

DOCKET NO.

**In the Matter of _____ IN THE MATTER OF THE

APPLICATION OF

TELECOMMUNICATIONS
RESOURCES, INC. FOR A

CERTIFICATE OF AUTHORITY TO

PROVIDE TELECOMMUNICATIONS
SERVICES IN SOUTH DAKOTA**

Public Utilities Commission of the State of South Dakota

DATE	MEMORANDA
4/26 99	Filed and Docketed;
4/29 99	Verbal filing;
10/30 99	Order granting COA;
3/6 00	Order denying Bond Reduction;
5/4 00	Superior Court Withdrawal of Application and Closing Docket;
5/4 00	Docket Closed.

April 22, 1999

VIA OVERNIGHT DELIVERY

RECEIVED

APR 26 1999

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION210 N. Park Ave.
Winter Park, FL
32789P.O. Drawer 200
Winter Park, FL
32790-0200Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.comMr. William Bullard, Jr.
Executive Director
South Dakota Public Utilities Commission
500 East Capitol
Pierre, SD 57501RE: Application of Telecommunications Resources, Inc. ("TRI") of a Registration 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 within the State of South Dakota, filed on behalf of Telecommunications Resources, Inc. Also enclosed is a Technologies Management check for the filing fee of \$250.00.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the enclosed self-addressed stamped envelope provided for that purpose. Any questions you may have regarding the above filing should be directed to my attention at (407) 740-8575.

Sincerely,

Carey Roesel
Consultant to Telecommunications Resources, Inc.CR:gs
Enclosurescc: Michelle Cole - TRI
file: TRI - SD IXC
tms: sdi9900

BEFORE THE SOUTH DAKOTA
PUBLIC UTILITIES COMMISSION

TC99-048

Registration of)
Telecommunications Resources, Inc.)
for Authority to Provide Intrastate)
Telecommunications Services)
within the State of South Dakota)

Docket No. _____

Pursuant to Rule 20:10:24:02 of the Commission's Telecommunications Services Rules, Telecommunications Resources, Inc. ("TRI" or "Applicant") submits the following registration information:

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

Telecommunications Resources, Inc.
8 Victory Lane, Suite 200
Liberty, MO 64068
Telephone: (816) 792-0033
Facsimile: (816) 792-0417

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

None.

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.

Telecommunications Resources, Inc. ("TRI") was incorporated on June 13, 1993 in the state of Missouri. A copy of the Applicant's Certificate of Authority to operate in South Dakota is provided in Attachment I. A copy of the applicant's Articles of Incorporation is provided as Attachment II.

- (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: C T Corporation System

- (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:**

Donald C. Selmon is the principal stockholder of Telecommunications Resources, Inc.

- (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:**

Telecommunications Resources, Inc. intends to initially offer travel card services to business and residential customers, as well as pre-paid calling card services. This service is accessed by dialing the Company-designated toll-free access number, a valid authorization code, and the destination number. For the travel card service, there is an initial subscription fee, and a monthly usage fee that corresponds to the usage volume selected by the customer. TRI will operate in South Dakota as a switch-based reseller. Service is provided through underlying carriers who have been selected for the best combination of quality and price.

Service is available 24 hours a day, seven days a week. Calls may originate from any standard residential, business or pay telephone access lines and may terminate to any interstate or intrastate location.

TRI provides a toll free number for inquiries and repair. TRI Customers may reach its Customer Service Department by dialing 1-800-642-0327.

TRI'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 use of the equipment:**

TRI 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:**

TRI intends to offer service throughout the entire 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:**

TRI has sufficient financial resources to operate as a telecommunications reseller. In support of its financial ability to provide service, TRI offers its most recent set of financials included as Attachment III. The terms and conditions of service as well as all rates are provided in the Applicant's proposed tariff in Attachment IV.

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:

Carey Roesel
Consultant to Telecommunications Resources, Inc.
Technologies Management, Inc.
P.O. Box 200
Winter Park, Florida 32790-0200
Phone: (407) 740-8575
Fax: (407) 740-0613

For all other matters, contact:

Donald C. Selmon
Telecommunications Resources, Inc.
8 Victory Lane, Suite 200
Liberty, MO 64068
Telephone: (816) 792-0033
Facsimile: (816) 792-0417

Customers may contact TRI's customer service department twenty-four hours a day, seven days a week at 1-800-642-0327. Customer service personnel are fully trained to handle calls efficiently and courteously.

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:**

Applicant is registered in Arizona, Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Kentucky, North Dakota, Ohio, Pennsylvania, Texas, Washington, West Virginia, and Wisconsin. The Company is pursuing a nationwide certification strategy. No certification is required in Utah or Virginia. TRI has not had its certificate revoked in any state.

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:

TRI plans to market through inbound and outbound telemarketing. Telemarketing scripts and direct mail materials are currently being developed.

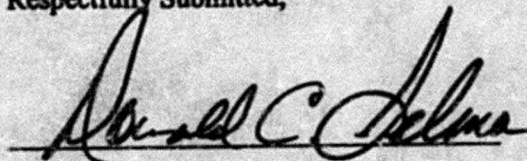
12. Cost support for rates shown in the company's tariff for all noncompetitive or emerging competitive services:

Cost support information is provided in Attachment V.

As evidenced by the foregoing application, Telecommunications Resources, Inc. is fully qualified to offer and provide long distance service within the State of South Dakota. Therefore, TRI respectfully requests that the Commission grant this application at its earliest convenience.

Dated this 4th day of March 1999.

Respectfully Submitted,

A handwritten signature in dark ink, appearing to read "Donald C. Selmon", written over a horizontal line.

Donald C. Selmon
President and Chief Executive Officer
Telecommunications Resources, Inc.

ATTACHMENT I

Telecommunications Resources, Inc.

