

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

21
MAR 27 AM 10:12
MAIL ROOM

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

March 26, 1998

VIA OVERNIGHT DELIVERY

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

DEPOSIT	DATE
D739	MAR 27 1998

Re: Telecom Resources, Inc.

Dear Sir/Madam:

Enclosed please find one original and twelve (12) copies of Telecom Resources, Inc.'s Application for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with an original and twelve (12) copies of Telecom Resources, Inc.'s proposed tariff.

Telecom Resources, Inc. has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of Telecom Resources, Inc.'s stated financial capability, attached to its application is a copy of the Company's Financial Statements for the year ended December 31, 1997 and its audited financial statements for the year ended December 31, 1996. As a switchless reseller, Telecom Resources, Inc. does not intend to make a capital investment to provide service in the State of Florida, however, Telecom Resources, Inc. intends to fund the provision of service through internally generated cash flow, and to the extent necessary, from cash contributions from its principals. Telecom Resources, Inc. also has the ability to borrow funds, if required, based upon its financial capabilities.

I also have enclosed a check in the amount of \$250.00 payable to the Florida Public Service Commission to cover the cost of filing these documents.

DOCUMENT NUMBER-DATE

03626 MAR 27 88

FPSC-RECORDS/REPORTING

Lance J.M. Steinhart
Attorney At Law
6455 East Johns Crossing
Suite 285
Duluth, Georgia 30097

RECEIVED
MAR 27 AM 10:12
MAIL ROOM

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

March 26, 1998

VIA OVERNIGHT DELIVERY

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

DEPOSIT DATE
D739 MAR 27 1998

Re: Telecom Resources, Inc.

Dear Sir/Madam:

Enclosed please find one original and twelve (12) copies of Telecom Resources, Inc.'s Application for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with an original and twelve (12) copies of Telecom Resources, Inc.'s proposed tariff.

Telecom Resources, Inc. has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of Telecom Resources, Inc.'s stated financial capability, attached to its application is a copy of the Company's Financial Statements for the year ended December 31, 1997 and its audited financial statements for the year ended December 31, 1996. As a switchless reseller, Telecom Resources, Inc. does not intend to make a capital investment to provide service in the State of Florida, however, Telecom Resources, Inc. intends to fund the provision of service through internally generated cash flow, and to the extent necessary, from cash contributions from its principals. Telecom Resources, Inc. has sufficient financial capabilities.

LANCE J. M. STEINHART
ATTORNEY AT LAW
PH. 770 232-9200
6455 E. JONES CROSSING STE. 285
DULUTH, GA 30058

1732

to the Florida Public

Pay to the
Order of

3-26-98
FLORIDA PUBLIC SERVICE COM \$200.00

TWO HUNDRED FIFTY 9 100 = Dollars

NationsBank

NationsBank N.A. (South)
Georgia

TRE

[Signature]

DOCUMENT NUMBER-DATE

03626 MAR 27 98

PROD. BY: BROS/REPORTING

Florida Public Service Commission
March 26, 1998
Page 2

Please return a stamped copy of the extra copy of this letter in the enclosed preaddressed prepaid envelope.

If you have any questions regarding the application or the tariff, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, consisting of a stylized, cursive 'L' followed by 'ance', all enclosed within a circular scribble. A long, thin horizontal line extends from the top right of the signature.

Lance J.M. Steinhart, Esq.
Attorney for Telecom Resources, Inc.

Enclosures
cc: Richard McFarland
LJS/lmb

**** FLORIDA PUBLIC SERVICE COMMISSION ***

**DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION**

APPLICATION FORM

for

**AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS
SERVICE
WITHIN THE STATE OF FLORIDA**

Instructions

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

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

- 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
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251**

FORM PSC/CMU 31 (11/91)

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

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

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

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:

Telecom Resources, Inc.

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

TRINetwork, Inc.

5. National address (including street name & number, post office box, city, state and zip code):

**1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207**

6. Florida address (including street name & number, post office box, city, state and zip code):

None.

7. Structure of organization:

- | | |
|---|--|
| <input type="checkbox"/> Individual | <input type="checkbox"/> Corporation |
| <input checked="" type="checkbox"/> Foreign Corporation | <input type="checkbox"/> Foreign Partnership |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other, _____ | |

8. 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 620.160 FS), if applicable.

