

NOWALSKY, BRONSTON & GOTHARD, L.L.P.

ATTORNEYS AT LAW

3500 N. CAUSEWAY BOULEVARD, SUITE 1442

METAIRIE, LOUISIANA 70002

(504) 832-1984 - PHONE

(504) 831-0892 - FAX

DEPOSIT

D553

DATE

JUN 25 1997

June 23, 1997

770713 - TI

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

RE: USA GLOBAL LINK, INC.


Dear Sirs:

Enclosed herewith for filing please find an original and twelve (12) copies of the application for authority to provide interexchange telecommunications service submitted on behalf of CapRock Communications Corp.

Please acknowledge receipt of this filing by date stamping and returning the additional copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. If you should have any questions, please do not hesitate to contact this office.

Sincerely,


Monica R. Borne

Enclosure

**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:

[Handwritten initials]

DOCUMENT NUMBER - DATE

06382 JUN 25 97

FPSC - RECORDS/REPORTING

**** FLORIDA PUBLIC SERVICE COMMISSION ****

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION
101 E. Gaines Street
Fletcher Building
Tallahassee, Florida 32399-0866

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:

Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
101 East Gaines Street
Tallahassee, Florida 32399-0866
(904) 488-1280

- E. Once completed, submit the original and twelve (12) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission
Division of Administration, Room G-50
101 East Gaines Street
Tallahassee, Florida 32399-0850
(904) 488-4733

1. 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 a noncertificated company).
- Approval for transfer of control (To another certificated company).

2. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:
CapRock Communications Corp.

3. Name under which the applicant will do business (fictitious name, etc.):

4. National address (including street name & number, post office box, city, state and zip code).
2 Galleria Tower, 13455 Noel Rd., Suite 1925
Dallas, Texas 75240

5. Florida address (including street name & number, post office box, city, state and zip code): None.

6. Structure of organization;

- Individual Corporation
- Foreign Corporation Foreign Partnership
- General Partnership Limited Partnership
- Other, _____

7. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners.

- (a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.

- (b) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

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. If so, please explain.

(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.

8. If incorporated, please give:

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

Corporate charter number: F96000004363

- (b) Name and address of the company's Florida registered agent. Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301-2525

- (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. If so, please explain.

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.

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

Monica R. Borne
Nowalsky, Bronston & Gothard
(a) The application: 3500 N. Causeway Blvd., Suite 1442
Metairie, LA 70002
Ph. (504) 832-1984; Fx. (504) 831-0892

(b) Official Point of Contact for the ongoing operations of the company:

Timothy Rogers, Vice President
2 Galleria Tower, 13455 Noel Rd., Suite 1925
Dallas, TX 75240 Ph. (972) 788-4800

(c) Tariff:

Monica R. Borne
Nowalsky, Bronston & Gothard
3500 N. Causeway Blvd., Suite 1442, Metairie, LA 70002

(d) Complaints/Inquiries from customers:

Timothy Rogers
2 Galleria Tower, 13455 Noel Rd., Suite 1925
Dallas, TX 75240 Ph. (972) 788-4800

10. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

Texas, Utah, Virginia, Wyoming, Oklahoma, Arizona, Arkansas, California, Georgia, Iowa, Idaho, Illinois, Indiana, Kansas, Kentucky, Louisiana, Massachusetts, Michigan, Missouri, Montana, N. Dakota, Nebraska, New Hampshire, New Mexico, Nevada, Ohio, ..

(b) Has applications pending to be certificated as an interexchange carrier.

Arizona, Connecticut, Maryland, New York, Oregon, Tennessee, Vermont, Wisconsin ..

(c) Is certificated to operate as an interexchange carrier.

Same as Section 10(a)

(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.
None.

11. 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

Other:

12. What does the end user dial for each of the interexchange carrier services that were checked in services included (above).

1+ telephone number

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

- () Facilities. () Operators.
- () Billing and Collection. () Sales.
- () Maintenance.
- () Other: _____

14. Will your marketing program:

- Pay commissions?
- Offer sales franchises?
- Offer multi-level sales incentives?
- Offer other sales incentives?

15. Explain any of the offers checked in question 15 (To whom, what amount, type of franchise, etc.).
Commission paid to sales force and/or sales agents based on volume sold.

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.

(b) Name and address of the firm who will bill for your service.

n/a

18. 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). Attached.

**** 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 one 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. **LEC BYPASS RESTRICTIONS:** I acknowledge the Commission's policy that interexchange carriers shall not construct facilities to bypass the LECs without first demonstrating to the Commission that the LEC cannot offer the needed facilities at a competitive price and in a timely manner.
6. **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 telephone service.
7. **ACCURACY OF APPLICATION:** By my signature below, I attest to the accuracy of the information contained in this application and associated attachments.

X

Jere W. Thompson, Jr. _____
Typed name and signature of owner or chief officer. Date

ATTACHMENTS:


- A - CERTIFICATE TRANSFER STATEMENT
 - B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
 - C - INTRASTATE NETWORK
 - D - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES
 - E - GLOSSARY
- FORM PSC/CMU 31 (4/91)

**** APPENDIX A ****

CERTIFICATE TRANSFER STATEMENT

Not Applicable.

I, (TYPED NAME)
current holder of certificate number _____, have
reviewed this application and join in the petitioner's request.



Signature of owner or chief
officer of the certificate
holder
~~W. H. H. H.~~ President

Title
6/19/97

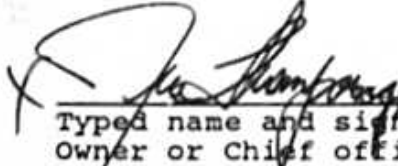
Date

**** 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.)



W. Thompson, Jr.
Typed name and signature of
Owner or Chief officer

President
Title

6/19/97
Date

**** APPENDIX C ****

INTRASTATE NETWORK

Not Applicable. Applicant is a switchless reseller.

1. POP: Addresses where located, and indicate if owned - or leased.

1) 2)

3) 4)

2. SWITCHES: Address where located, by type of switch, and indicate if owned or leased.

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.

1) POP-to-POP TYPE OWNERSHIP

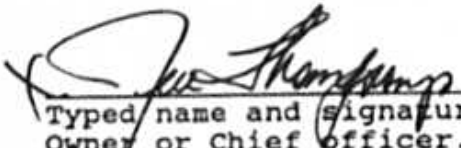
2)

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).

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). The Company will resell the services of Commission certificated companies which are in compliance with all EAEA requirements.

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?



Typed name and signature or
Owner or Chief officer.
President

Title
4/19/97

Date

FLORIDA TELEPHONE EXCHANGES

PERSON COMPLETING FORM

SIGNATURE

DATE

Atchua.....	Cherry Lake.....	Ft. Meade.....	Jacksonville.....	Metbourne.....	Panama City.....	Spring Lake.....
Altord.....	Chiefland.....	Ft. Myers.....	Jacksonville Bch..	Metrose.....	Panama City Beach.....	Starks.....
Alligator Point...	Chipley.....	Ft. Myers Beach...	Jasper.....	Miami.....	Patton.....	Stuart.....
Altha.....	Citra.....	Ft. Pierce.....	Jay.....	Micanopy.....	Penacola.....	Sugarloaf Key.....
Apalachicola.....	Clearwater.....	Ft. Walton Beach...	Jennings.....	Middleburg.....	Perrine.....	Sunny Hills.....
Apoka.....	Clearmont.....	Ft. White.....	Jensen Beach.....	Milton.....	Perry.....	Tallahassee.....
Arcadia.....	Clewiston.....	Freeport.....	Julington.....	Molino.....	Pierston.....	Tampa.....
Archer.....	Cocoa.....	Frontproof.....	Jupiter.....	Monticello.....	Pine Island.....	Tarpon Springs.....
Ator.....	Cocoa Beach.....	Galtnaville.....	Keaton Beach.....	Montverde.....	Plant City.....	Tavernas.....
Avon Park.....	Coral Springs.....	Gainesville.....	Kenansville.....	Moore Haven.....	Polk City.....	The Beaches.....
Baker.....	Cottondale.....	Glendale.....	Key Largo.....	Mount Dora.....	Pompano Park.....	Trenton.....
Baldwin.....	Crawfordville.....	Graceville.....	Key West.....	Mulberry.....	Pompano Beach.....	Trialcochee.....
Bartow.....	Crescent City.....	Grand Ridge.....	Keystone Heights..	Munson.....	Ponce De Leon.....	Tyndall AFB.....
Belle Glade.....	Crestview.....	Green Cove Spa.....	Kingstley Lake.....	Myakka.....	Port Charlotte.....	Usatilla.....
Belleview.....	Cross City.....	Greenboro.....	Kissimmee.....	Naples.....	New Port Richey... Port St Joe.....	Valparaiso.....
Beverly Hills.....	Crystal River.....	Greenville.....	La Belle.....	New Smyrna Beach.. Newberry.....	Port St Lucie.....	Venice.....
Big Pine.....	Dade City.....	Greenwood.....	Lady Lake.....	Ocala.....	St. Pete. burg.....	Vero Beach.....
Blountstown.....	Daytona Beach.....	Groveland.....	Lake Buena Vista..	Okechobee.....	Salt Springs.....	West Palm Beach...
Boca Grande.....	DeBary.....	Gulf Breeze.....	Lake Butler.....	Old Town.....	Sanderson.....	Westville.....
Boca Raton.....	Deerfield Beach...	Gulf Breeze.....	Lake City.....	Orange City.....	Sanford.....	White Springs.....
Bonifay.....	DeLunak Springs..	Haines City.....	Lake Placid.....	Orange Park.....	Sanibel-Captiva... Sarasota.....	Williston.....
Bonita Springs.....	Deland.....	Maatings.....	Lake Wales.....	Orange Springs... Ocala.....	Santa Rosa Beach..	Wintergreen.....
Bowling Green.....	Delton Springs.....	Kavona.....	Lakeland.....	North Port.....	St. Cloud.....	Waukeela.....
Boynton Beach.....	Delray Beach.....	Kauabome.....	Lakeland.....	North Port.....	St. Cloud.....	Wauchula.....
Brdenton.....	DeSoto.....	High Springs.....	Laurel Hill.....	Oak Hill.....	St. Marks.....	Wellborn.....
Brdenton.....	Douling Park.....	Willard.....	Lee.....	Ocala.....	St. Marks.....	West Kissimmee...
Bristol.....	Dunnellon.....	Kobe Sound.....	Leeburg.....	Okechobee.....	Salt Springs.....	West Palm Beach...
Bronson.....	East Orange.....	Kolley Kavarre....	Lehigh Acres.....	Okechobee.....	San Antonio.....	Westville.....
Brook.....	Eastpoint.....	Hollywood.....	Live Oak.....	Old Town.....	Sanderson.....	Westville.....
Brookville.....	Eau Gallie.....	Komstead.....	Lynn Haven.....	Orange City.....	Sanford.....	White Springs.....
Bunnell.....	Englewood.....	Komassas Springs..	Luraville.....	Orange Park.....	Sanibel-Captiva... Sarasota.....	Williston.....
Bushnell.....	Eustis.....	Kosford.....	Macklemey.....	Orange Springs... Orlando.....	Santa Rosa Beach..	Williston.....
Callahan.....	Everglades.....	Kovoy.....	Madison.....	Orlando.....	Sarasota.....	Wintergreen.....
Centerton.....	Fernandina Beach..	Kudson.....	Madison.....	Oviedo.....	Seagrave Beach... Sebastian.....	Winter Haven.....
Cape Coral.....	Flagler Beach.....	Imokalee.....	Marathon.....	Paca.....	Sebring.....	Winter Park.....
Cape Haze.....	Florham.....	Indian Lake.....	Marco Island.....	Palatka.....	Shalimar.....	Yankeetown.....
Carrabelle.....	Fla Boys Ranch...	Indianton.....	Marlana.....	Palatka.....	Shalimar.....	Yankeetown.....
Cedar Keys.....	Forest.....	Interlachen.....	Interlachen.....	Mayo.....	Palmetto.....	Youngstown-Fort... Tulee.....
Century.....	Ft. George.....	Imerness.....	Imerness.....	Mayo.....	Palmetto.....	Youngstown-Fort... Tulee.....
Chattahoochee...	Ft. Lauderdale.....	Isleworth.....	McIntosh.....	Panacea.....	Sopchoppy.....	Zephyrhills.....
						Zolfo Springs.....