Authority to Operate in South Dakota

State of South Dakota



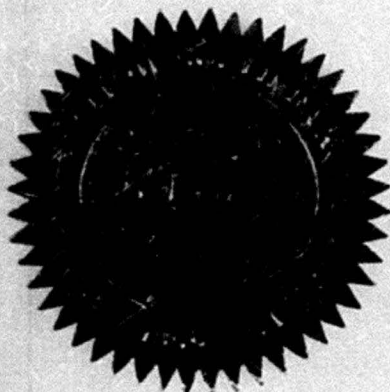
OFFICE OF THE SECRETARY OF STATE

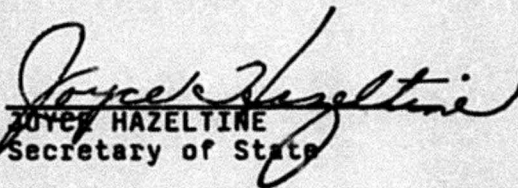
CERTIFICATE OF AUTHORITY

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, hereby certify that the Application for a Certificate of Authority of TELECOMMUNICATIONS RESOURCES, INC. (MO) 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 TELECOMMUNICATIONS RESOURCES, 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 December 12, 1996.




JOYCE HAZELTINE
Secretary of State

ATTACHMENT II

Telecommunications Resources, Inc.

Articles of Incorporation



State of Missouri
Judith K. Moriarty, Secretary of State

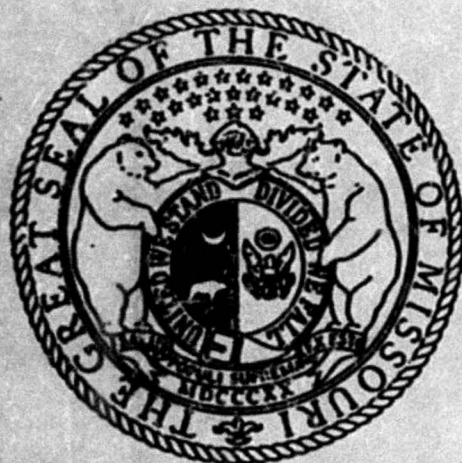
Corporation Division

Certificate of Amendment

WHEREAS, TELECOMMUNICATIONS RESOURCES, INC. (FORMERLY: T RESOURCES, INC.)

a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law.

NOW, THEREFORE, I, JUDITH K. MORIARTY, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 27th day of OCTOBER, 19 93.

Judith K. Moriarty
 Secretary of State

20.00

Fee \$



State of Missouri

Judith K. Moriarty, Secretary of State

P.O. Box 778, Jefferson City, Mo. 65102

Corporation Division

Amendment of Articles of Incorporation

(To be submitted in duplicate)

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is T RESOURCES, INC.

The name under which it was originally organized was T RESOURCES, INC.

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on _____, 19____.

3. Article Number 1 is amended to read as follows:

ARTICLE ONE

The name of the corporation is:

TELECOMMUNICATIONS RESOURCES, INC.

Article Number 7 is amended to read as follows:

The Board of Directors shall consist of 6 Directors. Thereafter the number of Directors to constitute the Board of Directors is to be fixed by the By-Laws of the Corporation. Any change in the number of Directors will be reported to the Secretary of State within thirty calendar days of such change. . .

(If more than one article is to be amended or more space is needed attach fly sheet.)

4. Of the 1,000 shares outstanding,
of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

<i>Class</i>	<i>Number of Outstanding Shares</i>
Common	1,000

5. The number of shares voted for and against the amendment was as follows:

<i>Class</i>	<i>No. Voted For</i>	<i>No. Voted Against</i>
Common	1,000	-0-

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is:

Not applicable

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

Not applicable

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

Not applicable

4. Of the 1,000 shares outstanding,
of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

<i>Class</i>	<i>Number of Outstanding Shares</i>
Common	1,000

5. The number of shares voted for and against the amendment was as follows:

<i>Class</i>	<i>No. Voted For</i>	<i>No. Voted Against</i>
Common	1,000	-0-

6. If the amendment changed the number or par value of authorized shares having a par value, the amount in dollars of authorized shares having a par value as changed is:

Not applicable

If the amendment changed the number of authorized shares without par value, the authorized number of shares without par value as changed and the consideration proposed to be received for such increased authorized shares without par value as are to be presently issued are:

Not applicable

7. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

Not applicable

IN WITNESS WHEREOF, the undersigned, Donald Selmon, President

President or

has executed this instrument and its

Vice President

Linda Eakes, Assistant Secretary

has affixed its corporate seal hereto and

Secretary or Assistant Secretary

attested said seal on the fifteenth day of September, 19 93.

Place
CORPORATE SEAL
Here
(If no seal, state "None.")

TELECOMMUNICATIONS RESOURCES, INC.

Name of Corporation

ATTEST:

Linda Eakes
Secretary or Assistant Secretary

By Donald Selmon
President or Vice President

FILED AND CERTIFICATE
ISSUED

OCT 27 1993

State of Missouri
County of Clay } ss.

Judith L. Dornier
SECRETARY OF STATE

I, Dane K. Fullerton, a Notary Public, do hereby certify that
on this 15th day of Sept, 1993, personally appeared before me
Donald Selmon & Linda Eakes who, being by me first duly sworn,
declared that he is the President & she is the Secretary
of T Resources, Inc
that he signed the foregoing documents as Amendments of Articles of the corporation, and that the
statements therein contained are true.

(Notarial Seal)

Dane K. Fullerton
Notary Public

My commission expires 11/8/95

COPY

**FILED AND CERTIFICATE OF
INCORPORATION ISSUED**

**ARTICLES OF INCORPORATION
OF
T RESOURCES, INC.**

JUN 15 1993

Judith K. Moriarty

**HONORABLE JUDITH K. MORIARTY
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101**

The undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under the General and Business Corporation Law of Missouri adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is:

T RESOURCES, INC.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in this state is: 120 South Central, Suite 1500, St. Louis, Missouri 63105, and the name of its initial registered agent at such address is: CS Agent Services, Inc.