(b) Indicate if the individual or any of the partners have previously been:

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

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

9. If incorporated, please give:

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

Corporate charter number: F97000003231

- (b) Name and address of the company's Florida registered agent.

**CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324**

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

Fictitious name registration number: F97000003231

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

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

No.

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

No.

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

- (a) The application;

Lance J.M. Steinhart
6455 East Johns Crossing, Suite 285
Duluth, GA 30097
770-232-9200

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

Richard McFarland
Telecom Resources, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207
(214) 760-9700/Phone

- (c) Tariff;

Lance J.M. Steinhart
6455 East Johns Crossing, Suite 285
Duluth, GA 30097
770-232-9200

- (d) Complaints/Inquiries from customers;

Taffy Delgado
Telecom Resources, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207
(800) 296-3536

11. List the states in which the applicant:

- (a) Has operated as an interexchange carrier.

None.

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

Applicant is in the process of filing Applications in the 48 contiguous states and Hawaii.

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

Arizona, Colorado, Iowa, Michigan, Montana, New Jersey, Texas, Utah, Virginia, Pennsylvania and Wyoming

- (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.

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

- | | |
|---|------------------------------------|
| <input type="checkbox"/> Facilities | <input type="checkbox"/> Operators |
| <input type="checkbox"/> Billing and Collection | <input type="checkbox"/> Sales |
| <input type="checkbox"/> Maintenance | |
| <input type="checkbox"/> Other: _____ | |

None.

13. Do you have a marketing program?

Yes.

14. Will your marketing program:

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

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

Applicant will pay commissions to sales representatives.

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

- | | |
|---|--|
| <input checked="" type="checkbox"/> Residential customers | <input checked="" type="checkbox"/> Business customers |
| <input type="checkbox"/> PATS providers | <input type="checkbox"/> PATS station end-users |
| <input type="checkbox"/> Hotels & motels | <input type="checkbox"/> Hotel & motel guests |
| <input type="checkbox"/> Universities | <input type="checkbox"/> Univ. dormitory residents |
| <input type="checkbox"/> 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?

Applicant's name and toll free number will appear on all end-users' bills.

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

The Company intends to directly bill customers, performed in house in conjunction with a mailing house.

18. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.482 (example enclosed).
19. 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

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

1+area code+number or 1-800-XXX-XXXX

21. **Other:**

A. See attached Financial Statements for the year ended December 31, 1997 and audited financials for the year ended December 31, 1996.

B. See attached resumes of Applicant's key employees.

C. Applicant will use the network services of its underlying carrier to provide services to customer in the State of Florida.

ATTACHMENTS:

- A - CERTIFICATE TRANSFER STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
APPLICANT ACKNOWLEDGMENT STATEMENT
- D - FLORIDA TELEPHONE EXCHANGES AND EAS ROUTES
- E - GLOSSARY

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

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

UTILITY OFFICIAL:

Richard McFarland

3-24-98
Date

Richard McFarland

Title CEO 214-760-9700
Telephone No.

FL

**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

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

UTILITY OFFICIAL:


 Signature

 Date

3-24-98

Richard McFarland

CEO

214-760-9700

Title

Telephone No.

LIST OF ATTACHMENTS

PROPOSED TARIFF

FINANCIAL INFORMATION

MANAGEMENT INFORMATION

PROPOSED TARIFF

TELECOM RESOURCES, INC.
D/B/A TRINETWORK, INC.

PSC TARIFF NO. 1
ORIGINAL SHEET 2

RESERVED FOR FUTURE USE

Issued: March 30, 1998 Effective:
By: Richard McFarland, CEO
 Telecom Resources, Inc. d/b/a TRINetwork, Inc.
 1950 Stemmons Freeway, Suite 4033
 Dallas, Texas 75207

CHECK SHEET

Sheets 1 through 32 inclusive 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 right-hand side of this sheet.

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

* Original or Revised Sheet Included in the most recent tariff filing

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

TABLE OF CONTENTS

	Page
Title Sheet.....	1
Check Sheet.....	3
Table of Contents.....	4
Alphabetical Index.....	5
Symbols.....	6
Tariff Format.....	7
Section 1 - Technical Terms and Abbreviations.....	8
Section 2 - Rules and Regulations.....	10
Section 3 - Description of Service.....	22
Section 4- Rates.....	30

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.

