the Company. Travel Service calls are initiated by dialing an access code and an authorization code.

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SECTION 3 - DESCRIPTION OF SERVICES (Continued)**3.1. Service Offerings (Continued)****3.1.4 1-800 Service**

1-800 Service is service which enables Customers to provide toll free calling to their customers and others. Under this arrangement the Customer is billed for the charges of inbound calls. Customers may elect to utilize dedicated access arrangement or switched access arrangements to interconnect with the Service. Rates and charges vary depending upon the manner by which the Customer is interconnected with the Company's network. The Customer is responsible for payment of all charges for such interconnection.

3.1.5 Directory Assistance

Directory Assistance is available to One Plus, Dedicated One Plus, and Travel Service Customers. Service is offered on a per call basis whereby the Customer may obtain telephone numbers by dialing 1+ area code + 555-1212. Such service is available twenty-four (24) hours per day, seven (7) days a week.

3.2. Timing of Calls

The customer's long distance usage charge is based on the actual usage of the Company's network. Usage begins when the called party picks up the receiver. When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. A call is terminated when either party hangs up.

3.3. Minimum Call Completion Rate

The customer can expect a call completion rate (number of calls completed / number of calls attempted) of not less than 98% during peak use periods for all FGD services.

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SECTION 3 - DESCRIPTION OF SERVICES**3.4 Incomplete Calls**

There shall be no charge for incomplete calls.

3.5 Calculation of Distance

In the event the company provides mileage sensitive products, then usage charges are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers and associated vertical and horizontal coordinates that are produced by Bell Communications Research in their NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:
$$\sqrt{\frac{(\#1-V)^2 + (\#1-H)^2}{16}}$$

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SECTION 4 - RATES AND CHARGES

This section sets forth the rates and charges applicable to the Company's services. The rates are applicable to domestic South Dakota intrastate services and facilities. All rates and charges are expressed in U. S. dollars. Calls which overlap rate periods will be charged according to the rates applicable to the time recorded in each period.

4.1. One Plus Service

The following rates are applicable to calls placed pursuant to these options. All calls are measured and billed for a minimum of one (1) minute and in one (1) minute increments thereafter.

OPTION A

Rate Mileage	DAY		EVENING		NIGHT/WEEKEND	
	1st Minute	Add'l Minute	1st Minute	Add'l Minute	1st Minute	Add'l Minute
1-10	\$0.1679	\$0.1679	\$0.0979	\$0.0979	\$0.0839	\$0.0839
11-22	\$0.1679	\$0.1679	\$0.0979	\$0.0979	\$0.0909	\$0.0909
23-55	\$0.1749	\$0.1749	\$0.1119	\$0.1119	\$0.0909	\$0.0909
56-124	\$0.1819	\$0.1819	\$0.1119	\$0.1119	\$0.0979	\$0.0979
125-292	\$0.1889	\$0.1889	\$0.1119	\$0.1119	\$0.0979	\$0.0979
Over 292	\$0.1889	\$0.1889	\$0.1119	\$0.1119	\$0.0979	\$0.0979

OPTION B

Day	\$.095 per minute
Evening	\$.095 per minute
Night/Weekend	\$.095 per minute

The following Service Fee will apply to each Customer:
\$3.00 per month

4.2. Dedicated One Plus

Service is provided at a rate of \$0.14 per minute. Calls are timed and billed for a minimum period of one (1) minute; subsequent usage measured in six (6) second increments.

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SECTION 4 - RATES AND CHARGES (Continued)**4.3. Travel Service**

The following rates are applicable to calls placed using the Company's Travel Service. A per call charge of \$0.59 also applies. Calls are timed and billed for a minimum of one (1) minute and in one (1) minute increments thereafter.