ARTICLE THREE

The aggregate number, class and par value, if any, of shares which the corporation shall have authority to issue shall be:

30,000 shares of Common stock with a par value of One Dollar (\$1.00) each.

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows: None.

ARTICLE FOUR

No holder of shares of the capital stock of the corporation shall have any preemptive or preferential right to subscribe for, purchase or receive any additional shares of capital stock of the corporation or rights or options to purchase additional shares of capital stock of the corporation or securities convertible into or carrying rights or options to purchase additional shares of the capital stock of the corporation.

COPY

**FILED AND CERTIFICATE OF
INCORPORATION ISSUED**

**ARTICLES OF INCORPORATION
OF
T RESOURCES, INC.**

JUN 15 1993

Judith K. Moriarty

**HONORABLE JUDITH K. MORIARTY
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101**

The undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under the General and Business Corporation Law of Missouri adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is:

T RESOURCES, INC.

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ARTICLE THREE

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30,000 shares of Common stock with a par value of One Dollar (\$1.00) each.

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows: None.

ARTICLE FOUR

No holder of shares of the capital stock of the corporation shall have any preemptive or preferential right to subscribe for, purchase or receive any additional shares of capital stock of the corporation or rights or options to purchase additional shares of capital stock of the corporation or securities convertible into or carrying rights or options to purchase additional shares of the capital stock of the corporation.

ARTICLE FIVE

Election of directors shall be by cumulative voting.

ARTICLE SIX

The name and place of residence of the Incorporator is as follows:

Christine S. Kovach
120 South Central, Suite 1500
St. Louis, Missouri 63105

ARTICLE SEVEN

The first Board of Directors shall consist of 4 Directors. Thereafter the number of Directors to constitute the Board of Directors is to be fixed by the By-Laws of the Corporation. Any change in the number of Directors will be reported to the Secretary of State within thirty calendar days of such change.

ARTICLE EIGHT

The duration of the corporation is perpetual.

ARTICLE NINE

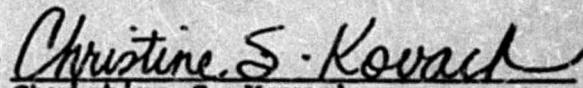
The power to make, alter, amend or repeal the By-Laws of the corporation is hereby vested in the Board of Directors.

ARTICLE TEN

The corporation is formed for the following purposes:

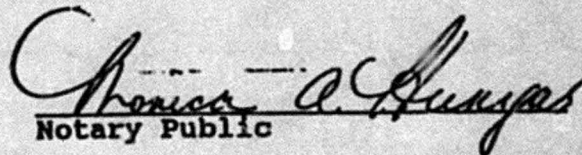
To engage in any lawful business under the laws of the State of Missouri.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 15th day of June, 1993.


Christine S. Kovach

STATE OF MISSOURI)
COUNTY OF ST. LOUIS)

I, a Notary Public, do hereby certify that on the 15th day of June, 1993, personally appeared me Christine S. Kovach who being by me first duly sworn, declared that she is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.

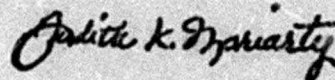

Notary Public

My Commission expires:

MONICA A. HUNYAR
NOTARY PUBLIC, STATE OF MISSOURI
ST. LOUIS CITY
MY COMMISSION EXP. OCT. 25, 1994

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

JUN 15 1993



ATTACHMENT III

Telecommunications Resources, Inc.

Financial Information

03/04/99

Telecommunications Resources Inc
Balance Sheet
As of January 31, 1999

	<u>Jan 31, '99</u>
ASSETS	
Current Assets	
Checking/Savings	
1010 - Operating Account	84,457.45
1030 - Certificate of Deposit - MDR	1,800.00
Total Checking/Savings	<u>86,257.45</u>
Accounts Receivable	
1200 - Accounts Receivable	1,854.52
Total Accounts Receivable	<u>1,854.52</u>
Other Current Assets	
1210 - Accounts Receivable - OAN	3,109,768.00
1280 - LEC Reserve - OAN	711,613.55
1285 - Allowance for Bad Debt	-135,263.00
1287 - Allowance for Adjustmnts/Unbill	-435,368.00
1295 - West clearing account	454,894.30
1300 - Prepaid's	2,061,329.43
Total Other Current Assets	<u>5,766,974.28</u>
Total Current Assets	5,855,086.25
Fixed Assets	
1600 - Office Equipment	563,211.40
1685 - Depreciation	-394,076.33
Total Fixed Assets	<u>169,135.07</u>
Other Assets	
1700 - Notes Receivable	111,741.42
1810 - Deposits	16,389.25
Total Other Assets	<u>128,130.67</u>
TOTAL ASSETS	<u><u>6,152,351.99</u></u>

03/04/99

Telecommunications Resources Inc
Balance Sheet
 As of January 31, 1999

	<u>Jan 31, '99</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 - Accounts Payable	248,683.52
Total Accounts Payable	<u>248,683.52</u>
Other Current Liabilities	
2040 - Accrued Expense - LCI Intermtl	1,919,137.58
2045 - Accounts Pay - West	5,519,225.13
2050 - Accrued Expenses	582,446.43
2060 - Invoices Payable - OAN	-24,769.75
2070 - Litigation Settlement - Credit	150,000.00
2080 - Sales Tax Payable	7,849.06
2100 - Payroll Liabilities	1,493.66
2200 - OAN - Line of Credit	2,232,820.35
Total Other Current Liabilities	<u>10,368,202.46</u>
Total Current Liabilities	10,636,885.98
Long Term Liabilities	
2310 - Note Payable - West	1,711,895.94
Total Long Term Liabilities	<u>1,711,895.94</u>
Total Liabilities	12,348,781.92
Equity	
3000 - Common Stock	642.40
3100 - Paid in Capital	611,195.78
3999 - Retained Earnings	-8,595,506.29
Net Income	-212,761.82
Total Equity	<u>-6,196,429.93</u>
TOTAL LIABILITIES & EQUITY	<u><u>6,152,351.99</u></u>