1950 Stemmons Freeway, Suite 4033

Dallas, Texas 75207

ALPHABETICAL INDEX

	<u>PAGE</u>
Applicability	10
Cancellation or Interruption of Service	16
Computation of Charges	22
Credit Allowance	18
Customer Complaints	23
Deposits & Advance Payments	19
Directory Assistance	28
Handicapped and Hearing Impaired Special Rates	32
Late Charges	21
Rate Periods	31
<u>Rates</u>	30
1+ Dialing	30
Travel Card	30
800 Service	30
Prepaid Calling Card	31
Directory Assistance	31
Returned Check Charge	21
Rules and Regulations	10
<u>Service Offerings</u>	25
1 + Dialing	25
Travel Card	25
800 Service	25
Prepaid Calling Card	26
Directory Assistance	28

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO
Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

SYMBOLS

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

- D - Delete or Discontinue
- I - Change Resulting In An
Increase to A Customer's Bill
- M - Moved from Another Tariff Location
- N - New
- R - Change Resulting In A
Reduction to A Customer's Bill
- T - Change in Text or Regulation
But No Change In Rate or Charge

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

TARIFF FORMAT

A. Sheet Numbering: Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

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

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

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

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO
Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to TRI's location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable TRI to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Commission - Used throughout this tariff to mean the Florida Public Service Commission.

Customer - The person, firm, corporation or other legal entity which orders the services of TRI or purchases a TRI Prepaid Calling Card and/or originates prepaid calls using such cards, and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Company or TRI - Used throughout this tariff to mean Telecom Resources, Inc. d/b/a TRINetwork, Inc., a Texas corporation.

Holiday - New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. Holidays shall be billed at the evening rate from 8 a.m. to 11 p.m. After 11 p.m., the lower night rate shall go into effect.

Prepaid Account - An inventory of Telecom Units purchased in advance by the Customer, and associated with one and only one Authorization Code as contained in a specific Prepaid Calling Card.

Prepaid Calling Card - A card issued by the Company, containing an Authorization Code which identifies a specific Prepaid Account of Telecom Units, which enables calls to be processed, account activity to be logged, and balances to be maintained, on a prepayment basis.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of Florida.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO
Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate resale telecommunications services provided by TRI for telecommunications between points within the State of Florida. Resale services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company 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 a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement. The Company does not own any switching, transmission or other physical facilities in Florida.

- 2.1.1 The services provided by TRI are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this Commission.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.

1950 Stemmons Freeway, Suite 4033

Dallas, Texas 75207

- 2.2.4 TRI's services are available for use twenty-four hours per day, seven days per week.
- 2.2.5 TRI does not transmit messages, but the services may be used for that purpose.
- 2.2.6 TRI's services may be denied for nonpayment of charges or for other violations of this tariff subject to Section 2.5.1 herein.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by the Underlying Carrier, an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.
- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by TRI on the Customer's behalf.
- 2.4.3 If required for the provision of TRI's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to TRI.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to TRI and the Customer when required for TRI personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of TRI's services.
- 2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of TRI's equipment to be maintained within the range normally provided for the operation of microcomputers.
- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with TRI's facilities or services, that the signals emitted into TRI's network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, and that the signals do not

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO
Telecom Resources, Inc. d/b/a TRINETWORK, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

Section 2.4.6 Continued

- damage equipment, injure personnel, or degrade service to other Customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with interstate communications service, TRI will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to TRI equipment, personnel or the quality of service to other Customers, TRI may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, TRI may, upon written notice, terminate the Customer's service.
- 2.4.7 The Customer must pay TRI for replacement or repair of damage to the equipment or facilities of TRI caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any TRI equipment installed at Customer's premises.
- 2.4.9 If TRI installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.
- 2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

- 2.5.3 Service may be discontinued by TRI without notice to the Customer, by blocking traffic to certain counties, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when TRI deems it necessary to take such action to prevent unlawful use of its service. TRI will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon verbal or written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage until the Customer notifies its local exchange carrier and changes its long distance carrier. Until the Customer so notifies its local exchange carrier, it shall continue to generate and be responsible for long distance usage.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO
Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