** 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. Statewide.

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).

 W. Thompson, Jr.

Typed name and signature of
Owner/Chief Officer

President

Title

Date

6/19/97

FLORIDA TELEPHONE EXCHANGES

PERSON COMPLETING FORM			SIGNATURE			DATE		
Alechar	Cherry Lake	Ft. Meade	Jacksonville	Melbourne	Panama City	Spring Lake		
Alford	Chiefland	Ft. Myers	Jacksonville Bch.	Melrose	Panama City Beach	Starke		
Alligator Point	Chipley	Ft. Myers Beach	Jasper	Miami	Paxton	Stuart		
Altha	Citra	Ft. Pierce	Joy	Mims	Pensacola	Sugarloaf Key		
Apalachicola	Clearwater	Ft. Walton Beach	Jennings	Middleburg	Perrine	Sunny Hills		
Apopka	Clermont	Ft. White	Jensen Beach	Milton	Perry	Tallahassee		
Arcadia	Clewiston	Freeport	Julington	Molino	Pierson	Tampa		
Archer	Cocoa	Frostproof	Jupiter	Monticello	Pine Island	Tarpon Springs		
Astor	Cocoa Beach	Gainesville	Keaton Beach	Montverde	Plant City	Tavares		
Avon Park	Coral Springs	Geneva	Kenansville	Moore Haven	Polk City	The Beaches		
Baker	Cottondale	Glendale	Key Largo	Mount Dora	Pomona Park	Titusville		
Baldwin	Crawfordville	Graceville	Key West	Mulberry	Pompano Beach	Trenton		
Bartow	Crescent City	Grand Ridge	Keystone Heights	Munson	Ponce De Leon	Trilacoochee		
Belle Glade	Crestview	Green Cove Spa	Kingsley Lake	Myakka	Ponte Vedra Beach	Tyndall AFB		
Bellevue	Cross City	Greensboro	Kissimmee	Naples	Port Charlotte	Umatilla		
Beverly Hills	Crystal River	Greenville	La Belle	New Port Richey	Port St. Joe	Valparaiso		
Big Pine	Dade City	Greenwood	Lady Lake	New Smyrna Beach	Port St. Lucie	Venice		
Blountstown	Daytona Beach	Gretna	Lake Buena Vista	Newberry	Punta Gorda	Vernon		
Boca Grande	DeBary	Groveland	Lake Butler	North Cape Coral	Quincy	Vero Beach		
Boca Raton	Deerfield Beach	Gulf Breeze	Lake City	North Dade	Ralford	Waldo		
Bonifay	Defuniak Springs	Haines City	Lake Placid	North Fort Myers	Ready Creek	Walnut Hill		
Bonita Springs	Deland	Hoastings	Lake Wales	North Key Largo	Reynolds Hill	Wauchula		
Bowling Green	DeLeon Springs	Havana	Lakeland	North Nuples	St. Augustine	Weekiwachee Spa		
Boynton Beach	Delray Beach	Hawthorne	Laurel Hill	North Port	St. Cloud	Welaka		
Bradenton	Destin	High Springs	Lawtey	Oak Hill	St. Marks	Wellborn		
Bradford	Douling Park	Milliard	Lee	Ocala	St. Petersburg	West Kissimmee		
Bristol	Dunnellon	Nobe Sound	Leesburg	Okeechobee	Salt Springs	West Palm Beach		
Bronson	East Orange	Nolley Nавarre	Lehigh Acres	Oklawaha	San Antonio	Westville		
Brooker	Eastpoint	Nollywood	Live Oak	Old Town	Sanderson	Wewahitchka		
Brooksville	Eau Gallie	Homestead	Lynn Haven	Orange City	Sanford	White Springs		
Bunnell	Englewood	Homosassa Springs	Luraville	Orange Park	Sanibel-Captiva	Wildwood		
Bushnell	Eustis	Hosford	MacClenney	Orange Springs	Santa Rosa Beach	Williston		
Callahan	Everglades	Howey	Madison	Orlando	Sarasota	Windermere		
Cantontment	Harwardina Beach	Hudson	Malone	Oviedo	Seagrove Beach	Winter Garden		
Cape Coral	Flagler Beach	Immokalee	Marathon	Pace	Sebastian	Winter Haven		
Cape Haze	Florahome	Indian Lake	Marco Island	Pahokee	Sebring	Winter Park		
Carabelle	Flie Boys Ranch	Indiantown	Marianne	Palatka	Shaliner	Yankeetown		
Cedar Keys	Forest	Interlachen	Maxville	Palm Coast	Silver Spa Shores	Youngstown-Fount		
Century	Ft. George	Inverness	Mayo	Palmetto	Sneads	Yulee		
Chattahoochee	Ft. Lauderdale	Islamorada	McIntosh	Panacea	Sopchoppy	Zephyrhills		
						Zolfo Springs		

100-1000-1000

** 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, 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.

** FLORIDA EAS MAJOR EXCHANGES CONTINUE **

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

**** APPENDIX E ****

**** GLOSSARY ****

ACCESS CODE: The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-10XX.

BYPASS: Transmission facilities that go direct from the local exchange end user to an IXC point of presence, thus bypassing the local exchange company.

CARRIERS CARRIER: An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

CENTRAL OFFICE: A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

CENTRAL OFFICE CODE: The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service.

COMMISSION: The Florida Public Service Commission.

COMPANY, TELEPHONE COMPANY, UTILITY: These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

DEDICATED FACILITY: The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

END USER: The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains interstate service arrangements in the operating territory of the company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

EQUAL ACCESS EXCHANGE AREAS: EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, in which local exchange companies are responsible for providing equal access to both carriers and customers of carriers in the most economically efficient manner.

EXCHANGE: The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

EXCHANGE (SERVICE) AREA: The territory, including the base rate suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

EXTENDED AREA SERVICE: A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

FACILITIES BASED: An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

FOREIGN EXCHANGE SERVICES: A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

FEATURE GROUPS: General categories of unbundled tariffs to stipulate related services.

Feature Group A: Line side connections presently serving specialized common carriers.

Feature Group B: Trunk side connections without equal digit or code dialing.

Feature Group C: Trunk side connections presently serving AT&T-C.

Feature Group D: Equal trunk access with subscription.

INTEREXCHANGE COMPANY: means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

INTER-OFFICE CALL: A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

INTRA-OFFICE CALL: A telephone call originating and terminating within the same central office unit or entity.

FORM PSC/CMU 31 (4/91)

INTRASTATE COMMUNICATIONS: The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

INTRA-STATE TOLL MESSAGE: Those toll messages which originate and terminate within the same state.

LOCAL ACCESS AND TRANSPORT AREA: LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL EXCHANGE COMPANY (LEC): Means any telephone company, as defined in Section 364.02(4), F.S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

OPTIONAL CALLING PLAN: An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

900 SERVICE: A service similar to 800 service, except this service is charged back to the customer based on first minute plus additional minute usage.

PIN NUMBER: A group of numbers used by a company to identify their customers.

PAY TELEPHONE SERVICE COMPANY: Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F.S.

POINT OF PRESENCE (POP): Bell-coined term which designates the actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

PRIMARY SERVICE: Individual line service or party line service.

RESELLER: An IXC that does not have certain facilities but purchases telecommunication service from an IXC and then resells that service to others.