03/04/99

Telecommunications Resources Inc
Profit and Loss
 January 1999

	Jan '99
Ordinary Income/Expense	
Income	
4000 • Gross Sales	1,448,659
4200 • True Up	(45,784)
4400 • Tariff Usage	1,855
4900 • Unbillables	(91,436)
4910 • Adjustments	(174,552)
Total Income	1,138,742
Cost of Goods Sold	
5040 • Billing/Inquiry Fees	14,096
5090 • Mastercard/Visa Processing	6,961
5200 • Network Expense	574,509
5230 • Validation	10,607
5350 • Switch	21,581
5400 • Product Promotion	423,620
5500 • Outside Services	23,056
5925 • Bad Debt Expense	5,531
Total COGS	1,079,982
Gross Profit	58,760
Expense	
6000 • Compensation	103,202
6050 • Other Employee Benefits	26,029
6080 • Newspaper Ads	649
6090 • Employee Relations	1,610
6095 • Training Maintenance	1,044
6105 • Lease Exp - Vehicles	2,389
6107 • Lease Exp - Office Equipment	13,096
6110 • Automobile Expense	193
6120 • Bank Service Charges	64
6160 • Dues and Subscriptions	211
6190 • General Insurance	309
6250 • Postage	500
6255 • Delivery/Overnight Services	322
6260 • Consulting Fees	2,000
6270 • Certification/Licensing	1,720
6280 • Legal Fees	10,827
6300 • Equipment Maintenance	87
6340 • Telephone/Fax	2,694
6345 • Cell Phones/Pagers	351
6350 • Travel	365
6365 • Computer Serv Supplies	890
6605 • Office Expense	2,274
6510 • Office lease	9,811
6512 • Storage	726
6560 • Printing Office	323
6661 • Payroll Expenses	187
6600 • Advertising/Promotion	112
6620 • Internet	477
Total Expense	162,462
Net Ordinary Income	(123,701)
Other Income/Expense	
Other Income	
7000 • Misc Income	100
Total Other Income	100

03/04/99

Telecommunications Resources Inc
Profit and Loss
January 1999

	<u>Jan '99</u>
Other Expense	
6910 - Interest Expense	82,003
6960 - Property Taxes	547
6970 - Depreciation Expense	6,611
Total Other Expense	<u>89,161</u>
Net Other Income	<u>(89,061)</u>
Net Income	<u><u>(212,762)</u></u>

ATTACHMENT IV

Telecommunications Resources, Inc.

Proposed Tariff

ATTACHMENT IV

Telecommunications Resources, Inc.

Proposed Tariff

SOUTH DAKOTA
INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF
TELECOMMUNICATIONS RESOURCES, INC.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by Telecommunications Resources, Inc. ("TRI") 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:

Issued by:

Donald C. Selmon, President and Chief Executive Officer
8 Victory Lane, Suite 200
Liberty, Missouri 64068

SD:9900

SOUTH DAKOTA
INTEREXCHANGE TELECOMMUNICATIONS TARIFF
OF
TELECOMMUNICATIONS RESOURCES, INC.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by Telecommunications Resources, Inc. ("TRI") 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:

Issued by:

Donald C. Selmon, President and Chief Executive Officer
8 Victory Lane, Suite 200
Liberty, Missouri 64068

SD:9900

CHECK SHEET

Pages listed below this tariff are effective as of the date shown at the bottom of the respective sheet(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	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 *
13	Original *
14	Original *
15	Original *
16	Original *
17	Original *
18	Original *
19	Original *
20	Original *
21	Original *
22	Original *
23	Original *
24	Original *
25	Original *
26	Original *
27	Original *

* - indicates those pages included with this filing.

Issued:**Effective:****Issued by:**

Donald C. Selmon, President and Chief Executive Officer
8 Victory Lane, Suite 200
Liberty, Missouri 64068

SD19900

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SECTION 2 - Rules and Regulations	8
SECTION 3 - Description of Service	19
SECTION 4 - Promotions	27

Issued:

Effective:

Issued by:

**Donald C. Selmon, President and Chief Executive Officer
8 Victory Lane, Suite 200
Liberty, Missouri 64068**

SDi9900

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.

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TARIFF FORMAT

A. Page Numbering - Page numbers appear in the upper right corner of the page. Pages are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

B. Page Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the SDPUC. For example, the 4th revised Page 14 cancels the 3rd revised Page 14.

C. Paragraph Numbering Sequence - There are seven 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.

D. Check Sheets - When a tariff filing is made with the SDPUC, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the Check Sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some sheets.)

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Account - The Customer who has agreed, verbally or by signature, to honor the terms of service established by the Company. An account may have more than one access code billed to the same Customer address.

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 services 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.

Carrier or Company - Telecommunications Resources, Inc., unless otherwise indicated by the context.

Commission - refers to South Dakota Public Utilities Commission.

Company's Point of Presence - Location of the serving central office associated with access to the Company's network.

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

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.

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

LATA - Local Access and Transport Area.

LEC - Local Exchange Company.

NECA - National Exchange Carriers Association.

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 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 Origination/Termination - Where originating or terminating access between the Customer and the interexchange carrier is provided on local exchange company Feature Group circuits. The cost of switched Feature Group access is billed to the interexchange carrier.

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

TRI - Refers to Telecommunications Resources, Inc.

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 purpose of rating calls.

