

TC98-206

TC98-206

DOCKET NO.

In the Matter of

IN THE MATTER OF THE
APPLICATION OF NEW MILLENNIUM
CONQUEST SERVICE CORPORATION
FOR A CERTIFICATE OF AUTHORITY
TO PROVIDE TELECOMMUNICATIONS
SERVICES IN SOUTH DAKOTA

Public Utilities Commission of the State of South Dakota

DATE

MEMORANDA

11/30/98 Filed and docketed,
12/3/98 Reply filing,
2/17/99 Replacement Brief Pages and Financial Statements;
3/12/99 Replacement Brief Pages,
3/16/99 Letter withdrawing application,
3/18/99 Open Hearing with withdrawal of application and closing docket;
5/18/99 Docket Closed.



210 N. Park Ave.

Winter Park, IL

52783

P.O. Drawer 200

Winter Park, IL

52790-0200

Tel: 407 740-8575

Fax: 407 740-0575

nm@newmill.com

TC98-206

RECEIVED

NOV 30 1998

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

November 25, 1998

Overnight

Mr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501

Re: Registration of New Millennium ConQuest Service Corporation for Authority
to Provide Intrastate Telecommunications Services within the State of South
Dakota

Dear Mr. Bullard:

Enclosed for filing are the original and ten (10) copies of a Registration for Authority
to Provide Intrastate Telecommunications Services, filed on behalf of New Millennium
ConQuest Service Corporation. Also enclosed is a check for \$250.00 to cover the filing
fee.

Please return, date-stamped, the extra copy of this cover letter in the enclosed self-
addressed stamped envelope provided for this purpose.

Any questions you may have regarding the above filing should be directed to me at
(407) 740-8575.

Sincerely,

for Monique Byrnes
Consultant to
New Millennium ConQuest Service Corporation

MB/sp

cc: J. Cooney, New Millennium
M. Townsend, NMConQuest
file: NMConQuest - SD
tms: sdo9800

BEFORE THE
SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

Registration of)
New Millennium ConQuest Service Corporation)
 for Authority to Provide Intrastate)
 Telecommunications Services)
 within South Dakota)

Docket No. _____

Pursuant to Rule 20:10:24:02 of the Commission's Telecommunications Services Rules, New Millennium ConQuest Service Corporation ("NM ConQuest" or "Applicant") submits the following registration information:

1. The name, address and telephone number of the applicant.

New Millennium ConQuest Service Corporation
 200 S. Biscayne Boulevard, Suite 5400
 Miami, Florida 33131
 Telephone: (305) 379-5445
 Facsimile: (305) 379-5446

2. The name under which the Applicant will provide these services if different than in subdivision (1) of this section;

Not applicable.

3. If the applicant is a corporation:

- (a) **The state in which it is incorporated, the date of incorporation and a copy of its certificate of incorporation or, if it is an out-of-state corporation, a copy of its certificate of authority.**

New Millennium ConQuest Service Corporation was incorporated in the State of Delaware on May 21, 1988. A copy of the Applicant's certificate of authority to operate in South Dakota is provided in Attachment I.

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

Principal office in South Dakota: None

Registered Agent: Corporation Service Company
503 South Pierre Street
Pierre, South Dakota 57501

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

NM ConQuest is a wholly owned subsidiary of New Millennium Communications Corp.

- (d) **The names and addresses of subsidiaries owned or controlled by the applicant:**

None

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

Not applicable.

5. **A specific description of the telecommunications services the applicant intends to offer.**

NM ConQuest utilizes LCI and Frontier for its traffic. NM ConQuest contracts for services from its underlying carriers at discounted rates and has selected its underlying carriers based on the best mix of quality, service and price. Calls will originate via Feature Group access purchased by the underlying carriers from the local exchange carrier.

NM ConQuest proposes to offer long distance voice telecommunications services over resold transmission facilities throughout the State of South Dakota. The Company proposes to offer direct dial outbound service and operator assisted services.

NM ConQuest's direct dial outbound service allows Customers to place outbound direct dialed calls. Customers are presubscribed to the Company via switched access Feature Group D circuits.

The primary Customers of NM ConQuest's operator assisted services are companies who in their normal course of business are responsible for providing access and directing telephone calls for large numbers of end users. Most significant are the companies of establishments (subscribers) who place outbound calls for their guests, patients, students or other transient patrons. NM ConQuest's operator assisted services permit callers to place calls using optional billing methods (i.e. collect, third party, or to a calling/credit card). In addition, this service offers operator assistance for person-to-person calling or for operator dialing assistance.

The telephone number for Customer inquiries and complaints will be provided by NM ConQuest on the Customer bill. NM ConQuest's toll-free Customer service number is 1-800-627-5609.

Services are offered twenty-four (24) hours per day, seven (7) days per week and are priced based on call duration and time of day.

A copy of NM ConQuest's services are described more fully in its proposed tariff provided as Attachment. IV.

6. **A detailed statement of the means by which the applicant will provide its services, including the type and quantity of equipment to be used in the operation, the capacity, and the expected used of the equipment.**

NM ConQuest does not intend to install or operate any switching or transmission facilities in South Dakota. The Company will use resold transmission services of other carriers.

7. **The geographic areas in which the services are, or will be, offered, including a map describing the service boundaries.**

NM ConQuest intends to offer service throughout the state of South Dakota.

8. **A current balance sheet and income statement; a copy of the applicant's latest annual report; a copy of the applicant's report to stockholders; and a copy of the applicant's tariff with the terms and conditions of service.**

NM ConQuest possesses sufficient financial resources to provide the services proposed in this application. As a wholly owned subsidiary of New Millennium Communications Corp., the Company has the financial backing and support of its parent company. In support of NM ConQuest's financial ability to provide the services it proposes, consolidated financial information for NM ConQuest and its parent company are provided in Attachment III.

The terms and conditions of service as well as all rates are provided in the Applicant's proposed tariff in Attachment IV.

- 0150.55.6
9. The names and addresses of the applicant's representatives to whom all inquiries should be made regarding complaints and regulatory matters, and a description of how the applicant handles customer billings and customer service matters.

For inquiries regarding this application and tariff, contact:

Monique Byrnes
Consultant to New Millennium ConQuest Service Corporation
Technologies Management, Inc.
P.O. Box 200
Winter Park, Florida 32790-0200
Telephone: (407) 740-8575
Facsimile: (407) 740-0613

For all other matters, contact:

Mr. John Burchett, President
New Millennium ConQuest Service Corporation
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131
Telephone: (305) 379-5445
Facsimile: (305) 379-5446

The Company utilizes a third party billing agent, Billing Information Concepts, Inc. ("BIC") to ensure call detail is passed to local exchange companies. All calls are billed on the Customer's local exchange company bill.