STATION: A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

SUBSCRIBER, CUSTOMER: These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

SUBSCRIBER LINE: The circuit or channel used to connect the subscriber station with the central office equipment.

SWITCHING CENTER: Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

TRUNK: A communication channel between central office units or entities, or private branch exchanges.

EXHIBIT A

ATT STEFANIE

1/14/97 CORPORATE DETAIL RECORD SCREEN 4:20 PM
 NUM: F96000004363 ST:TX ACTIVE/FOREIGN PROF FLD: 08/26/1996
 FEI#: 75-2361414
 NAME : CAPROCK COMMUNICATIONS CORP.
 PRINCIPAL: 2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL
 ADDRESS DALLAS, TX 75240
 RA NAME : CORPORATION SERVICE COMPANY
 RA ADDR : 1201 HAYS STREET
 TALLAHASSEE, FL 32301-2525 US
 ANN REP : * NONE FILED *

1/14/97 OFFICER/DIRECTOR DETAIL SCREEN 4:21 PM
 CORP NUMBER: F96000004363 CORP NAME: CAPROCK COMMUNICATIONS CORP.
 TITLE: DCP NAME: THOMPSON, JERE W JR
 2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL
 DALLAS, TX 75240
 TITLE: DV NAME: ROGERS, TIMOTHY
 2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL
 DALLAS, TX 75240
 TITLE: D NAME: LANGDALE, MARK
 2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL
 DALLAS, TX 75240
 TITLE: DST NAME: TERRELL, TIMOTHY
 2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL
 DALLAS, TX 75240
 TITLE: D NAME: ROBERTS, SCOTT
 2 GALLERIA TOWER, #1925, LB-46, 13455 NOEL
 DALLAS, TX 75240

EXHIBIT B

FINANCIAL ABILITY TO PROVIDE CONTINUOUS SERVICE

The Company is financially capable to provide the requested service in the geographic areas proposed and will be able to maintain such services and meet any and all lease or ownership obligations as evidenced by the 1996 year-end financial documents and Current 1997 financial statements attached.

Balance Sheet

As of February 29, 1997

	Jan 31,	Feb 29,
ASSETS		
Current Assets		
Checking/Savings		
Cash - Bank One	336,446.08	231,123.95
Cash - NationsBank	52.00	52.00
Petty Cash-Dallas	200.00	200.00
Petty Cash-Lubbock	100.00	100.00
Total Checking/Savings	336,798.08	231,475.95
Accounts Receivable		
Accounts Receivable-Other	5,793.24	7,442.18
Accounts Receivable-Trade	1,871,303.33	2,205,886.10
Total Accounts Receivable	1,877,096.57	2,213,327.28
Other Current Assets		
Prepaid Expense	31,022.69	17,739.40
Total Other Current Assets	31,022.69	17,739.40
Total Current Assets	2,244,917.34	2,462,542.63
Fixed Assets		
Fixed Assets	2,117,688.84	2,282,543.46
Total Fixed Assets	2,117,688.84	2,282,543.46
Other Assets		
Deferred Taxes	175,662.74	153,382.74
Cost of Incorporation	38.36	38.36
Deposits	15,144.92	15,144.92
Investments	9,002.00	9,002.00
Total Other Assets	199,848.02	177,568.02
TOTAL ASSETS	4,562,454.20	4,922,854.10
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Accounts Payable	1,877,590.03	2,364,845.09
Total Accounts Payable	1,877,590.03	2,364,845.09
Other Current Liabilities		
Accrued Liabilities	457,386.13	124,352.64
Other Payable	1,500.62	1,500.62
Payroll Liabilities	6,717.52	5,077.83
Sales Tax Payable	31,828.44	36,810.15
Working Capital Line	30,000.00	30,000.00
Total Other Current Liabilities	527,230.71	196,541.24
Total Current Liabilities	2,204,820.74	2,561,386.33
Long Term Liabilities		
DSC Switch Financing	1,199,044.08	1,182,085.45
Notes Payable - Shareholders	112,826.75	112,826.75
Term Financing	521,396.37	521,396.37
Total Long Term Liabilities	1,833,267.21	1,816,308.59
Total Liabilities	4,038,087.95	4,377,694.92
Equity		
Opening Bal Equity	805,239.47	805,141.83
Retained Earnings	-256,212.94	-256,212.94
Net Income	-34,660.28	-3,969.71
Total Equity	524,366.25	544,959.18
TOTAL LIABILITIES & EQUITY	4,562,454.20	4,922,854.10

Profit and Loss

January through February, 1997

	Jan '97	Feb '97	TOTAL
Ordinary Income/Expense			
Income			
Sales	1,689,134.79	1,710,129.43	3,409,264.22
Total Income	1,689,134.79	1,710,129.43	3,409,264.22
Cost of Goods Sold			
CABS expense	310,280.98	236,844.99	547,125.97
Cost of Goods Sold	0.00	-1,731.42	-1,731.42
Debit Card	5,984.54	6,484.17	12,468.71
Feature Group Set Up Cost	91.81	997.58	1,089.39
Longhaul	109,829.80	126,585.81	236,415.61
Network Long Distance	2,709.14	4,364.01	7,073.15
NTS	61,590.87	64,344.18	125,935.05
Private Line Costs	39,547.01	38,137.03	77,684.04
Fiber Costs	73.80	1,072.76	1,146.56
Sales & Excise Tax	0.00	-8.04	-8.04
Terminating Minutes	912,184.46	912,645.96	1,824,830.42
Total COGS	1,442,272.41	1,389,736.83	2,832,009.24
Gross Profit	256,862.38	320,392.60	577,254.98
Expense			
Maintenance & Repair	114.50	110.42	224.98
Bad Debt	3,241.23	3,188.94	6,430.17
Training	2,680.82	3,000.00	5,680.82
Late Payment Charges	6,889.41	3,771.37	10,660.78
Association Dues	2,185.00	520.00	2,705.00
Bank Service Charges	225.00	961.17	1,186.17
Depreciation Expense	31,854.00	34,472.00	66,326.00
Dues	197.80	273.63	471.43
Insurance	2,032.22	2,032.22	4,064.44
Licenses and Permits	321.00	260.00	581.00
Marketing	25,235.57	25,688.35	50,923.92
Miscellaneous	211.77	156.28	368.05
Payroll	134,065.42	125,349.32	259,414.74
Postage & Freight	1,278.60	1,532.28	2,810.88
Professional Fees	16,594.44	14,313.25	29,907.69
Rent	2,680.42	12,139.50	14,799.92
Repairs	0.00	1,299.00	1,299.00
Stationary & Supplies	5,321.27	3,547.41	8,868.68
Subscriptions	1,247.89	1,179.04	2,426.73
Switch Site	14,090.14	14,534.69	28,624.83
Taxes	0.00	8.67	8.67
Telephone	7,006.81	6,332.80	13,339.61
Travel - Operating	2,737.20	2,062.17	4,799.37
Total Expense	259,190.37	256,731.51	515,921.88
Net Ordinary Income	-2,327.99	63,661.09	61,333.10
Other Income/Expense			
Other Income			
Interest Income	-1,669.02	0.00	-1,669.02
Total Other Income	-1,669.02	0.00	-1,669.02
Other Expense			
Interest Expense	21,478.27	20,680.52	42,158.79
Taxes - Income	-815.00	22,280.00	21,465.00
Total Other Expense	20,663.27	42,970.52	63,633.79
Net Other Income	-22,332.29	-42,970.52	-65,302.81
Net Income	-24,660.28	20,690.57	-3,969.71

CapRock Communications Co
BALANCE SHEET
DECEMBER 31, 1996

UNAUDITED

ASSETS

Current Assets

Cash - Bank One #1884074723	\$(214,172.34)	
Cash-Bank One (Payroll)	3,860.60	
Petty Cash (Dallas)	200.00	
Accounts Receivable - Trade	3,383,934.17	
Allow. for Doubtful Accounts	(324,702.90)	
Accounts Receivable - Other	5,604.87	
A/R - Shareholders	9,002.00	
TOTAL Current Assets		2,863,726.40

FIXED ASSETS

Unbilled Accounts Receivable	475,551.66	
Prepaid Expenses	30,893.00	
Refundable Deposits	22,125.21	
TOTAL FIXED ASSETS		528,569.87

Fixed Assets :

Switching Equipment	2,912,529.14	
Accum. Depr. - Switching Equip	(610,975.29)	
Computer Equipment	336,977.28	
Accum. Depr. - Computer Equip.	(89,230.45)	
Computer Software	167,963.96	
Accum. Depr. - Computer Soft.	(60,825.85)	
Customer Premise Equipment	17,441.91	
Accum. Depr. - CPE	(3,939.26)	
Furniture & Fixtures	79,187.04	
Accum. Depr. - Furn. & Fix.	(29,841.25)	
Marketing Equipment	7,670.60	
Accum. Depr. - Marketing Equip	(1,278.50)	
Office Equipment	27,755.43	
Accum. Depr. - Office Equip.	(12,383.23)	
TOTAL Fixed Assets		2,741,051.53

Other Assets

Organization Costs	500.00	
Accum. Amort. - Org. Costs	(500.00)	
Leasehold Improvements	134,163.77	
Accum. Depr. - Leasehold Imp.	(17,594.26)	
Deferred Income Taxes	341,090.00	
TOTAL Other Assets		457,659.51