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SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of Telecommunications Resources, Inc.**

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

TRI installs, operates, and maintains the communications services provided hereinunder in accordance with the terms and conditions set forth under this tariff. TRI 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 TRI network. The Customer shall be responsible for all charges due for such service arrangement.

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

2.2 Limitations

2.2.1 Service is offered subject to the availability of the necessary facilities and equipment, and subject to the provisions of this tariff.

2.2.2 TRI 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 TRI 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** TRI 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** TRI'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 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.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.5 Deposits**

The Company does not typically collect deposits from its Customers.

2.6 Advance Payments

With the exception of the prepayment for services which are immediately available, such as debit card service, the Company does not typically require an advance payment.

2.7 Taxes

All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) for services billed in arrears are listed as separate line items and are not included in the quoted rates. All federal, state and local taxes, including but not limited to federal excise tax, state gross receipts taxes, sales taxes, and municipal utilities taxes are included in the rates listed in this tariff. For pre-paid services, taxes and fees shall be included in the rates and charges stated in the Company's rate schedule for this service.

2.8 Miscellaneous Rates and Charges

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

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.9 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.

2.10 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. The Customer shall be responsible for all calls placed as the result of the Customer's negligent disclosure of the Personal Identification Number. 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, credit card 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.

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SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**2.10 Payment for Service, (Cont'd.)**

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. If notice of disputed charges is not received within thirty days after an invoice is issued, the invoice shall be considered correct and binding on the customer.

The Customer shall be responsible for all calls placed as the result of the Customer's intentional or negligent disclosure of their Personal Identification Number. Charges for installations, service connections, moves, and rearrangements, where applicable, are payable upon demand by the Company or its authorized agent. The billing thereafter will include recurring charges and actual usage as defined in this tariff.

2.10.1 Late Payment Fee

Payment is due within thirty (30) days subsequent to the invoice date and is considered overdue after the thirty day period. A late payment charge of 1.5% applies to all overdue balances.

2.10.2 Return Check Charge

A return check charge of \$20.00 will be assessed for checks returned for insufficient funds, closed account, apparent tampering, missing signature or endorsement, or any other insufficiency or discrepancy necessitating return of the check at the discretion of the drawee bank.

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

2.11 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.

2.12 Interconnection

Service furnished by TRI 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 TRI's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

2.13 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.

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

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

2.14 Refusal or Discontinuance by Company

2.14.1 TRI may refuse or discontinue service with proper notice to the Customer for any of the following reasons:

- .1** For failure of the Customer to pay a bill for service when it is due.
- .2** For failure of the Customer to make proper application for service.
- .3** For Customer's violation of any of the Company's rules on file with the Commission.
- .4** For failure of the Customer to provide the Company reasonable access to its equipment and property.
- .5** For Customer's breach of the contract for service between the Company and the Customer.
- .6** 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.
- .7** 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.)

2.14 Refusal or Discontinuance by Company, (Cont'd.)

2.14.2 TRI may refuse or discontinue service without notice to the Customer for any of the following reasons:

- .1** In the event of tampering with the Company's equipment.
- .2** 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.
- .3** 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.
- .4** In the event of fraudulent use of the service.

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

2.15 Credit Allowances for Interruption of Service

Credit allowances for interruptions of service caused by service outages or deficiencies are limited to the initial minimum period call charges for re-establishing the interrupted call.

2.16 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.

2.17 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. Such special tests, pilot programs, waivers and promotions will be filed with the Commission.

2.18 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.

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

2.19 Customer Inquiries or Complaints

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

Telecommunications Resources, Inc.
8 Victory Lane, Suite 200
Liberty, MO 64068
Telephone: (816) 792-0033
Facsimile: (816) 792-0417

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
(605) 773-3201
(800) 332-1782

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SECTION 3 - DESCRIPTION OF SERVICES & RATES

3.1 General

- 3.1.1** The Company provides telecommunications services between locations within the State of South Dakota. The Company's service charges may be based upon call duration, time of day rate period, mileage, and/or call type.
- 3.1.2** Presubscribed service is offered from locations served with equal access end offices.
- 3.1.3** The Company's service is available twenty-four hours per day, seven days a week.

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SECTION 3 - DESCRIPTION OF SERVICES & RATES, (CONT'D.)**3.2 Calculation of Distance**

Usage charges for mileage sensitive services vary based on the type of service subscribed to by the Customer. For services utilizing switched access, mileage measurements for rate schedules are based on the distance in airline miles between rate centers associated with the originating and terminating stations. For services utilizing dedicated access, mileage measurements for rate schedules are based on the distance in airline miles between the TRI network access point associated with the station utilizing Dedicated Access Origination/Termination and the rate center associated with the called/calling station.

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the serving wire centers as defined by BellCore (Bell Communications Research), in the following manner:

- Step 1: Obtain the "V" and "H" coordinates for the serving wire center or network access point serving the Customer's location and the called/calling station.
- Step 2: Obtain the difference between the "V" coordinates. 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 originating and terminating locations of the call.

Formula:

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

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SECTION 3 - DESCRIPTION OF SERVICES & RATES, (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 for billing purposes is sixty (60) seconds unless otherwise specified in the individual rate schedules of this tariff.

3.3.4 Calls are measured and billed in sixty (60) second increments unless otherwise indicated in this tariff. Any partial sixty second increment is rounded up to a full increment.

3.3.5 There is no billing applied for incomplete calls.

3.4 Time-Of-Day Rate Periods

None of TRI's offerings are presently time-of-day sensitive.