Rate Mileage	DAY		EVENING		NIGHT/WEEKEND	
	1st Minute	Add'l Minute	1st Minute	Add'l Minute	1st Minute	Add'l Minute
1-10	\$0.1799	\$0.1799	\$0.1049	\$0.1049	\$0.0899	\$0.0899
11-22	\$0.1799	\$0.1799	\$0.1049	\$0.1049	\$0.0974	\$0.0974
23-55	\$0.1874	\$0.1874	\$0.1199	\$0.1199	\$0.0974	\$0.0974
56-124	\$0.1949	\$0.1949	\$0.1274	\$0.1274	\$0.1049	\$0.1049
125-292	\$0.2024	\$0.2024	\$0.1274	\$0.1274	\$0.1049	\$0.1049
Over 292	\$0.2024	\$0.2024	\$0.1274	\$0.1274	\$0.1049	\$0.1049

4.4. 1-800 Service

Rates and charges for 1-800 Service are set forth below. Calls are timed and billed for an initial period of one (1) minute; subsequent usage measured in six (6) second increments.

Switched Access Arrangement - This service is provided at a rate of \$0.17 per minute.

Dedicated Access Arrangement - This service is provided at a rate of \$0.15 per minute.

4.5. Directory Assistance

Directory Assistance service is available at a rate of \$0.68 per call to One Plus, Dedicated One Plus, and Travel Service Customers.

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EXHIBIT 5

INTELNET SERVICES OF NORTH AMERICA, INC.

LIST OF STATES - AUTHORITY GRANTED AND PENDING

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INTRASTATE CERTIFICATIONS

STATE	STATUS/ DISPOSITION	STATE	STATUS/ DISPOSITION
Alabama	Granted	Nebraska	Granted
Arizona	Granted	New Hampshire	Granted
California	Pending	New Jersey	Granted
Colorado	Granted *	New Mexico	Granted
Connecticut	Granted	New York	Granted
Delaware	Pending	North Dakota	Granted
D.C.	Granted	Ohio	Granted *
Florida	Granted	Oklahoma	Granted
Georgia	Granted	Oregon	Pending
Idaho	Granted *	Pennsylvania	Pending
Indiana	Pending	Rhode Island	Granted
Iowa	Granted *	South Carolina	Pending
Kansas	Pending	Tennessee	Pending
Kentucky	Pending	Texas	Granted *
Louisiana	Pending	Utah	Granted *
Maine	Pending	Virginia	Granted *
Maryland	Granted	Washington	Granted
Massachusetts	Granted	West Virginia	Pending
Michigan	Granted *	Wisconsin	Granted
		Wyoming	Granted

* No certification required.

Revised 8/20/97

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EXHIBIT 6

INTELNET SERVICES OF NORTH AMERICA, INC.

**BIOGRAPHIES/QUALIFICATIONS
OF SENIOR MANAGEMENT**

INTELNET SERVICES OF NORTH AMERICA, INC.
432 Kelley Drive, West Berlin, West Berlin, NJ 08091

Dominic A. Dalia, Chief Executive Officer

Mr. Dalia has over thirty-five (35) years of experience in the telecommunications industry. Mr. Dalia began his career with the Bell Systems in 1960, wherein he specialized in design and installation of various central office switching systems and the integration of various telecommunication products. Assigned to the Bell Systems Corporate Headquarters to perform Special Services, Mr. Dalia received intensive and specialized training and education in Engineering, Installation and Marketing of the various telecommunications products and services.

Among Mr. Dalia's achievements are his team's successful installation of the first long distance video teleconferencing between the President of AT&T and the President of Illinois Bell. In the mid 1960's, Mr. Dalia resigned from the Bell System and founded IR&S Consultants which provided telecommunications engineering and consulting to the business community, particularly in the auditing of their telephone usage calling usually going back three (3) years and the analysis of their telecommunications needs. After four (4) years of operations and influenced by the opportunity which the 1968 Carter Phone Decision provided, Mr. Dalia developed proprietary products which became standards for the telephone industry.

In 1976, Mr. Dalia sold his shares in the interconnect company and developed a new company called Trader Phone System ("TPS"), which is credited for inventing one of the first non-locking turrets for brokerage industry trading rooms.