TOTAL ASSETS

\$6,591,007.31
=====

CapRock Communications Co
BALANCE SHEET
DECEMBER 31, 1996

UNAUDITED

LIABILITIES AND EQUITY

Current Liabilities

Accounts Payable - Other	\$2,700.10	
Accounts Payable - Trade	3,197,186.83	
Federal Excise Tax Payable	3,136.34	
Sales Tax Payable - Wash D.C.	2.26	
Sales Tax Payable - Texas	13,529.99	
Sales Tax Payable - Louisiana	33.01	
Sales Tax Payable - New Mex.	365.62	
Sales Tax Payable - Colorado	3.98	
Sales Tax Payable - Nebraska	13.56	
Sales Tax Payable - Oklahoma	1,223.95	
Sales Tax Payable - Missouri	16.29	
Sales Tax Payable - Indiana	29.20	
Sales Tax Payable - California	84.36	
Sales Tax Payable - New York	25.13	
Sales Tax Payable - Florida	518.15	
Sales Tax Payable - Kansas	202.86	
Sales Tax Payable - Alabama	76.97	
Sales Tax Payable - Arizona	1.44	
Gross Receipts Tax Pay. - TX	3,220.79	
911/Poison Control Surcharge	350.74	
FICA/Medicare Payable	2,141.39	
Employee Benefits W/H	(5,337.84)	
Customer Deposits Payable	79,100.00	
Accrued Liabilities	198,600.66	
Accrued Interest Payable	51,636.09	
Accrued Payroll	13,574.62	
Unearned Revenues	111,351.67	
S.T. Notes Pay. - DSC Finance	212,695.35	
S.T. Notes Pay. Bank One	814,421.32	
S.T. Notes Pay. - Term Loan	521,835.46	
S.T. Notes Pay.-Bank One Term	200,000.00	

TOTAL Current Liabilities		5,422,740.29

Long Term Liabilities

L.T. Notes Pay. - DSC Finance	607,166.03	
L.T. Notes Pay. - Shareholder	120,165.24	

TOTAL Long Term Liabilities		727,331.27

TOTAL LIABILITIES		6,150,071.56

Equity

Common Stock	4,301.00
Paid in Capital	1,037,197.32
Treasury Stock	(325.32)
Retained Earnings - Prior Yr	(447,696.32)

CapRock Communications Co.
BALANCE SHEET
DECEMBER 31, 1996

UNAUDITED

LIABILITIES AND EQUITY (Continued)

Equity (Continued)

RETAINED EARNINGS-CURRENT YEAR	\$ (152,540.93)	

TOTAL Equity		440,935.75

TOTAL LIABILITIES AND EQUITY		\$6,591,007.31
		=====

CapRock Communications Corp
INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

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

REVENUE:

Revenue		
Texas	\$15,365,297.74	66.1 %
Texas	530,693.13	2.3
Texas	657,386.05	2.8
Mexico	1,670,376.33	7.2
Mexico	81,294.32	.3
Mexico	20,878.91	.1
International	2,404,253.76	10.3
International	15,835.21	.1
International	16,047.65	.1
800 - Texas	637,334.29	2.7
800 - Texas	100,865.40	.4
800 - Texas	285,456.09	1.2
800 Canada	3,521.64	.0
800 Canada	2,234.22	.0
800 Canada	2,365.42	.0
Travel - Texas	21,541.57	.1
Travel - Texas	10,261.77	.0
Travel - Texas	21,370.36	.1
Dir. Asst. - Texas	288,702.56	1.2
Dir. Asst. - Texas	8,322.73	.0
Dir. Asst. - Texas	14,476.68	.1
Private Lines	614,394.07	2.6
Private Lines	114,309.35	.5
Private Lines	42,383.44	.2
Debit Cards	50.00	.0
	-----	-----
TOTAL Revenue	22,929,652.69	98.7
Other Revenue		
Billing Service Charges	197,360.18	.8
Billing Service Charges	63,855.61	.3
Billing Service Charges	6,728.69	.0
Billing Service Charges	70,000.00	.3
Operator Service Commission	1,369.88	.0
Finance Charge	170,714.41	.7
Finance Charge	20,867.25	.1
Finance Charge	23,710.76	.1
Sales Allowances	(179,985.32)	(.8)
Sales Allowances	(52,919.56)	(.2)
Sales Allowances	(12,610.52)	(.1)
	-----	-----
TOTAL Other Revenue	309,091.38	1.3
	-----	-----
TOTAL REVENUE	23,238,744.07	100.0

COST OF GOODS SOLD:

Cost of Goods Sold		
Intermachine Trunks	19,240.87	.1
Longhaul	1,073,761.19	4.6

CapRock Communications Co
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

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

	(Continued)	
Cost of Goods Sold		
Access Transport	\$104,976.95	.5 %
F.G. Orig. - Texas	45,260.10	.2
F.G. Orig. - Texas	(469.27)	.0
F.G. Orig. - Domestic	99,767.91	.4
F.G. Orig. - Domestic	66.32	.0
FG Term. - Texas	1,082,088.38	4.7
FG Term. - Domestic	1,209,527.65	5.2
National Origination	109,155.08	.5
800 Domestic	1,090,768.84	4.7
800 Extended	29,712.23	.1
800 - Mexico	7,500.00	.0
Wats	7,320,743.92	31.5
Canada	53,783.00	.2
Mexico	2,597,184.07	11.2
International	2,740,405.89	11.8
Directory Ass'n.	226,575.39	1.0
Travel	109,497.32	.5
Debit Card	3,084.41	.0
Conference Calls	225.54	.0
Private Lines	932,834.51	4.0
Dedicated Lines	3,972.61	.0
Installations	72,423.04	.3
Fiber Build Exp.	880.23	.0
<hr/>		
TOTAL Cost of Goods Sold	18,932,966.18	81.5
<hr/>		
Other COGS		
Other	9,362.17	.0
Prior Period COGS	(326.05)	.0
<hr/>		
TOTAL Other COGS	9,036.12	.0
<hr/>		
TOTAL COST OF GOODS SOLD	18,942,002.30	81.5
<hr/>		
GROSS MARGIN	4,296,741.77	18.5

Operating Expense

Accounting Fees	28,569.50	.1
Accounting Fees	950.79	.0
Advertising	19,630.49	.1
Advertising	106.63	.0
Advertising	288.00	.0
Advertising	2,016.90	.0
Advertising	276.00	.0
Amortization	5.19	.0
Bad Debt Expense	356,223.00	1.5
Bank Fees	10,467.09	.0
Bank Fees	8,209.40	.0
Bonuses	95,000.00	.4
Bonuses	4,000.00	.0
Bonuses	750.00	.0

CapRock Communications Co
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

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

Operating Expense

(Continued)

Bonuses	\$4,974.86	.0 %
Bonuses	250.00	.0
Bonuses	500.00	.0
Bonuses	8,750.00	.0
Bonuses	31,250.00	.1
Bonuses	2,500.00	.0
Bonuses	750.00	.0
Bonuses	2,055.86	.0
Business Meals & Ent.	21,783.61	.1
Business Meals & Ent.	35.66	.0
Business Meals & Ent.	69.66	.0
Business Meals & Ent.	49.20	.0
Business Meals & Ent.	28.67	.0
Business Meals & Ent.	127.35	.0
Business Meals & Ent.	1,740.93	.0
Business Meals & Ent.	3,428.43	.0
Business Meals & Ent.	690.92	.0
Business Meals & Ent.	237.66	.0
Business Meals & Ent.	2,187.69	.0
Business Meals & Ent.	1,008.46	.0
Business Meals & Ent.	371.67	.0
Car Allowance	3,471.33	.0
Car Allowance	1,300.00	.0
Club Memberships	3,953.41	.0
Collection Expense	65.00	.0
Collection Expense	2,498.95	.0
Commissions - Employee	539.97	.0
Commissions - Employee	14,169.38	.1
Commissions - Employee	40,134.68	.2
Commissions - Outside	7,000.00	.0
Commissions - Outside	6,790.72	.0
Commissions - Outside	205.10	.0
Commissions - Outside	305,919.15	1.3
Conferences/Seminars	10,469.57	.0
Conferences/Seminars	45.00	.0
Conferences/Seminars	129.40	.0
Conferences/Seminars	742.50	.0
Conferences/Seminars	1,185.00	.0
Conferences/Seminars	5,985.00	.0
Conferences/Seminars	1,185.00	.0
Conferences/Seminars	1,577.50	.0
Conferences/Seminars	360.00	.0
Consulting Services	51.42	.0
Consulting Services	43,078.40	.2
Consulting Services	200.00	.0
Contract Labor	33,605.00	.1
Contract Labor	185.00	.0
Delivery	1,766.25	.0
Delivery	522.47	.0
Delivery	595.25	.0
Delivery	754.09	.0

CapRock Communications Co.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

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

Operating Expense

(Continued)

Delivery	\$750.11	.0
Delivery	55.00	.0
Delivery	4,000.85	.0
Delivery	140.25	.0
Delivery	252.95	.0
Delivery	737.00	.0
Delivery	366.82	.0
Delivery	1,443.61	.0
Delivery	1,316.15	.0
Delivery	178.50	.0
Delivery	429.50	.0
Delivery	1,496.55	.0
Depreciation	28,676.19	.1
Depreciation	92,353.55	.4
Depreciation	352,673.84	1.5
Depreciation	1,278.50	.0
Depreciation	3,517.51	.0
Donations	135.00	.0
Dues/Subs./Pubs.	6,124.47	.0
Dues/Subs./Pubs.	512.34	.0
Dues/Subs./Pubs.	1,276.64	.0
Dues/Subs./Pubs.	17,891.85	.1
Dues/Subs./Pubs.	56,907.02	.2
Dues/Subs./Pubs.	3,225.00	.0
Dues/Subs./Pubs.	91.57	.0
Dues/Subs./Pubs.	1,319.33	.0
Dues/Subs./Pubs.	288.00	.0
Dues/Subs./Pubs.	1,659.00	.0
Dues/Subs./Pubs.	269.74	.0
Employee Parking	1,245.95	.0
Employee Parking	2,098.65	.0
Gifts - Business	1,944.71	.0
Gifts - Business	4,382.65	.0
Gifts - Business	54.02	.0
Gifts - Business	82.93	.0
Gifts - Business	78.97	.0
Gifts - Business	25.42	.0
Insurance - Business	25,454.79	.1
Insurance - Employee	11,764.27	.1
Insurance - Employee	4,657.22	.0
Insurance - Employee	2,920.08	.0
Insurance - Employee	5,429.95	.0
Insurance - Employee	767.40	.0
Insurance - Employee	1,809.20	.0
Insurance - Employee	2,581.79	.0
Insurance - Employee	3,265.25	.0
Insurance - Employee	5,151.05	.0
Insurance - Employee	13,916.40	.1
Insurance - Employee	1,254.32	.0
Insurance - Employee	3,913.48	.0
Insurance - Employee	2,369.46	.0

