

ORIGINAL

PIPER & MARBURY
L.L.P.

1200 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-2430

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FAX: 202-223-2088

BALTIMORE
NEW YORK
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EASTON

RANDALL B. LOWE
202-861-3477

rlowe@pipermar.com

DEPOSIT

DATE

D 8 0 8

JUL 14 1998

July 10, 1998

BY FEDERAL EXPRESS

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

980889-TI

Re: Application to Register with the Florida Public Service Commission as a Clearinghouse of Billing Information

Dear Sir/Madam:

On behalf of USP&C, we are submitting herewith an original and seven (7) copies of its application to register as a clearinghouse of billing information in the State of Florida. Because no registration form exists for this purpose, and at the advice of Commission staff, USP&C has completed the relevant portions of an Application to Provide Interexchange Telecommunications Services in the State of Florida. We wish to stress that USP&C is, in fact, simply a clearinghouse of billing information and does not itself provide communications services of any kind. It is our understanding, however, that because some of the entities on whose behalf it bills provide communications services, the Florida Public Service Commission encourages clearinghouse companies such as USP&C to register with the Commission.

A check in the amount of \$250.00, in payment of the required filing fee is also enclosed. Please date stamp one copy of the this application and return it in the enclosed self-addressed, stamped envelope.

DOCUMENT NUMBER DATE

07402 JUL 14 88

FISCAL REPORTING

Florida Public Service Commission
July 10, 1998
Page 2

Should you have any questions regarding the foregoing, please contact the undersigned or Julie Kaminski.

Sincerely,

Randall B. Lowe

Randall B. Lowe

cc: Rick Moses (Public Service Commission)
Terry Stock

RBL/mjs
Enclosures

PIPER & MARBURY
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1200 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036-2430

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RANDALL B. LOWE
202-861-6477

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FIRST UNION NATIONAL BANK
OF WASHINGTON, D.C.
WASHINGTON, D.C. 20403

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15-122
540

07/08/98

PAY TO THE
ORDER OF

FLORIDA PUBLIC SERV COMMISSION

\$ 250.00

TWO HUNDRED FIFTY AND 00/100

Dollars

FLORIDA PUBLIC SERV COMMISSION

ORIGINAL

**** FLORIDA PUBLIC SERVICE COMMISSION ***

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

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

Instructions

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

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

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

FORM PSC/CMU 31 (11/95)
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

DOCUMENT NUMBER-DATE

07402 JUL 14 88

FPSO-RECORDS/REPORTING

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 an uncertificated 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. *See Exhibit 1.
- 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:

USP&C, Inc.

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

N/A

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

8800 Blue Ridge Blvd., Suite 300, Kansas City, MO 64141

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

N/A

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. N/A

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

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

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

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

9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida. See Exhibit 2.

Corporate charter number: F98000003784

- (b) Name and address of the company's Florida registered agent. CT Corporation Systems
1200 South Pine Island Road
Plantation, FL 33324
- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable. N/A

Fictitious name registration number: _____

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

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

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

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

- (a) The application;
- (b) Official Point of Contact for the ongoing operations of the company;
- (c) Tariff;

Randall B. Lowe, Esq. / Julie A. Kaminski, Esq.
Piper & Marbruy L.L.P.
1200 Nineteenth Street, N.W. Tel: (202) 861-3900
Washington, D.C. 20036 Fax: (202) 223-2085

FORM PSC/CMU 31 (11/95)

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

(d) Complaints/Inquiries from customers;
Rob Binney, Compliance Coordinator Tel: (800) 510-9850
USP&C
8800 Blue Ridge Blvd., Suite 300
Kansas City, MO 64141

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

N/A

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

N/A

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

N/A

(d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.

N/A

(e) Has had regulatory penalties imposed for violations of telecommunications statutes and the circumstances involved.

N/A

(f) Has been involved in civil court proceedings with an interexchange carrier, local exchange company or other telecommunications entity, and the circumstances involved.