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SECTION 3 - DESCRIPTION OF SERVICES & RATES, (CONT'D.)**3.5 Option 1**

Option 1 is an outbound calling plan available to Residential Customers. Option 1 is accessed via a Company-designated toll-free access number, and requires that the Customer input a valid Authorization Code. Option 1 is a flat-rate, non-time-of-day sensitive, non-mileage sensitive service rated in full minute increments. Upon service activation the Customer selects a monthly allotment of minutes. The service is available for Customer use upon activation by the Company. Customers are billed monthly for the volume of minutes they have elected to purchase. The monthly usage allotment is recharged at the beginning of each billing period, at which time any unused allotment from the prior period expires. Additional time can be added to the account during the billing period, but not more frequently than once every 25 days. The monthly charges for the usage allotment and any additional time cannot exceed \$60. All charges appear on the bill from the Customer's local exchange service provider, and billing is effected upon activation of service by the Company.

Monthly Usage Allotment: Options

169 Minutes	\$15.00
281 Minutes	\$25.00
562 Minutes	\$50.00

Additional Time:

113 Minutes	\$10.00
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SECTION 3 - DESCRIPTION OF SERVICES & RATES, (CONT'D.)**3.6 Option 2**

Option 2 is an outbound calling plan available to Business Customers. Option 2 is accessed via a Company-designated toll-free access number, and requires that the Customer input a valid Authorization Code. Option 2 is a flat-rate, non-time-of-day sensitive, non-mileage sensitive service rated in full minute increments. Upon service activation the Customer selects a monthly allotment of minutes. The service is available for Customer use upon activation by the Company. Customers are billed monthly for the volume of minutes they have elected to purchase. The monthly usage allotment is recharged at the beginning of each billing period, at which time any unused allotment from the prior period expires. Additional time can be added to the account during the billing period, but not more frequently than once every 25 days. Customers can have up to 4 separate Option 2 accounts per local exchange provider billing account number. The maximum monthly usage allotment charge per Option 2 account is \$100, with the total monthly usage allotment charge per local exchange provider billing account number not to exceed \$200. All charges appear on the bill from the Customer's local exchange service provider, and billing is effected upon activation of service by the Company.

Monthly Usage Allotment: Options

281 Minutes	\$25.00
562 Minutes	\$50.00
843 Minutes	\$75.00
1124 Minutes	\$100.00

Additional Time:

281 Minutes	\$25.00
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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (Cont'd.)

3.7 Pre-Paid Calling Card

The Company's Pre-Paid Card allows customers to pay a fixed dollar amount in advance for long distance calling. Customers must dial an access code from a touch tone phone to use the service. Card accounts are decremented for each minute of use; fractional call minutes are rounded up to the nearest full minute. As calls are placed, charges for the call are deducted on a real-time basis until the full amount of the card is exhausted. Customers will be notified in advance of the exhaustion of the card. An expiration date, if applicable, is printed on the card. Calls are limited to direct dial calls.

The Company's Pre-Paid Calling Card is available for use twenty-four hours a day, seven days a week. Long distance taxes are included in the purchase price of the card.

A Pre-Paid Calling Card account is established at the time the Personal Identification Numbers (PINs) are created, and is available for use upon receipt of payment by the Company. The Company reserves the right to determine acceptable types of payment.

Enhanced calling features, such as Voice Mail, Fax Store and Forward, Fax Broadcast, Conference Calling and Voice Recognition are available with the Company's Pre-Paid calling card service. These services may involve additional charges.

Two card types are available: Standard and Promotional.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (Cont'd.)**3.7 Pre-Paid Calling Card, (Cont'd.)****3.7.1 Standard Retail Cards**

Standard retail cards are sold to customers for normal use of the service.

Card Denomination	Rate Per Minute
cards < or = \$25	\$0.3000
cards > \$25	\$0.2500

3.7.2 Promotional Cards

The Pro-Paid Calling Card Promotional Program is offered to organizations or commercial entities for distribution to their members, patrons or customers. The marketing vehicle and expiration period is selected by the promoter upon joint agreement between the Company and the promoter. The promoter is responsible for obtaining all necessary permissions for the use of any trade mark, trade name, service mark or other image on the card. The promoter may distribute the Carrier's debit card accounts at reduced rates or free of charge to end users. At the option of the promoter, these cards may not be replenishable. The Company reserves the right to approve or reject any image and to specify the customer information language and use of the Carrier's trade mark, trade name, service mark or other image on the card.

Card Denomination	Rate Per Minute
All	\$0.60

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (Cont'd.)**3.8 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's service and is unrelated to the actual 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 (e.g., using the "#" symbol). 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.

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call, or, in the case of pre-paid service, the card value will be decremented on a "real-time" basis to account for the surcharge. 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.

Rate per Call: **\$0.30**

Issued:**Effective:****Issued by:**

Donald C. Selmon, President and Chief Executive Officer
8 Victory Lane, Suite 200
Liberty, Missouri 64068

SDi9900

SECTION 4 - PROMOTIONS

4.1 General

From time to time the Company may provide promotional offerings to introduce a current or potential Customer to a service not being used by the Customer. These offerings may be limited to certain dates, times, and locations, and may waive or reduce recurring or nonrecurring charges. Such promotions shall be made available to all similarly situated Customers in the target market area and will be effective upon filing with the Commission.

In addition, in order to acquire or retain a Customer, TRI, at its discretion, may match certain competing offers by interexchange carriers/resellers where the Customer can demonstrate to TRI's satisfaction that it intends to accept such an offer.

Issued:

Effective:

Issued by:

Donald C. Selmon, President and Chief Executive Officer
8 Victory Lane, Suite 200
Liberty, Missouri 64068

SDi9900

ATTACHMENT V

Telecommunications Resources, Inc.

Cost Support Data

Telecommunications Resources, Inc.

Cost Data

AVERAGE PER CALL REVENUE:	\$1.40
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COST PER CALL:

Transmission	\$0.46
--------------	--------

Billing/Collection	\$0.21
--------------------	--------

Administrative Overhead	\$0.50
-------------------------	--------

Bad Debt Allowance	\$0.07
--------------------	--------

Total Cost	\$1.19
------------	--------

Gross Margin:	\$0.21
---------------	--------

GROSS MARGIN PER CALL:	15 %
------------------------	------

TECHNOLOGIES MANAGEMENT, INC.