Customer Service is available 24 hours a day, 7 days a week via a toll-free number Customer (800) 627-5609.

10. A list of the states in which the applicant is registered or certified to do business and if the applicant has ever been denied registration or certification in any state and the reasons for the denial.

The following is a list of states where NM ConQuest is authorized to provide telecommunications services or has an application for certification or registration pending:

STATE	APPROVAL DATE
Arkansas	Pending
Georgia	Pending
Idaho	10/6/98
Kentucky	11/6/98
Louisiana	Pending
Massachusetts	10/26/98
Michigan	1/1/98
Montana	10/20/98
New Hampshire	9/22/98
New Jersey	10/7/98
New York	Pending
North Dakota	Pending
Ohio	Pending
Oklahoma	Pending
Oregon	Pending
Pennsylvania	Pending
Rhode Island	Pending
Tennessee	Pending
Texas	10/17/98
Washington	Pending
Wisconsin	Pending
Wyoming	11/17/98

NM ConQuest has not been denied certification from any state utility commission nor has its certificate been revoked in any state.

NM ConQuest seeks authority to provide telecommunications services in South Dakota as part of the Company's objective to become a nationwide service provider. By serving the entire country, NM ConQuest can more effectively serve Customers who also operate in multiple states, as well as those Customers who travel extensively. The Company is prepared to begin offering service immediately upon certification. NM ConQuest has not yet offered service in South Dakota.

11. A detailed description of how the applicant intends to market its services, the qualifications of its marketing sales personnel, its target market, whether the applicant engages in any multilevel marketing and copies of any company brochures used to assist in the sale of services.

NM ConQuest's services are marketed to aggregator locations such as hotels and pay telephone owners. The Company does not engage in any multilevel marketing plans. A copy of NM ConQuest's sales brochure is provided in Attachment V.

12. Cost support for rates shown in the company's tariff for all noncompetitive or emerging competitive services.

Cost support information is provided in Attachment VI.

As evidenced by the foregoing application, New Millennium ConQuest Service Corporation is fully qualified to offer and provide long distance service within the State of South Dakota. Therefore, NM ConQuest respectfully requests that the Commission grant this application at its earliest convenience.

Dated this 12 day of November 1998.

Respectfully Submitted,



Edward St. Croix
Secretary
New Millennium Communications Corp.

ATTACHMENT I

New Millennium ConQuest Service Corporation

Authority to Operate 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 NEW MILLENNIUM CONQUEST SERVICE CORPORATION (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 NEW MILLENNIUM CONQUEST SERVICE CORPORATION.



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
July 9, 1998.

Joyce Hazeltine
JOYCE HAZELTINE
Secretary of State

JUL 07 1998

APPLICATION FOR CERTIFICATE OF AUTHORITY

Not subject 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

(1) The name of the corporation is New Millennium Conquest Service Corporation

(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 elects to add thereto for use in this state is _____

(3) State where incorporated Delaware Federal Taxpayer ID# 65-084-0379

(4) The date of its incorporation is May 21, 1998 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

1013 Centre Road, Wilmington, DE Zip Code 19805

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 501 South Pierre Street, Pierre SD Zip 57501

and the name of its proposed registered agent in the State of South Dakota at that address is Corporation Service Company

(7) The purposes which it proposes to pursue in the transaction of business in the State of South Dakota are (state specific purpose) _____

Telecommunications Services

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

Name	Officer Title	Street Address	City	State	Zip
See attached officers/directors rider					

See attached officers/directors rider

(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>100</u>	<u>Common</u>		<u>\$.01</u>

(10) The aggregate number of its issued shares, 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
100	Common		\$.01

(11) The amount of its stated capital is \$ 1.00

Shares issued times par value equals stated capital. In the case of no par value stock, stated capital is the consideration received for the issued shares.

(12) 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.

(13) 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.

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

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

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

Dated July 6 19 98

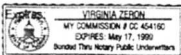
[Signature]
(Signature)

State of FLORIDA
County of Dade

PRESIDENT
(Title)

On this 6 day of JULY 19 98 before me Virginia Zeron personally appeared THOMAS L. WILKERSON known to me, or proved to me, to be the PRESIDENT of the corporation that is described in and that executed the within instrument and acknowledged to me that such corporation executed same.

My Commission



Notarial Seal

[Signature]
(Notary Public)

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

CONSENT OF APPOINTMENT BY THE REGISTERED AGENT

I, Corporation Service Company, hereby give my consent to serve as the
(name of registered agent)

registered agent for New Millennium ConQuest Service Corporation

(corporate name)

Corporation Service Company

Dated 7-8 19 98

By [Signature]
(signature of registered agent)

0150-55-13

NEW MILLENNIUM CONQUEST SERVICE CORPORATION

200 South Biscayne Blvd
Suite 5400
Miami, FL 33131

DIRECTORS

Edward St Croix
Thomas L. Wilkerson
John Williams

Don F. Clark
35022 Nasahua Blvd
Sorrento, FL 32776

OFFICERS

Thomas L. Wilkerson - President
1591 Eastlake Way
Weston, Florida 33326

Edward St Croix - Secretary
650 West Avenue #2901
Miami Beach, FL 33139

Richard Meiman - Assistant Secretary
1717 N. Bayshore Drive #3044
Miami, FL 33132

John Williams - Treasurer
120 Juamita #19
Incline Village, NV 89451

MP 3650
Secretary of State
State of South Dakota
500 E Capitol
Pierre, SD 57501-5077
605 773-4845

KS-3286
10-7-98
716006
JUN 09 1998
S.D. SEC. OF STATE
APPLICATION FOR
RESERVATION OF NAME

Pursuant to the provisions of the South Dakota Code, the undersigned hereby applies for reservation of the following name for a period of one hundred twenty (120) days, which period shall not be extended.

NEW MILLENNIUM ConQuest SERVICE CORPORATION

Check one to indicate how the reserved name is to be used:

CORPORATION: (The name of any corporation except a nonprofit shall contain the word "corporation", "incorporated", "company", or "limited", or an abbreviation of one of such words.)