N/A

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

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

13. Do you have a marketing program?

N/A

14. Will your marketing program: N/A

- 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.).

N/A

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? Applicant's name as well as the underlying provider of telecommunications services will appear on the bill.
- (b) Name and address of the firm who will bill for your service.

N/A

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

A. Financial capability. See Exhibit 3.

Regarding the showing of financial capability, the following applies:

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

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

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

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

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

If available, the financial statements should be audited financial statements.

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

B. Managerial capability.

See Exhibit 4.

C. Technical capability.

See Exhibit 4.

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

See Exhibit 5.

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

MTS with distance sensitive per minute rates

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with route specific rates per minute

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with statewide flat rates per minute (i.e. not distance sensitive)

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS for pay telephone service providers

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

800 Service (Toll free)

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

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

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

900 service

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

Services included are:

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

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

N/A

22. Other:

N/A

**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

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

UTILITY OFFICIAL:

Kenneth Matzdorff
Signature

7/2/98
Date

President
Title

816-965-2600
Telephone No.

FORM PSC/CMU 31 (11/95)

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

**** APPENDIX A ****

CERTIFICATE TRANSFER STATEMENT

Not Applicable

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

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

Not Applicable

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):

- () The applicant will not collect deposits nor will it collect payments for service more than one month in advance.

- () The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

**** APPENDIX C ****

INTRASTATE NETWORK

Not Applicable

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).

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not () 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?

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

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

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

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

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

DAYTONA BEACH:

New Smyrna Beach.

TAMPA:

Central	None
East	Plant City
North	Zephyrhills
South	Palmetto
West	Clearwater

CLEARWATER:

St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

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

ORLANDO:

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

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

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie,
Melbourne and Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

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

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

FORM PSC/CMU 31 (11/95)

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

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-XXXX.

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.

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

FORM PSC/CMU 31 (11/95)

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

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 telecommunications 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.

ATTACHMENTS:

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

Exhibit 1

USP&C is a clearinghouse for billing information and does not itself provide communications services of any kind. However, because some of the entities on whose behalf it bills do provide communications services, some of which may be regulated by the Florida Public Service Commission ("Commission"), it is our understanding that the Commission encourages clearinghouse companies such as USP&C to register with the Commission. Although USP&C is herewith complying with the Commission's request and filing an application with the Commission, USP&C's compliance should not be construed as representing itself as a "telephone company" or "telecommunications company" under Florida law, subject to the Commission's jurisdiction.

At the advice of Commission staff, USP&C is applying for authority in the State of Florida as a "switchless rebiller". USP&C reaffirms, however, that it is only a clearinghouse for billing information and makes no further representations as to whether it is a "switchless rebiller", as defined by Florida law or understood by the Commission.

Exhibit 2 - Certificate of Authority



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1998

C T CORP

Qualification documents for U S P & C CORPORATION were filed on July 1, 1998 and assigned document number F98000003784. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Michael Mays
Document Specialist
Division of Corporations

Letter Number: 598A00035877

APPLICATION FOR INCORPORATION OR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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

1. USP&C Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware (State or country under the law of which it is incorporated) 3. 43-1751426 (FEI number, if applicable)

4. April 19, 1996 (Date of Incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. November, 1996 (Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 8800 Blue Ridge Boulevard, Suite 300
Kansas City, Missouri 64138
(Current mailing address)

8. Billing and Collection Services for Telecommunications Carriers
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation Systems

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

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

Kevin J. Gallagher
(Registered agent's signature)
Kevin J. Gallagher, Asst. VP

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Directors: (Street address ONLY - P. O. Box