CapRock Communications Co.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

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

Operating Expense

(Continued)

Insurance - Employee	\$3,642.17	.0 %
Insurance - Employee	1,855.26	.0
Insurance - Employee	111.53	.0
Interest Expense	307,450.27	1.3
Kitchen Supplies	5,012.91	.0
Kitchen Supplies	552.98	.0
Late Payment Charges	49,839.31	.2
Legal Fees	76,411.14	.3
Legal Fees	2,856.00	.0
Licenses & Permits	17,427.77	.1
Maintenance & Repair	999.38	.0
Maintenance & Repair	5,702.19	.0
Maintenance & Repair	55.02	.0
Maintenance & Repair	38,003.83	.2
Maintenance & Repair	12,343.15	.1
Maintenance & Repair	210.00	.0
Maintenance & Repair	917.45	.0
Mileage Reimb.	28.42	.0
Mileage Reimb.	118.26	.0
Mileage Reimb.	2,852.55	.0
Mileage Reimb.:	25.20	.0
Mileage Reimb.	57.42	.0
Mileage Reimb.	256.07	.0
Mileage Reimb.	1,707.15	.0
Mileage Reimb.	233.74	.0
Mileage Reimb.	3,053.06	.0
Miscellaneous	4,193.70	.0
Miscellaneous	(13,725.86)	(.1)
Miscellaneous	153.23	.0
Miscellaneous	193.89	.0
Miscellaneous	90.79	.0
Miscellaneous	127.92	.0
Miscellaneous	15.41	.0
Miscellaneous	84.57	.0
Non-Capital Operating Supplies	184.11	.0
Non-Capital Operating Supplies	1,853.15	.0
Non-Capital Operating Expense	107.10	.0
Non-Capital Operating Supplies	6,948.61	.0
Office Services	253.00	.0
Office Services	311.76	.0
Office Supplies	726.52	.0
Office Supplies	820.34	.0
Office Supplies	23,930.60	.1
Office Supplies	2,774.13	.0
Office Supplies	1,956.64	.0
Office Supplies	73.49	.0
Office Supplies	470.78	.0
Office Supplies	1,314.54	.0
Office Supplies	135.88	.0
Office Supplies	59.49	.0
Office Supplies	202.36	.0

CapRock Communications Co.
INCOME STATEMENT
FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

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

Operating Expense

(Continued)

Office Supplies	\$183.60	.0 %
Office Rent	171,744.58	.7
Office Rent	26,604.20	.1
Office Rent	12,246.84	.1
Penalties	2,662.29	.0
PIC Charges	1,249.87	.0
PIC Charges	3,956.71	.0
Postage	5,403.02	.0
Postage	309.21	.0
Postage	25.00	.0
Postage	134.65	.0
Postage	64.00	.0
Printing	752.82	.0
Printing	638.59	.0
Printing	1,314.80	.0
Printing	11,930.84	.1
Printing	615.13	.0
Printing	246.27	.0
Printing	847.81	.0
Printing	24.44	.0
Printing	109.11	.0
Printing	3,757.25	.0
Printing	2,773.59	.0
Printing	168.06	.0
Recruiting Fees	298.80	.0
Recruiting Fees	6,250.00	.0
Recruiting Fees	4,350.00	.0
Recruiting Fees	8,400.02	.0
Recruiting Fees	(.02)	.0
Recruiting Fees	2,400.00	.0
Recruiting Fees	7,700.00	.0
Recruiting Fees	10,353.20	.0
Rentals - Equipment	1,346.30	.0
Rentals - Equipment	2,281.47	.0
Rentals - Equipment	109.45	.0
Rentals - Equipment	21.52	.0
Rentals - Equipment	33.72	.0
Rentals - Equipment	92.83	.0
Rentals - Equipment	171.52	.0
Rentals - Equipment	52.35	.0
Rentals - Equipment	106.96	.0
Rentals - Equipment	723.84	.0
Accrued Vacation Exp.	5,000.00	.0
Salaries	459,012.50	2.0
Salaries	116,947.19	.5
Salaries	48,866.68	.2
Salaries	68,956.43	.3
Salaries	26,500.05	.1
Salaries	88,186.18	.4
Salaries	64,243.56	.3
Salaries	63,477.79	.3

CapRock Communications Co
INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

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

Operating Expense	(Continued)	
Salaries	\$314,482.25	1.4 %
Salaries	17,641.84	.1
Salaries	91,924.77	.4
Salaries	47,294.33	.2
Salaries	72,460.70	.3
Salaries	50,955.77	.2
Salaries	4,860.58	.0
Sales Promotions	5,302.24	.0
Sales Promotions	927.23	.0
Sales Promotions	2,000.00	.0
DO NOT USE	(569.02)	.0
Taxes - Employer	25,775.30	.1
Taxes - Employer	87.62	.0
Taxes - Employer	9,539.89	.0
Taxes - Employer	4,437.69	.0
Taxes - Employer	6,594.98	.0
Taxes - Employer	2,287.88	.0
Taxes - Employer	8,263.82	.0
Taxes - Employer	6,213.95	.0
Taxes - Employer	5,574.58	.0
Taxes - Employer	26,515.19	.1
Taxes - Employer	1,759.02	.0
Taxes - Employer	7,802.39	.0
Taxes - Employer	3,835.37	.0
Taxes - Employer	7,932.94	.0
Taxes - Employer	22.66	.0
Taxes - Employer	7,077.55	.0
Taxes - Employer	211.95	.0
Taxes - Employer	537.12	.0
Taxes - Telecom. Facility	5,257.00	.0
Taxes - Franchise	1,943.23	.0
Taxes - Property	358.90	.0
Taxes - Discount	(801.91)	.0
Telephone	8,829.63	.0
Telephone	31.96	.0
Telephone	797.66	.0
Telephone	68,807.98	.3
Telephone	12,261.93	.1
Telephone	1,313.40	.0
Telephone	11.59	.0
Telephone	515.95	.0
Telephone	2,622.99	.0
Telephone	1,378.00	.0
Telephone	7,791.30	.0
Telephone	2,625.44	.0
Telephone	18.17	.0
Telephone	789.04	.0
Telephone	933.40	.0
Telephone	2,141.79	.0
Temporary Employee	17,598.29	.1
Temporary Employee	2,639.77	.0

CapRock Communications Company
INCOME STATEMENT
 FOR THE 12 PERIODS ENDED DECEMBER 31, 1996

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

Operating Expense	(Continued)	
Travel	\$49,770.41	.2 %
Travel	158.00	.0
Travel	639.35	.0
Travel	435.24	.0
Travel	30.25	.0
Travel	676.00	.0
Travel	70.58	.0
Travel	3,819.69	.0
Travel	22.65	.0
Travel	3,849.78	.0
Travel	7,819.42	.0
Travel	1,291.83	.0
Travel	1,269.69	.0
Travel	18,402.73	.1
Training	551.26	.0
Training	199.00	.0
Training	8,086.24	.0
Training	6,340.65	.0
Utilities	642.51	.0
	-----	-----
TOTAL Operating Expense	4,544,676.74	19.6
	-----	-----
NET INCOME FROM OPERATIONS	(247,934.97)	(1.1)
Other Income & Expense		
Other Income	815.80	.0
Other Expense	(911.76)	.0
	-----	-----
TOTAL Other Income & Expense	(95.96)	.0
	-----	-----
EARNINGS BEFORE INCOME TAX	(248,030.93)	(1.1)
Income Taxes		
Income Taxes	(95,490.00)	(.4)
	-----	-----
TOTAL Income Taxes	(95,490.00)	(.4)
	-----	-----
NET INCOME (LOSS)	\$(152,540.93)	(.7) %
	*****	*****

EXHIBIT C

Jere W. Thompson, Jr.

Mr. Thompson was appointed by Governor Bill Clements to the Texas Turnpike Authority in 1989. He was chairman of the New Projects Committee, and a member of the Finance, Contract Awards and Executive Director Search Committees before being reappointed and named Chairman of the Texas Turnpike Authority by Governor George Bush in 1995.

Mr. Thompson is 39, grew up in Dallas and graduated from Cistercian Preparatory School in Irving in 1974. He attended and graduated from Stanford University in 1978 with a B.A. in Economics. After working in the Corporate Finance Department of Goldman, Sachs & Co., Mr. Thompson enrolled in the University of Texas Graduate School of Business in 1980 and obtained his M.B.A. in 1982.

Mr. Thompson worked in commercial real estate through 1986, leaving Trammell Crow Company to join The Thompson Company, a family investment company. In 1991, Mr. Thompson started a telecommunications company, CapRock Fiber Network, which designed and constructed a fiber optic network in South Texas. CapRock Communications was established in 1994 and is a facilities based, wholesale long distance provider. Mr. Thompson is president of both companies.

Mr. Thompson is on the board of Cistercian Preparatory School where he has co-chaired three capital campaigns over the past eleven years. He served for six years on the board of the I Have A Dream Foundation which provides mentoring and college scholarships to minority children.

