



May 20, 1997

DEPOSIT

DATE

D 5 3 0

MAY 22 1997

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

990619-TI

Re: VoCall Communications Corp.

Dear Sir or Madam:

Enclosed for filing are an original and six copies of VoCall Communications Corp.'s Application For Authority to Provide Interexchange Telecommunications Service Within the State of Florida. Also enclosed is a check payable to the Florida Public Service Commission in the amount of \$250.00 to cover the requisite filing fee.

If you have any questions concerning this application, please do not hesitate to contact the undersigned.

Sincerely,

Gary Frank

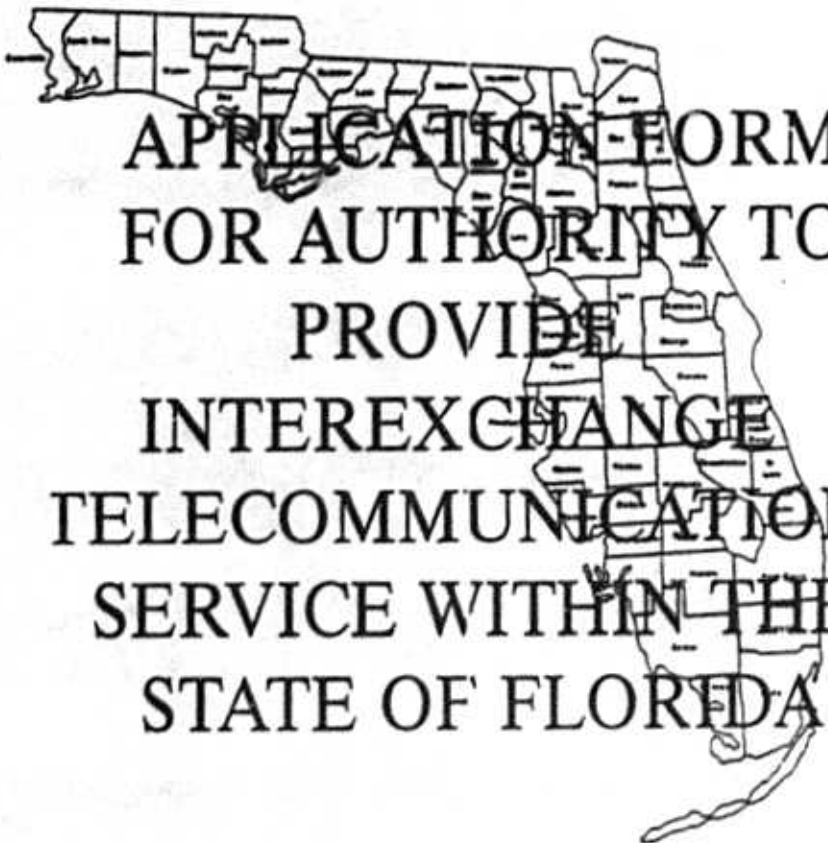
Enclosures

Check received with filing and forwarded to Fiscal for deposit.
Fiscal to forward a copy of check to RAR with proof of deposit.
Initials of person who forwarded check:
A.S.

DOCUMENT NUMBER - DATE

05124 MAY 22 97

FPSC-RECORDS/REPORTING



APPLICATION FORM
FOR AUTHORITY TO
PROVIDE
INTEREXCHANGE
TELECOMMUNICATION
SERVICE WITHIN THE
STATE OF FLORIDA

DOCUMENT NUMBER-DATE

05124 MAY 22 6

FRSC-RECORDS (REPORTING)

**** FLORIDA PUBLIC SERVICE COMMISSION ***

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:
- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

1. Select what type of business your company will be conducting (check all that apply):

- Facilities based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator Service Provider** - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller** - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Reseller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

2. This is an application for (check one):
- Original Authority (New company).
 - Approval of Transfer (To another certificated company).
 - Approval of Assignment of existing certificate (To an uncertificated company).
 - Approval for transfer of control (To another certificated company).
3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:
VoCall Communications Corp.
4. Name under which the applicant will do business (fictitious name, etc.):
Same as above
5. National address (including street name & number, post office box, city, state and zip code).
284 Sheffield Street
Mountainside, NJ 07092
6. Florida address (including street name & number, post office box, city, state and zip code):
None.
7. Structure of organization;
- Individual
 - Foreign Corporation
 - General Partnership
 - Other, _____
 - Corporation
 - Foreign Partnership
 - Limited Partnership
8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners. N/A
- (a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.
 - (b) Indicate if the individual or any of the partners have previously been:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.

(2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida. See Exhibit A.

Corporate charter number: 13-3577025

- (b) Name and address of the company's Florida registered agent. CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable. N/A (No Fictitious Name)

Fictitious name registration number: _____

- (c) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. No.

(2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not. No.

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):

- (a) The application;
Gary Frank, C.E.O., Tel. (908) 301-0090
284 Sheffield Street
Mountainside, NJ 07092
- (b) Official Point of Contact for the ongoing operations of the company;
Same as (a)
- (c) Tariff;
Same as (a)
- (d) Complaints/Inquiries from customers;
Same as (a)

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.
New Jersey and New York
- (b) Has applications pending to be certificated as an interexchange carrier.
Pennsylvania (VoCall is in the process of becoming certified in all 50 states. We expect to have all applications submitted by 6/31/97)
- (c) Is certificated to operate as an interexchange carrier.
New Jersey and New York
- (d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.
None
- (e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.
None
- (f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.
MCI - VoCall had a billing dispute with MCI. the matter was resolved through an out of court settlement with VoCall's billing dispute determined

FORM PSC/CMU 31 (11/95) as valid.

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

12. What services will the applicant offer to other certificated telephone companies:

- Facilities. Operators.
 Billing and Collection. Sales.
 Maintenance.
 Other: origination & termination services
(800 services, 1+ services on a reseller basis)

13. Do you have a marketing program?

Yes

14. Will your marketing program:

- Pay commissions?
 Offer sales franchises?
 Offer multi-level sales incentives?
 Offer other sales incentives?
A) Consumer Promotions
B) Wholesale Distributor and Agent

15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.).

See Exhibit B.

16. Who will receive the bills for your service (Check all that apply)?

- Residential customers. Business customers.
 PATS providers. PATS station end-users.
 Hotels & motels. Hotel & motel guests.
 Universities. Univ. dormitory residents.
 Other: (specify) _____

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?
Yes, our name appears on all bills and an 800# is provided.
- (b) Name and address of the firm who will bill for your service.
Billing and rating will be performed internally.

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

A. Financial capability.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

1. the balance sheet
2. income statement
3. statement of retained earnings.

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.
3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

NOTE: This documentation may include, but is not limited to, financial statements, a projected profit and loss statement, credit references, credit bureau reports, and descriptions of business relationships with financial institutions.

If available, the financial statements should be audited financial statements. See Exhibit C. The Applicant does not have audited financial statements. The unaudited financial statements are signed by the Applicant's C.E.O., Gary Frank, who affirms that the financial statements are true and correct.

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

B. Managerial capability.

See Exhibit D.

C. Technical capability.

See Exhibit E.

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

See Exhibit F.

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates
 Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800

MTS with route specific rates per minute
 Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)
 Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800

MTS for pay telephone service providers

Block-of-time calling plan (Reach out Florida, Ring America, etc.).

800 Service (Toll free)

WATS type service (Bulk or volume discount)
 Method of access is via dedicated facilities
 Method of access is via switched facilities

Private Line services (Channel Services)
(For ex. 1.544 mbs., DS-3, etc.)

Travel Service
 Method of access is 950
 Method of access is 800

900 service

Operator Services
 Available to presubscribed customers
 Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals.
 Available to inmates

Services included are:

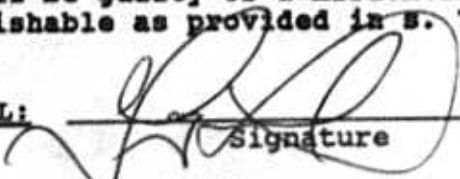
Station assistance
 Person to Person assistance
 Directory assistance
 Operator verify and interrupt
 Conference Calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).
1 Plus Area Code Plus Telephone Number (1+ Services)
1 Plus 800 Number (Prepaid Phone Cards)
22. Other:

**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.
Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL:


Signature

5-21-97
Date

Gary Frank

Chief Executive Officer
Title

(908) 301-0090
Telephone No.

**** APPENDIX A ****

CERTIFICATE TRANSFER STATEMENT

I, (TYPE NAME) _____,
(TITLE) _____, of (NAME OF COMPANY)
_____, and current
holder of certificate number _____, have reviewed
this application and join in the petitioner's request for a
transfer of the above-mention certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

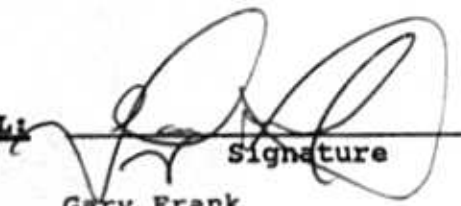
**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

- (X) The applicant will not collect deposits nor will it collect payments for service more than one month in advance.
- () The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

UTILITY OFFICIAL:



Signature

5-21-97
Date

Gary Frank

Chief Executive Officer

Title

(908) 301-0090

Telephone No.

**** APPENDIX C ****

INTRASTATE NETWORK

1. **POP:** Addresses where located, and indicate if owned or leased. None.

1) 2)

3) 4)

2. **SWITCHES:** Address where located, by type of switch, and indicate if owned or leased. None.

1) 2)

3) 4)

3. **TRANSMISSION FACILITIES:** Pop-to-Pop facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased. None.

1) POP-to-POP TYPE OWNERSHIP

2)

4. **ORIGINATING SERVICE:** Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate (Appendix D).

None.

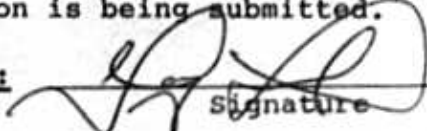
5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed). Applicant will only provide intraLATA toll calls, if at all, by means of an appropriate access code (i.e., 950, 800, 10XXX, or autodial) or to end users with whom an ongoing relationship has been established. Applicant has no current plans to provide intraLATA local service at this time.
6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not (X) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

a) What services have been provided and when did these services begin?

b) If the services are not currently offered, when were they discontinued?

Applicant neither markets its services in Florida nor does it have any 1+ customers in the state. However, Applicant understands that its debit cards, marketed pursuant to certification in New York and New Jersey, may have been brought into the state and used within the state. Further, VoCall exhibited at a national telecard trade conference held in Orlando in February. To address this type of incidental usage, and to accomodate the Applicant's future plans within the state, the instant Application is being submitted.

UTILITY OFFICIAL:


Signature

5-21-97
Date

Gary Frank

Chief Executive Officer
Title

(908) 301-0090
Telephone No.

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate. VoCall intends to offer services within and throughout the State of Florida.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**** FLORIDA EAS FOR MAJOR EXCHANGES ****

<u>Extended Service Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Belleview, Citra, Dunnellon,

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

Forest Lady Lake (B21),
McIntosh, Oklawaha,
Orange Springs, Salt Springs and
Silver Springs Shores.

DAYTONA BEACH:

New Smyrna Beach.

TAMPA:

Central	None
East	Plant City
North	Zephyrhills
South	Palmetto
West	Clearwater

CLEARWATER:

St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

Bartow, Mulberry, Plant City,
Polk City and Winter Haven.

ORLANDO:

Apopka, East Orange, Lake Buena
Vista, Oviedo, Windermere,
Winter Garden,
Winter Park, Montverde, Reedy
Creek, and Oviedo-Winter
Springs.

WINTER PARK: Apopka, East Orange, Lake Buena Vista,
Orlando, Oviedo, Sanford, Windermere,
Winter Garden, Oviedo-Winter Springs
Reedy Creek, Geneva and Montverde.

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie,
Melbourne and Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

Cape Coral, Ft. Myers Beach, North Cape
Coral, North Ft. Myers, Pine Island, Lehigh
Acres and Sanibel-Captiva Islands.

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

POMPANO BEACH:

Boca Raton, Coral Springs,
Deerfield Beach and Ft.
Lauderdale.

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,
Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and
Perrine

EXHIBIT A

AUTHORITY TO DO BUSINESS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. VOCALL COMMUNICATIONS CORP.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION"
or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead
of a natural person or partnership if not so contained in the name at present.)
2. NEW YORK
(State or country under the law of which it is incorporated)
3. 13-3577025
(FEI number, if applicable)
4. APRIL 27, 1990
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease
to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE sections 607.1501, 607.1502, AND 817.155, F.S.))
7. 150 MORRIS AVE., STE. 202
SPRINGFIELD, NJ 07081
(Current mailing address)
8. Provide resold switched access 1+ service; dedicated access service; resold directory assistance; prepaid
calling card service
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 SOUTH PINE ISLAND ROAD

PLANTATION, Florida, 33324

(Zip Code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation
at the place designated in this application, I hereby accept the appointment as registered agent and agree
to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties, and I am familiar with and accept the obligations of my position as
registered agent.*

(See Attached)

(Registered agent's signature)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 18 PM 1:00

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: GARY FRANK

Address: 608 SUNRISE WAY
NESHANIC, N.J. 08853

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: GARY FRANK - CEO

Address: 608 SUNRISE WAY
NESHANIC, N.J. 08853

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. GARY FRANK - PRESIDENT, CEO, CHAIRMAN OF BOARD
(Typed or printed name and capacity of person signing application)

ACCEPTANCE OF APPOINTMENT

RE: VOCALL COMMUNICATIONS CORPORATION

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: February 20, 1997

C T CORPORATION SYSTEM

By *M.S. Green*
**M.S. Green,
Assistant Secretary**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 10 PM 1:10**

State of New York
Department of State


ss:

I hereby certify, that the certificate of incorporation of VOCALL COMMUNICATIONS CORP. was filed on 04/27/1990, under the name of NYNET, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment NYNET, INC., changing name to VOCALL COMMUNICATIONS CORP., was filed 05/11/1990.