A. Box NOT acceptable)

Chairman: Kenneth Matzdorff

Address: 8800 Blue Ridge Blvd. Ste 300
Kansas City, MO 64138

Vice Chairman: _____

Address: _____

Director: Kenneth Matzdorff

Address: 8800 Blue Ridge Blvd. Ste 300
Kansas City, MO 64138

Director: _____

Address: _____

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

President: Kenneth Matzdorff

Address: 8800 Blue Ridge Blvd. Ste 300
Kansas City, MO 64138

Vice President: _____

Address: _____

Secretary: Kenneth Matzdorff

Address: 8800 Blue Ridge Blvd. Ste 300
Kansas City, MO 64138

Treasurer: _____

Address: _____

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

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

14. Kenneth Matzdorff
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U S P & C CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JUNE, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

98 JUL -1 AM 10: 53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

2620761 8300

981235109

AUTHENTICATION:

9146218

DATE:

06-18-98

Exhibit 3 - Financial Capability

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions and regulations relating to billing and collection services provided by USP&C, Inc. ("USP&C") to certain telecommunications companies providing intrastate telecommunications service within the state of Florida. This tariff identifies the telecommunications companies for whom billing and collection services are being provided and refers to their tariffs for the descriptions, regulations and rates applicable to their services. 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 at 8800 Blue Ridge Boulevard, Suite 300, Kansas City, Missouri 64141.

Issued: July 10, 1998

Effective:

Kenneth Matzdorff
USP&C, Inc.
8800 Blue Ridge Boulevard, Suite 300
Kansas City, Missouri 64141

CHECK SHEET

Sheets 1 to 10, inclusive, of this tariff are effective as of the date shown.

<u>SHEET</u>	<u>REVISION NUMBER</u>
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original

Issued: July 10, 1998

Effective:

Kenneth Matzdorff
USP&C, Inc.
8800 Blue Ridge Boulevard, Suite 300
Kansas City, Missouri 64141

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8800 Blue Ridge Boulevard, Suite 300
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SYMBOLS USED TO DENOTE CHANGES

When changes to this tariff are filed, the following symbols denote the following changes:

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 to rate or charge

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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 sheets already in effect, a decimal is added. For example, a new sheet added between sheet 14 and 15 would be 14.1.
- B. **Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each sheet. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.
- C. **Paragraph Numbering Sequence** - There are seven levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
 - 2.1
 - 2.1.1
 - 2.1.1.1
 - 2.1.1.1.1
 - 2.1.1.1.1.1
 - 2.1.1.1.1.1.1
- D. **Check Sheets** - When a tariff filing is made with the FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross-reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

As used in this tariff, the following terms shall have the following meanings:

Billing Agent - The person who, under an agreement with a telecommunications company providing intrastate telecommunications service in Florida provides the telecommunication company's billing data to local exchange companies for collection and remits the receipts to the telecommunication company. USP&C will be referred to hereinafter as "Billing Agent."

Telecommunications Company - The provider of intrastate telecommunications services for whom USP&C is acting as billing agent. This term may include Interexchange Telecommunications Companies and Operator Service Providers who provide intrastate telecommunications service in Florida.

Customer - The person, firm, corporation or other entity which orders services from a telecommunications company and is responsible for the payment of charges and for compliance with the telecommunications company's tariff regulations.

Telecommunications facility - Includes real estate, easements, apparatus, property, and routes used and operated to provide two-way telecommunications service to the public for hire within the state of Florida.

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SECTION 2 - RULES AND REGULATIONS

- 2.1 **Responsibility for Charges** - The customer is responsible for all calls placed using any authorization code assigned to the customer.
- 2.2 **Deposits** - The Company does not require a deposit from the customer.
- 2.3 **Liability of Billing Agent**
- 2.3.1 No liability shall attach to the Billing Agent for any damages of any nature arising from errors, calls incidentally billed on behalf of a telecommunications company that did not go over its network, mistakes, omissions, interruptions, or delays of Billing Agent, its agents, servants, or employees, in the course of acting as billing agent for the telecommunications company.
- 2.3.2 No liability shall attach to Billing Agent for any damages of any nature arising from errors, mistakes, omissions, interruptions, or delays of the telecommunications company, its agents, servants, or employees, in the course of establishing, furnishing, rearranging, moving, terminating, or changing the service or facilities (including the obtaining or furnishing of information in respect thereof or with respect to the customers or users of the service or facilities) in the absence of gross negligence or willful misconduct.
- 2.3.3 When the facilities of other telecommunications companies are used separately or in conjunction with the telecommunications company's facilities in establishing connection to points not reached by the telecommunications company's facilities, Billing Agent is not liable for any act or omission of any telecommunications company or telecommunications companies or their agents, servants or employees.
- 2.3.4 In addition to the limitations set forth above, Billing Agent shall, in no event, be liable for interruption or delays in transmission, or errors or defects in transmission, or failure to transmit.