Executive Vice President's Qualifications

Timothy W. Rogers
Executive Vice President

Education:

Southwest Texas State University, BBA/Marketing, 1981 - 1986

Business Experience:

- U.S. Sprint Corporation, Account Executive, 1987-1988
- Southwest Network Services, Inc., Senior Account Executive, 1988 -1989
- West Microwave Corporation, Sales Manager, 1989-1991
- Synergy Telemanagement, Inc./CapRock Communications Corporation, Founder and Executive Vice President, 1991-Present

Executive Vice President's Qualifications

Timothy Martin Terrell
Executive Vice President

Education:

Southwest Texas State University, BBA/Marketing

Business Experience:

- U.S. Sprint Communications, Major Account Executive, 1986 - 1988
- Metromedia Long Distance, Major Account Executive, 1988 - 1989
- Qwest Communications, Inc., Director of Sales, 1989 - 1993
- Synergy Telemanagement, Inc., Founder, 1993 - 1994
- CapRock Communications Corporation, Owner and Executive Vice President, 1994-Present

Executive Vice President's Qualifications

Scott L. Roberts
Executive Vice President

Education:

University of Nebraska, BS/Business Administration, 1985

Business Experience:

- U.S. Sprint Communications, Major Account Executive, 1987 - 1989
- Qwest Communications, Inc., Carrier Sales Manager, 1989 - 1992
- Synergy Telemanagement, Inc., Partner/Managing Principal, 1992 - 199_
- CapRock Communications Corporation, Owner and Executive Vice President:
199_Present

Scott Roberts, Executive Vice President, was graduated from the University of Nebraska in 1985 with a BS in Business. After college, Mr. Roberts worked for three and one half years as a Major Account Executive at US Sprint. Mr. Roberts then worked as a Carrier Services Manager with Quest Communications for over three years. He has been with CapRock Communications since the inception of the company in January 1991.

Tim Terrell, Executive Vice President, received a BBA, with an emphasis in business marketing, from Southwest Texas State University. Over the past nine years, Mr. Terrell has worked for various major communications companies, such as US Sprint, Metromedia Long Distance and Quest Communications as a Major Account Executive and Director of Sales. Mr. Terrell joined CapRock Communications in February 1993.

Tim Rogers, Executive Vice President, was graduated from Southwest Texas State University. Mr. Rogers has worked in the telecommunications industry for the last eight years. He served as an Account Manager, as well as a Sales Manager, for several communications companies including US Sprint, Metromedia Long distance and Quest Communications. Mr. Rogers has been with CapRock Communications since the inception of the company in January 1991.

Exhibit D

TITLE SHEET

CAPROCK COMMUNICATIONS CORP.

TARIFF NO. 1

This tariff contains the description, regulations, and rates applicable to the provision of telecommunications service by CAPROCK COMMUNICATIONS CORP. ("CapRock") with principal offices located at 2 Galleria Tower, 13455 Noel Road, Suite 1925, Dallas, Texas 75240. This tariff is on file with the Florida Public Service Commission and copies may be inspected during normal business hours at the Company's principal place of business.

ISSUED: June 23, 1997

EFFECTIVE:

ISSUED BY: Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

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 page.

<u>Sheet</u>	<u>Revision</u>	<u>Sheet</u>	<u>Revision</u>
1	Original	21	Original
2	Original	22	Original
3	Original	23	Original
4	Original	24	Original
5	Original	25	Original
6	Original	26	Original
7	Original	27	Original
8	Original	28	Original
9	Original	29	Original
10	Original		
11	Original		
12	Original		
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		

ISSUED: June 23, 1997**EFFECTIVE:**

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SYMBOLS

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

- D - Deleted or Discontinued Material
- I - Change Resulting In A Rate Increase
- M - Moved From Another Tariff Location
- N - New Material
- R - Change Resulting In A Rate Reduction
- T - Change In Text or Regulation Only

ISSUED: June 23, 1997

EFFECTIVE:

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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 existing sheets with whole numbers, a decimal is added. For example, a new sheet added between Sheets 14 and 15 would be Sheet 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper-right corner of the sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, 4th Revised Sheet 14 cancels 3rd 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 of coding.
- 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 sheet on file with the Commission.

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SECTION 1 - DEFINITIONS AND ABBREVIATIONS**1.1 Definitions:**

Authorized User - A person, firm, corporation, or other entity authorized by the customer to receive or send communications.

Cancellation of Order - A customer-initiated request to discontinue processing a service order, in part or in whole, prior to its completion.

Carrier/Company - CapRock Communications Corp., unless otherwise specified or clearly indicated by the context.

Completed Calls - Completed calls are answered calls on the distance end.

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

Customer Provided Equipment - Terminal equipment provided by a customer.

Day Rate Period - 8:00 a.m. to 4:59 p.m. Monday through Friday.

Directory Assistance - Directory Assistance Service consists of supplying or attempting to supply listed telephone numbers to persons who call the Directory Assistance Bureau.

Disconnection - The disconnection of a circuit, dedicated access line or port connection being used for existing service.

Evening Rate Period - 5:00 p.m. to 10:59 p.m. Sunday through Friday.

Holidays - Carrier's recognized holidays are New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

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1.1 Definitions: (continued)

Holiday Rate Period - The Evening Rate will apply to calls made on Carrier recognized Holidays listed herein, provided, however, that calls made on Holidays during the Night/Weekend Rate Period shall be billed at the lower of the Evening Rate and the Night/Weekend Rate.

Night/Weekend Rate Period - 11:00 p.m. to 7:59 a.m. every day; 8:00 a.m. to 10:59 p.m. Saturday; and 8:00 a.m. to 4:59 p.m. Sunday.

Normal Business Hours - Normal business hours are 8:00 a.m. to 5:00 p.m., Monday through Friday excluding holidays.

Premises - The space designated by a customer as its place or places of business for termination of service (whether for its own communications needs or for its resale customers). In the case of a non-profit sharing group, this term includes space at each sharer's place or places of business as well as space at the customer's place(s) of business.

Terminal Equipment - All telephone instruments, large and small key PBX systems and other devices and apparatus, and associated wiring, which are intended to be connected electrically, acoustically or inductively to the telecommunication system of the telephone utility.

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1.2 Abbreviations:

LATA - Local Access Transport Area

LEC - Local Exchange Carrier

MTS - Message Toll Service

NSF - Non-Sufficient Funds

PBX - Private Branch Exchange

SAL - Special Access Line

V&H - Vertical and Horizontal

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EFFECTIVE:

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SECTION 2 - RULES AND REGULATIONS**2.1 Carrier Undertaking**

Carrier provides long distance message toll telephone service to customers for their direct transmission of voice, data, and other types of telecommunications.

Communications originate when the customer accesses Carrier directly or through the facilities of the local service carrier via one or more access lines, equal access or on a dial-up basis. Carrier may act as the customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the customer, to allow connection of a customer's location to the Carrier network. The customer shall be responsible for all charges due for such service arrangements.

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

2.2 Limitations on Service

2.2.1 Carrier reserves the right to provide services to and from locations where the necessary facilities and/or equipment are available and subject to the provisions of this tariff.

2.2.2 Carrier reserves the right to discontinue furnishing service upon written notice, when necessitated by conditions beyond its control or when the customer is using the service in violation of the provisions of this tariff or in violation of the law.

2.2.3 Title to any equipment provided by Carrier under these regulations remains with Carrier. Carrier's prior written permission is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to any such assignee or transferee.

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2.3 Use of Service

Service may not be used for any unlawful purposes.

The minimum period for service is one month (30 days), unless otherwise noted in the service description.

2.4 Limitation of Liability

2.4.1 Carrier shall not be liable to any person, firm or entity for damages, either direct, indirect, consequential, special, incidental, actual, punitive, or for any other damages or for any lost profits, arising out of mistakes, accidents, errors, omissions, interruptions, delays or defects in transmissions, and not caused by the negligence of the Carrier, commencing upon activation of service and in no event exceeding an amount equivalent to the proportionate charge to the customer for the period of service during which mistakes, accidents, errors, omissions, interruptions, delays or defects in transmission occur. Carrier makes no warranty, whether express, implied or statutory, as to the description, quality, merchantability, completeness or fitness for any purpose of the service or local access, or as to any other matter, all of which warranties by Carrier are hereby excluded and disclaimed.

2.4.1 Carrier will indemnify the customer and hold it harmless in respect to any loss, damage, liability or expense asserted against the customer by a third party on account of any property damage or personal injury caused by the negligent or willful misconduct of Carrier or its agents or representatives arising out of performance by Carrier of any testing or other activities on the customer's premises pursuant to this tariff. Carrier's obligations under the immediately preceding sentence shall be subject to the customer's full performance of this tariff and subject further to the customer's duty to take reasonable precautions in the location, construction, maintenance and operation of all activities, facilities and equipment for the protection against hazard or injury and so as to not interfere with the services provided by Carrier.

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CapRock Communications Corp.
13455 Noel Rd., Suite 1925
Dallas, Texas 75240

2.4 Limitation of Liability (continued)

- 2.4.2 Carrier shall be indemnified and held harmless by the customer against:
- A. Claims for libel, slander, infringement of patent or copyright, or unauthorized use of any trademark, trade name, or service mark arising out of the material, data information, or other content transmitted over the carrier's facilities; and
 - B. All other claims arising out of any act or omission by the customer in connection with any service provided by Carrier.
- 2.4.3 Carrier shall not be liable for, and the customer indemnifies and holds Carrier harmless from, any and all loss, claims, demands, suits, or other actions, or any liability whatsoever, whether suffered, made, instituted, or asserted by the customer or by any party or persons, for personal injury to, or 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 others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, condition, location, or use that is not the direct result of the carrier's negligence. No agents or employees or other carriers shall be deemed to be agents or employees of Carrier.
- 2.4.4. With respect to the routing of calls by Carrier to public safety answering points or municipal Emergency Service providers, Carrier's liability, if any, will be limited to the lesser of: (a) the actual monetary damages incurred and proved by the Customer as the direct result of Carrier's action, or failure to act in routing the call, or (b) the sum of \$1,000.00.