...

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of February
one thousand nine hundred and
ninety-seven.



[Signature]
Special Deputy Secretary of State

199702250404 54

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 18 PM 1:10

EXHIBIT B
MARKETING PROGRAMS

VoCall Communications Corporation

15. a) Pay commissions to internal sales representatives of VoCall in the amount of .008% of billed revenue.
- b) Offer other sales incentives such as consumer promotions and wholesale distributor/agent discounts.
 1. Consumer Promotion: VoCall seeks to offer consumer promotions in the form of reduced end user rates on a limited time basis. VoCall shall notify the commission in advance of any consumer promotions prior to such promotion becoming effective.
 2. Wholesale Distributor/Agent Discounts: VoCall seeks to offer wholesale distributor and/or agents a discount/commission of 10% - 40% from the end user rates based on volume commitments.

EXHIBIT C
FINANCIAL STATEMENTS

VOCALL COMMUNICATIONS, CORP.
 INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

+---- YEAR TO DATE ----+
 ACTUAL PERCENT

REVENUE

INCOME	\$7,727,515.45	100.0 %
<hr style="border-top: 1px dashed black;"/>		
TOTAL REVENUE	7,727,515.45	100.0

COST OF SALES

USAGE CHARGES	6,405,900.57	82.9
PROGRAMMING & MAINTENANCE	7,757.10	.1
MANAGEMENT SERVICES	70,343.12	.9
ADV. PRINTING & PRODUCT COSTS	300,977.59	3.9
SHIPPING SUPPLIES	6,706.00	.1
<hr style="border-top: 1px dashed black;"/>		
TOTAL COST OF SALES	6,791,684.38	87.9
<hr style="border-top: 1px dashed black;"/>		
GROSS PROFIT	935,831.07	12.1

OPERATING EXPENSES

OFFICERS SALARIES	35,500.00	.5
OFFICE SALARIES	145,774.27	1.9
SALES SALARIES	178,856.56	2.3
OFFICE EXPENSE	14,238.37	.2
RENT EXPENSE	117,071.75	1.5
UTILITIES	3,007.10	.0
OFFICE TELEPHONE	14,498.61	.2
PROFESSIONAL	19,890.59	.3
DUES AND SUBSCRIPTIONS	1,250.00	.0
FICA EXPENSE	27,190.94	.4
STATE UNEMPLOYMENT INS.	10,530.96	.1
FEDERAL UNEMPLOYMENT INSURANCE	1,563.83	.0
DISABILITY	865.17	.0
WORKMANS COMPENSATION	446.80	.0
GENERAL INSURANCE	4,255.50	.1
TRANSPORTATION COSTS	1,194.17	.0
MESSENGER AND DELIVERY	2,849.37	.0
COMPUTER EXPENSE	748.06	.0
DEPRECIATION EXPENSE	93,962.95	1.2
BANK CHARGE - CHECKING	4,741.07	.1
ENTERTAINMENT	2,280.00	.0
OFFICE SECURITY	2,700.35	.0
PENALTY	284.85	.0
MISCELLANEOUS EXPENSE	248.20	.0
<hr style="border-top: 1px dashed black;"/>		
TOTAL OPERATING EXPENSES	683,949.47	8.9
<hr style="border-top: 1px dashed black;"/>		
NET INCOME FROM OPERATIONS	251,881.60	3.3

OTHER INCOME & EXPENSE

INTEREST INCOME	295.56	.0
INTEREST EXPENSE	(13,294.17)	(.2)

VOCALL COMMUNICATIONS, CORP.
 INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

+----- YEAR TO DATE -----+
 ACTUAL PERCENT

OTHER INCOME & EXPENSE

(Continued)

STATE CORPORATION INCOME TAX	\$(325.00)	.0 %
NY CITY GENERAL CORP TAX EXP.	(300.00)	.0
PA CORPORATE TAX	(180.00)	.0
	-----	-----
TOTAL OTHER INCOME & EXPENSE	(13,803.61)	(.2)
	-----	-----
EARNINGS BEFORE INCOME TAX	238,077.99	3.1
	-----	-----
NET INCOME (LOSS)	\$238,077.99	3.1 %
	=====	=====

A large, stylized handwritten signature in black ink, appearing to be 'R. A. O.', is located in the lower right quadrant of the page.

VOCALL COMMUNICATIONS, CORP.
BALANCE SHEET
DECEMBER 31, 199

ASSETS

CURRENT ASSETS

CASH IN BANK - CHASE	\$(11,716.84)
CASH IN BANK - CHASE MERCHANT	35,562.74
CASH IN BANK - PNCBANK	237.53
CASH IN BANK- INSTANT CC-CHASE	45,007.52
CASH IN BANK/FIRST UNION-VCC	390,982.67
CASH IN BANK/FIRST UNION-NJSD	271,880.14
CASH IN BANK-CHASE MONEY MARKT	3,431.97
ACCOUNTS RECEIVABLE	695,621.81
PREPAID ADVERTISING	4,873.88
PREPAID PRINTING COSTS	66,751.56

TOTAL CURRENT ASSETS

1,502,632.98

FIXED ASSETS

FURNITURE & FIXTURES	12,587.41
ACCUM DEPR. - FURN. & FIXT.	(9,259.44)
OFFICE EQUIPMENT	33,153.81
ACCUM DEPR. - OFFICE EQUIPMENT	(7,811.97)
EQUIPMENT - HARDWARE	717,874.52
ACCUM DEPR. - EQUIPMENT - HW	(406,524.40)
EQUIP - CTI HARDWARE	20,689.66
ACCUM DEPR. - CTI HARDWARE	(12,117.00)
DEPOSIT - EQUIPMENT	75,000.00

TOTAL FIXED ASSETS

423,592.59

OTHER ASSETS

DEFERRED INTEREST	19,583.87
SECURITY DEPOSITS - RENT	20,927.00
SECURITY DEPOSITS - CARRIERS	37,500.00

TOTAL OTHER ASSETS

78,010.87

TOTAL ASSETS

\$2,004,236.44

VOCALL COMMUNICATIONS, CORP.
BALANCE SHEET
DECEMBER 31, 199

LIABILITIES AND EQUITY

CURRENT LIABILITIES

ACCOUNTS PAYABLE	\$1,001,919.64
ACCRUED EXPENSES PAYABLE	730,856.27
LEASE PAYABLE - HARRIS SWITCH	39,816.00
CORP INCOME TAX PAYABLE	625.00

TOTAL CURRENT LIABILITIES

1,773,216.91

LONG-TERM LIABILITIES

SECURITY DEPOSITS PAYABLE	3,625.00
LEASE PAY. - HARRIS LONG TERM	89,467.19

TOTAL LONG-TERM LIABILITIES

93,092.19

TOTAL LIABILITIES

1,866,309.10

EQUITY

COMMON STOCK	6,000.00
PAID IN CAPITAL	183,047.00
ACCUMULATED ADJUSTMENT ACCOUNT	(289,197.65)
RETAINED EARNINGS-CURRENT YEAR	238,077.99

TOTAL EQUITY

137,927.34

TOTAL LIABILITIES AND EQUITY

\$2,004,236.44



VOCALL COMMUNICATIONS CORP.
 INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1995

+---+ YEAR TO DATE ---+
 ACTUAL PERCENT

REVENUE

INCOME	\$728,868.06	100.0 %
<hr style="border-top: 1px dashed black;"/>		
TOTAL REVENUE	728,868.06	100.0

COST OF SALES

USAGE CHARGES	569,229.74	78.1
PROGRAMMING & MAINTENANCE	18,761.63	2.6
PRODUCT COSTS	29,378.24	4.0
MANAGEMENT SERVICES	35,115.96	4.8
ADVERTISING & MARKETING	28,131.28	3.9
<hr style="border-top: 1px dashed black;"/>		
TOTAL COST OF SALES	680,616.85	93.4
<hr style="border-top: 1px dashed black;"/>		
GROSS PROFIT	48,251.21	6.6

OPERATING EXPENSES

OFFICERS SALARIES	14,660.00	2.0
OFFICE SALARIES	72,905.60	10.0
SALES SALARIES	45,955.05	6.3
OFFICE EXPENSE	3,470.03	.5
RENT EXPENSE	1,500.00	.2
EQUIPMENT RENTAL	400.00	.1
OFFICE TELEPHONE	8,379.09	1.1
PROFESSIONAL	27,590.08	3.8
DUES AND SUBSCRIPTIONS	(7.00)	.0
FICA EXPENSE	10,214.70	1.4
STATE UNEMPLOYMENT INS.	4,046.67	.6
FEDERAL UNEMPLOYMENT INSURANCE	783.91	.1
DISABILITY	989.65	.1
GENERAL INSURANCE	3,588.13	.5
TRANSPORTATION COSTS	1,237.15	.2
MESSENGER AND DELIVERY	5,753.10	.8
COMPUTER EXPENSE	5,707.98	.8
DEPRECIATION EXPENSE	77,304.95	10.6
MAINTENANCE AND REPAIRS	287.46	.0
BANK CHARGE - CHECKING	5,468.68	.8
PROFESSIONAL - CTI	225.00	.0
PENALTY	3,367.64	.5
TRAVEL EXPENSE	1,083.12	.1
HEALTH BENEFITS	85.00	.0
LICENSE & PERMITS	705.00	.1
MISCELLANEOUS EXPENSE	383.80	.1
<hr style="border-top: 1px dashed black;"/>		
TOTAL OPERATING EXPENSES	296,084.79	40.6
<hr style="border-top: 1px dashed black;"/>		
NET INCOME FROM OPERATIONS	(247,833.58)	(34.0)

VOCALL COMMUNICATIONS CORP.
 INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1995

+---- YEAR TO DATE ----+
 ACTUAL PERCENT

OTHER INCOME & EXPENSE

INTEREST EXPENSE	\$ (12,330.11)	(1.7)%
STATE CORPORATION INCOME TAX	(325.00)	.0
NY CITY GENERAL CORP TAX EXP.	(300.00)	.0
	-----	-----
TOTAL OTHER INCOME & EXPENSE	(12,955.11)	(1.8)
	-----	-----
EARNINGS BEFORE INCOME TAX	(260,788.69)	(35.8)
	-----	-----
NET INCOME (LOSS)	\$(260,788.69)	(35.8)%
	=====	=====

A large, stylized handwritten signature in black ink, located in the lower right quadrant of the page. The signature is cursive and appears to consist of several overlapping loops and lines, possibly representing the initials 'VH' or similar.

VOCALL COMMUNICATIONS CORP.
BALANCE SHEET
DECEMBER 31, 1995

ASSETS

CURRENT ASSETS

CASH IN BANK - CHASE	\$ (336.27)	
CASH IN BANK - CHASE MERCHANT	1,155.11	
CASH IN BANK- INSTANT CC-CHASE	76,355.78	
CASH IN BANK - MIDLANTIC	397.36	
ACCOUNTS RECEIVABLE	33,319.52	
PREPAID ADVERTISING	6,108.50	

TOTAL CURRENT ASSETS		117,000.00

FIXED ASSETS

FURNITURE & FIXTURES	10,345.03	
ACCUM DEPR. - FURN. & FIXT.	(7,931.00)	
OFFICE EQUIPMENT	5,645.28	
ACCUM DEPR. - OFFICE EQUIPMENT	(3,176.58)	
EQUIPMENT - HARDWARE	531,932.89	
ACCUM DEPR. - EQUIPMENT - HW	(321,953.51)	
EQUIP - CTI HARDWARE	20,689.66	
ACCUM DEPR. - CTI HARDWARE	(8,688.77)	

TOTAL FIXED ASSETS		226,863.00

OTHER ASSETS

DEFERRED INTEREST	25,630.91	
SECURITY DEPOSITS - RENT	1,500.00	

TOTAL OTHER ASSETS		27,130.91

TOTAL ASSETS		\$370,993.91
		=====

VOCALL COMMUNICATIONS CORP.
BALANCE SHEET
DECEMBER 31, 1995

LIABILITIES AND EQUITY

CURRENT LIABILITIES

ACCOUNTS PAYABLE	\$144,360.05
ACCRUED EXPENSES PAYABLE	123,114.44
SALES TAX PAYABLE	320.88
LOAN PAYABLE - STOCKHOLDERS	29,700.00
LEASE PAYABLE - HARRIS SWITCH	39,816.00
CORP INCOME TAX PAYABLE	625.00

TOTAL CURRENT LIABILITIES

337,936.37

LONG-TERM LIABILITIES

SECURITY DEPOSITS PAYABLE	3,925.00
LEASE PAYABLE - HARRIS SWITCH	129,283.19

TOTAL LONG-TERM LIABILITIES

133,208.19

TOTAL LIABILITIES

471,144.56

EQUITY

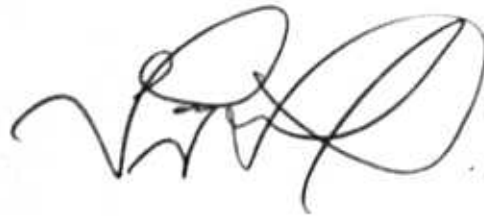
COMMON STOCK	6,000.00
PAID IN CAPITAL	183,047.00
ACCUMULATED ADJUSTMENT ACCOUNT	(28,408.96)
RETAINED EARNINGS-CURRENT YEAR	(260,788.69)