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SECTION 2 - RULES AND REGULATIONS (Cont.)

- 2.3.5 Billing Agent shall have no liability for interruptions, delays, errors, or defects in transmission, or for any injury whatever, caused by the customer, the customer's agents or authorized users, or by subscriber-provided equipment.
- 2.3.6 Billing Agent shall not be liable for any damages whatsoever including, but not limited to, special, consequential, incidental or punitive damages, lost profits, revenues, or savings.

2.4 Liability of the Customer

- 2.4.1 Billing Agent shall be indemnified and held harmless by the customer against:
- 2.4.1.1 Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out of the material, data, information, or other content transmitted over the telecommunications company's facilities; and
- 2.4.1.2 Claims for patent infringement arising from combining or connecting the telecommunications company's facilities with apparatus and systems of the customer; and
- 2.4.1.3 All other claims arising out of any act or omission of the customer in connection with any service or facilities provided by the telecommunications company.
- 2.4.2 The customer shall hold Billing Agent harmless from and against all claims, demands, losses or liabilities, including, but not limited to, fees and expenses of counsel, arising out of any damage to business or property, or injury to, or death of, any person, occasioned by, or in connection with, any act or omission of the customers, its agents, authorized users, or customers.

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Effective:

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8800 Blue Ridge Boulevard, Suite 300
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SECTION 3 - DESCRIPTION OF SERVICE OFFERED

- 3.1 **Description of Service** - USP&C acts as a billing agent for telecommunications companies providing intrastate telecommunications service in Florida. Billing Agent provides no telecommunication service within the state of Florida and does not offer two-way telecommunication service for hire within the state of Florida by use of a telecommunications facility. Billing Agent does not provide completion of third-party, person-to-person, collect, calling card or credit card calls through the use of a live operator or automated equipment and does not provide any form of operator service through a call aggregator or otherwise.
- 3.1.1 The services provided by each of the telecommunications companies which are Interexchange Telecommunications Companies or Operator Service Providers for whom Billing Agent acts as billing agent are independently determined by such Interexchange Telecommunications Companies or Operator Service Providers.
- 3.2 **Call Completion Rate** - The end-to-end call completion rate of each of the telecommunications companies which are Interexchange Telecommunications Companies or Operator Service Providers for whom Billing Agent acts as billing agent is independently determined by such Interexchange Telecommunications Companies or Operator Service Providers.
- 3.3 **Measurement and Timing of Calls** - The method used by each of the telecommunications companies which are Interexchange Telecommunications Companies or Operator Service Providers for whom Billing Agent acts as billing agent to determine when calls are initiated and terminated is independently determined by such Interexchange Telecommunications Companies or Operator Service Providers.
- 3.4 **Calculating Mileage** - The method used by each of the telecommunications companies which are Interexchange Telecommunications Companies or Operator Service Providers for whom Billing Agent acts as billing agent to calculate the mileage used to rate call is independently determined by such Interexchange Telecommunications Companies or Operator Service Providers.