P.O. BOX 200
210 IL PARK AVE.
WINTER PARK, FL 32789-0200
(407) 740-8575

NATIONSBANK
WINTER PARK, FL 32789
63-27/631

22878

4/22/1999

PAY TO THE ORDER OF South Dakota Public Service Comm.

\$ **250.00

Two Hundred Fifty and 00/100*****

South Dakota Public Service Comm.
State Capitol
Pierre, SD 57501-5070

DOLLARS
Security features
included
Details on back

TECHNOLOGIES MANAGEMENT, INC.

MEMO Filing fee for Telecommunications Resources Inc.

⑈022878⑈ ⑆063100277⑆ 2830066505⑈

TECHNOLOGIES MANAGEMENT, INC.

South Dakota Public Service Comm.
04/22/1999

Bill #TRJ

4/22/1999

22878

250.00

TC99-048

Cash operating

Filing fee for Telecommunications Resources Inc.

250.00

South Dakota Public Utilities Commission

WEEKLY FILINGS

For the Period of April 23, 1999 through April 28, 1999

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

Phone: 605-773-3705 Fax: 605-773-3809

CONSUMER COMPLAINT

**CT99-003 In the Matter of the Complaint filed by Constance Johnson, Sioux Falls, South
Dakota, against U S WEST Communications, Inc. Regarding Disputed Billing.**

**After a series of attempts to informally resolve billing concerns, the Complainant filed a formal
complaint to address unresolved issues. As part of the remedy for relief, the Complainant has asked
forgiveness of an unpaid billing in the amount of \$539.**

**Staff Analyst: Leni Healy
Staff Attorney: Camron Hoseck
Date Filed: 04/07/99
Intervention Deadline: None**

ELECTRIC

**EL99-005 In the Matter of the Filing by Black Hills Power and Light Company for Approval
of a Contract with Deviations with South Dakota State Cement Plant Commission
d/b/a Dacotah Cement.**

**On April 26, 1999, the Commission received a filing from Black Hills Corporation for approval of an
Electric Power Service Contract with Deviations between Black Hills Corporation, d/b/a Black Hills
Power and Light Company, and the South Dakota Cement Plant Commission, d/b/a Dacotah
Cement.**

**Staff Analyst: Bob Knadle
Staff Attorney: Camron Hoseck
Date Filed: 04/26/99
Intervention Deadline: 05/14/99**

TELECOMMUNICATIONS

**TC99-003 In the Matter of the Application of Telecommunications Resources, Inc. for a
Certificate of Authority to Provide Telecommunications Services in South Dakota.**

**Telecommunications Resources, Inc. has filed a request for a Certificate of Authority to operate as a
reseller of telecommunications services throughout South Dakota. Telecommunications Resources,
Inc. intends to offer travel card services to business and residential customers, as well as pre-paid
calling card services.**

Staff Analyst: Michele Farris
Staff Attorney: Camron Hoseck
Date Filed: 04/26/99
Intervention deadline: 05/14/99

**TC99-049 In the Matter of the Establishment of Switched Access Revenue Requirement for
East Plains Telecom, Inc.**

East Plains Telecom, Inc. filed a switched access cost study developing a revenue requirement that is included in the revenue requirement used to determine the switched access rates for the Local Exchange Carrier Association.

Staff Analyst: Harlan Best/Keith Senger
Staff Attorney: Karen Cremer
Date Filed: 04/28/99
Intervention Deadline: 05/14/99

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

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

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

**ORDER GRANTING
CERTIFICATE OF
AUTHORITY**

TC99-048

On April 26, 1999, 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 Telecommunications Resources, Inc. (TRI).

TRI intends to initially offer travel card services to business and residential customers. TRI will operate in South Dakota as a switch-based reseller with service being provided through underlying carriers. A proposed tariff was filed by TRI. The Commission has classified long distance service as fully competitive.

On April 29, 1999, the Commission electronically transmitted notice of the filing and the intervention deadline of May 14, 1999, to interested individuals and entities. No petitions to intervene or comments were filed and at its October 7, 1999, meeting, the Commission considered TRI's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to TRI furnishing the Commission with a surety bond.

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 TRI has met the legal requirements established for the granting of a certificate of authority. TRI 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 TRI's application for a certificate of authority, subject to TRI furnishing the Commission with a surety bond. As the Commission's final decision in this matter, it is therefore

ORDERED, that TRI's application for a certificate of authority is hereby granted, subject to TRI furnishing the Commission with a surety bond. It is

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

Dated at Pierre, South Dakota, this 20th day of October, 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 first class mail, in properly addressed envelopes, with charges prepaid thereon.

By: Nellaine Kalbo

Date: 10/20/99

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner



South Dakota Public Utilities Commission

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



October 20, 1999

Capitol Office
Telephone (605)773-3281
FAX (605)773-3289

Transportation/
Warehouse Division
Telephone (605)773-5280
FAX (605)773-3225

Consumer Hotline
1-888-332-1782

TTY Through
Relay South Dakota
1-888-877-1113

Internet Website
www.puc.state.sd.us/puc/

Jim Burg
Chairman
Pam Nelson
Vice-Chairman
Laska Schoenfelder
Commissioner

William Bullard Jr.
Executive Director

Hylan Best
Martin C. Bettmann
Sue Cichos
Karen E. Cramer
Michele M. Farris
Marlette Fischbach
Hester K. Forney
Shirleen Fugitt
Mary Giddings
Lewis Hammond
Loni Hruby
Camron Hoseck
Lisa Hull
Dore Jacobson
Katie Johnson
Bob Kandle
Debbie Kolbo
Charlene Land
Terry Norum
Gregory A. Rislov
Keith Senger
Rosalyn Alta Wiest

Mr. Donald C. Selmon
President and Chief Executive Officer
Telecommunications Resources, Inc.
8 Victory Lane, Suite 200
Liberty, MO 64068

Re: Telecommunications Resources, Inc.
Docket No. TC99-048

Dear Mr. Selmon:

Enclosed you will find a copy of the Order Granting Certificate of Authority with reference to Telecommunications Resources, Inc. As soon as we receive your surety bond, we will send you your Certificate of Authority.