TOTAL EQUITY

(100,150.65)

TOTAL LIABILITIES AND EQUITY

\$370,993.91



VOCALL COMMUNICATIONS CORP.
 INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1994

+---- YEAR TO DATE ----+
 ACTUAL PERCENT

REVENUE

INCOME	\$750,217.49	100.0 %
<hr style="border-top: 1px dashed black;"/>		
TOTAL REVENUE	750,217.49	100.0

COST OF SALES

USAGE CHARGES	284,333.98	37.9
PROGRAMMING & MAINTENANCE	1,399.85	.2
PRODUCT COSTS	16,884.68	2.3
MANAGEMENT SERVICES	37,231.62	5.0
ADVERTISING & MARKETING	30,387.96	4.1
<hr style="border-top: 1px dashed black;"/>		
TOTAL COST OF SALES	370,238.09	49.4
<hr style="border-top: 1px dashed black;"/>		
GROSS PROFIT	379,979.40	50.6

OPERATING EXPENSES

OFFICERS SALARIES	21,440.00	2.9
OFFICE SALARIES	120,269.92	16.0
SALES SALARIES	84,246.52	11.2
OFFICE EXPENSE	9,146.38	1.2
OFFICE TELEPHONE	8,749.03	1.2
PROFESSIONAL	6,578.69	.9
DUES AND SUBSCRIPTIONS	569.95	.1
FICA EXPENSE	17,286.10	2.3
STATE UNEMPLOYMENT INS.	5,763.57	.8
FEDERAL UNEMPLOYMENT INSURANCE	1,738.44	.2
DISABILITY	695.76	.1
GENERAL INSURANCE	1,277.53	.2
TRANSPORTATION COSTS	1,951.75	.3
MESSENGER AND DELIVERY	4,491.45	.6
COMPUTER EXPENSE	4,690.40	.6
DEPRECIATION EXPENSE	62,433.29	8.3
MAINTENANCE AND REPAIRS	2,046.03	.3
BANK CHARGE - CHECKING	3,669.31	.5
ENTERTAINMENT	2,692.95	.4
GENERAL ADVERTISING	7,000.00	.9
PROFESSIONAL - CTI	7,500.00	1.0
PENALTY	655.80	.1
TRAVEL EXPENSE	7,441.03	1.0
LOCAL TRANS & PARKING FEES	5,705.57	.8
MISCELLANEOUS EXPENSE	(13.99)	.0
<hr style="border-top: 1px dashed black;"/>		
TOTAL OPERATING EXPENSES	388,025.48	51.7
<hr style="border-top: 1px dashed black;"/>		
NET INCOME FROM OPERATIONS	(8,046.08)	(1.1)

OTHER INCOME & EXPENSE

INTEREST EXPENSE	(4,356.88)	(.6)
------------------	------------	------

VOCALL COMMUNICATIONS CORP.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1994

+---- YEAR TO DATE ----+
ACTUAL PERCENT

OTHER INCOME & EXPENSE

(Continued)

STATE CORPORATION INCOME TAX	\$(325.00)	.0 %
NY CITY GENERAL CORP TAX EXP.	(357.00)	.0
	-----	-----
TOTAL OTHER INCOME & EXPENSE	(5,038.88)	(.7)
	-----	-----
EARNINGS BEFORE INCOME TAX	(13,084.96)	(1.7)
	-----	-----
NET INCOME (LOSS)	\$(13,084.96)	(1.7)%
	=====	=====



VOCALL COMMUNICATIONS CORP.
 BALANCE SHEET
 DECEMBER 31, 1994

ASSETS

CURRENT ASSETS

CASH IN BANK - CHASE	\$5,169.08	
CASH IN BANK - CHASE MERCHANT	1,867.15	
CASH IN BANK - MIDLANTIC	23,952.28	
CASH - DEPOSITS: INSTANT CC	23,876.34	
ACCOUNTS RECEIVABLE	49,325.01	
ACCOUNTS REC. - CALLING CARDS	145,178.00	
AT & T CAP WITHHELD	3,242.18	
PREPAID ADVERTISING	5,029.59	
PREPAID PRINTING COSTS	12,435.00	
PREPAID INTEREST	2,333.27	

TOTAL CURRENT ASSETS		272,407.90

FIXED ASSETS

FURNITURE & FIXTURES	10,345.03	
ACCUM DEPR. - FURN. & FIXT.	(6,851.59)	
OFFICE EQUIPMENT	5,645.28	
ACCUM DEPR. - OFFICE EQUIPMENT	(2,189.23)	
EQUIPMENT - HARDWARE	530,364.89	
ACCUM DEPR. - EQUIPMENT - HW	(251,515.93)	
EQUIP - CTI HARDWARE	20,689.66	
ACCUM DEPR. - CTI HARDWARE	(3,888.16)	

TOTAL FIXED ASSETS		302,599.95

OTHER ASSETS

DEFERRED INTEREST	31,677.95	

TOTAL OTHER ASSETS		31,677.95

TOTAL ASSETS		\$606,685.80
		=====

VOCALL COMMUNICATIONS CORP.
 BALANCE SHEET
 DECEMBER 31, 1994

LIABILITIES AND EQUITY

CURRENT LIABILITIES

ACCOUNTS PAYABLE	\$142,435.87
ACCRUED EXPENSES PAYABLE	42,448.10
FUTURE UNCOLLECTABLES PAYABLE	5,415.82
FEDERAL & FICA WH TAX PAYABLE	15,572.32
STATE & CITY WITHHOLDING	7,596.14
UNEMPLOYMENT INSURANCE PAYABLE	4,843.24
SALES TAX PAYABLE	59.58
LOAN PAYABLE - STOCKHOLDERS	9,700.00
LEASE PAYABLE - HARRIS SWITCH	36,571.00
CORP INCOME TAX PAYABLE	625.00

TOTAL CURRENT LIABILITIES

265,267.07

LONG-TERM LIABILITIES

SECURITY DEPOSITS PAYABLE	8,436.50
LEASE PAYABLE - HARRIS SWITCH	172,344.19

TOTAL LONG-TERM LIABILITIES

180,780.69

TOTAL LIABILITIES

446,047.76

EQUITY

COMMON STOCK	6,000.00
PAID IN CAPITAL	183,047.00
ACCUMULATED ADJUSTMENT ACCOUNT	(15,324.00)
RETAINED EARNINGS-CURRENT YEAR	(13,084.96)

TOTAL EQUITY

160,638.04

TOTAL LIABILITIES AND EQUITY

\$606,685.80

D&B Monitoring Scope™
899 Eaton Avenue, Bethlehem, PA 18018

DUNS: 61-466-8192
VOCALL COMMUNICATIONS CORP

DATE PRINTED
APR 22 1997

SUMMARY
RATING CB3

150 MORRIS AVE, STE 202
AND BRANCH(ES) OR DIVISION(S)
SPRINGFIELD NJ 07081
TEL: 201 467-6700

TELECOMMUNICATION
NETWORK FACILITY
SIC NO.
48 22

STARTED 1990
SALES F \$7,727,515
WORTH F \$137,926
EMPLOYS 24(11 HERE)
HISTORY CLEAR
FINANCING SECURED

CHIEF EXECUTIVE: GARY FRANK, CEO

SPECIAL
EVENTS
04/09/97

As a matter of interest, construction has been underway for the new switching facility and will be completed and ready to move in on May 1, 1997. The facility is a 35,000 square foot building which will be the company's headquarters as of May 1, 1997.

As a matter of interest it should be noted that Vocall Communications has had a substantial increase in capital expenditures as a result of upgrading to a larger (35,000 sq ft) Corporate Headquarters. The company has upgraded it's existing telecommunications and developed an additional telecommunication network facility to serve as a redundant facility.

Futhermore, it should be noted that the company carries a lost earnings policy for \$300,000, covering full replacement. This policy is in case of any major negative occurrence which is highly unlikely due to the redundant facility.

* * * CUSTOMER SERVICE * * *

If you need any additional information, would like a credit recommendation, or have any questions, please call our Customer Service Center at (800) 234-3867 from anywhere within the U.S. From outside the U.S., please call your local D&B office.

* * * SUMMARY ANALYSIS * * *

The Summary Analysis section reflects information in D&B's file as of April 22, 1997.

RATING SUMMARY

The Rating was changed on April 7, 1997 because the company submitted a current financial statement. The "CB" portion of the Rating (the Rating Classification) indicates that the company has a worth from \$125,000 to \$200,000. The "3" on the right (Composite Credit Appraisal) indicates

This report, furnished pursuant to contract for the exclusive use of the subscriber as one factor to consider in connection with credit insurance, marketing or other business decisions, contains information compiled from sources which Dun & Bradstreet, Inc. does not control and whose information, unless otherwise indicated in the report, has not been verified. In furnishing this report, Dun & Bradstreet in no way assumes any part of the users business risk, does not guarantee the accuracy, completeness, or timeliness of the information provided and shall not be liable for any loss or injury whatever resulting from contingencies beyond its control or from negligence.

Provided under contract for the exclusive use of the subscriber.

(C) 1996 Dun & Bradstreet, Inc.

D&B Monitoring Scope™
899 Eaton Avenue, Bethlehem, PA 18018

an overall "fair" credit appraisal. This credit appraisal was assigned because of D&B's assessment of the company's payment experience and its management's experience.

Below is an overview of the company's D&B Rating(s) since 01/01/91:

RATING	DATE APPLIED
CB3	04/07/97
1R4	11/22/96
BB3	08/02/95
BB4	08/01/95
--	09/20/94
CB3	12/17/93
--	03/22/91
ER7	01/01/91

* * * PAYMENT SUMMARY * * *

The Payment Summary section reflects payment information in D&B's file as of the date of this report.

The PAYDEX for this company is 80.

This PAYDEX score indicates that payments to suppliers are generally within terms, weighted by dollar amounts. When dollar amounts are not considered, approximately 100% of the company's payments are within terms.

Below is an overview of the company's dollar-weighted payments, segmented by its suppliers' primary industries:

	TOTAL RCV'D	TOTAL DOLLAR AMOUNTS	LARGEST HIGH CREDIT	% W/IN TERMS	DAYS SLOW			
					<31	31-60	61-90	91+
	\$	\$	\$	%	%	%	%	%
Total in D&B's file	10	1,045,800	700,000					

Payment By Industry:

1 Business consulting	1	700,000	700,000	100	-	-	-	-
2 Telephone communicatns	1	200,000	200,000	100	-	-	-	-
3 Leather finishing	1	100,000	100,000	100	-	-	-	-
4 Misc coml printing	1	40,000	40,000	100	-	-	-	-
5 Whol office supplies	1	2,500	2,500	100	-	-	-	-
6 Electric services	1	500	500	100	-	-	-	-
7 Whol furniture	1	250	250	100	-	-	-	-

Other Payment Categories:

Cash experiences	1	0	0					
Payment record unknown	2	2,550	2,500					

This report, furnished pursuant to contract for the exclusive use of the subscriber as one factor to consider in connection with credit insurance, marketing or other business decisions, contains information compiled from sources which Dun & Bradstreet, Inc. does not control and whose information, unless otherwise indicated in the report, has not been verified. In furnishing this report, Dun & Bradstreet in no way assumes any part of the user's business risk, does not guarantee the accuracy, completeness, or timeliness of the information provided and shall not be liable for any loss or injury whatever resulting from contingencies beyond its control or from negligence.

Provided under contract for the exclusive use of the subscriber.

(C) 1996 Dun & Bradstreet, Inc.

D&B Monitoring Scope™

899 Eaton Avenue, Bethlehem, PA 18018

Unfavorable comments	0	0	0
Placed for collection			
with D&B	0	0	
other	0	N/A	

The highest "Now Owes" on file is \$2,500
 The highest "Past Due" on file is \$ 0

The aggregate dollar amount of the 10 payment experiences in D&B's file equals 162.4% of this company's average monthly sales. In Dun & Bradstreet's opinion, payment experiences exceeding 10% of a company's average monthly sales can be considered representative of payment performance.

PAYMENTS (Amounts may be rounded to nearest figure in prescribed ranges)

Antic - Anticipated (Payments received prior to date of invoice)
 Disc - Discounted (Payments received within trade discount period)
 Ppt - Prompt (Payments received within terms granted)

REPORTED	PAYING RECORD	HIGH CREDIT	NOW OWES	PAST DUE	SE'LING TERMS	LAST SALE WITHIN
04/97	Ppt	700000				
	Ppt	200000			N30	
	Ppt	100000				
	Ppt	40000				
03/97	Ppt	2500	2500	-0-	N30	
	(006)				Sales COD	6-12 Mos
02/97	Ppt	500	100	-0-		1 Mo
	(008)	50	50	-0-	N15	
11/96	(009)	2500	-0-	-0-		6-12 Mos
09/96	Ppt	250	-0-	-0-	N30	2-3 Mos

* Each experience shown represents a separate account reported by a supplier. Updated trade experiences replace those previously reported.