In 1978, he sold his interest in TPS to his brother and founded Associated Business Telephone Systems Corp. ("ABTS"), located in Berlin, New Jersey, which initially functioned as a private interconnect company and provided full integrated services and a total telephony solution. ABTS targeted the hotel marketplace and teamed with the regional bell holding companies to offer a turn-key program and one single source vendor to the hotel community.

Mr. Dalia used his strong marketing and technical skills to create and develop many proprietary products and to carve out niche markets offering an integrated telephony platform. Mr. Dalia is presently building a global interactive media channel with Intelnet and its affiliates. This low cost distribution channel will represent an alternate internet or world wide web access channel that is non-blocking and will allow users to transmit and receive voice, data and interactive video at very high speeds and low costs.

Mr. Dalia believes that the Intelnet High Speed interactive media channel will be the first global one of its kind. This Channel will allow content providers, telecommunication companies, news, sports and gaming companies to successfully deliver their offerings and provide electronic shopping and banking from homes, businesses and places of travel.

The hallmark of Intelnet International and Mr. Dalia's previous companies has been "excellence". Mr. Dalia's repeated success for developing start-up businesses by creating value added bundles of services delivered over one (1) platform at lower costs through margin pooling are clearly unique. His strong leadership has been very effective and his formula of combining a proprietary single source platform using regulatory and early entry windows has certainly proven to be more attractive to customers than existing sources. The global expansion strategy on representing world wide (24 hour, 365 days a year) access is clearly an excellent opportunity for Intelnet and its customers and should earn substantial revenues.

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Michael A. Dalia, President Mr. Dalia has over 17 years of experience in the telecommunications industry and is the co-founder of Intelnet N.A., Inc. Prior to working for Intelnet, Mr. Dalia began his career in 1976 at Telecommunications Services, Inc. in Rye, New York, and then in 1977 moved to the Philadelphia Telephone Company. Like his father, Mr. Dalia has a strong background in the engineering, installation and maintenance of telecommunication, cable/media and electric power systems and the integration of peripheral systems for special applications, billing and enhanced services. In 1983, he developed the first remote telephone call polling system in response to Intelnet's need to gather telephone call records from distant telephone switches into a central point for billing purposes. Since 1985, he has worked extensively with the local Bell companies, and is credited with having written the procedure and specifications for installation and maintenance of private branch exchange systems for Illinois Bell. Other achievements include completion of a project comprised of 27 separate installations and a specialized billing system which spanned 11 states and was completed within 90 days, and development of a now patented emergency alert system. At Intelnet Mr. Dalia has the responsibility for overseeing operations including engineering, installation, maintenance, project management, systems integration and product development. Mr. Dalia has developed, completed and fully tested a turnkey program. It consists of a fully comprehensive support system backed up by an operational control center and gateway and an on-line, real time transactional based system that performs billing, collection, installation, maintenance and on-going management for the power, cable/media and telephone services that his company will be offering to the hospitality, business and residential community.

Vernon S. Oberholtzer. Mr. Oberholtzer has over thirty years of diversified business experience with major corporations and as a financial consultant in the securities industry. He holds a Masters of Science Degree in business Financial Management from George Washington University, and began his career in 1964 with Shell Oil Company wherein by 1975 he had overall responsibility for site selection, property acquisition and general day-to-day management in various major markets along the East Coast. Since 1978, Mr. Oberholtzer has been president of his own financial consulting firm, Fletcher Capital Corporation. He has successfully completed projects for Gulf Oil Corporation, Crown Petroleum, Wrams, Inc., and others. He also managed the export of over \$2 billion of goods and services to Iran for the U.S. Air Force and the Department of Defense. In addition, Mr. Oberholtzer has originated and structured various types of debt and equity financing for many United States corporations. In the financial and securities industries, he has worked with such firms as Herzog, Heine, Geduld and Spencer Trask. From 1983 to 1985, Mr. Oberholtzer completed several private placements of capital with Donaldson, Lufkin and Jenrette. During the following years until 1988, he was in charge of Direct Investments and Private Placements at Philips, Appel and Walden, a New York Stock Exchange Member firm with approximately 600 brokers and 20 offices in the metropolitan New York City area. From 1988 through 1994, Mr. Oberholtzer developed and placed tax advantaged investments and continued to raise capital, mostly for publicly traded companies through private placements, in the United States and abroad. Since January, 1995, Mr. Oberholtzer has served as the Chief Financial Officer of Intelnet International Corporation. In addition to his financial responsibilities, he has assumed the management of the Intelnet marketing programs to ITT Corporation, Sheraton Hotels, and Caesars Casinos. He has served as the national chairman for a financial advisory board consisting of over 200 offices, and is a member of the Financial Analysts and Money Managers Society of New York City.