- ☐ Incorporation of a domestic business
- ☐ Incorporation of a domestic nonprofit
- ☐ Domestic corporation intending to change its name
- ☐ Foreign corporation intending to make application for a certificate of authority
- ☐ Foreign corporation authorized in this state intending to change its name
- ☐ Any person intending to organize a foreign corporation and to have such corporation make application for a certificate of authority

LIMITED PARTNERSHIP: The name of any limited partnership shall contain without abbreviation, the name "limited partnership")

- ☐ Any person intending to organize a limited partnership
- ☐ Any domestic limited partnership or any foreign limited partnership registered in this state which, in either case, intends to adopt that name
- ☐ Any foreign limited partnership intending to register in this state and adopt that name
- ☐ Any person intending to organize a foreign limited partnership and intending to have it registered in this state and adopt that name.

LIMITED LIABILITY COMPANY: The words, limited liability company, or the abbreviation L.L.C. shall be the last words of the name.

- ☐ Any person intending to organize a domestic limited liability company
- ☐ Any domestic L.L.C. or any foreign L.L.C. registered in this state, which intends to adopt that name.
- ☐ Any foreign L.L.C. intending to register in this state

Marilyn Person
Signature of the applicant
CORPORATION SERVICE COMPANY
1013 CENTRE ROAD
WILMINGTON, DE, 19805
Address

FILING FEE: \$15

Reserved thru
10-7-98
Revised 6/97

015505.115

ATTACHMENT II

New Millennium ConQuest Service Corporation

Articles of Incorporation

by: CONQUEST CUST. SERVICE
Received: 09/14/98 10:17AM
12/14/98 10:18 FAX 3053795448

800 320 0195;

09/14/98 10:48AM; Jetfax #277; Page 2/5

3053795448 - CONQUEST SERVICE; Page 2
New Millennium Comm.

002

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF NEW MILLENNIUM
CONQUEST SERVICE CORPORATION, FILED IN THIS OFFICE ON THE
TWENTY-FIRST DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS



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

AUTHENTICATION:

DATE 9096358

2000271 0100

981136610

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/21/1998
PHILADELPHIA - 289927

03

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

0150303103
y: CONQUEST CUST. SERVICE

800 320 0199;

09/14/98 10:18AM; Jettix #277; Page 4/5

Received: 9/14/98 10:18AM;

0003705446 -> CONQUEST SERVICES; Page 4

9/14/98 10:19 FAX 3053795446

New Millennium Coks.

0004

5/21/98 16:38 SPOCCEN ARPS - DEPARTMENT OF STATE

NO.125 003

(3) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) No director shall be personally liable to the Corporation or any of 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) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

01-11-01 01-11-01 01-11-01

NEXT

DOCUMENT (S)

BEST IMAGE

POSSIBLE

Y: CONQUEST CUST. SERVICE
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14/98 10:19 FAX 3053795446

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05/14/98 10:05AM; JetFax #277; Page 510

3053706446 -> CONQUEST SERVICES: Page 5
New Millennium Comm.

0005

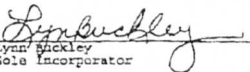
21/98 16:38 SKADDEN ARPS + DEPARTMENT OF STATE

NO.125 004

SEVENTH: 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 GCL) 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.

EIGHTH: The Corporation reserves the right to amend, alter, 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.

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the GCL, do 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 21st day of May, 1998.


Lynn Buckley
Sole Incorporator

ATTACHMENT III

New Millennium ConQuest Service Corporation

Financial Information

DRAFT

NEW MILLENNIUM COMMUNICATIONS CORP
CONSOLIDATED BALANCE SHEETS
MAY 15, 1998
(PRO FORMA, INCLUDING CONQUEST)

ASSETS

Current assets	\$ 236,189
Cash	5,225,535
Accounts receivable, net	514,021
Advances receivable	25,000
Employee loan receivable	37,887
Prepaid expenses	6,038,632
Total current assets	3,729,639

Property and equipment, net

Other assets	9,375
Prepaid expenses	1,413,175
Deposit on equipment and network services	133,700
Security deposits	5,000,000
ConQuest contracts	9,499,999
Goodwill on ConQuest purchase	13,056,249
	<u>\$ 22,824,520</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities	\$ 1,080,000
Notes payable, current	163,592
Accounts payable	285,855
Accrued expenses	56,801
Accrued interest	1,586,248
Total current liabilities	

Long term debt	19,067,995
12% secured note	1,220,000
10% Convertible debentures payable	225,000
8% Notes payable	<u>20,512,995</u>

Stockholders' equity

10% Series A Convertible Preferred stock	
\$1 per value; 5,000,000 shares authorized	
245,000 shares issued and outstanding	245,000
Common stock, \$.001 par value,	
50,000,000 shares authorized	
22,919,000 shares issued	22,919
22,879,000 shares outstanding	3,185,476
Additional paid-in capital	<u>(2,698,118)</u>
Deficit	765,277
Less Treasury stock, 40,000 shares,	
at cost	<u>(40,000)</u>
Total stockholders' equity	<u>725,277</u>
	<u>\$ 22,824,520</u>

DRAFT—FOR INFORMATIONAL PURPOSES ONLY

NEW MILLENNIUM COMMUNICATIONS CORP. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 1998

Cash Used In Operating Activities	(\$1,239,392)
Net loss	
Adjustments to reconcile net loss to net cash used for operating activities	2,500
Depreciation	3,750
Decrease in prepaid expenses	240
Decrease in security deposits	(12,500)
Increase in employee loans	<u>12,083</u>
Increase in accrued expenses	<u>(1,233,319)</u>
CASH USED IN OPERATING ACTIVITIES	
Cash Used In Investing Activities	(613,293)
Increase in deposits with vendors for equipment	<u>(66,689)</u>
Purchase of fixed assets	<u>(679,982)</u>
CASH USED IN INVESTING ACTIVITIES	
Cash Provided from Financing Activities	300
Issuance of common stock	<u>2,308,011</u>
Increase in loans payable	<u>2,308,311</u>
CASH PROVIDED FROM FINANCING ACTIVITIES	
NET INCREASE IN CASH	395,010
Cash, December 31, 1997	<u>51,139</u>
Cash, March 31, 1998	<u>\$ 446,149</u>

There were no funds used for the payment of income taxes or interest

DRAFT—FOR INFORMATIONAL PURPOSES ONLY

NEW MILLENNIUM COMMUNICATIONS CORP. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE THREE MONTHS ENDED MARCH 31, 1998

	CAPITAL STOCK SHARES		ADDITIONAL PAID-IN CAPITAL	DEFICIT	TREASURY STOCK
	(000'S)	\$			
Balance, December 31, 1997	22,579	\$ 22,619	\$990,476	(\$880,382)	\$ 40,000
Sale of Common Stock	300	300			
Net loss				(1,239,392)	
Balance March 31, 1998	<u>22,879</u>	<u>\$ 22,919</u>	<u>\$990,476</u>	<u>(2,119,774)</u>	<u>\$ 40,000</u>

ATTACHMENT IV

New Millennium ConQuest Service Corporation

Proposed Tariff

015015526
NEW MILLENNIUM CONQUEST SERVICE CORPORATION

So. Dakota Tariff No. 1
Original Title Page

SOUTH DAKOTA
INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF
NEW MILLENNIUM CONQUEST SERVICE CORPORATION

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by New Millennium ConQuest Service Corporation within the State of South Dakota. This tariff is on file with the South Dakota Public Utilities Commission. Copies may be inspected during normal business hours at the Company's principal place of business.