FINANCE
04/09/97

	Fiscal Dec 31 1994	Fiscal Dec 31 1996
Curr Assets	385,322	1,502,633
Curr Liabs	366,750	1,773,218
Current Ratio	1.05	.847
Working Capital	18,572	(270,585)
Other Assets	334,535	501,604
Worth	204,616	137,926
Sales		7,727,515
Long Term Liab		93,092
Fiscal statement dated DEC 31 1996:		
Cash	\$ 735,384	Accts Pay \$ 1,001,921
Accts Rec	695,622	Leases Payable 39,816

This report, furnished pursuant to contract for the exclusive use of the subscriber as one factor to consider in connection with credit insurance, marketing or other business decisions, contains information compiled from sources which Dun & Bradstreet, Inc. does not control and whose information, unless otherwise indicated in the report, has not been verified. In furnishing this report, Dun & Bradstreet in no way assumes any part of the users business risk, does not guarantee the accuracy, completeness, or timeliness of the information provided and shall not be liable for any loss or injury whatever resulting from contingencies beyond its control or from negligence.

Provided under contract for the exclusive use of the subscriber.

(C) 1996 Dun & Bradstreet, Inc.

Prepaid	71,826	ACCURALS	730,856
		Taxes	625

		Curr Liabs	1,773,213
Curr Assets	1,502,480	SECURITY	
Fixt & Equip	228,000	DEPOSITS PAYABLE	3,625
Deposits	88,007	LEASERS PAYABLE	
Deferred Interest	19,000	LONG TERM	89,467
		COMMON STOCK	6,000
		ADDIT. PD.-IN CAP	183,047
		RETAINED EARNINGS	238,078
		ACCUMULATED	
		ADJUSTMENT	
		ACCOUNT	(289,199)

		Total	2,004,236

Total Assets 2,004,236
 From JAN 01 1998 to DEC 31 1998 sales \$7,727,515; cost of goods sold \$6,791,684; GROSS PROFIT \$935,831; operating expenses \$683,949. Operating income \$251,882; other expenses \$13,804; net income before taxes \$238,078.
 Prepared from statements by Accountant: Gary Lerman, CPA.
 Prepared from books without audit.

As a matter of interest it should be noted that Vocall Communications has had a substantial increase in capital expenditures as a result of upgrading to a larger (30,000 sq ft) Corporate Headquarters. The company has upgraded it's existing telecommunications and developed an additional telecommunication network facility to serve as a redundant facility.
 Furthermore, it should be noted that the company carries a lost earnings policy for \$500,000, covering full replacement. This policy is in case of any major negative occurrence which is highly unlikely due to the redundant facility.
 On APR 04 1997 Laura Pettinato, controller, submitted the above figures.
 Gary Frank, CEO submitted the following partial estimates dated APR 04 1997:
 Projected annual sales are \$ 18-20,000,000.
 On Apr 4 1997, an on-site interview was conducted with Laura Pettinato, Controller, at 100 Morris Ave, Ste 202, Springfield, NJ.

PUBLIC FILINGS

The following data is for information purposes only and is not the official record. CERTIFIED COPIES CAN ONLY BE OBTAINED FROM THE OFFICIAL SOURCE:

 N N N UCC FILING(S) N N N

COLLATERAL: All Accounts receivable including proceeds and products - All Account(s) including proceeds and products - All Chattel paper

This report, furnished pursuant to contract for the purpose of providing information to assist in business decisions, contains information compiled from public records and other sources. The accuracy, completeness, or timeliness of the information provided is not guaranteed. The user assumes all liability for any loss or damage resulting from reliance on the information. D&B Monitoring Score, Inc. does not control and whose information, unless otherwise indicated, is not the user's business risk, does not guarantee the accuracy, completeness, or timeliness of the information provided and shall not be liable for any loss or damage resulting from reliance on the information. (C) 1996 D&B Monitoring, Inc.

D&B Monitoring Scope™

899 Eaton Avenue, Bethlehem, PA 18018

including proceeds and products - All Contract rights including
proceeds and products

FILING NO: 94106761
 TYPE: Original
 SEC. PARTY: WILTEL, INC, TULSA, OK
 DEBTOR: VOCALL COMMUNICATIONS CORP

DATE FILED: 05/25/1994
 LATEST INFO RECEIVED: 08/31/1994
 FILED WITH: SECRETARY OF
 STATE/UCC DIVISION,
 NY

COLLATERAL: Leased Communications equipment

FILING NO: 96059629
 TYPE: Original
 SEC. PARTY: HARRIS CORPORATION, DIGITAL
 TELEPHONE SYSTEMS DIVISION,
 NOVATO, CA
 DEBTOR: VOCALL COMMUNICATIONS CORPORTION

DATE FILED: 03/25/1996
 LATEST INFO RECEIVED: 04/26/1996
 FILED WITH: SECRETARY OF
 STATE/UCC DIVISION,
 NY

COLLATERAL: Specified Equipment

FILING NO: 94025585
 TYPE: Original
 SEC. PARTY: HARRIS CORPORATION, DIGITAL -
 TEL. SYS. DIV., NOVATO, CA
 DEBTOR: VOCALL COMMUNICATIONS

DATE FILED: 02/08/1994
 LATEST INFO RECEIVED: 04/14/1994
 FILED WITH: SECRETARY OF
 STATE/UCC DIVISION,
 NY

FILING NO: 96107013
 TYPE: Assignment
 SEC. PARTY: HARRIS CORPORATION, NOVATO, CA
 ASSIGNEE: BA CREDIT CORP, SAN DIEGO, CA
 DEBTOR: VOCALL COMMUNICATIONS, NEW YORK,
 NY

DATE FILED: 05/29/1996
 LATEST INFO RECEIVED: 06/24/1996
 ORIG. UCC FILED: 02/08/1994
 ORIG. FILING NO: 94025585
 FILED WITH: SECRETARY OF
 STATE/UCC DIVISION,
 NY

The public record items contained in this report may have been
 paid, terminated, vacated or released prior to the date this
 report was printed.

HISTORY
 04/09/97

GARY FRANK, CHIEF EXECUTIVE
 OFFICER
 DIRECTOR(S): THE OFFICER(S)

BRACHA FRANK, STOCKHOLDER

BUSINESS TYPE: Corporation -
 Profit

DATE INCORPORATED: 05/11/1990
 STATE OF INCORP: New York

AUTH SHARES-COMMON: 200
 PAR VALUE-COMMON: No Par Value

Business started 1990 by Gary Frank. Relocated Feb 1996 from New
 York, NY. 100% of capital stock is owned by the officer and

This report, furnished pursuant to contract for the exclusive use of the subscriber as one factor to consider in connection with credit insurance, marketing or other
 business decisions, contains information compiled from sources which Dun & Bradstreet, Inc. does not control and whose information, unless otherwise indicated
 in the report, has not been verified. In furnishing this report, Dun & Bradstreet in no way assumes any part of the users business risk, does not guarantee the
 accuracy, completeness, or timeliness of the information provided and shall not be liable for any loss or injury whatever resulting from contingencies beyond
 its control or from negligence.

Provided under contract for the exclusive use of the subscriber.

(C) 1996 Dun & Bradstreet, Inc.

D&B Monitoring Score™

899 Eaton Avenue, Bethlehem, PA 18018

stockholder.

Abraham Frank passed away and his stock ownership was transferred to Bracha, his wife.

GARY FRANK born 1961. 1980-1988 employed by National Power Equipment Co Inc, Newark, NJ. 1988-present appears as president of Tele-Pro Communications Inc, New York, NY. 1990 started this business.

BRACHA FRANK. Not commercial active. Became a stockholder in the following companies upon the passing of her husband, Abraham Frank: Vocall Communications Corp, National Power Equipment Co, Inc and A & B Welding.

AFFILIATES: Gary Frank is an officer and stockholder in the following company:

Tele-Pro Communications Inc, New York, NY, started 1988. DUNS #60-664-4995. Operates as an information service.

Bracha Frank is a stockholder in the following companies:

National Power Equipment Co Inc, Newark, NJ, started 1974. DUNS #07-117-8768. Operates as a lessor and wholesaler of reconditioned boilers.

A & B Welding Inc, Newark, NJ, started 1972. Operates as boiler repair shop. Business is currently dormant.

There are no intercompany relations.

OPERATION

04/09/97

Operates as a FCC Licensed telecommunication network facility (100%). Seller of long distance services via calling cards. Terms are cash, COD, certified check, Net 7 days, Net 10 days and Net 14 days. Sells to Distributors (General merchandise as well as calling card), retail accounts, chain stores, and promotional type accounts. Territory : United States.

Nonseasonal.

EMPLOYEES: 24 which includes officer(s). 11 employed here.

FACILITIES: Rents 5,000 sq. ft. on second floor of a three story building.

LOCATION: Central business section on main street.

BRANCHES: 1) 284 Sheffield St, Mountainside, NJ. (Future Headquarters location).

2) 70 E 55th St, New York NY.

3) 1961 Morris Ave, Union, NJ.

4) 1220 Broadway, Room 605, New York, NY.

5) 8040 Roosevelt Blvd, Suite 215, Philadelphia, PA.

04-22(091 /091) 00000 037 037 H

Chase Manhattan Bank, New York, NY; First Union Bank, Union, NJ.

FULL DISPLAY COMPLETE

This report, furnished pursuant to contract for the exclusive use of the subscriber as one factor to consider in connection with credit insurance, marketing or other business decisions, contains information compiled from sources which Dun & Bradstreet, Inc. does not control and whose information, unless otherwise indicated in the report, has not been verified. In furnishing this report, Dun & Bradstreet in no way assumes any part of the users business risk, does not guarantee the accuracy, completeness, or timeliness of the information provided and shall not be liable for any loss or injury whatever resulting from contingencies beyond its control or from negligence.

Provided under contract for the exclusive use of the subscriber.

(C) 1996 Dun & Bradstreet, Inc.

EXHIBIT D
MANAGERIAL ABILITY

Gary Frank
608 Sunrise Way
Neshanic Station, NJ 08853
Home Phone 908-369-0707

QUALIFICATIONS

Accomplished, result oriented executive with fifteen (15) years of increasingly responsible and varying positions. Extensive background in all aspects of Business Management, Accounting/Finance and Strategic Planning including extensive mechanical, electrical, telecommunications, engineering and field experience.

WORK HISTORY

1979-1986

VP Operations, National Power Equipment

Responsible for design, installation and maintenance of large scale commercial and industrial steam generation power plants.

Duties included managing staff of field technicians, overall project management, material procurement, coordination with internal and external departments, provide periodic status reports regarding projects.

1986-1990

President/VP Operations, TelePro Communications Corp.

Responsible for managing Administration, Finance and Operations Departments

Duties included design, implementation and maintenance of telecommunications network facility and customer service call center.

Designed and implemented CTI (Computer Telephony Integration) applications for the purpose of improving and automating customer care services.

Coordinated with all departments to ensure fiscal stability and productivity, handled all procurement of telecommunications hardware and software. Provided guidance to management staff.

1990-Present

Chairman/C.E.O./President, VoCall Communications Corp.

Responsible for setting company's vision, determining products offered and markets served. Development of company's service philosophies. Design, implementation and monitoring of company long and short term strategic objectives. Provide ongoing support and leadership to qualified staff of experienced managers.

Duties include design, implementation, maintenance and monitoring of two fully redundant telecommunication network facilities. Ensure that all telecommunication network facilities are designed in accordance with "Bell Standards". Design, implement and monitor sophisticated CTI (Computer Telephony Integration) applications. Ensure that all CTI applications are ANSI (American National Standard Institute) compliance. Manage staff of highly qualified and experienced engineering staff.

Oversee financial operations to ensure that traditional business principles and practices regarding financial stability are implemented. Review on a regular basis financial condition of business and modify strategic objective as required to maintain a minimum level of profitability.

Coordinate with marketing and sales department to ensure products and services maintain the highest degree of quality control and competitiveness. Monitor closely the need of the consumers and ensure that those needs are being satisfied.

Work with all department heads to maintain efficient utilization of company resources.

◆ PERSONAL

I am a self-motivated, extremely reliable and responsible individual with various experience extending from secretarial to management skills.

◆ EDUCATION

Seton Hall University, 1980-1981
Essex County Vocational and Technical High School, 1976-1980

◆ EMPLOYMENT

1996-1997

Assistant General Manager, VoCall Communications Corporation
Liaison to Chief Executive Office, as such I am responsible for overseeing the complete operation of the company and responding accordingly.

- ◆ Inventory Control - maintain inventory of all company products ensuring product availability at all times
- ◆ Purchasing - process all company purchases, from office supplies to capital equipment
- ◆ Manager - responsible for the Reception and Shipping/Receiving Departments, Company Contracts and Personnel Files

1987-1996

Assistant to President, Air Compressor Technology, Inc.
Liaison to President/Owner, as such I was responsible for overseeing the entire operation of the company and responding accordingly.

- ◆ Bookkeeper - accounts payable, accounts receivable, bank reconciliations, payroll, payroll taxes, etc.
- ◆ Service Coordinator - schedule road and shop technicians daily jobs
- ◆ Customer Service - assist customers by phone and in person with company related matters
- ◆ Sales Support - assist Sales Department with sales presentations and proposals
- ◆ Purchasing - responsible for all company purchases

1981-1986

Administrative Assistant, Lear Siegler, Inc.
Assistant to Director of MIS Department, as such I was responsible managing clerical staff and interfacing with department managers.

- ◆ Management Support - held weekly staff meeting and monitored project status
- ◆ Budget Coordinator - compiled and managed department budget
- ◆ Manager - clerical staff, personnel and highly confidential records

◆ COMPUTER SKILLS

• Windows 95, Microsoft Word and Works

Timothy J. Ihde

950 Concord Way
Neshanic Station, NJ 08853
HOME: (908) 369-5458
WORK: (201) 443-7620
tim@eclipse.net

Interests

Concurrent and distributed applications, object oriented design, programming languages.