ISSUED: June 23, 1997**EFFECTIVE:**

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2.5 Interruption of Service

A credit allowance for interruptions of service which are not due to Carrier's testing or adjusting, to the negligence of the customer, or to the failure of the channels, equipment, and/or communications systems provided by the customer, are subject to the general liability provisions set forth herein. It shall be the obligation of the customer to notify Carrier of any interruption in service. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by or within the customer's control and is not in wiring or equipment connected to Carrier's terminal.

2.6 Restoration of Service

The use and restoration of service in emergencies shall be in accordance with the Part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities.

2.7 Customer Responsibility

2.7.1 All customers assume general responsibilities in connection with the provisions and use of Carrier's service. When facilities, equipment, and/or communication systems provided by others are connected to Carrier's facilities, the customer assumes additional responsibilities. All customers are responsible for the following:

- A. The customer is responsible for placing orders for service, paying all charges for service rendered by the Carrier and complying with all regulations governing the service. The customer is also responsible for assuring that its users comply with regulations.
- B. When placing an order for service, the customer must provide:
 - 1. The name(s) and address(es) of the person(s) responsible for the payment of service charges.
 - 2. The name(s), telephone number(s), and address(es) of the customer contact person(s).

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Dallas, Texas 75240

2.7 Customer Responsibility (continued)

- C. The customer must pay Carrier for the replacement or repair of Carrier's equipment when the damage results from:
1. The negligence or willful act of the customer or user;
 2. Improper use of service; or
 3. Any use of equipment or service provided by others.
- D. After receipt of payment for the damages, Carrier will cooperate with the customer in prosecuting a claim against any third party causing damage.

2.7.2 Maintenance, Testing, and Adjustment

Upon reasonable notice, the equipment provided by Carrier shall be made available for any testing and adjustment which may be necessary to maintain them in satisfactory condition. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.7.3 A. Deposits

The Company does not require a deposit from customers in the state of Florida.

B. Advance Payments

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

ISSUED: June 23, 1997**EFFECTIVE:****ISSUED BY:**

Jere W. Thompson, Jr., President
CapRock Communications Corp.
13455 Noel Rd., Suite 1925
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2.7.4 Credit Allowances

Credit for failure of service or equipment will be allowed only when failure is caused by or occurs in equipment owned, provided and billed for, by Carrier.

- A. Credit allowances for failure of service or equipment starts when the customer notifies Carrier of the failure or when Carrier becomes aware of the failure and ceases when the operation has been restored and an attempt has been made to notify the customer.
- B. The customer shall notify Carrier of failures of service or equipment and make reasonable attempts to ascertain that the failure is not caused by customer provided facilities, any act, or omission of the customer or in wiring or equipment connected to the terminal.
- C. Only those portions of the service or equipment operation disabled will be credited. No credit allowances will be made for:
 - 1. Interruptions of service resulting from Carrier performing routine maintenance;
 - 2. Interruptions of service for implementation of a customer order for a change in the service;
 - 3. Interruption caused by the negligence of the customer or his authorized user;
 - 4. Interruptions of service due to customer or authorized user provided facilities.

2.7.5 Cancellation by Customer

If a customer orders services requiring special equipment and/or facilities dedicated to the customer's use and then cancels his order before the service begins, the customer will be charged for all non-recoverable portions of expenditures or liabilities incurred by Carrier on behalf of the customer.

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2.7.6 Application of Charges

The charge for service are those in effect for the period that service is furnished.

2.7.7 Payment and Charges for Services

Charges for service are applied on a recurring and non-recurring basis. Service is provided and billed on a monthly basis. Service continues to be provided until disconnection is requested by the customer, in writing.

In the event of a dispute concerning a bill, Customer must pay a sum equal to the amount of the undisputed portion of the bill and proceed with complaint procedures set forth in this tariff.

Payment will be considered timely if paid within 15 days after the bill is rendered. The bill shall be considered rendered when deposited in the U.S. mail with postage prepaid. Interest as stated in this tariff will accrue on any unpaid amount commencing on the twenty-first day after rendition of the bill.

The customer is responsible for payment of all charges for service furnished to the customer under this tariff. The initial billing may consist of one months estimated usage billed in advance. Thereafter, charges based on actual usage during a month will be billed monthly in arrears.

Service may be denied or discontinued for non-payment charges. Disconnection will not occur before fifteen (15) days from the due date and Carrier will give five (5) days written notice before any disconnection occurs. Restoration of service will be subject to any applicable installation charges.

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2.7.8 Taxes

Customer is responsible for payment of any state and local taxes (i.e. gross receipts tax, sales tax, municipal utilities tax) which will be listed as separate line items and which are not included in the quoted rates.

2.7.9 Customer Complaint Procedure

Carrier will resolve any disputes brought to its attention as promptly and effectively as possible. Customer Service Representatives can be reach via the following 800 telephone number: 1-800-687-1600.

Customers have the right to refer any unresolved dispute or complaint to the Florida Public Service Commission.

In the event of a dispute concerning an invoice, the customer must pay a sum equal to the amount of the undisputed portion of the bill and notify the Company of the disputed portion.

2.8 Carrier Responsibility**2.8.1 Calculation of Credit Allowance**

Pursuant to limitations set forth in Section 2.7.4, when service is interrupted the credit allowance will be computed on the following basis:

- A. No credit shall be allowed for an interruption of less than two hours.
- B. The customer shall be credited for each hour or major fraction thereof that an interruption continues beyond two hours.
- C. When a minimum usage charge is applicable and the customer fails to meet a usage minimum, credit for the outage shall be applied against that minimum equal to 1/360th of the monthly minimum charges associated with the portion of service disabled beyond two hours.

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2.8.2 Cancellation of Credit

Where Carrier cancels a service or the provision of equipment and the final service period is less than the monthly billing period, a credit will be issued for any amounts billed in advance, prorated at 1/30th of the monthly recurring charge for each day the service was rendered or the equipment was provided. This credit will be issued to the customer or applied against the balance remaining on the customer's account.

2.8.3 Disconnection of Service by Carrier

Carrier, upon 5 days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- A. Non-payment of any sum due to Carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service;
- B. A violation of any regulation governing the service under this tariff;
- C. A violation of any law, rule, or regulation of any government authority having jurisdiction over the service; or
- D. Carrier is prohibited from furnishing services by order of a court or other government authority having jurisdiction.

2.8.4 Fractional Charges

Charges for a fractional part of a month are calculated by counting the number of days remaining in the billing period after service is furnished or discontinued beginning with the day after service was furnished or discontinued. Divide the number of days by thirty days and multiply the resultant fraction by the monthly charge.

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2.9 Exclusion Requirements

The Carrier does not have any exclusion requirements regarding provision of services to customers.

2.10 Employee Concessions

The Company does not offer any employee concessions at this time.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.1 Timing of Calls**

The customer's monthly usage charges are based upon the total number of minutes use by the customer and the service options subscribed to. Usage begins when the called party picks up the receiver, (i.e. When two-way communications, often referred to as "conversation time" is possible.). When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to sixty (60) seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up. There are no charges incurred for uncompleted calls.

3.2 Start of Billing

For billing purposes, the start of service is the day following acceptance by the customer of Carrier's service or equipment. The end of service date is the day on which service was discontinued.

3.3 Interconnection

Service furnished by Carrier may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Carrier. Interconnection with the facilities or services of other carriers shall be under the applicable terms and conditions of other carriers' tariffs.

3.4 Terminal Equipment

Carrier's service may be used with or terminated in customer provided terminal equipment or customer provided communication systems, such as teleprinters, handsets, or data sets. Such terminal equipment shall be furnished and maintained at the expense of the customer. The Customer is responsible for all costs at his premises, including customer personnel, wiring, electrical power, and the like incurred in his use of carrier's service. Carrier may, upon written notice, require the use of protective equipment at the customer's expense. If this fails to produce satisfactory quality and safety, Carrier may, upon written notice, terminate the customer's service.

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3.5 Calculation of Distance

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.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The company uses the rate centers and associated vertical and horizontal coordinates currently used within the telephone industry.

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

3.6 Minimum Call Completion Rate

The customer can expect a call completion rate of 99% of calls attempted during peak use periods for all Feature Group D (1+) services.

3.7 Hearing or Speech Impaired Persons

Rates for calls are reduced for residence or single-line business customers who meet the following requirements:

A. The customer is certified to the Company as having a hearing or speech impairment that prevents telephone voice communications.

B. The customer uses a telecommunications device for the deaf (TDD) or other non-voice equipment for telecommunications.

C. The customer provides a written application to the Company for reduced rates.

D. The customer designates to the Company one telephone number associated with that customer's service and telecommunications device.

Intrastate toll message rates for hearing and speech impaired persons meeting the above requirements shall be Evening rates for daytime calls and Night rates for evening and night calls.

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3.8 Services Offerings

The Company provides the following services:

3.8.1 Message Toll Service (MTS)

1+ Dialing, Calling Card and 800 services are available from Feature Group D end offices within the State.

3.8.2 Inbound 800 Service

Inbound 800 Service is virtual banded inbound toll service which permits calls to be completed at the subscriber's location without charge to the calling party. Access to the service is gained by dialing a ten digit telephone number which terminates at the customer's location. Inbound services originate via normal shared use facilities and are terminated via the customers' local exchange service access line.

Carrier will accept a prospective Inbound Service customer's request for up to ten (10) 800 telephone numbers and will reserve such number(s) on a first come first serve basis. All requests for number reservations must be made in writing, dated and signed by a responsible representative of the customer. Carrier does not guarantee the availability of number(s) until assigned. The telephone number(s) so requested, if found to be available, will be reserved for and furnished to the eligible customer.