EXHIBIT 7**INTELNET SERVICES OF NORTH AMERICA, INC.**

COMPLAINT AND REGULATORY CONTACTS

Intelnet Services of North America, Inc.

Contact for Complaints and Regulatory Matters

**Bea Hagy
432 Kelley Drive
West Berlin, New Jersey 08091
(609) 768-2201
(800) 307-3980**

EXHIBIT 8

INTELNET SERVICES OF NORTH AMERICA, INC.

BILLING AND CUSTOMER SERVICE PROCEDURE

34. 200. 44108

Intelnet Services of North America, Inc.

Billing and Customer Service Procedure

When a call is initiated, a call record containing important billing information is generated. The record captures the originating and terminating telephone numbers, the time the call is connected and the duration of the call. The call data is stored and transferred to another system for rating. In the rating process, call records are rated in accordance with the tariffed schedule associated with the service used. Once rated, the call records are forwarded to the LEC which calculates applicable taxes and produces invoices to customers. Each invoice identifies the company as the service provider and a toll-free 1-800 number is furnished for customers to call with billing and/or service questions. Invoices also include a detailed listing of all calls placed by the customer during the billing period.

Customer service functions are performed by the company and also its billing agent. Customers can contact INTELNET Customer Service by dialing (800) 307-3980. Each Customer Service representative has experience and knowledge of the telecommunications industry, combined with consumer service experience and training to enable complete and expeditious resolution of consumer questions or complaints. Customer Service representatives are available at all times to answer Customer questions regarding the service, billing questions, quote rates, provide credits for wrong numbers, make adjustments to the Customers bill, and dispatch maintenance personnel. When an adjustment is made, the customer will see the credit on the subsequent invoice for services.

EXHIBIT 9

INTELNET SERVICES OF NORTH AMERICA, INC.

FINANCIALS

SUBMITTED UNDER SEAL

CONFIDENTIAL

100-100-4428

INTELNET SERVICES OF
NORTH AMERICA, INC.
A DELAWARE CORPORATION
432 KELLY DRIVE
WEST BERLIN, NJ 08091

EXPLANATION	AMOUNT

95-208/312

2113

PAY
AMOUNT
OF

THE SUM 250 DOLS 00 CTS

DOLLARS

CHECK
AMOUNT

DATE	TO THE ORDER OF	DESCRIPTION	CHECK NUMBER	CHECK AMOUNT
8/26/77	to Dakota Public Utilities Commission	payment for utility of authority	2113	\$ 250.00

TC97-148

SUMMIT
NORTH AMERICA

Betha Weiss
Domènec R. Dalis

⑈002113⑈ ⑆031202084⑆ 4266-00896 2⑈

South Dakota
Public Utilities Commission
State Capitol 500 E. Capitol
Pierre, SD 57501-5070
Phone: (800) 332-1782
Fax: (605) 773-3809

TELECOMMUNICATIONS SERVICE FILINGS

These are the telecommunications service filings that the Commission has received for the period of:

08/29/97 through 09/04/97

If you need a complete copy of a filing faxed, overnight expressed, or mailed to you, please contact Delaine Kolbo within five days of this filing.