Summary

15 years of experience with the UNIX System in various flavors (SVR4, SVR3, SVR2, SunOS, HPUX, AIX, BSD, System III). Fluent in C, C++, Java, Perl, Shell. Familiar with the X-Windows system, several commercial database products, common UNIX based communication protocols, and systems administration tasks. Experienced with server-side Internet services and system administration tasks.

Experience

HEWLETT-PACKARD, Florham Park, NJ

February 1996 -- Current

Engineer/Scientist in the Operating Systems Software Division. Half of the OSSD STREAMS team, responsible for enhancing and maintaining the STREAMS subsystem in the HPUX kernel. Worked with other OS and networking teams to resolve cross-subsystem issues, 32 to 64 bit transition problems, multiprocessing problems, and upon porting STREAMS to new hardware platforms.

NOVELL UNIX SYSTEMS GROUP, Summit, NJ

November 1993 -- February 1996

Senior Systems Engineer in the Unix Development department. Senior member of the Novell ISV Engineering team, working with the top-tier UnixWare ISVs and OEMs. Worked especially closely with ISVs involved with networking and the use of NetWare protocols from UnixWare. Also took responsibility in the development of UnixWare 2.0 and 2.1. Responsibilities include:

- Worked with ISVs and OEMs on many technical levels including redesigning their device drivers to be DDI/DKI compliant, designing and implementing UnixWare kernel changes to support certain features, and debugging problems in both UnixWare and ISV code. Frequently wrote example code or actual functions for inclusion in ISV products. Taught courses on UnixWare features at OEM sites in Europe.
- Ported the C++ SMS Target Service Agent to UnixWare, allowing the Unix workstation to be backed up from a NetWare server. Expanded software to utilize Novell SPX protocols in addition to TCP.
- Design and implementation of the UnixWare 2.0 network installation feature. Worked in transport independence (thereby supporting both SPX and TCP); developed graphical desktop administration tool.

UNIX SYSTEM LABORATORIES, Summit, NJ

July 1992 -- November 1993

Systems Engineer on the Distributed Manager project, a distributed systems management environment based on the TIVOLI Framework (OMG CORBA based technology). Ported portions of the framework to SVR4 from Sun OS, assisted outside companies in design and development of other applications to run over the framework using a distributed object model. Worked with COSE Systems Management Working Group.

BEECHWOOD DATA SYSTEMS, Clark, NJ

November 1991 -- February 1995

Consultant on a part-time basis assisting with the development of distributed applications. Advised on design and implementation of network communication protocols and methodology. Conceived, designed, developed, and tested an interpreted programming language for use by inexperienced programmers. This language contained simple statements for network communication and database access. Language was later enhanced to a full compiler utilizing shared libraries.

UNIX SYSTEM LABORATORIES, Summit, NJ

November 1991 -- July 1992

Systems Engineer responsible for current engineering issues, especially those related to system administration. Wrote functional specifications for installation of the foundation set for UNIX SVR4.2 (later UnixWare 1.0), received *One Step Beyond* award as part of team redesigning the boot floppies. Assisted developers working on this code.

NYNEX SCIENCE & TECHNOLOGY, White Plains, NY

April 1991 -- November 1991

Lead Designer and Developer of an Oracle based database and communications system connecting Bellcore's GDS mainframe application to hand-held computers used by technicians. Responsible for overall system architecture and coordination of development efforts; including a complex data stream parser and a GDS interactive program that utilized the SSI 3270 terminal emulation package running on AIX.

BELL COMMUNICATIONS RESEARCH, Piscataway, NJ

November 1989 -- April 1991

Programming & Design Consultant. Design and development of a multi-switch management tool, using multiple machines in a networked environment and Bellcore's TASKMATE 3270 emulation package.

- Coordinator of team re-designing the application using an object oriented approach, the client-server model, and an OSI communications stack. New architecture was distributed and portable between AT&T 3B and Sun SPARC platforms.
- Set up and installed a LAN development environment consistent of 15 Sun SPARCstation 2s. Configured networking utilities including NIS (Yellow Pages), NFS, RFS, the Automounter, and Sendmail.
- Designed and maintained the development environment; including source code control, delivery and building tools. Later restructured for a distributed development environment based first upon RFS and later NFS.

AT&T DSO HEADQUARTERS, Morristown, NJ

March 1988 -- November 1989

System Manager/Programmer. In charge of setting up and maintaining a local area network using STARLAN consisting of 7 UNIX based and 50+ MS-DOS based computers; including sharing of devices and filesystems via RFS.

- Conceived and wrote automatic system administration tools in shell scripts and Perl, maintained Usenet software and other internet connections, conducted system security audits.
- In charge of tuning UNIX systems in both the headquarters and in regional service centers (DSACs) for maximum performance; including kernel modification and network tuning. Analyzed and modified CPU and memory intensive application programs for maximum performance.

AT&T BELL LABORATORIES, Somerset, NJ

January 1987 - February 1988

Programming Consultant. Extensive use of System V interprocess facilities and Unify/Accell database. Responsible for system level software; integration, building, and packaging of applications; definition of programming standards; database format translations. Provided UNIX system support and administration.

AT&T INFORMATION SYSTEMS, Morris Plains, NJ

September 1985 - February 1987

Programming Consultant. Part of a programming team developing project management and tracking software. Involved in all levels of database design and software development. Developed customized screen handler library in C for use by programming staff using Unify high level interface language (HLI). Taught a course in using advanced features of MAKE and SCCS.

AT&T INFORMATION SYSTEMS, Morris Plains, NJ

June 1985 - August 1985

Summer Intern. Worked with a team of consultants developing software for the financial industry. Acted as UNIX system administrator for the development computers.

Micro Products Computer Center, Inc., Wilmington, DE

1979 - 1981

Salesperson/Programmer.

Education

TIVOLI SYSTEMS, AUSTIN, TEXAS

Attended TIVOLI/Works Advanced Developer's Class

PRINCETON CHAPTER OF THE ACM, Princeton, New Jersey

Attended course on object oriented design and programming techniques.

INFORMIX CORPORATION, Piscataway, New Jersey

Attended course series on Informix release 4 products. Included coverage of SQL, On-Line, ESQ/C, Informix-STAR, and database design/administration tasks.

UNIFY CORPORATION, Somerset, New Jersey

Attended course in Unify database internals.

UNIVERSITY OF DELAWARE, Newark, Delaware

Bachelor of Science in Computer and Information Sciences, December 1986.

Other Activities

Member of Association for Computing Machinery since 1984, activities officer for University of Delaware student chapter in 1986. Amateur radio operator (WB3LPO) since 1977. Zymurgist.

Dennis J. Metzger
688 Donald Drive South
Bridgewater, NJ 08807
djm@eclipse.net
(908) 218-5128 Voice
(908) 218-5102 Fax

01/30/97-PRESENT

Development of NT based Call Routing/Management driver for use on dialup routers for USRobotics.

01/31/96-01/29/97

HP-UX I/O Architecture definition at Hewlett Packard:

Member of the I/O Architecture team tasked with defining the next generation driver architecture/environment for HP-UX.

02/15/91 - 01/31/96:

UnixWare[®] Portable Device Interface (PDI) development at Novell:

- Implemented SCSI Medium Changer (mc01) support.
- Implemented User Interface for SCSI Medium Changers.
- Implemented Non-SCSI QIC (ictha) tape support.
- Implemented DPT SCSI (dpt) controller family support.
- SCSI Multi-Initiator development team.
- SCSI Bus Reset and Command Time-Out Recovery development team.
- PDI Multi-Threading development team.
- Engineering responsibility for tape storage support.
- Current engineering for all Host Bus Adapter and Target drivers.

06/11/90 - 02/14/91:

UNIX[®] System V Release 4 Version 2 development at USL:

Primary interface between the UNIX[®] Software Development Organization and the Hardware Specification Organization and Independent Hardware Vendors. In this role I reviewed all new product specifications and signed off on new specifications and changes to existing specifications.

12/18/89 - 06/08/90:

UNIX[®] System V/386 Release 3.2.3 development at USL:

- Leader of the core kernel development team.
- Development of kernel level EISA Support - This included EISA DMA Modes, Level Sensitive Interrupts, EISA Sanity Timer, Geographic Controller Addressing.
- Back porting the System V Release 4 DMA Interface.

11/28/88 - 12/15/89:

UNIX® System V/386 Release 4.0 and Release 3.2.2 development at AT&T.

- Streaming Cartridge Tape Driver
- Winchester Disk Driver
- Floppy Disk Driver
- VM Memory Management SubSystem
- AT Architecture DMA Interface

08/10/87 - 11/25/88:

Development of a SPARC based departmental computer at AT&T Information Systems:

- Member of the Hardware Architecture Design Team
- Leader of the Software Architecture Design Team.
- Authored the Three Level MMU Specification (the SPARC Reference MMU).
- Authored the Context Sensitive Virtual Cache Specification.
- Leader of software porting team responsible for creating a port composed of AT&T UNIX® System V Release 4 and SUN-OS Release 3.2.
- Ported the SUN-OS Virtual Memory Subsystem to the new Three Level MMU.
- Development of the Virtual Cache Management Software.

11/04/86 - 08/07/87:

Development of an i80386 based AT Personal Computer at AT&T Bell Laboratories.

- Member of the Hardware Architecture Design Team.
- Leader of the Software Architecture Design Team.
- Member of the UNIX® System V/386 Release 3.0 port team.

11/21/84 - 11/04/86:

Development of the AT&T 6300 PLUS at AT&T Bell Laboratories.

- Implementation of OS-Merge (Simul-Task 286) hooks for UNIX® System V/286 Release 2.0.
- Winchester Disk driver development.
- Development of a Remote-DOS package.
- Development of a Multi-Port I/O Controller driver and firmware.

09/13/82 - 11/18/84:

Applications designer/programmer for AT&T Long Lines. Applications included:

- CNOS: Support for the CCIS System
- NCPASS: NCP data collection and Analysis tool.
- MCP: Automated administration of several OSS's running on one Processor.

EDUCATION

Bachelor of Science in Computer Science from East Stroudsburg State University in December of 1981.

SCOTT STONE

OBJECTIVE

To obtain a challenging position that will broaden my area of expertise.

EXPERIENCE

1993-Present **VoCall Communications** New York, NY

Operations Manager

- Administer and maintain telecommunications network facility.
- Coordinate software development.
- Overseeing the operation of the customer service department.

MIS Director

- Developed a UNIX based call processing platform.
- Administered computer networks enterprise wide.

1992-1993 **Durango Associates** Las Vegas, NV

Software Engineer

- Developed the key Oracle database portion of a large call processing application.
- Assisted in coordinating the consolidation of all remote telecommunications facilities to a central location within Centel's central office switching facility.

1991-1992 **Quick Look Systems** Temecula, CA

President/Owner

Quick Look Systems was my own company providing application development and design for automated voice response systems, specializing in a UNIX based 4GL called "EOS".

1989-1991 **Arden Lee Inc.** Temecula, CA

Operations Manager

Arden Lee was one of the nations first telephone information providers.

- Managing the development and evolution of the computer telephony hardware and software. An enterprise that included installations in 6 major metropolitan areas.
- Layout and production of a quarterly publication.

Database Programmer

- Assisting in the development of the day to day applications for the entire business including the accounting system, order processing and an automated call accounting package.

SPECIALIZED TRAINING

- 1994 Harris Digital Telephone Host Interface Link training.
- 1994 Harris Digital Telephone Certified Technician.
- 1992 Oracle Database Administration.

EXHIBIT E
TECHNICAL ABILITY

ONCE OVER



New telephone calling cards let you pay before you dial

That lovable extraterrestrial E.T. might well be confused if he had to phone home today. By one count, there are two dozen basic ways to make a long-distance call—and that doesn't include special deals individual phone companies cook up. The latest variation: prepaid telephone calling cards, sold in various denominations at newsstands, convenience stores, transportation terminals, and other outlets.

The cards are offered by the big long-distance carriers and hundreds of smaller companies, which buy bulk phone time and resell it to consumers. The new cards are not traditional calling cards, which are credit cards. With prepaid cards, you pay up front for \$5, \$10, \$20, or more worth of phone calls and get a card listing a toll-free line and a unique customer-identification code.

To place a call, you dial the 800 number, punch in the code, then enter the phone number you want. Typically, before the call is completed, a computer voice tells how much time is left on the card. The prepaid cards can be used at virtually any push-button phone. All prepaid cards can be used for local calling,

though you'll pay as if it were long-distance. Most cards can also be used for international calls, though those rates are much higher than domestic long-distance rates.

As the chart below shows, prepaid cards can be a bargain, compared with conventional calling cards, which tack on a surcharge of about 80 cents a call. That's especially true on short calls during business hours (calls made with a prepaid card cost the same at peak and nonpeak calling times). The cards offer even more substantial savings over coin-phone rates. "Only a chump uses coins," quips one telephone expert.

We compared AT&T's *PrePaid Card*, MCI's *Phone-Cash Card*, and Sprint's *Instant Foncard* with those of several smaller companies. We also looked at a card available at 7-Eleven convenience stores.

Of the big three, AT&T has the cheapest rate (45 cents a minute), while MCI and Sprint charge 60 cents a minute. Sprint's rates drop for its higher-value cards; so do rates for the 7-Eleven card.

Among the smaller brands, two have very competitive rates: *Vocal Communications* charges 55 cents a minute; *The Long-Distance Company* charges less than 30 cents.

Given that the wholesale cost to the companies of phone time used to dial prepaid calls can vary from about 18 cents to 28 cents per minute, you shouldn't expect to find many prepaid cards priced below 25 cents a minute.