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SECTION 4 - RATES AND CHARGES

- 4.1 Billing Agent has no rates for its own service because it provides no telecommunications service for hire within the state of Florida by use of a telecommunications facility, does not provide operator services and does not own, operate, or manage any telecommunications facility within the state of Florida.
- 4.2 At this time, Billing Agent provides billing services for intrastate calls in the State of Florida billed by the following Interexchange Telecommunications Companies and Operator Service Providers:

Cendant Membership Services

The rates for services provided by each of the Interexchange Telecommunications Companies or Operator Service Providers for whom Billing Agent provides billing services are independently determined by such Interexchange Telecommunications Companies or Operator Service Providers.

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Exhibit 4 - Managerial and Technical Capability

Applicant Overview

USP&C was founded in February 1996 as a telecommunications billing and collection clearinghouse. USP&C is located at 8800 Blue Ridge Boulevard, Kansas City, Missouri. USP&C maintains billing and collection contracts with RBOCs (Southwestern Bell, Pacific Bell, Bell Atlantic, Bell South, and GTE) and most of the major independent Local Exchange Carriers throughout the United States. These contracts include agreements with NECA, and Illuminet (formerly US Intelco), who act as clearinghouses themselves for smaller rural telephone companies.

In its role as a clearinghouse, USP&C delivers access to the local telephone bill to independent providers of telecommunications services. USP&C's market includes clients that provide long distance services, pre-paid discounted calling plans, internet access, equipment such as Caller ID and smart phone, access to local telephone services while in the hospital, entertainment programs and information programs, operator services, and other telecommunications related services to consumers.

After the customer's call is completed, it is recorded by USP&C's client as a billable call record and transmitted to USP&C for processing. USP&C formats and transmits the call record to the applicable telephone company, where it is included on the subscriber's telephone bill. The following is a description of the managerial and technical fitness of USP&C.

Managerial and Technical Competency

USP&C's management team combines a wide range of experience in all phases of the telecommunications field. Most senior management members have extensive telecommunications billing experience, as well as excellent contacts within the industry. A brief description of the background and experience of USP&C's senior management team is presented below.

Kenneth Matzdorff President

Mr. Matzdorff has over 19 years experience in telecommunications and billing services. Mr. Matzdorff served for 14 years with Contel Corporation where he served in various capacities. His last position with Contel was as its Eastern Region Vice President of Regulatory. Mr. Matzdorff was responsible for negotiating that the company's billing and collection agreements with various interexchange carriers and information providers. He also headed up that company's pricing strategies for billing services. This function included all tariff development and regulatory approvals. Mr. Matzdorff also served as Vice President of Fidelity Telephone Company where he was responsible for all data processing for that company. In that capacity he was responsible for all billing and collection functions for its telephone operations. Mr. Matzdorff has testified before

thirty-one state regulatory bodies and the FCC. He has served as a member of the Board of Directors of twelve state telephone associations and on various task forces of the NTCA and the USTA.

James (Jim) E. Brown
Chief Information Officer

Jim Brown has more than 27 years of management and technical experience in both information services and transaction processing. Prior to joining USP&C, Mr. Brown served as vice president and CIO for Eclipse Communications, a long distance reseller of Sprint services located in Kansas City Mo. Mr. Brown also served as senior vice president of Bankcard Program Services, a unit of First Data Corporation (FDC) in Tulsa, OK. In this position he was responsible for the information services, telecommunications operations, management information services, credit card settlement operations, distributed systems development and credit services. During his 15 years with FDC, he also served in several management positions in various FDC business units. These positions ranged from manager of operations (First Data Resources) to CIO of corporate data processing (FDC).

J. Webb Roberts
Chief Financial Officer

Mr. Roberts has been with USP&C, Inc. since May 1998. Prior to that he was with Arthur Andersen LLP in San Antonio, Texas for ten years. He had significant experience in the telecommunication industry with clients in the following telecommunications segments: Local Exchange Carriers, One - Plus and Zero - Plus (resellers and facilities based) long distance companies. Mr. Roberts also has eight years of experience with the nations largest independent billing and collection company, Billing Concepts Corp.

Exhibit 5 - Proposed Tariff