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

10/19/00

CHECK SHEET

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

PAGE	REVISION
Title Page	Original
1	Original *
2	Original *
3	Original *
4	Original *
5	Original *
6	Original *
7	Original *
8	Original *
9	Original *
10	Original *
11	Original *
12	Original *
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18	Original *
19	Original *
20	Original *
21	Original *
22	Original *
23	Original *
24	Original *
25	Original *
26	Original *

* indicates pages included with this filing

Issued

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

4/2/99

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SECTION 2 - Rules and Regulations	8
SECTION 3 - Rates and Services	19

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

sd/0800

SYMBOLS

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

- C** Changed regulation.
- D** Delete or discontinue.
- I** Change Resulting in an increase to a Customer's bill.
- M** Moved from another tariff location.
- N** New
- R** Change resulting in a reduction to a Customer's bill.
- T** Change in text or regulation.

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

sd-0000

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the Subscriber's or Customer's location to the Carrier's designated point of presence or network switching center.

Aggregator - A person, firm, corporation, or other legal entity which contracts with ConQuest for installation of the Company's services. Aggregators make available the Company's services for use by guests, patrons, visitors or other transient third parties at the Aggregator's location. The Aggregator is also responsible for compliance with the terms and conditions of this tariff.

Authorization Code - A pre-defined series of numbers to be dialed by the Customer or End User upon access to the Company's system to notify the caller and validate the caller's authorization to use the service provided. The Customer is responsible for charges incurred through the use of his or her assigned Authorization Code.

Authorized User - A person, firm or corporation, or any other entity authorized by the Customer or Subscriber to communicate utilizing the Company's services.

Calling Card Call - A billing arrangement whereby the originating caller may bill the charges for a call to an approved I.E.C.-issued calling card. The terms and conditions of the local exchange carrier apply to payment arrangements.

Collect Billing - A billing arrangement whereby the originating caller may bill the charges for a call to the called party, provided the called party agrees to accept the charges.

Commercial Credit Card Call - A billing arrangement whereby the originating caller may bill the charges for a call to an approved commercial credit card. The terms and conditions of the credit card company apply to payment arrangements.

Commission - refers to the South Dakota Public Utilities Commission.

Company - New Millennium ConQuest Service Corporation ("NM ConQuest"), unless otherwise indicated by the context.

Customer - The person, firm or corporation, or other entity which orders, cancels, amends, or uses service and is responsible for the payment of charges and/or compliance with tariff regulations.

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

Customer Dialed Calling Card Call - A service whereby the End User dials all of the digits necessary to route and bill the call to a calling card.

Customer Premises Equipment - Terminal equipment, as defined herein, which is located on the Customer's premises.

End User - Any person, firm, corporation, partnership or other entity which uses the services of the Company under the provisions and regulations of this tariff. The End User is responsible for payment unless the charges for the services utilized are accepted and paid by another Customer.

LEC - Local Exchange Company.

NM ConQuest - Used throughout this tariff to refer to NM ConQuest Computer Corp., unless otherwise clearly indicated by the context.

Operator Dialed Surcharge - A charge applying to calls made when the user dials "00" only or any valid company operator access code and requests that the operator dial the destination number.

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

Operator Station Call - A service whereby the caller places a non-Person to Person call with the assistance of an operator (live or automated).

Person to Person Call - A service whereby the person originating the call specifies a particular person to be reached, or a particular station, room number, department or office to be reached through a PBX attendant.

Personal Identification Number (PIN)- See Authorization Code.

Subscriber - The person, firm, corporation, or other legal entity which arranges for services of the Company on behalf of transient third party Customers or Authorized Users. The Subscriber is responsible for compliance with the terms and conditions of this tariff. A Subscriber is also a Customer under the terms of the tariff.

Switched Access - Where access between the Customer and the Carrier is provided on local exchange company circuits capable of accessing the local switched network. The cost of switched Feature Group access is billed to the Carrier.

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

Terminal Equipment - Devices, apparatus, and associated wiring, such as teleprinters, telephones, or data sets.

Third Party Billing - A billing arrangement by which the charges for a call may be billed to a telephone number that is different from the calling number and the called number.

V & H Coordinates - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purposes of rating calls.

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SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of NM ConQuest**

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

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

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

2.2 Limitations

- 2.2.1** Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.
- 2.2.2** NM ConQuest reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.
- 2.2.3** The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.2 Limitations, Cont'd.

- 2.2.4 All facilities provided under this tariff are directly or indirectly controlled by NM ConQuest and the Customer may not transfer or assign the use of service or facilities without the express written 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.
- 2.2.5 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 of service.
- 2.2.6 NM ConQuest reserves the right to discontinue the offering of service or deny an application for service if a change in regulation materially and negatively impacts the financial viability of the service in the best business judgment of the Company.

2.3 Use

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

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.4 Liabilities of the Company

- 2.4.1 NM ConQuest's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the faults in transmission occur.
- 2.4.2 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.4.3 The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, tradename or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.
- 2.4.4 The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.5 Deposits

The Company reserves the right to collect a deposit from the Customer in the event the Customer's financial condition is unknown or unacceptable to the Company. Deposits will be returned to the Customer after one full year's history of timely payment.

2.6 Advance Payments

For Customers whom the Company feels an advance payment is necessary, NM ConQuest reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and a new advance payment may be collected for the next month.

2.7 Taxes and Fees

2.7.1 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 for services paid for in arrears. All state and local taxes are included in the quoted rates for prepaid services.

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

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SECTION 2 - RULES AND REGULATIONS, CONT'D.**2.8 Terminal Equipment**

The Company's facilities and service may be used with or terminated in Customer-provided terminal equipment or Customer-provided communications systems, such as a telephone set, PBX or key system. Such terminal equipment shall be furnished and maintained at the expense of the Customer, except as otherwise provided. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry as endorsed by the Federal Communications Commission.