DOCKET NUMBER	TITLE/STAFF/SYNOPSIS	DATE FILED	INTERVENTION DEADLINE
REQUEST FOR CERTIFICATE OF AUTHORITY			
TC97-151	Application by GLD, Group Long Distance, Inc. to amend its Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS/CH) "Applicant is a reseller which intends to offer all local services provided by the incumbent LECs....GLD seeks authority to resell local exchange services throughout the state ... in areas served by any LECs in South Dakota that are not eligible for a small or rural carrier exemption pursuant to Section 251(f)(1) of the Federal Act. GLD does not seek to provide resold services to customer in those small or rural territories at this time....Applicant will file a copy of its proposed tariff ... upon completion of negotiations for interconnection."	08/29/97	09/19/97
TC97-148	Application by Intelnet Services of North America, Inc. for a Certificate of Authority to operate as a telecommunications company within the state of South Dakota. (Staff: TS /KC) Intelnet proposes to provide One-Plus Service, Direct Access Service, 1-800 Service and Travel Service. <i>TS</i>	08/29/97	09/19/97
NONCOMPETITIVE TELECOMMUNICATIONS FILING			
TC97-152	U S WEST Communications filed to modify the pay telephone language pursuant to the Telecommunications Act of 1996, Section 276, Provision of Payphone Services. (Staff: DJ/KC) "This ensures that the tariff accurately reflects the federal deregulation of payphone services and that the products and services offered by U S WEST Communications to Payphone Service Providers are offered under equal terms and conditions....U S WEST Communications requests an effective date of September 29, 1997."	08/29/97	09/19/97

Important Notice: The Commission is compiling a list of internet addresses. If you have an internet address please notify the Commission by: E-mailing it to Terry Norum at: terryn@puc.state.sd.us Faxing the address to the Commission at: 605-773-3809

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF)
INTELNET SERVICES OF NORTH AMERICA,)
INC. FOR A CERTIFICATE OF AUTHORITY TO)
PROVIDE TELECOMMUNICATIONS)
SERVICES IN SOUTH DAKOTA)

ORDER GRANTING
CERTIFICATE OF
AUTHORITY

TC97-148

On August 29, 1997, the Public Utilities Commission (Commission), in accordance with SDCL 49-31-3 and ARSD 20:10:24:02, received an application for a certificate of authority from Intelnet Services of North America, Inc. (Applicant).

Applicant proposes to offer 1+, 800, travel service, and directory assistance. A proposed tariff was filed by Applicant. The Commission has classified long distance service as fully competitive.

On September 4, 1997, the Commission electronically transmitted notice of the filing and the intervention deadline of September 19, 1997, to interested individuals and entities. No petitions to intervene or comments were filed and at its regularly scheduled October 28, 1997, meeting, the Commission considered Applicant's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to the condition that Applicant not offer a prepaid calling card or require deposits or advance payments without prior approval of the Commission.

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

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

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

Dated at Pierre, South Dakota, this 3rd day of November, 1997.

CERTIFICATE OF SERVICE

The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by first class mail, in properly addressed envelopes, with charges prepaid thereon.

By Deanne Kabis

Date 11/4/97

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

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By

Date

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner

44-1118

SOUTH DAKOTA PUBLIC UTILITIES COMMISSION

CERTIFICATE OF AUTHORITY

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

Authority was Granted October 28, 1997
Docket No. TC97-148

This is to certify that

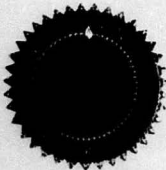
INTELNET SERVICES OF NORTH AMERICA, INC.

is authorized to provide telecommunications services in South Dakota.

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

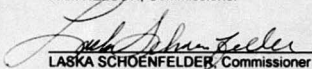
Dated at Pierre, South Dakota, this 3rd day of November, 1997.

**SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION:**




JAMES A. BURG, Chairman


PAM NELSON, Commissioner


LASKA SCHOENFELDER, Commissioner