2.6 Credit Allowance - Interruption of Service

- 2.6.1 Credit allowance for the interruption of service which is not due to the Company's testing or adjusting, negligence of the Customer, or to the failure of channels or equipment provided by the Customer, are subject to the general liability provisions set forth in 2.3 herein. It shall be the obligation of the Customer to notify the Company immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission by the Customer within his control, or is not in wiring or equipment, if any, furnished by the Customer and connected to the Company's facilities.
- 2.6.2 No credit is allowed in the event that service must be interrupted in order to provide routine service quality or related investigations.
- 2.6.3 Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company or in the event that the Company is entitled to a credit for the failure of the facilities of the Company's Underlying Carrier used to furnish service.
- 2.6.4 Credit for interruption shall commence after the Customer notifies the Company of the interruption or when the Company becomes aware thereof, and ceases when service has been restored.
- 2.6.5 For purposes of credit computation, every month shall be considered to have 720 hours.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINETWORK, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

2.9.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.

2.10 Collection Costs

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated services, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

2.11 Taxes

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein, except for prepaid calling cards.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

2.12 Late Charge

A late fee will be charged on any past due balances as set forth in Section 4.10 of this tariff.

2.13 Returned Check Charge

A fee, as set forth in Section 4.6 of this tariff, will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

2.14 Location of Service

The Company will provide service to Customers within the State of Florida.

2.15 Sale of Telecommunications Services to Uncertified IXCs Prohibited

Customers reselling or rebilling the Company's telecommunications services must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Commission.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.

1950 Stemmons Freeway, Suite 4033

Dallas, Texas 75207

- 3.1.3 Timing begins when the called station is answered and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Recognition of answer supervision is the responsibility of the Underlying Carrier. Timing for each call ends when either party hangs up. TRI will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207
(800) 296-3536

Issued: March 30, 1998 Effective:
By: Richard McFarland, CEO
Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

3.2 Continued

Any objection to billed charges should be reported promptly to TRI or its billing agent. Subject to Section 2.10.3 of this tariff, adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. A Customer who is unable to resolve a billing dispute with the Company may contact the Commission by telephone at 1-800-342-3552 to intervene in the billing dispute.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of TRI or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. TRI's name and toll-free telephone number will appear on the Customer's bill.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

3.5.4 TRI Prepaid Calling Cards

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase TRI Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. TRI Prepaid Calling Cards are available at a variety of face values ranging from five dollars (\$5.00), in one dollar (\$1.00) increments. TRI Prepaid Calling Card service is accessed using the TRI toll-free number printed on the card. The caller is prompted by an automated voice response system to enter his/her Authorization Code, and then to enter the terminating telephone number. TRI's processor tracks the call duration on a real time basis to determine the number of Telecom Units consumed. The total consumed Telecom Units for each call is deducted from the remaining Telecom Unit balance on the Customer's TRI Prepaid Calling Card.

All calls must be charged against Prepaid Calling Card that has a sufficient Telecom Unit balance. A Customer's call will be interrupted with an announcement when the balance is about to be depleted.

In order to continue the call, the Customer can either call the toll-free number on the back of the TRI Prepaid Calling Card and "recharge" the balance on the card using a nationally recognized credit card, or the Customer can throw the card away and purchase a new one. Calls in progress will be terminated by the Company if the balance on the TRI Prepaid Calling Card is insufficient to continue the call and the Customer fails to enter the number of another valid TRI Prepaid Calling Card prior to termination.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.

1950 Stemmons Freeway, Suite 4033

Dallas, Texas 75207

Section 3.5.4 Continued

A card will expire 12 months from the date of purchase, or the date of last recharge, whichever is later. The Company will not refund unused balances.

A credit allowance for TRI Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. To receive the proper credit, the Customer must notify the Company at the designated toll-free customer service number printed on the TRI Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, etc.), and the approximate time that the call was placed.

When a call charged to an TRI Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions, the Customer will receive a credit equivalent of one Telecom Unit.

Credit allowances for calls pursuant to TRI Prepaid Card Service do not apply for interruptions not reported promptly to the Company or interruptions that are due to the failure of power, equipment or systems not provided by the Company.

Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company.