Some prepaid cards are priced in "units," equivalent to one minute of domestic long-distance calling.

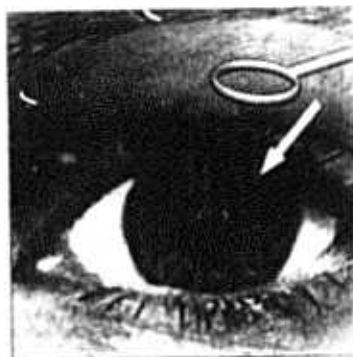
Three caveats: Guard the customer-identification number carefully. When you buy a prepaid card,

be sure it's securely packaged. Otherwise, anyone who copies the code number can make calls. Many cards come in

a sealed envelope or have a sticker pasted over the crucial numbers.

Start with a small-denomination card and switch to another brand if you're not satisfied. Smaller companies may not always have sufficient line capacity, which means you might get a busy signal when dialing the 800 number. It's also possible that a card company could go belly up before you've exhausted a card's value, though the Federal Communications Commission says it has not received any complaints about that.

Some privately owned pay phones are wired to prevent dialing 800 numbers. It's illegal to block calls that connect you to a long-distance carrier. You should report those phones to the FCC.



Follow up: Surgery for the nearsighted

Each year, about 250,000 Americans undergo radial keratotomy, an operation intended to correct nearsighted eyes by flattening the cornea with spokelike incisions, at a cost of \$1000 to \$2000 per eye. When we last reported on radial keratotomy, we cautioned that complications might surface years later (see "Can Surgery Free You from Glasses?" *CONSUMER REPORTS*, February 1994). Now, researchers have a better idea of the surgery's track record.

The data come from a recently published report of the benchmark PERK study (for Prospective Evaluation of Radial Keratotomy), funded by the National Eye Institute. The study has been tracking 435 patients for 10 years since their operations, performed at nine major medical centers.

A decade after the surgery, half the patients had perfect 20/20 vision. Most of the rest needed glasses for reading, or for distances, or occasionally for both. About 85 percent of the patients had at least 20/40 vision. Long-term, vision-threatening complications were rare. The operation didn't produce scarring, for example, or a delayed infection that could harm eyesight. And, despite fears that radial-keratotomy incisions might reopen under impact, that didn't happen to the two patients who had been accidentally struck in the eye.

But there are worrisome findings: Three percent of the eyes lost significant visual acu-



NEW YORK CALLING L.A.

How typical prepaid phone cards compare with a calling card and a coin phone for three calls.

Length of call	AT&T prepaid card	MCI, Sprint prepaid cards	7-Eleven \$20 Phone Card	Regular AT&T Calling Card		Coin phone (AT&T)	
				Business hrs.	Night/weekend	Business hrs.	Night/weekend
1 min.	\$0.45	\$0.60	\$0.33	\$1.08	\$0.98	\$2.85	\$2.45
3 min.	1.35	1.80	1.00	1.64	1.34	2.85	2.45
10 min.	4.50	6.00	3.30	3.80	2.60	5.00	3.86

NYNEX

Fulfilling the NYNEX Mission of Helping People to Communicate

REPRINTED FROM AUGUST 19, 1994

VOLUME 2 NUMBER 30 PAGE 6

PUBLISHED BY NYNEX CORPORATION

Services for the Deaf Open New Markets

Florence Camace is telemarketing information services to a NYNEX customer. After learning about the services, the customer responds, "Wow! You have a lot to offer." Camace then promises to send a follow-up letter providing further details. Unusually grateful, the customer replies, "Thank you so much for this call. I appreciate it very much."

What makes this phone call remarkable is that both Camace, a NYNEX employee, and the customer are both deaf. Camace uses a teletypewriter machine known as a "TTY" to spread the news of a valuable service available to the deaf in metropolitan New York. It's a service hearing people take for granted, yet rely on daily.

Thanks to NYNEX and VoCall Communications Corp., deaf people in the New York area now can access time, weather and news with just a phone call.

Using their TTYS, the deaf can call for lottery results, horoscopes or news highlighting the deaf community — a total of six numbers offered through NYNEX's 540 exchange. Each call costs the same as for hearing persons, from 75 cents for time to \$3.50 for horoscopes.

This service, available to the estimated 425,000 deaf and hard-of-hearing in downstate New York, represents a first in the industry. "NYNEX always has been in the forefront of providing information age products to people with disabilities," said Dick Jalkut, president and chief executive officer of NYNEX in New York.

"This is a community that's important to us. Our work with the deaf is especially rewarding — it represents a legacy begun by Alexander Graham Bell. We're proud of our vendor, VoCall Communications, for its boldness in implementing the project as well as our employees, for their vision in pursuing it."

Jalkut is referring to three NYNEX employees in particular. Florence Camace, a NYNEX

trunk assignor, and Jim Barry, staff director-Adaptive Communications Technology, respectively vice president and president of the Disabilities Support Organization, spearheaded the project. When they met in 1988, they made a commitment to improve telecommunications for the deaf and sought someone at NYNEX who could make that vision a reality.

That person was Ginny Lindner, former staff director-Enhanced Services Provider Marketing. Lindner helped Barry arrange focus groups comprised of deaf customers. Participants expressed frustration at the lack of information accessible to them, such as news of emergencies, impending weather and school closings.

Timely information, so readily available to the hearing via radio or TV, was the biggest concern. "I didn't learn about the World Trade Center bombing until a day after it happened," said one participant.

Lindner's office sets up the special exchanges for time, weather and other information services — known as InfoFone services. Outside companies, called "information providers," supply the recorded messages.

Lindner felt the needs of the deaf presented an outstanding opportunity. However, an untested market scared away most information providers. "It took me two years to find a willing participant," she said.

The project excited Gary Frank, chief executive officer of VoCall Communications Corp., an authorized NYNEX sales agent.

Primarily a call management



Opening New Markets — Administrative Assistant Marion Penna uses a teletypewriter to market new information services to deaf people in the New York area. Gary Frank, chief executive officer of VoCall Communications Corp. — an authorized NYNEX sales agent — is at right.

company, VoCall leases its interactive active voice systems to companies who store pre-recorded messages in them.

"I told my head engineer, Scott Stone, to get a TTY and to go to work," recalled Frank.

The TTY, the "phone" most deaf, hard-of-hearing and speech-impaired persons use, is a telephone attachment that

looks like a large calculator. It has a keyboard, LCD screen and often a roll of paper that prints conversations. By placing a telephone handset in the TTY's cradle, deaf people can communicate by typing messages and receiving responses on the screen. A relay operator, available through an 800 number, types voice messages for conversations with the hearing.

Stone and Frank painstakingly had to transcribe each recorded message into tones accessible by TTYS. "The TTY has its own signaling protocol — each key emits a tone which causes a letter to appear on the screen," explained

Frank, noting the process was not without its challenges. "One immediate problem was the speed of information delivery. The TTY was three times slower than our technology."

VoCall engineers, working late into the night and on weekends, met each challenge as it arose. The result was a new application — a technological breakthrough for the Deaf community. Frank is proud of VoCall's achievement, regardless of the high development costs to his company. "We're giving back to the community," he said. "VoCall is glad to have created such a valuable service."

"This is a terrific project," said Ward MacKenzie, NYNEX vice president-Business Markets, which includes InfoFone services. "It's an example of two companies working together to benefit the community."

Three NYNEX employees recently called deaf customers to tell them about the new service. "The approach was particularly effective because our callers also are deaf," noted Barry.

Camace, Meredith Greenough, staff manager-Health Impaired Employees, and Marion Penna of Administrative Assistance, used a TTY directory to reach dozens of TTY owners. "Their participation added much needed credibility," Barry observed.

It's a perfect example of how an available product can be made user-friendly for people with disabilities.

**Jim Barry
Staff Director
Adaptive
Communications
Technology**

Through the dedicated efforts of (from left to right) Meredith Greenough, Gary Frank, Florence Camace, Dick Jalkut and Marion Penna, deaf customers will, for the first time, have access to a range of information services, including news specifically from the Deaf community.

VoCall: Technology The Industry Calls On

Information technology is VoCall's business. They are dedicated to providing innovative services that give you a distinct advantage in the market place.

VoCall owns and operates two major telecommunications network facilities capable of handling over 25,000 calls an hour. One is located within the same building that houses the main switches for MCI and Sprint, the other is next to New York Telephone's central switching station. This advantage means direct connections, reliability of service, emergency power, and improved overall sound quality.

VoCall's "Yes, I Can" attitude leads the pack in customer service.

Here are some syndicated programs currently available:

- horoscopes
- trivia games
- stories
- lotteries
- fund raising
- bulletin boards
- sweepstakes
- talking catalogs
- talking ads
- talking products
- sports
- interactive
- personals
- dating
- weather
- money
- movies
- fulfillment
- survey
- soap operas

In keeping with our business philosophy, we are offering these services to the Deaf community.

The telephone numbers for the services are:

Time	540-3444
Weather	540-8367
Lottery Results	540-5825
News	540-6397
News on Deaf issues	540-3323

EXHIBIT F

TARIFF

FLORIDA TELECOMMUNICATIONS TARIFF

OF

VOCALL COMMUNICATIONS CORP.

**284 SHEFFIELD STREET
MOUNTAINSIDE, NEW JERSEY 07081**

RESALE INTEREXCHANGE TELECOMMUNICATIONS SERVICE

ISSUED: May 19, 1997
ISSUED BY: Gary Frank

Chief Executive Officer
284 Sheffield Street
Mountainside, NJ 07081
(908) 301-0090

EFFECTIVE: _____, 1997

CHECK SHEET

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

<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISION</u>
Title	Original	15	Original
1	Original	16	Original
2	Original	17	Original
3	Original	18	Original
4	Original	19	Original
5	Original	20	Original
6	Original	21	Original
7	Original	22	Original
8	Original	23	Original
9	Original	24	Original
10	Original	25	Original
11	Original	26	Original
12	Original	27	Original
13	Original	28	Original
14	Original		

ISSUED: May 19, 1997
ISSUED BY: Gary Frank

Chief Executive Officer
284 Sheffield Street
Mountainside, NJ 07081
(908) 301-0090

EFFECTIVE: _____, 1997

TABLE OF CONTENTS

Check Sheet	1
Table of Contents	2
Concurring, Connecting and Participating Carriers	4
Explanation of Symbols, Reference Marks and Abbreviations	4
Glossary of Acronyms	4
Tariff Format	5
Application of Tariff	6
Section I - Technical Terms and Abbreviations	7
Section II - Rules and Regulations	9
Undertaking of VoCall	9
Initial Contract Period and Termination of Service by Customer	9
Limitations	10
Use	10
Liability of Carrier	11
Responsibilities of the Customers	13
Disconnection	14
Interruption of Service	16
Customer's Liability in the Event of Denial or Disconnection of Service	17
Reinstitution of Service	14
Authorization to Obtain Credit Information	17
Description of Payment and Billing Periods	18
Deposit	19
Advance Payment	19
Taxes	19
Right to Backbill for Improper Use of Carrier's Services	20
Late Payment	20
Returned Checks	20
Emergency Calls	21

ISSUED: May 19, 1997
ISSUED BY: Gary Frank

Chief Executive Officer
284 Sheffield Street
Mountainside, NJ 07081
(908) 301-0090

EFFECTIVE: _____, 1997

TABLE OF CONTENTS (CONT'D)

Customer Service	21
Section III - Description of Services	22
General Description of Service	22
VoCall Long Distance Service Options	22
Calculation of Distance	24
Minimum Call Completion Rate	24
Timing of Calls	25
Promotional Offering	26
Section IV - Rates	27
VoCall's Direct Access ("1 +") Long Distance Service Rates	27
VoCall's Switched Access Service	27
VoCall's Dedicated Access Server	27
VoCall's Prepaid Calling Card Service	27
VoCall's Calling Card Service	27
Directory Assistance	27
Recurring Charges	28
Non-Recurring Charges	28

ISSUED: May 19, 1997
ISSUED BY: Gary Frank

Chief Executive Officer
284 Sheffield Street
Mountainside, NJ 07081
(908) 301-0090

EFFECTIVE: _____, 1997

CONCURRING, CONNECTING AND PARTICIPATING CARRIERS

Concurring Carriers: None.
Connecting Carriers: None.
Participating Carriers: None.

EXPLANATION OF SYMBOLS, REFERENCE MARKS AND ABBREVIATIONS

The following symbols shall be used in this tariff for the purpose indicated below:

- (C) - to signify changed regulations.
- (D) - to signify discontinued rate or regulation.
- (I) - to signify rate increase.
- (N) - to signify new rate or regulation.
- (R) - to signify reduction in rate.
- (T) - to signify a change in text but no change in rate or regulation.
- (K) - to signify material transferred to.
- (M) - to signify material transferred from.

GLOSSARY OF ACRONYMS:

- DA - Directory Assistance.
- IXC - Interexchange Communications Carrier.
- LEC - Local Exchange Carrier.
- WATS - Wide Area Telecommunications Service.

ISSUED: May 19, 1997
ISSUED BY: Gary Frank

Chief Executive Officer
284 Sheffield Street
Mountainside, NJ 07081
(908) 301-0090

EFFECTIVE: _____, 1997

TARIFF FORMAT

- A. **Sheet Numbering** - Sheet numbers appear in the upper right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between pages already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, the fourth revised sheet 14 cancels the third revised sheet 14.
- C. **Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:

2
2.1
2.1.1
2.1.1.A
2.1.1.A.1
2.1.1.A.1.(a)
2.1.1.A.1.(a).I
2.1.1.A.1.(a).I.(i)
2.1.1.A.1.(a).I.(i).(1)

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

APPLICATION OF TARIFF

This tariff contains the descriptions, regulations and rates applicable to the provision of interexchange telecommunications by VoCall Communications Corp., with principal offices at 284 Sheffield Street, Mountainside, New Jersey 07092, telephone number (901) 301-0090. This tariff applies to services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission ("Commission"). Copies may be inspected during normal business hours at the company's principal place of business.