2.9 Installation and Termination

Service is installed upon mutual agreement between the Customer and the Company. The service agreement does not alter rates specified in this tariff.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.10 Payment for Service

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. This includes payment for calls or services originated at the Customer's number(s); incurred at the specific request of the Customer. The Customer agrees to pay to the Company any cost(s) incurred as a result of any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company. The Customer agrees to pay the Company or its authorized agent any and all cost(s) incurred as a result of the use of the service arrangement, including calls which the Customer did not individually authorize.

All charges due by the Customer are payable to the Company or any agency duly authorized to receive such payments. The billing agency may be the Company, a local exchange telephone company, or other billing service. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies having jurisdiction. Any objections to billed charges must be promptly reported to the Company or its billing agent. Adjustments to Customers' bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.11 Cancellation by Customer

Customers may cancel service verbally or in writing at any time. The Company shall hold the Customer responsible for payment of all charges, including fixed fees, surcharges, etc., which accrue up to the cancellation date. Charges may be avoided by dialing another carrier's access code. In the event the Customer executes a term commitment agreement with the Company, the Customer must cancel service and terminate the agreement in accordance with the agreement terms.

2.12 Interconnection

Service furnished by NM ConQuest may be connected with the services or facilities of other carriers. Such service or facilities, if used, are provided under the terms, rates and conditions of the other carrier. The Customer is responsible for all charges billed by other carriers for use in connection with NM ConQuest's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.13 Refusal or Discontinuance by Company

2.13.1 NM ConQuest may refuse or discontinue service with proper notice to the Customer for any of the following reasons:

- (a) For failure of the Customer to pay a bill for service when it is due.
- (b) For failure of the Customer to meet the Company's deposit and credit requirements.
- (c) For failure of the Customer to make proper application for service.
- (d) For Customer's violation of any of the Company's rules on file with the Commission.
- (e) For failure of the Customer to provide the Company reasonable access to its equipment and property.
- (f) For Customer's breach of the contract for service between the Company and the Customer.
- (g) For a failure of the Customer to furnish such service, equipment, and/or rights-of-way necessary to serve said Customer as shall have been specified by the Company as a condition of obtaining service.
- (h) When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.**2.13 Refusal or Discontinuance by Company**

2.13.2 NM ConQuest may refuse or discontinue service without notice to the Customer for any of the following reasons:

- (a) In the event of tampering with the Company's equipment.
- (b) In the event of a condition determined to be hazardous to the Customer, to other Customers of the Company, to the Company's equipment, the public, or to employees of the Company.
- (c) In the event of a Customer's use of equipment in such a manner as to adversely affect the Company's equipment or the Company's service to others.
- (d) In the event of fraudulent use of the service.

2.14 Interruption of Service

Credit allowances for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment or communications systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.4 herein. It shall be the obligation of the Customer to notify Company immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer and connected to Company's terminal. Interruptions caused by Customer-provided or Company-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via local exchange company access.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.15 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for tests and adjustments as may be deemed necessary by the Company for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.16 Tests, Pilots, Promotional Campaigns and Contests

The Company may conduct special tests, pilot programs, waivers and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services.

2.17 Cost of Collection and Repair

The Customer is responsible for any and all costs incurred in the collection of monies due the Company, including legal and accounting expenses. Customer is also responsible for recovery costs of Company-provided equipment and any expenses required for repair or replacement of damaged equipment.

2.18 Late Payment Charge

A late fee of 1.5% per month will be charged on any past due balance.

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SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.19 Return Check Charge

A return check charge of \$20.00 or 5% of the balance due (whichever is greater) will be assessed for checks returned for insufficient funds. Any applicable return check charges will be assessed according to the terms and conditions of the billing entity (i.e. local exchange company and/or commercial credit card company) and pursuant to South Dakota law and the South Dakota Public Utilities Commission regulations.

2.20 Other Rules

The Company may temporarily suspend service without notice to the Customer, by blocking traffic to certain cities of NXX exchanges, or by blocking calls using certain Personal Identification Numbers when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as service can be provided without undue risk.

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sdc/000

SECTION 3 - RATES AND SERVICES

3.1 General

Each Customer is charged individually for each call placed through the Company. Charges are computed on an airline mileage basis as described in this tariff. Duration of each call is measured as stated in the description for each service offering.

Switched services rates may vary by product, call type, mileage, time of day and day of week. Usage charges apply to all calls and are based on the duration of the call. Operator service charges apply on a per-call basis based on the type of call made.

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42-00000

SECTION 3 - RATES AND SERVICES, CONT'D.**3.2 Calculation of Distance**

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

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

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

- Step 1 Obtain the "V" and "H" coordinates for the Wire Centers serving the Customer and the destination point.
- Step 2 Obtain the difference between the "V" coordinates of each of the Wire Centers. Obtain the Difference between the "H" coordinates.
- Step 3 Square the differences obtained in Step 2.
- Step 4 Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5 Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6 Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Wire Centers.

Formula:

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

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SECTION 3 - RATES AND SERVICES, CONT'D.

3.3 Timing of Calls

Billing for calls placed over the network is based in part on the duration of the call.

3.3.1 Timing for all calls begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.

3.3.2 Chargeable time for all calls ends when one of the parties disconnects from the call.

3.3.3 Minimum call duration and additional increments for billing are specified in the description of each service.

3.3.4 There is no billing applied for incomplete calls.

3.3.5 When a call is established in one rate period and ends in another rate period, the rate in effect at the calling station applies to the entire call.

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SECTION 3 - RATES AND SERVICES, CONT'D.

3.4 Rate Periods

Unless otherwise specified in this price list, the following rate periods apply to services subject to time of day discounts:

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00 AM TO 5:00 PM*	PEAK PERIOD						
5:00 PM TO 11:00 PM*	OFF-PEAK PERIOD						
11:00 PM TO 8:00 AM*							

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00 AM TO 5:00 PM*	DAYTIME RATE PERIOD					EVE	
5:00 PM TO 11:00 PM*	EVENING RATE PERIOD						
11:00 PM TO 8:00 AM*	NIGHT/WEEKEND RATE PERIOD						

* Up to, but not including

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SECTION 3 - RATES AND SERVICES, CONT'D.

3.5 Public Telephone Surcharge

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

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "n" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Rate per Call

\$0.30

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SECTION 3 - RATES AND SERVICES, CONT'D.**3.6 Direct Dial Service**

NM ConQuest offers a direct dialed outbound service over switched facilities. Calls are billed in one minute increments with an initial period for billing purposes of one minute. There are no discounts for time-of-day. Rates are not mileage sensitive.