The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls can not be completed.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

3.5.5 Local Calls and Directory Assistance.

Local calls will not be accepted or completed. TRI does not provide local directory assistance. Access to long distance directory assistance is obtained by dialing 1 + 555-1212 for listings within the originating area code and 1 + (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will be applicable for each number requested, whether or not the number is listed or published.

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO

Telecom Resources, Inc. d/b/a TRINetwork, Inc.

1950 Stemmons Freeway, Suite 4033

Dallas, Texas 75207

SECTION 4 - RATES

4.1 1+ Dialing

\$0.089 per minute

A \$3 per month service charge applies.
Calls are billed in one minute increments.

4.2 Travel Cards

\$.200 per minute
Calls are billed in one minute increments.

4.3 Toll Free

\$0.10 per minute

A \$10 per month for commercial customers, and a \$5 per month for residential customers, per number service charge applies.
Calls are billed in one minute increments.

4.4 Prepaid Calling Cards

\$.089 Per Telecom Unit with \$39.99 monthly fee.
Calls are billed in one minute increments.

\$.129 Per Telecom Unit with \$9.99 monthly fee.
Calls are billed in 6 second increments (30 sec. call min.)

\$.149 Per Telecom Unit with \$4.95 monthly fee.
Calls are billed in 6 second increments (30 sec. call min.)

4.5 Directory Assistance

\$.75

Issued: March 30, 1998

Effective:

By:

Richard McFarland, CEO
Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

4.6 Returned Check Charge

\$25.00

4.7 Rate Periods

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period		
5 p.m. to 11 p.m.*	Evening Rate Period		Evening Rate Period
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

* To, but not including
When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

Issued: March 30, 1998 Effective:
By: Richard McFarland, CEO
Telecom Resources, Inc. d/b/a TRINetwork, Inc.
1950 Stemmons Freeway, Suite 4033
Dallas, Texas 75207

FINANCIAL INFORMATION

TELECOM RESOURCES INC

Consolidating Balance Sheet
December 31, 1997

	TRI	DECI	TRII	Subtotal	Consolidating Entries	Consolidated Total
ASSETS						
Cash	203,740	1,323	103,126	308,190		308,190
Accounts Receivable	496,492	202,433	102	699,027	(384,725)	314,302
Other Current Assets	67,233	32,308	136,208	235,749		235,749
Fixed Assets	575,522	0	0	575,522		575,522
Other Assets	14,701	0	0	14,701	(2,000)	12,701
Total Assets	1,357,688	236,065	239,436	1,833,189	(386,725)	1,446,464
LIABILITIES						
Accounts Payable	369,900	275,397	479,439	1,124,735	(384,725)	740,010
Accrued Liabilities	127,784	22,385	255,462	405,631		405,631
Accrued Taxes	19,258	0	(168,797)	(149,539)		(149,539)
Notes Payable	102,595	0	0	102,595	0	102,595
Total Liabilities	619,537	297,781	566,103	1,483,422	(384,725)	1,098,697
EQUITY						
Common Stock	1,150	1,000	1,000	3,150	(2,000)	1,150
Additional Paid in Capital	999	0	0	999		999
Retained Earnings	1,464,064	0	0	1,464,064		1,464,064
Current Year Net Income	(728,063)	(62,717)	(327,667)	(1,118,446)	0	(1,118,446)
Total Equity	738,150	(61,717)	(326,667)	349,767	(2,000)	347,767
LIABILITIES AND EQUITY	1,357,688	236,065	239,436	1,833,189	(386,725)	1,446,464

Report of Independent Certified Public Accountants

Stockholders and Board of Directors
Telecom Resources, Inc.

We have audited the accompanying balance sheet of Telecom Resources, Inc. as of December 31, 1996, and the related statements of earnings, stockholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Telecom Resources, Inc. as of December 31, 1996, and the results of its operations and its cash flows for the year then ended, in conformity with generally accepted accounting principles.

Lane Gorman Trubitt, L.L.P.