If a customer who has received an 800 number does not subscribe to Inbound Service within 90 days, the company reserves the right to make the assigned number available for use by another customer.

3.8.3 Travel Card Service

Allows subscribers who are away from home or office to place calls by gaining access to the network via an 800 number and personal identification code issued by the Company.

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3.8.4 Directory Assistance

Allows a requesting party to obtain listed telephone numbers from a directory assistance operator.

3.8.5 Prepaid Calling Card ServiceA. General:

Prepaid Calling Card Service is voice grade switched telecommunications service that allows an end user to place calls charged to prepaid cards issued by the company. The end user accesses the network by dialing an 800 number printed on the back of the card via a touch-tone telephone.

Cards will be offered to customers on a first come, first served basis. The number of cards offered by the company will be subject to technical limitations.

B. Unit Value:

Prepaid Calling Cards may be obtained from the company or authorized agent in various denominations with a per unit value which is inclusive of all taxes. One unit equals one minute (or fraction thereof) of domestic calling. The prices apply 24 hours per day, 7 days a week.

Unless the card is given away by the Company to its Independent Representatives as part of a promotion, the value of the long distance telephone service assigned to the card will be clearly and prominently printed on the card in dollar amounts (e.g. \$5.00, \$10.00, \$15.00, etc.) or on the individual enclosure containing the card.

The total number of minutes assigned to each card will be clearly and prominently printed on the card (e.g. 5, 10, 15, 20, 30 minutes, etc.) or on the individual enclosure containing the card.

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3.8.5 Prepaid Calling Card Service (continued)B. Unit Value: (cont.)

At the time of sale, prepaid calling card customers will have information which allows them to know, or compute the price per minute of intrastate calls for the prepaid card (i.e., either the price per minute, or the price of the card and the number of minutes provided on the card, or on the individual enclosure containing the card.)

Credit allowances for failure of service will be granted in accordance with the terms set forth in this tariff.

C. Collector Cards:

An additional fee will be incurred by the customer in instances where the card itself has value distinct from the value of the underlying telecommunications service. These instances occur where the card is specially printed to depict a picture of a licensed property or where the materials used in production of the card have independent value.

The tariff usage value of the prepaid calling card will be shown on one side of the card (and will apply to all telephone calls made using the card) and the independent, or collector's value may be displayed on the opposite side of the card.

D. Exclusions:

The following types of calls can not be completed with Prepaid Calling Card Service:

- 1.) Calls to 700, 800, 900 and 950 numbers;
- 2.) Calls to Directory Assistance; and
- 3.) Operator Assisted Calls at a surcharge. (Call completion will be provided by customer service personnel at no charge to the customer if the customer encounters difficulty in completing a call.)

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3.8.5 Prepaid Calling Card Service (continued)**E. Card Depletion/Renewal and Expiration:**

Prepaid Calling Cards will be reduced and depleted proportionately with customer usage. At the beginning of each call, the user will be notified as to the amount of minutes available on the card. Customers will be given a notice one minute before the card balance is depleted. When the available time is depleted, the card will be terminated.

Except in the instance of cards utilized for international calling, no card will be depleted in increments that exceed one full minute. That is, rates will be charged in increments not exceeding one full minute. If a prepaid calling card expires on a certain date, that date will be clearly and prominently indicated on the card. If the card expires a certain amount of time after activation or after first use, or after last use, that will be clearly indicated. If an expiration date is not disclosed, the card will be active as long as time remains on the card.

The end user can extend the use of a Prepaid Calling Card by charging additional units on an authorized credit card. The system will "voice prompt" the user through the process necessary to purchase these additional increments or information may be provided directly to customer service representatives. An online credit check will be done to ensure that approved credit is available.

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3.8.5 Prepaid Calling Card Service (continued)E. Card Depletion/Renewal and Expiration: (cont.)

A prepaid card will have a clearly defined procedure for refunding the consumer's money or reissuing a new prepaid card should a prepaid card become unusable. Such refund shall be equal to the value remaining on the consumer's card. This information is available from the card provider either through its toll free customer service number, or its refund and reissue policy will be printed on the card. The term "unusable" means that the issuer has ceased providing telephone service for the card, or the Commission has determined that the inadequacy of service provided makes the card unusable.

F. Special Responsibility

The company is not responsible for theft, loss or unauthorized use of any Prepaid Calling Card of the associated Personal Identification Number (PIN). Where applicable, the reseller of Prepaid Calling Cards is solely responsible for the collection and payment of all applicable federal, state and local use, excise, sales and/or privilege taxes, duties or similar fees assessed by any government body or regulatory authority in connection with the service.

G. Card Distributors

The company will make Prepaid Calling Cards available to wholesalers or distributors whose price per card will be based on the number of cards purchased and frequency of purchases.

H. Sample Prepaid Calling Cards

If a prepaid calling card is a sample (a card with no time allocated to it), or other non-functioning card, the card will clearly indicate, either on the card or on the individual enclosure containing the card, that it is a sample with no time assigned to it.

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SECTION 4 - RATES AND CHARGES**4.1. Usage Charges and Billing Increments****4.1.1 Usage Charges**

Unless flat rated, usage charges are determined by the time of day rate periods and minutes of use within each rate period. The rate period is determined by the time and day of call origination at the customer's location.

4.1.2 Billing Increments

Usage is billed in accordance with the billing increments set forth in the individual product rate sections of this tariff.

4.1.3 Rounding

All calls are rounded to the next highest billing interval. Any partial cents per call will be rounded up to the next highest whole cent.

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4.2 "Performance Plus" Outbound Services**4.2.1 Switched Outbound Rates**

- a. Rate Per Minute: \$0.1546 per minute.
- b. Usage billed with a 6-second minimum and 6-second increments.

4.2.2 Dedicated Outbound Rates

- a. Rate Per Minute: \$0.1050 per minute.
- b. Usage billed with a 6-second minimum and 6-second increments.

4.3 "Performance Plus" Inbound Services**4.3.1 Switched Inbound Rates**

- a. Rate Per Minute: \$0.1590 per minute.
- b. Usage billed with a 30-second minimum and 6-second increments.

4.3.2 Dedicated Inbound Rates

- a. Rate Per Minute: \$0.1050 per minute.
- b. Usage billed with a 30-second minimum and 6-second increments.

4.4 Calling Card Service

- a. Rate Per Minute: \$0.25 per minute.
- b. No per call surcharge.
- c. Usage billed with a 30-second minimum and 6-second increments.

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4.5 Prepaid Calling Card Service

- a. Rate Per Minute: \$0.75 per minute.
- b. Usage billed in whole minute increments.

4.6 Directory Assistance

Customers will be billed the following per call charge to be connected to the local exchange company directory assistance service for directory assistance calls within the state. All verified handicapped customers will be allowed fifty (50) free Directory Assistance calls per month.

Directory Assistance Charge per call.....\$0.85

4.7 Late Payment Penalty

Customers will be charged 1.5% of any amounts owed to the Company beyond the due date as set forth within this tariff.

4.8 Dishonored Check Charge

Any person submitting a check to the Carrier as payment for services, which is subsequently returned by the issuing institution, shall be charged the greater of 5% of the amount of the check or \$20.00.

4.9 Restoration of Service Charge

The Company does not charge for restoration of services.

4.10 Special Promotions

Carrier will receive Commission approval prior to offering any Special Promotions. Any reduced rates offered under a Special Promotion will in no event last for more than 90 days per 12 month period.

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4.11 Discounts for Hearing Impaired Customers

- 4.10.1 A telephone toll message which is communicated using a telecommunications device for the deaf (TDD) by properly certified hearing or speech impaired persons or properly certified business establishments or individuals equipped with TDDs for communicating with hearing or speech impaired persons will receive, upon request, credit on charges for certain intrastate toll calls placed between TDDs. Discounts do not apply to surcharges or per call add-on charges for operator services when the call is placed by a method that would normally incur the surcharge.
- 4.10.2 The credit to be given on a subsequent bill for such calls placed between TDDs will be equal to applying the evening rate during business day hours and the night/weekend rate during the evening rate period.
- 4.10.3 The credit to be given on a subsequent bill for such calls placed by TDDs with the assistance of the relay center will be equal to 50% of the rate for the applicable rate period. If either party is both hearing and visually impaired, the call shall be discounted at 60% of the applicable rate.

4.12 Directory Assistance for Handicapped Persons

Handicapped customers are entitled to 50 free directory assistance calls per billing cycle in accordance with FAC 25-4.115(3).

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NOWALSKY, BRONSTON & GOTHARD, L.L.P.

ATTORNEYS AT LAW

3500 N. CAUSEWAY BOULEVARD, SUITE 1442

METAIRIE, LOUISIANA 70002

(504) 832-1984 - PHONE

(504) 831-0892 - FAX

DEPOSIT

DATE

JUN 25 1997

D553

June 23, 1997

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

RE: USA GLOBAL LINK, INC.

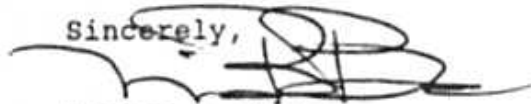
Dear Sirs:

Enclosed herewith for filing please find an original and twelve (12) copies of the application for authority to provide interexchange telecommunications service submitted on behalf of CapRock Communications Corp.

Please acknowledge receipt of this filing by date stamping and returning the additional copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. If you should have any questions, please do not hesitate to contact this office.

Sincerely,



Monica R. Borne

Enclosure

CapRock Communications Corp.

13455 NOEL RD #1925 LB46
DALLAS, TEXAS 75240
(972) 788-4800

PAY TO THE ORDER OF

8263

CHECK DATE	CONTROL NUMBER	AMOUNT
06/03/97	008263	\$*****250.00

PAY Two Hundred Fifty and 00/100 -----

Florida Public Service Comm.

TO THE
ORDER
OF


AUTHORIZED SIGNATURE