Per minute rate: \$0.12

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SA0900

SECTION 3 - RATES AND SERVICES, CONT'D.**3.7 Operator Assisted Calling**

NM ConQuests's Operator Assisted Calling is available for use by transient end users from Aggregator locations. Calls are billed in one minute increments, with additional per call charges reflecting the level of operator assistance and billing method. Operator service charges are not discounted for time of day.

The Company offers many operator service rate plans depending upon the needs of a particular Aggregator location. The types of calls handled are as follows:

Customer Dialed Calling/Credit Card Call - This charge applies in addition to long distance usage charges for station to station calls billed to an authorized Calling Card or Commercial Credit Card. The Customer must dial the destination telephone number where the capability exists for the Customer to do so. A separate rate applies in the event operator assistance is requested for entering the Customer's card number for billing purposes.

Operator Dialed Calling/Credit Card Call - This charge applies in addition to long distance usage charges for station to station calls billed to an authorized telephone Calling Card or Commercial Credit Card and the operator dials the destination telephone number at the request of the Customer.

Operator Station - These charges apply in addition to long distance usage charges for non-Person-to-Person calls placed using the assistance of a Company operator and billed Collect, to a Third Party, by deposit of coins in Pay Telephones, or via some method other than a Calling Card or Commercial Credit Card.

Person-to-Person - This charge applies in addition to long distance usage charges for calls placed with the assistance of a Company operator to a particular party at the destination number. This charge applies regardless of billing method, including but not limited to billing to a Calling Card, Commercial Credit Card, Collect, by deposit of coins in Pay Telephones, or to a Third Party. Charges do not apply unless the specified party or an acceptable substitute is available.

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44-10800

SECTION 3 - RATES AND SERVICES, CONT'D.

3.7 Operator Assisted Calling, Cont'd.

Usage Rates:

Mileage Band	Day		Evening		Night/Weekend	
	1st Minute	Add'l Minute	1st Minute	Add'l Minute	1st Minute	Add'l Minute
All	\$0.6000	\$0.6000	\$0.6000	\$0.6000	\$0.6000	\$0.6000

Per Call Service Charges:

	<u>Automated</u>	<u>Operator Assisted</u>
Calling Card	\$1.95	\$2.95
Operator Station	\$2.95	\$3.95
Person-to-Person	\$6.50	\$6.50
Location Surcharge:	\$1.75 per call	

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5/3/90

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ATTACHMENT V

New Millennium ConQuest Service Corporation

Sales & Marketing Material

The Company does not market to individual consumers or businesses. There are no sales and marketing materials currently available.

015015554

ATTACHMENT VI

New Millennium ConQuest Service Corporation

Cost Support Data

New Millennium ConQuest Service Corporation

Cost Support Data

The cost and revenue estimates calculated below are based on a projected mix of traffic and NM ConQuest's current network experience.

AVERAGE PER CALL REVENUE:	\$4.99
---------------------------	--------

COST PER CALL:

Transmission	\$0.11
Billing Collection	\$0.35
Administrative Overhead	\$0.45
Bad Debt Allowance	\$0.45
Total Cost	\$1.36

=====

Gross Margin:	\$3.63
---------------	--------

NEW MILLENNIUM CONQUEST SERVICES CORP
5500 FRONTIER ROAD, SUITE 125, DUBLIN, OHIO 43017
614-764-2933

100938

Invoice Number Invoice Date
FILING FEE 11/17/98

Invoice Amount Amount Paid
250.00 250.00

TC98-206

SOUTH DAKOTA PUC

Total Amount Paid \$250.00

NEW MILLENNIUM
CONQUEST SERVICES CORP

SCOTT COFFMAN CENTER
5500 FRONTIER ROAD, SUITE 125, DUBLIN, OHIO 43017
614-764-2933

Star Bank N.A. 00 001
437

100938

Two Hundred Fifty and 0/100 Dollars

DATE

Nov 20, 1998

AMOUNT

\$250.00

For: Amount Received For Invoice 100938
Nov 18, 1998 (Nov 18, 1998)

PAY SOUTH DAKOTA PUC
To: 500 E. CAPITOL
From: PIERRE, SD 57501
Check
UP

John R. [Signature]

Front Of This Check Has A Green Background. Check Is Void If Green Background Is Missing. • The Back Of This Check Has An Antiquated Watermark. Hold At An Angle To View.

⑈ 100938⑈ ⑆042205038⑆ 000488940396⑈

South Dakota Public Utilities Commission

WEEKLY FILINGS

For the Period of November 26, 1998 through December 2, 1998

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.

TELECOMMUNICATIONS

TC98-206 In the Matter of the Application of New Millennium ConQuest Service Corporation for a Certificate of Authority to Provide Telecommunications Services in South Dakota

Application by New Millennium ConQuest Service Corporation for a Certificate of Authority to provide resold intrastate telecommunications services in the state of South Dakota. Proposed services include direct dial outbound service and operator assisted services.

Staff Attorney: Karen Cremer
Staff Analyst: Kylie Tracy
Date Filed: 11/30/98
Intervention Deadline: 12/18/98

TC98-207 - In the Matter of the Application of Teligent, Inc. for a Certificate of Authority to Provide Telecommunications Services in South Dakota

Teligent, Inc. will offer its services to small-to-medium sized business customers and other carriers. In the future, should a market demand exist, Teligent may also offer residential services. Teligent will be a reseller of long distance services and will not be building, servicing or maintaining any facilities or equipment of its own.

Staff Attorney: Karen Cremer
Staff Analyst: Harlan Best
Date Filed: 11/30/98
Intervention Deadline: 12/18/98

Please Note: On last week's filings list the analyst for NG98-011 - In the Matter of the Application of MidAmerican Energy Company for Authority to Increase Rates for Natural Gas Service was Bob Knadle and not Leni Healy.

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February 15, 1999

Overnight

Mr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501

RECEIVED

FEB 16 1999

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

Re: Registration of New Millennium ConQuest Service Corporation for Authority
to Provide Intrastate Telecommunications Services within the State of South
Dakota

Dear Mr. Bullard:

Attached please find the original and ten (10) copies of replacement tariff pages filed
in response to a data request issued by Kylie Tracy of the telecommunications staff. In
addition, financial statements for New Millennium ConQuest Service Corporation, to
be treated as Confidential, are enclosed.

Lastly, please note that New Millennium ConQuest Service Corporation does not offer
prepaid calling cards or collect customer deposits or advance payments. The company
will comply with restrictions on operating authority regarding these issues if so ordered.