Dallas, Texas
May 30, 1997 (except for Note 12, TWT ("Total World
Telecommunications") default, as to which the date is July 10, 1997)

Telecom Resources, Inc.
BALANCE SHEET
December 31, 1996

ASSETS

CURRENT ASSETS	\$	1,009,587
Cash and cash equivalents		20,000
Certificate of deposit		
Accounts receivable		232,323
Trade, net of allowance of \$6,822		1,094,550
Related parties		1,500
Other		13,992
Prepaid expenses		<u>2,371,952</u>
Total current assets		
 PROPERTY AND EQUIPMENT, at cost		 109,721
Equipment		53,860
Furniture		<u>29,114</u>
Software		192,695
		<u>(42,264)</u>
Less accumulated depreciation and amortization		<u>150,431</u>
 OTHER ASSETS		 <u>16,700</u>
Deposits		<u>\$ 2,539,083</u>

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES	\$	10,700
Current maturities of long-term debt		
Accounts payable		151,573
Trade		2,858
Employees and officer		97,816
Accrued expenses		436,399
Income taxes payable		<u>365,451</u>
Deferred income taxes		<u>1,064,797</u>
Total current liabilities		8,073
 LONG-TERM DEBT, less current maturities		
 COMMITMENTS		
 STOCKHOLDERS' EQUITY		
Common stock, \$0.001 par value, 10,000,000 shares authorized.		1,150
1,150,000 shares issued and outstanding		999
Additional paid-in-capital		<u>1,464,064</u>
Retained earnings		<u>1,466,213</u>
		<u>\$ 2,539,083</u>

The accompanying notes are an integral part of these statements.

Telecom Resources, Inc.
STATEMENT OF STOCKHOLDERS' EQUITY
 Year Ended December 31, 1996

	Number of Shares of <u>Common Stock</u>	<u>Common Stock</u>	Additional <u>Paid-in-Capital</u>	Retained <u>Earnings</u>	<u>Total</u>
Balances at December 31, 1995	1,000	\$ 1	\$ 999	\$ 15,131	\$ 16,131
Issuance of common stock at par value	1,149,000	1,149	-	-	1,149
Net earnings	-	-	-	<u>1,448,933</u>	<u>1,448,933</u>
Balances at December 31, 1996	<u>1,150,000</u>	<u>\$ 1,150</u>	<u>\$ 999</u>	<u>\$ 1,464,064</u>	<u>\$ 1,466,213</u>

The accompanying notes are an integral part of these statements.

MANAGEMENT INFORMATION

20. Resumes of all key personnel.

Richard McFarland, Chairman/CEO

Rick's professional experience includes many different areas in the Computer Software industry. He has been involved in software development on large scale systems, management of large IS departments, creation and continued operation of software development companies, and successful merger/acquisition transactions, and his software development and creative management experience covers many diverse business products and services.

He required knowledge of sophisticated database systems to develop complex software systems that are used to operate financial institutions on an international basis. At Outside Force, as President and Founder, Rick was instrumental in the development of the most unique financial software in the credit union industry. He then successfully sold that company to a public firm (CUSA Technologies), which held the number 2 slot in that industry with more than 10% market share of the credit union industry segment.

Rick enjoyed considerable success as Vice President of Technology for CUSA. However, he became interested in telecommunication integration with large-scale databases. With ideas in mind, Rick conducted a feasibility study to determine the viability of a widely deployed enhanced services system. When he found that this concept was worthwhile and could be developed, Rick formed TRI
Tim Meredith, President/Chief Technology Officer

Mr. Meredith brings to his position with TRI's Executive Team an impressive background within the telecommunications industry including serving as an analyst, programmer, consultant and entrepreneur. Born in 1960 in Japan, where his father served as an officer with the U.S. Air Force, Mr. Meredith graduated from Southwest Texas in San Marcos. After joining the Dallas-based Harris Corporation (a computer manufacturer specializing in government contracts, maintenance and service agreements), he launched out on his own as an independent consultant. In 1988 Mr.

Meredith established a company named "The Right Machine," a consulting service that became heavily involved in telephony. In this capacity he designed and implemented the first interactive sports score phone which provided local callers with sports news 24 hours a day. One of his areas of expertise included writing calling card platforms to prevent fraud. He was contracted by several large DXC's to install such systems saving them millions of dollars by eliminating fraudulent card use. In 1993 Mr. Meredith joined Mr. McFarland at Outside Force to complete a banking by phone project and to develop telephony software that could be sold into other markets.