VoCall Communications Corp. is a provider of interexchange telecommunications services on a 24-hour basis. Service is provided for the direct transmission and reception of voice and data communications between points within the State of Florida.

ISSUED: May 19, 1997
ISSUED BY: Gary Frank

Chief Executive Officer
284 Sheffield Street
Mountainside, NJ 07081
(908) 301-0090

EFFECTIVE: _____, 1997

SECTION I - TECHNICAL TERMS AND ABBREVIATIONS

Accounting Code -

A multi-digit code which enables a Customer to allocate long distance regulated charges to its internal accounts.

Access Line -

A circuit used to carry long distance calls all or part way between Customer premises and the underlying Carrier's switches.

Authorization Code -

A numerical code, one or more of which are assigned to a Customer to enable Carrier to identify use of Service on the Customer's account and to bill the Customer accordingly. Multiple authorization codes may be assigned to a Customer to identify individual users or groups of users. Entitlement to any authorization code shall create no property or other right or interest in the use of any particular authorization code.

Authorized User -

A person, firm, corporation or any other entity authorized by the Customer to communicate, utilizing the Carrier's service.

Commission -

The State of Florida Public Service Commission

Carrier -

VoCall Communications Corp. ("VoCall") unless otherwise clearly indicated by the context.

Company -

VoCall Communications Corp. ("VoCall") unless otherwise clearly indicated by the context.

SECTION I - TECHNICAL TERMS AND ABBREVIATIONS (CONT'D)**Customer -**

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

Holidays -

For the purposes of call rating, the Company observes the following holidays (as Federally observed): Thanksgiving Day, Christmas Day, New Years Day, Labor Day, & Independence Day

Long Distance Resale Service -

Long Distance Resale Service is a public communications service for hire, which includes providing long distance service to Customers through the resale of leased lines and services provided by multiple other common carriers.

USA Prepaid Calling Card Calls -

Calls for which charges are billed not to the originating telephone number, but to a VoCall USA Prepaid Calling Card.

User -

A person, firm, corporation or other entity which contracts and/or presubscribes with VoCall for services offered by VoCall, as set forth in this tariff, and is responsible for payment of regulated charges and compliance with the Company's tariff.

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.

SECTION II - RULES AND REGULATIONS

2.1 Undertaking of VoCall

- 2.1.1 VoCall's services and facilities are furnished for communications originating at specified points within the State of Florida under terms of this tariff. Service is provided twenty-four hours a day, seven days a week.
- 2.1.2 VoCall's services provide intrastate long distance message telephone service to Customers for their direct transmission and reception of voice, data and other types of communications. VoCall may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities (such as the Local Exchange Carrier), when authorized by the Customer, to allow connection of a Customer's location to the VoCall network. The Customer shall be responsible for all regulated charges due for such service arrangement. The Carrier agrees to dutifully abide by all Rules and Regulations as set forth by the Commission.
- 2.1.3 The Customer's charges for services are based upon the total time the Customer actually uses the service subject to billing increments set forth in Section III, paragraph 3.5.1 and any additional charges which may apply.
- 2.1.4 The rates and regulations contained in this tariff apply only to the services furnished by VoCall and do not apply to the lines, facilities or services provided by a local exchange telephone company or other common carrier for use in accessing the services of VoCall.
- 2.1.5 The services of VoCall are furnished to purchasers of USA Prepaid Calling Cards. The purchase of a card makes available to the purchasing Customer VoCall's nationwide services, including the intrastate services offered under the terms and conditions of this tariff.

2.2 Initial Contract Period and Termination of Service by Customer

- 2.2.1 Contract Periods—With the exception of USA Prepaid Calling Card Service, the initial contract period for service and facilities is thirty (30) days.

ISSUED: May 19, 1997
ISSUED BY: Gary Frank

Chief Executive Officer
284 Sheffield Street
Mountainside, NJ 07081
(908) 301-0090

EFFECTIVE: _____, 1997

SECTION II - RULES AND REGULATIONS (CONT'D)

2.2 Initial Contract Period and Termination of Service by Customer (Cont'd)

2.2.2 Termination by Customer—Service may be canceled at any time by a Customer taking switched services. A Customer taking Dedicated Access Service may cancel service on not less than thirty (30) days' prior written notice to Carrier.

2.3 Limitations

2.3.1 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.

2.3.2 VoCall reserves the right to disconnect or limit service when necessitated, per Commission Rules and with twenty-four hours' written notice (except in the case of USA Prepaid Calling Card Service), 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.

2.3.3 With the exception of shared tenant services, all facilities and services provided under this tariff are directly or indirectly controlled by VoCall, 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.

2.4 Use

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

SECTION II - RULES AND REGULATIONS (CONT'D)

2.5 Liability of Carrier

- 2.5.1 Liability of the Carrier for damages arising out of mistakes, omissions, interruptions, delays, errors or defects in the transmission occurring in the course of furnishing service, channels or other facilities and not caused by the negligence of the Customers, commences upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the Customer for the period or, in the case of USA Prepaid Calling Card Service, dollar amount of service during which such mistakes, omissions, interruptions, delays, errors or defects in the transmission occur, or as otherwise determined in a court of law. For the purposes of computing such amount, a month is considered to have thirty (30) days.
- 2.5.2 In no event will Carrier be responsible for consequential damages or lost profits suffered by Customer on account of interrupted or unsatisfactory service unless Carrier is found to have been grossly negligent.
- 2.5.3 Company shall be indemnified and held harmless by the customer against:
- 2.5.3.A Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out of the material, data, information or other content transmitted over company's facilities; and
- 2.5.3.B Claims for patent infringement arising from combining or connecting company's facilities with apparatus and systems of the Customer; and
- 2.5.3.C All other claims arising out of any act or omission of the Customer in connection with any service provided by Company.
- 2.5.4. The Company is not liable for any defacement of, or damage to, the equipment or premises of a customer resulting from the furnishing of services when such defacement or damage is not the result of the Company's negligence.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.5 Liability of Carrier (Cont'd)

- 2.5.5 Company shall not be liable for and the Customer indemnifies and holds harmless from any and all loss claims, demands, suits, or other actions or liabilities whatsoever, whether suffered, made, instituted or asserted by Customer or by any other party or person, for any personal injury to, death of any person or persons, and for any loss, damage, defacement or destruction of the premises of the customer or any other property, whether owned by the Customer or by others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of equipment or wiring provided by company where such installation, operation, failure to operate, maintenance, condition, location or use is not the direct result of the Company's negligence.
- 2.5.6 The Company is not liable for any failure of performance hereunder due to causes beyond its control, including, but not limited to, unavoidable interruption in the working of its circuits or those of another common carrier; acts of God, storms, fire, floods, or other catastrophes; any law, order, regulation, direction, action or request of the United States Government, or any other governmental entity having jurisdiction over the company or of any department, agency, commission, bureau, corporation, or other instrumentality or any one or more of such instrumentality or any one or more of such governmental entities, or of any civil or military authority; national emergencies, insurrections, riots, rebellions, wars, strikes, lockouts, work stoppages, or other labor difficulties; or notwithstanding anything in this tariff to the contrary, the unlawful acts of the Company's agents and employees, if committed beyond the scope of their employment.
- 2.5.7 The Company shall not be liable for damages or adjustments, refunds, or cancellation of charges unless the Customer has notified the Company, in writing, of any dispute concerning charges, or the basis of any claim for damages, after the invoice is rendered by the Company for the call giving rise to such dispute or claim, unless ordered by the Commission pursuant to Florida law. Any such notice must set forth sufficient facts to provide the Company with a reasonable basis upon which to evaluate the Customer's claims or demands.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.5 Liability of Carrier (Cont'd)

2.5.8 The Company shall not be liable for any damages, including usage charges, that the Customer may incur as a result of the unauthorized use of the Customer's communications equipment. The unauthorized use of the Customer's communications equipment includes, but is not limited to, the placement of calls through Customer-controlled or Customer-provisioned equipment that are transmitted or carried over the Company's network services without the authorization of the Customer. The Customer shall be fully liable for all such charges.

2.6 Responsibilities of the Customer

2.6.1 The Customer is responsible for compliance with the applicable regulations set forth in this tariff.

2.6.2 The Customer is responsible for the payment of all charges for calls originated at the Customer's numbers which are not collect, third party, calling card or credit card calls. The Customer is also responsible for placing any necessary orders, for complying with tariff regulations and for assuring that users comply with tariff regulations. The Customer shall ensure compliance with any applicable laws, regulations, orders or other requirements (as they exist from time to time) of any governmental entity relating to services provided or made available by the Customer to other Customers.

2.6.3 The Customer is responsible for payment for use of USA Prepaid Calling Cards. The Customer is also responsible for payment of charges for calls which the subscriber elects to continue following notification that the prepaid amount on the USA Prepaid Calling Card then in use has been fully used.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.6 Responsibilities of the Customer (Cont'd)

2.6.4 The Customer shall ensure that Customer's terminal equipment and/or system is properly interfaced with VoCall's facilities or services, that the signals emitted into VoCall's network are of the proper mode, bandwidth, power and signal level for the intended use of the Customer and in compliance with the criteria set forth in this tariff, and that the signals do not damage equipment, injure personnel or degrade service to other Customers.

2.6.5 The security of a Customer's Authorization Codes for USA Prepaid Calling Card Service is the responsibility of Customer. All calls placed using Customer's Authorization Codes will be deducted from Customer's account.

2.7 Disconnection

2.7.1 Without incurring liability, VoCall may disconnect services to a Customer or may withhold the provision of ordered or contracted services, subject to the procedures per Commission Rules under any of the following conditions:

2.7.1.A For nonpayment of any sum due VoCall for more than thirty (30) days after issuance of the bill for the regulated amount due.

2.7.1.B For nonpayment of any sum due VoCall for the use of USA Prepaid Calling Cards, or for nonpayment of any sum due VoCall following full use of the prepaid amount on a VoCall USA Prepaid Calling Card.

2.7.1.C For periods of account inactivity in excess of sixty (60) days.

2.7.1.D In the event that the Customer supplies false or inaccurate information of a material nature in order to obtain service.

2.7.1.E For violation of any of the provisions of this tariff.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.7 Disconnection (Cont'd)

- 2.7.1.F For the use of foul or profane expressions, the impersonation of another with fraudulent intent.
- 2.7.1.G For violation of any law, rule, regulation or policy of any governing authority having jurisdiction over VoCall's services.
- 2.7.1.H By reason of any order or decision of a court or other governing authority prohibiting VoCall from furnishing its services.
- 2.7.1.I If the Customer fails to maintain Customer's equipment and/or system properly, with resulting imminent harm to VoCall equipment, personnel or the quality of service to other Customers, VoCall may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, VoCall may, upon written notice, terminate the Customer's service.
- 2.7.2 VoCall may disconnect service without notice for users of USA Prepaid Calling Card Service. For all services other than USA Prepaid Calling Card Service, VoCall may disconnect service without notice for any of the following reasons:
- 2.7.2.A If a Customer or user causes or permits any signals or voltages to be transmitted over VoCall's network in such a manner as to cause a hazard or to interfere with VoCall's service to others.
- 2.7.2.B If a Customer or user uses VoCall's services in a manner to violate the law.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.7 Disconnection (Cont'd)

2.7.3 Procedures for disconnection of existing service:

- 2.7.3.A In all other circumstances, VoCall will provide the Customer with written notice stating the reason for disconnection, and will allow the Customer not less than ten (10) days to remove the cause for disconnection. In cases of non-payment of regulated charges due, the Customer will be allowed at least five (5) days, excluding Sundays and holidays, to make full payment of all undisputed regulated charges, and in no event will service be disconnected on the day preceding any day on which VoCall is not prepared to accept payment of the amount due and to reconnect service.

2.8 Interruption of Service

- 2.8.1 Without incurring liability, VoCall may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and VoCall equipment and facilities and may continue such interruption until any items of non-compliance or improper equipment operation so identified are rectified, in compliance with the Commission Rules. When a Customer's service is interrupted and remains out of service for twenty-four consecutive hours as a result of the above, or after being reported, the Company shall make an appropriate adjustment to the Customer's bill.
- 2.8.2 Credit allowances for interruptions of service which are due to the negligence of the Customer, or the failure of channels, equipment or communication systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.6 herein. It shall be the obligation of the Customer to notify Carrier, when known, immediately of any interruption of service for which a credit allowance is desired by Customer, unless the Company is aware or should be aware of system outages. 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 Carrier's terminal.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.8 Interruption of Service (Cont'd)

2.8.3 Service may be disconnected by VoCall without prior notice to the Customer, but with notice per Commission Rules, by blocking traffic to certain countries, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when VoCall deems it necessary to take such action to prevent unlawful use of its service. VoCall will restore service as soon as it can be provided to the affected Customer and will assign a new authorization code to replace the one that has been deactivated, per Commission Rules.

2.9 Customer's Liability in the Event of Denial or Disconnection of Service

2.9.1 In the event Customer's service is denied or disconnected by the Carrier for any of the reasons stated in Section II, paragraph 2.7, Customer shall be liable for all unpaid regulated charges due and owing to Carrier.