Please return, date-stamped, the extra copy of this cover letter in the enclosed self-
addressed stamped envelope provided for this purpose.

Any questions you may have regarding the above filing should be directed to me at
(407) 740-8575.

Sincerely,

Monique Byrnes
Consultant to New Millennium ConQuest Service Corporation

cc: J. Cooney, New Millennium
M. Townsend, NMConQuest
file: NMConQuest - SD
tms: sdo9800a

SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.4 Liabilities of the Company

- 2.4.1 NM ConQuest's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, shall be determined in accordance with SDC1.49-13-1 and 49-13-1.1 and any other applicable law.
- 2.4.2 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.4.3 The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, tradename or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.
- 2.4.4 The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence.

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

sd/0010

SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.5 Deposits

The Company does not collect Customer deposits.

2.6 Advance Payments

The Company does not collect advance payments from its Customers.

2.7 Taxes and Fees

2.7.1 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 for services paid for in arrears. All state and local taxes are included in the quoted rates for prepaid services.

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

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

nk-0801

SECTION 2 - RULES AND REGULATIONS, CONT'D.

2.19 Return Check Charge

A return check charge of \$20.00 will be assessed for checks returned.

2.20 Other Rules

The Company may temporarily suspend service without notice to the Customer, by blocking traffic to certain cities of NXX exchanges, or by blocking calls using certain Personal Identification Numbers when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as service can be provided without undue risk.

2.19 Customer Inquiries or Complaints

Customer inquiries or complaints regarding service or billings may be made in writing or phone to:

Z-Tel Communications, Inc.
777 South Harbour Island Boulevard
Suite 990
Tampa, Florida 33602
Telephone: (813) 273-6261 Facsimile: (813) 273-6861

or

Customers may contact the South Dakota Public Utilities Commission if he or she is dissatisfied with the Company's response. The Commission can be reached at:

South Dakota Public Utilities Commission
500 East Capitol
Pierre, SD 57501-5070
Telephone: (605) 773-3201 Facsimile (800) 332-1782

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

sd/0001

CONFIDENTIAL

Consolidated Statement of Income

Summary Income Statement

	Corp Jul-Dec 98	Corp Jul-Dec 98	Inc Jul-Dec 98	Inc Jul-Dec 98	ConQuest Jul-Dec 98	ConQuest Jul-Dec 98	Adjustments & Eliminations	Consolidated Jul-Dec 98
Income								
1* Intrastate Revenue								321,941.52
1* Interstate Revenue								279,101.15
1* International Revenue								79,130.41
1* Customer Credits								(1,685.36)
1* Service Charge Revenue								16,078.92
0* Interstate Revenue								8,936,515.34
0* Chargeback Revenue								122,621.04
0* Freight Revenue								12,525.24
0* Freight Commission Revenue								1,023,675.32
0* Management fee								(162,500.00)
Sales								0.00
Other Income								89,618.63
Total Income	162,500.00	162,500.00	1,7,084.51	1,7,084.51				10,815,212.99
Cost of Goods Sold								
Telecom & Processing								3,315,755.47
Billing Adjustments & Bad Debt								596,512.72
Commissions								5,608,665.85
Employee Related								2,023,958.26
Total Cost of Goods Sold	27,232.95	27,232.95	1,310,557.79	1,310,557.79				11,454,892.30
Expenses								
EBITDA								4,513,546.21
Depreciation and Amortization								596,512.72
Net Ordinary Income								5,608,665.85
Other Income / Expense								2,023,958.26
Interest Expense								12,742,683.04
Interest on SmartTalk Note								4,645,907.25
Interest on SFT Borrowings								(6,508,777.30)
Other Interest Expense								(130,500.00)
Total Interest Expense								(6,377,877.30)
Income (Loss) Before Income Taxes								16,377,877.30
Income Taxes								7,174.76
Net Income								16,370,702.54

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Consolidated Balance Sheet at Dec. 31, 1998

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	Corp 12/31/98	Inc 12/31/98	ConQuest 12/31/98	Adj. & Elims	Consol. 12/31/98
Assets					
Current Assets					
Cash	18,462.14	11,533.96	31,342.37		51,037.87
Accounts Receivable - Trade Net			2,212,974.49		2,212,974.49
Other Receivables	249,000.00		1,999,207.90	(330,265.51)	1,915,942.39
Prepaid Expenses	15,000.00		310,500.00		325,500.00
Total Current Assets	263,462.14	11,533.96	4,544,024.76	(330,265.51)	4,506,554.75
Fixed Assets At Cost	152,713.50	180,806.23	69,020.78		344,442.51
Accumulated Depreciation	(16,259.00)	(7,543.00)	(7,000.00)		(29,077.15)
Total Fixed Assets Net	96,454.50	173,263.23	53,020.78		315,345.36
Other Assets					
Goodwill			0.00		0.00
Goodwill Amortization			0.00		0.00
Organizational Costs		8,792.00	0.00		8,792.00
Deposits	275,359.86				275,359.86
Assets of Discontinued Operations	3,313,134.02			(3,313,134.02)	0.00
Intercompany Amounts	1,458,807.00			(1,458,807.00)	0.00
Subsidiaries			0.00	(4,171,935.02)	384,254.97
Total Other Assets	5,047,293.88	8,792.00	4,597,947.54	(5,109,200.53)	5,106,456.97
Total Assets	5,477,242.52	185,473.44			
Liabilities					
Current Liabilities					
Accounts Payable & Accrued Exp	898,902.46	30,342.00	2,749,407.97		3,678,652.43
Compensation Payable		3,313,134.02	0.00	(3,313,134.02)	0.00
Short-Term Debt	85,265.51	253,000.00	2,749,407.97	(3,646,399.53)	3,178,615.43
Total Current Liabilities	979,167.97	3,596,476.02			
Long-Term Liabilities					
8% Note Payable	1,220,000.00	225,000.00			2,295,000.00
10% Convertible Debentures	2,623,770.00				2,623,770.00
Long-Term Debt			0.00		0.00
Total Long-Term Liabilities	3,843,770.00	225,000.00			4,068,770.00
Total Liabilities	4,822,937.97	3,821,476.02			
Equity					
Common Stock	22,404.00				22,404.00
5% Series A Convertible Preferred	342,000.00				342,000.00
Series B Convertible Preferred	636.00		3,716,038.89	(1,458,807.00)	2,567,867.89
Additional Paid-in Capital	5,194,655.00	458,801.00			5,653,456.00
Retained Earnings (Deficit)	(4,915,392.45)	(4,094,823.58)	(1,868,427.57)		(10,878,598.35)
Treasury Stock	(40,000.00)	(40,000.00)			(80,000.00)
Total Equity	5,477,242.52	185,473.44	1,848,537.57	(1,458,807.00)	2,644,953.46
Total Liabilities And Equity	5,477,242.52	185,473.44	4,597,945.54	(5,109,200.53)	5,106,456.97