Very truly yours,

Camron Hoseck
Staff Attorney

CH:dk

cc: Mr. Carey Roesel
Enc.



February 8, 2000
Via Fax and Overnight

210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

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

RE: Application of Telecommunications Resources, Inc. ("TRI") for Authority
to Provide Intrastate Telecommunications Services within the State of South
Dakota

Attention -- Michele M. Farris

Dear Mr. Bullard:

In connection with the above referenced application, the Company issues this Request
for Reconsideration of the bond requirement. The Company does not ask that the bond
requirement be waived, but that the amount of the bond be reduced from \$25,000 to
\$10,000.

The Company does not anticipate that its outstanding balances for all forms of
advanced payments in South Dakota would approach \$10,000 in the first year of
operation. For this reason, the company requests that the bond requirement be reduced.
The Company agrees to suspend its marketing efforts in South Dakota should the
outstanding balances approach the amount covered by the \$10,000 bond.

Please acknowledge receipt of this request for reconsideration by returning a
date-stamped copy of this letter in the envelope provided. Should you or your staff
have any additional questions, please contact me at (407) 740-8575. Thank you.

Sincerely,

Carey Roedel
Consultant to:
Telecommunications Resources, Inc.

cc: Angie Bergman - TRI
File TRI - SD
TMS# SD19900c

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

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

**ORDER DENYING BOND
REDUCTION**

TC99-048

On April 26, 1999, 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 Telecommunications Resources, Inc. (TRI).

TRI intends to initially offer travel card services to business and residential customers. TRI will operate in South Dakota as a switch-based reseller with service being provided through underlying carriers. A proposed tariff was filed by TRI. The Commission has classified long distance service as fully competitive.

On April 29, 1999, the Commission electronically transmitted notice of the filing and the intervention deadline of May 14, 1999, to interested individuals and entities. No petitions to intervene or comments were filed and at its October 7, 1999, meeting, the Commission considered TRI's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to TRI furnishing the Commission with a surety bond.

On October 20, 1999, the Commission entered an Order Granting Certificate of Authority to TRI, subject to its furnishing a surety bond. On February 8, 2000, TRI petitioned the Commission to reconsider the surety bond amount of twenty five thousand dollars and lower it to ten thousand dollars. The Commission considered the matter at its February 29, 2000, meeting. TRI appeared via teleconference. Upon considering the position of TRI and Commission Staff, and the Commission being fully informed in these premises, the Commission hereby

ORDERS that the surety bond requirement of twenty five thousand dollars shall remain in effect and that TRI shall furnish same before a Certificate of Authority shall be in effect in South Dakota.

Dated at Pierre, South Dakota, this 6th day of March, 2000.

CERTIFICATE OF SERVICE

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

By: Melanie Halbo

Date: 3/8/00

(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

April 18, 2000
Via Fax and Overnight

FAX Received APR 18 2000

RECEIVED

APR 20 2000

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

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

RE: Application of Telecommunications Resources, Inc. ("TRI") for Authority
to Provide Intrastate Telecommunications Services within the State of South
Dakota - PUC Docket TC99-048

Attention - Camron Hoseck

Dear Mr. Bullard:

By copy of this letter, Telecommunications Resources, Inc. ("TRI") requests that its
Application for Authority to Provide Intrastate Telecommunications Services within
the State of South Dakota - PUC Docket TC99-048 - be withdrawn.

The Company may again pursue operating authority in South Dakota at some point in
the future.

Please acknowledge receipt of this request by returning a date-stamped copy of this
letter in the envelope provided. Should you or your staff have any additional
questions, please contact me at (407) 740-8575. Thank you.

Sincerely,

Carey Roesel
Consultant to:
Telecommunications Resources, Inc.

cc: Don Selmon - TRI
File TRI - SD
TMS# SDi9900d

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

IN THE MATTER OF THE APPLICATION OF)	ORDER PERMITTING
TELECOMMUNICATIONS RESOURCES, INC.)	WITHDRAWAL OF
FOR A CERTIFICATE OF AUTHORITY TO)	APPLICATION AND
PROVIDE TELECOMMUNICATIONS SERVICES)	CLOSING DOCKET
IN SOUTH DAKOTA)	TC99-048

On April 26, 1999, Telecommunications Resources, Inc. (TRI) 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 October 7, 1999, the Commission considered TRI's request for a certificate of authority. Commission Staff recommended granting a certificate of authority, subject to TRI furnishing the Commission with a surety bond. On October 20, 1999, the Commission entered an Order granting a certificate of authority to TRI, subject to its furnishing a surety bond. On February 8, 2000, TRI petitioned the Commission to reconsider the surety bond amount of twenty-five thousand dollars and asked that it be lowered to ten thousand dollars. The Commission considered the matter at its February 29, 2000, meeting and by Order dated March 6, 2000, maintained the bond requirement at twenty-five thousand dollars.

On April 18, 2000, TRI requested that its application for a certificate of authority be withdrawn.

At its regularly scheduled April 27, 2000, 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 TRI'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 4th day of May, 2000.

CERTIFICATE OF SERVICE
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.
By: <u><i>William Kalks</i></u>
Date: <u>5/5/00</u>
(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

James A. Burg
JAMES A. BURG, Chairman

Pam Nelson
PAM NELSON, Commissioner

Laska Schoenfelder
LASKA SCHOENFELDER, Commissioner