2.10 Reinstitution of Service

2.10.1 If Customer seeks reinstatement of service following disconnection of service by Carrier, Customer shall pay to Carrier prior to the time service is reinstated (1) all undisputed accrued and unpaid regulated charges and (2) a new connection fee as described in Section IV, paragraph 4.1.7 of this tariff.

2.10.2 The use and restoration of service shall in all cases be in accordance with the priority system specified in Part 64, Subpart D, of the Rules and Regulations of the Federal Communications Commission.

2.11 Authorization to Obtain Credit Information

2.11.1 Carrier reserves the right to require all Customers to establish credit-worthiness to the reasonable satisfaction of Carrier. Upon application for service, Customer shall be deemed to have authorized Carrier to obtain such routine credit information and verification as Carrier shall require in accordance with its then existing credit policies. All criteria and methods used in the acquisition and assessment of credit related information shall be consistent and uniform for all applicants or Customers.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.12 Description of Payment and Billing Periods

- 2.12.1 Charges for service are applied on a recurring and non-recurring basis. Non-USA Prepaid Calling Card Service is provided and billed in arrears on a monthly basis until canceled by the Customer.
- 2.12.2 Billing for services other than USA Prepaid Calling Card Service will be payable upon receipt and past due twenty (20) days after deposit in U.S. mail, postage prepaid.
- 2.12.3 Charges for usage are based on actual usage during a month, subject to the billing increments set forth in Section III, paragraph 3.3.1, and any additional charges which may apply. Service charges for non-USA Prepaid Calling Card Services will be billed monthly in advance.
- 2.12.4 Payment for USA Prepaid Calling Card Service is made in advance by Customer at the time USA Prepaid Calling Card Service is initially purchased or replenished.
- 2.12.5 The Customer is responsible for the payment of ALL regulated undisputed charges for services. This applies to Customers where the provision of service by Carrier includes the use of authorization (access) codes. The Customer agrees to pay to Carrier ANY regulated undisputed cost incurred as a result of ANY DELEGATION OF AUTHORITY resulting in use of his/her authorization code.
- 2.12.6 Where a Customer, e.g., an employer, provides the use of authorization codes to his/her employees, or where the Customer, e.g., a family member, provides the use of authorization codes to his/her family relations or friend, guest, etc., the Customer agrees to pay to Carrier ANY regulated undisputed cost incurred as a result of the use of these authorization codes.
- 2.12.7 If notice from Customer of a dispute as to charges is not reported to a customer service representative and received in writing by Carrier within thirty (30) days after the date the charges are incurred, the billing will be considered correct.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.13 Deposit

2.13.1 The Company does not collect deposits from Customers in the State of Florida.

2.14 Advance Payments

2.14.1 For USA Prepaid Calling Card Service, Carrier does not require or collect advance payments other than the purchase price.

2.15 Taxes2.15.1 Non-USA Prepaid Calling Card Service

All state and local taxes (i.e., sales tax, gross receipts tax, municipal utilities tax) are charged as separate line items on monthly bills to Customers and are not included in the quoted rates.

2.15.2 USA Prepaid Calling Card Service

Service may be subject to state and/or local taxes at the prevailing rates if service originates and terminates in the State of Florida. Taxes are not included in the rates and charges listed herein for USA Prepaid Calling Card Service. All state and local taxes (i.e., sales tax, gross receipts tax, municipal utilities taxes) are charged as separate line items to Customers, except in the case where Customer supplies carrier with a tax exemption certificate and/or resale certificate.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.16 Right to Backbill for Improper Use of Carrier's Services

2.16.1 Any person or entity which uses, appropriates or secures the use of services from Carrier, whether directly or indirectly, in any unlawful manner or through the providing of any misleading or false information to Carrier and which use, appropriation or securing of services is inconsistent with the stated uses and purposes of this tariff or any restrictions, conditions and limitations stated herein, shall be liable for an amount equal to the accrued and unpaid regulated charges that would have been applicable to the use of Carrier's services actually made by Customer.

2.17 Late Payment

2.17.1 In addition, Carrier shall bill an amount equal to a late payment fee of 1.5 percent per month for the period(s) for which such regulated charges would have been payable, if a billing remains unpaid after twenty (20) days of deposit of said billing in the U.S. Mail. Pursuant to Commission Rules, each Customer will be granted at least a one-time relief of late payment charges for each calendar year for the first time a late payment occurs. Customer will be notified that this relief has been applied immediately following same by first class mail or telephone.

2.18 Returned Checks

2.18.1 If Company receives a check from a Customer in payment for regulated service rendered or for any other reason of indebtedness and which is returned from the bank due to insufficient or uncollected funds, closed account, apparent tampering, missing signature or endorsement, or for any other reason, Company shall apply a service charge after Customer has been forwarded a notice of returned item.

2.18.2 The returned check charge, as described in Section IV, paragraph 4.1.7 of this tariff, shall be applied to Customer's monthly billing, in addition to any other regulated charges which may apply under this tariff.

2.18.3 Payment rendered by check, which is subsequently dishonored, shall not constitute payment until such time as repayment is made by valid means.

SECTION II - RULES AND REGULATIONS (CONT'D)

2.19 Emergency Calls

2.19.1 VoCall is not an operator service provider and as such does not handle emergency calls. All emergency calls will be handled by its underlying carriers.

2.20 Customer Service

2.20.1 In the event that the Customer is experiencing a service or billing problem, the Customer can contact the Company at the phone number located on the bill of the billing entity for resolution. The Customer can communicate with VoCall's Customer Service Department at 70 East 55th Street, Concourse Level, New York, NY 10022. Telephone number 1-800-430-3679. VoCall will make all reasonable attempts to resolve the problem. The Customer will receive a response within thirty (30) days of receipt of complaint. If the Customer feels that the matter has not been adequately resolved, the Customer will be advised that further resolution may be sought by contacting the Commission at:

Florida Public Service Commission
Capital Circle Office Center
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0872

SECTION III - DESCRIPTION OF SERVICES**3.1 General Description of Service**

- 3.1.1 VoCall resells facilities-based interexchange (IXC) carrier services including, but not limited to, access, switching, transport, termination and other services for the direct transmission and reception of voice, data and other types of communications.
- 3.1.2 VoCall's current underlying carriers are Bell Atlantic Corporation and Winstar. VoCall may also resell the services of other underlying carriers approved to provide such services by the Commission.
- 3.1.3 Accounting codes are available to identify the Customers or user groups on an account. The numerical composition of the codes shall be set by the Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.

3.2 VoCall Long Distance Service Options

- 3.2.1 **Switched Access Service:** VoCall's switched access service enables a caller to complete long distance calls. The Customer may access the service by dialing 1, plus the Numbering Plan Area (NPA) code and telephone number (Central Office (CO) code and station line).
- 3.2.2 **Dedicated Access Service:** VoCall's Dedicated Access Service is a long distance service available to all Customers. The Service enables a caller to complete long distance calls on a dedicated line. The Customer's telecommunications equipment is attached to the Company's service by dedicated access connection provided by the Local Exchange Carrier or any other access service provider. The Customer is responsible for obtaining from the Customer's Local Exchange Carrier the dedicated access facilities required for provision of the service. The Customer is also responsible for payment of associated costs of obtaining facilities.

SECTION III - DESCRIPTION OF SERVICES (CONT'D)

3.2 VoCall Long Distance Service Options (Cont'd)

- 3.2.3 **USA Prepaid Calling Card Service:** VoCall's USA Prepaid Calling Card Service is a switched access service available to Customers via an 800 toll free number. The Customer may purchase a USA Prepaid Calling Card at a variety of retail outlets or through other distribution channels. USA Prepaid Calling Cards are available at a face value ranging from \$10.00 to \$40.00. After a call has been placed to the 800 toll free number, the caller is prompted by an automated voice response system to enter his/her account number, and then to enter the terminating telephone number. The total price of each call is deducted from the prepaid amount on the Customer's USA Prepaid Calling Card. Should the balance on the Card approach zero, the Caller is so advised, and, if desired, the Caller may enter a valid account number on a separate USA Prepaid Calling Card or, where applicable, may enter a valid commercial credit card number to continue the call. Customers may also add value to a USA Prepaid Calling Card by arranging to charge a credit card on a regular basis. If the account is not replenished, service will be blocked when no funds remain on the card.
- 3.2.4 **Calling Card Service:** VoCall's Calling Card Service provides facilities to complete toll calls between two points when the Customer is away from his or her premises. The Customer will be assigned a unique travel authorization code(s) that authorizes the use of Calling Card Service by that Customer. Customer will receive a Calling Card for use in accessing VoCall's carrier services when away from his or her telephone. The appropriate carrier access number sequence specified on the Customer's VoCall Calling Card must be dialed.
- 3.2.5 **Directory Assistance:** The underlying carrier provides service to VoCall to offer directory assistance services which the Customer may access by dialing 1, plus the Numbering Plan Area (NPA) code and 555-1212. The Customer will be billed for such service by VoCall, except as stated in this tariff.

SECTION III - DESCRIPTION OF SERVICES (CONT'D)

3.3 Calculation of Distance

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

3.3.2 The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved.

3.3.2.A FORMULA:

$$\sqrt{\frac{(V1 - V2)^2 + (H1 - H2)^2}{10}}$$

3.4 Minimum Call Completion Rate

3.4.1 Customers can expect a call completion rate of 90% during peak use periods for all Feature Group D Equal Access 1+ services. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

3.5 Timing of Calls

3.5.1 Billing increments

3.5.1.A VoCall's Switched Access, Dedicated Access, USA Prepaid Calling Card and Calling Card Services: Each call completed will have an initial minimum of one minute and any time beyond that minimum will be billed in addition using one minute increments, rounded up to the next whole minute.

3.5.2 Rate Period Overlap

3.5.2.A For calls which overlap one or more rate periods, the rate in effect at the time of call origination in the originating area applies to the entire duration of that call.

3.5.2.B Subject to the billing increments set forth in Section III, paragraph 3.5.1, plus any additional charges which may apply, long distance usage charges are based on the actual usage of VoCall's network. Usage begins when the called party picks up the receiver. When the called party picks up timing is determined by hardware answer supervision. Chargeable time ends when either party "hangs up" thereby releasing the network connection. VoCall does not bill for uncompleted calls. For the USA Prepaid Calling Card, usage begins when the called party picks up the receiver or when the VoCall equipment issues a presumed connect as a result of Customer being on the VoCall Network for more than two minutes or 120 seconds.

SECTION III - DESCRIPTION OF SERVICES (CONT'D)

3.6 Service Area

3.6.1 The service area of VoCall includes all Equal Access points in Florida.

3.7 Promotional Offering

3.7.1 The Company may, from time to time, make promotional offering to enhance the marketing of its service. These promotional offerings will be subject to approval by the Commission and shall have specific starting and ending dates.

ISSUED: May 19, 1997
ISSUED BY: Gary Frank

Chief Executive Officer
284 Sheffield Street
Mountainside, NJ 07081
(908) 301-0090

EFFECTIVE: _____, 1997

SECTION IV - RATES

4.1 VoCall Direct Access ("1+") Long Distance Service Rates4.1.1 VoCALL'S SWITCHED ACCESS Service

FIRST MINUTE	EACH ADDITIONAL MINUTE
\$0.15	\$0.15

4.1.2 VoCALL'S DEDICATED ACCESS Service

FIRST MINUTE	EACH ADDITIONAL MINUTE
\$0.12	\$0.12

4.1.3 VoCALL'S PREPAID CALLING CARD Service

FIRST MINUTE	EACH ADDITIONAL MINUTE
\$0.19	\$0.19

4.1.4 VoCALL'S CALLING CARD Service

FIRST MINUTE	EACH ADDITIONAL MINUTE
\$0.15	\$0.15

4.1.5 DIRECTORY ASSISTANCE

FIRST MINUTE	EACH ADDITIONAL MINUTE
\$0.85	\$0.85

SECTION IV - RATES (CONT'D)

4.1 VoCall's Direct Access ("1+") Long Distance Service Rates (Cont'd)

4.1.6 Recurring Charges

VoCall's Prepaid Calling Card Service	The following charge is assessed on a per call basis: \$0.25.
---------------------------------------	---

VoCall's Calling Card Service	The following charge is assessed on a per call basis: \$0.25
-------------------------------	--

4.1.7 Non-Recurring Charges

Returned Check Charge	\$15.00
Reconnection Fee	\$20.00



May 20, 1997 DEPOSIT DATE
D530 MAY 22 1997

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

Re: VoCall Communications Corp.

Dear Sir or Madam:

Enclosed for filing are an original and six copies of VoCall Communications Corp.'s Application For Authority to Provide Interexchange Telecommunications Service Within the State of Florida. Also enclosed is a check payable to the Florida Public Service Commission in the amount of \$250.00 to cover the requisite filing fee.

If you have any questions concerning this application, please do not hesitate to contact the undersigned.

Sincerely,

Gary Frank

VOCALL COMMUNICATIONS CORP.
150 MORRIS AVENUE SUITE 202
SPRINGFIELD, NJ 07081

CHASE MANHATTAN BANK, N.A.
410 PARK AVENUE
NEW YORK, NY 10022

8090

CHECK NO. 008090

*TWO HUNDRED FIFTY DOLLARS AND NO CENTS

DATE

AMOUNT

05/21/97

*****250.00*

PAY
TO THE
ORDER
OF

FLORIDA PUBLIC SERVICE COMMISS
DIVISION OF ADMINISTRATION
2540 SHUMARD OAK BOULEVARD
TALLAHASSEE FL 32399-0850