2/11/99 4:01 PM



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Winter Park, CO

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Winter Park, CO

82789-0200

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Fax: 407 740 3477

newmill@newmill.com

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MAR 17 1999

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

March 9, 1999

Overnight

Mr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501

Re: **Docket TC 98-206** - Registration of New Millennium ConQuest Service Corporation
for Authority to Provide Intrastate Telecommunications Services within the State of
South Dakota

Dear Mr. Bullard:

Attached please find the original and ten (10) copies of replacement tariff pages for the proposed tariff of New Millennium ConQuest Service Corporation. This filing, made pursuant to discussion between Keith Senger of Staff and my assistant, Suzanne Pagana, modifies the existing Direct Dial Service and introduces Direct Dial Service - Plan 105, Travel Card Service and Directory Assistance.

Pages included in this filing:

Original Page 1	Updates Check Sheet
Original Page 24	Modifies Direct Dial Service, Adds Direct Dial Service - Plan 105
Original Page 27	Adds Travel Card, Adds Directory Assistance

Please return, date-stamped, the extra copy of this cover letter in the enclosed self-addressed stamped envelope provided for this purpose.

Any questions you may have regarding the above filing should be directed to me at (407) 740-8575.

Sincerely,

Monique Byrnes
Consultant to New Millennium ConQuest Service Corporation

cc: J. Cooney, New Millennium
M. Townsend, NMConQuest
file: NMConQuest - SD
tms: sdo9800b

CHECK SHEET

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

PAGE	REVISION
Title Page	Original
1	Original *
2	Original *
3	Original *
4	Original *
5	Original *
6	Original *
7	Original *
8	Original *
9	Original *
10	Original *
11	Original *
12	Original *
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19	Original *
20	Original *
21	Original *
22	Original *
23	Original *
24	Original *
25	Original *
26	Original *
27	Original *

* indicates pages included with this filing

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

sd/080

SECTION 3 - RATES AND SERVICES, CONT'D.

3.6 Direct Dial Services**3.6.1 Direct Dial Service - Plan 101**

Direct Dial Service - Plan 101 is a flat rate outbound service over switched facilities. Rates are not mileage or time-of-day sensitive. Calls are billed in six (6) second increments. The minimum call duration for billing purposes is six (6) seconds.

Per minute rate: \$0.141

3.6.2 Direct Dial Service - Plan 105

Direct Dial Service - Plan 105 is for large volume Customers who wish to pay the same flat rate for both interstate and intrastate service. Rates are not mileage or time-of-day sensitive. A Customer's rate depends upon the Customer's estimated monthly billing. Should the Customer not meet the monthly estimated usage for three consecutive months the Customer rate will change to the next higher increment for all calls going forward for the following three months. The Customer may contact the Company during that time and renegotiate the monthly commitment. Calls are billed in six (6) second increments. The minimum call duration for billing purposes is six (6) seconds.

<u>Minimum Monthly Commitment</u>	<u>Rate Per Minute</u>
\$1500.00	\$0.099
\$2000.00	\$0.089
\$2500.00	\$0.079

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

sd/0800

SECTION 3 - RATES AND SERVICES, CONT'D.**3.8 Travel Card Service**

Travel Card Service is available to business and residential Customers. Calls originate via a toll free telephone number, followed by a PIN and terminating telephone number. Calls may originate from standard residential, business, hotel or pay telephone access lines and may terminate to any intrastate location. Customers dialing into the Company's proprietary card platform may default to or request an operator and will be billed an additional charge for operator assistance in placing the call or providing for a billing arrangement other than the Travel Card. Calls are billed in six (6) second increments. The minimum call duration for billing purposes is six (6) seconds.

Rate per minute: \$0.35

Operator assistance per call charge: \$1.00

3.9 Directory Assistance

A per call charge applies to each call to the Directory Assistance Bureau. Up to two requests may be made on each call. The per call charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested number.

Per call charge: \$0.95

Issued:

Effective Date:

By:

John Burchett, President
200 S. Biscayne Boulevard, Suite 5400
Miami, Florida 33131

nd/1980



212 N. Pine Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32789-0200

tel: 407 740 8575
fax: 407 740 0818
email: jcooney@nmcc.com

RECEIVED

MAY 14 1999

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

May 4, 1999

Overnight

Mr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, South Dakota 57501

Re: **Docket TC 98-206** - Registration of New Millennium ConQuest Service Corporation
for Authority to Provide Intrastate Telecommunications Services within the State of
South Dakota

Dear Mr. Bullard:

Please accept this correspondence, on behalf of New Millennium ConQuest Service Corporation, to withdraw the company's Registration for Authority to Provide Intrastate Telecommunications Services within the State of South Dakota. The company will not be offering intrastate service within South Dakota at this time.

Please return, date-stamped, the extra copy of this cover letter in the enclosed self-addressed stamped envelope provided for this purpose.

Any questions you may have regarding the above filing should be directed to me at (407) 740-8575.

Sincerely,

Monique Byrnes
Consultant to
New Millennium ConQuest Service Corporation

cc: J. Cooney, New Millennium
M. Townsend, NMConQuest
file: NMConQuest - SD
tms: sdc9800c

BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA

IN THE MATTER OF THE APPLICATION OF)	ORDER PERMITTING
NEW MILLENNIUM CONQUEST SERVICE)	WITHDRAWAL OF
CORPORATION FOR A CERTIFICATE OF)	APPLICATION AND
AUTHORITY TO PROVIDE)	CLOSING DOCKET
TELECOMMUNICATIONS SERVICES IN)	
SOUTH DAKOTA)	TC98-206

On November 30, 1998 New Millennium ConQuest Service Corporation (NM ConQuest) 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 6, 1999 NM ConQuest requested that its application for a certificate of authority be withdrawn.

At its regularly scheduled May 12, 1999 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 NM ConQuest's request to withdraw its request for a certificate of authority is reasonable and closed the docket. It is therefore

ORDERED that this docket is closed.

Dated at Pierre, South Dakota, this 15th day of May, 1999.

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 Shirley L. Kube

Date 5/19/99

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner