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A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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MIAMI, FL
CHICAGO, IL
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TOKYO, JAPAN

December 17, 1998

VIA OVERNIGHT DELIVERY

Florida Public Service Commission
Division of Records and Reporting
Betty Easley Building
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0850

581892-TI

Re: Application of 2nd Century Communications, Inc.

Dear Madam or Sir:

Enclosed for filing with the Florida Public Service Commission please find an original and six (6) copies of 2nd Century Communications, Inc.'s ("2nd Century's") Application to provide interexchange telecommunications services in the State of Florida. Also enclosed is a tariff containing information regarding the terms, conditions and rates for 2nd Century's interexchange telecommunications services in Florida, as well as a check in the amount of \$250.00 to cover the requisite filing fee. 2nd Century's financial statements are being submitted under seal on the grounds that they contain strictly confidential and proprietary information.

Enclosed please find a duplicate copy of this filing and a self-addressed, postage-paid envelope. Please date-stamp the duplicate and return it in the envelope provided.

Please do not hesitate to call me if you have any questions.

Respectfully submitted,

Erin M. Reilly
Erin M. Reilly

Check received with filing and forwarded to Florida for deposit. Filed to forward a copy of check to NAR with proof of deposit.

Enclosures

DOCUMENT NUMBER - DATE

14236 DEC 18 98

Initials of person who forwarded check:

ER

DC01/REILE/63902.2

FISC - RECORDS/REPORTING

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

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM

for

AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used as an application for an original certificate and for approval of assignment or transfer of an existing certificate. In case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Appendix A).
- B. Print or Type all responses 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. 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 Records and Reporting
2540 Shuman Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

Note: **No filing fee is required** for an assignment or transfer of an existing certificate to another certificated company.

- E. If you have questions about completing the form, contact:

Florida Public Service Commission
Division of Communications
Bureau of Certification and Evaluation
2540 Shuman Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6600

FORM PSC/CMU 31 (6/98)

Required by Commission Rule Nos. 25.24-470, 25-24.471, and 25.24.473.

6. Select 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 IXC's; 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 carriers. 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 resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

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 individual, provide:

Name: Not applicable

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

9. If incorporated in Florida, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State Corporate
Registration number: Not applicable

10. If foreign corporation, provide proof of authority to operate in Florida:

- (a) The Florida Secretary of State Corporate
Registration number: F98000003915

11. If using fictitious name-d/b/a, provide proof of compliance with fictitious name statute (Chapter 865.09, FS) to operate in Florida:

- (a) The Florida Secretary of State fictitious
name registration number: Not applicable

12. If a limited liability partnership, provide proof of registration to operate in Florida:

- (a) The Florida Secretary of State
registration number: Not applicable

13. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.

Name: Not applicable

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

14. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.0169, FS), if applicable.

(a) The Florida registration number: not applicable

15. Provide **FEID Number** (if applicable): FEI #59-352 0645

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services? (X) Yes () No

(b) If not, who will bill for your services?

Name: Not applicable

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

(c) How is this information provided?

Not applicable

17. Who will serve as liaison to the Commission with regard to the following?

(a) The application:

Name: Michael Reith

Title: Director – Regulatory and Industry Relations

Address: 3550 Buschwood Park Drive

City/State/Zip: Tampa, FL 33618

Telephone No.: (813) 935-8866 Fax No.: (813) 930-8813

Internet E-Mail Address: mbreith@2c2.com

Internet Website Address: www.2c2.com

(b) Official point of contact for the ongoing operations of the company:

Name: Michael Reith

Title: Director – Regulatory and Industry Relations

Address: 3550 Buschwood Park Drive

City/State/Zip: Tampa, FL 33618

Telephone No.: (813) 935-8866 Fax No.: (813) 930-8813

Internet E-Mail Address: mbreith@2c2.com

Internet Website Address: www.2c2.com

(c) Complaints/Inquiries from customers:

Name: Michael Reith

Title: Director – Regulatory and Industry Relations

Address: 3550 Buschwood Park Drive

City/State/Zip: Tampa, FL 33618

Telephone No.: (813) 935-8866 Fax No.: (813) 930-8813

Internet E-Mail Address: mbreith@2c2.com

Internet Website Address: www.2c2.com

18. List the states in which the applicant:

- (a) has operated as an interexchange telecommunications company.

Not applicable. 2nd Century Communications, Inc. ("2nd Century") has not operated as an interexchange telecommunications company in any state.

- (b) has applications pending to be certificated as an interexchange telecommunications company.

Not applicable. 2nd Century does not have any pending interexchange carrier ("IXC") applications in any state.

- (c) is certificated to operate as an interexchange telecommunications company.

Not applicable. 2nd Century is not certificated as an IXC in any state.

- (d) has been denied authority to operate as an interexchange telecommunications company and the circumstances involved.

Not applicable. 2nd Century has not been denied authority to operate as an IXC in any state.

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

Not applicable. 2nd Century has not had any regulatory penalties imposed by any state.

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

Not applicable. 2c2 has not been involved in any civil court proceedings.

19. Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

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

None of 2nd Century's officers, directors or any of its ten largest stockholders previously have been adjudged bankrupt, mentally incompetent, or found guilty of any felony or crime. No proceedings are pending.

- (b) an 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.

Michael Viren, Oscar Williams, Charlotte Baker and Vince Rocca are former officers of Intermedia Communications, Inc. where they last served in the capacities of Senior Vice President – Strategic Planning and Regulatory, Vice President of Administration and Internal Affairs, Senior Director – Strategic Planning, and Director of Strategic Planning and Network Operations, respectively.

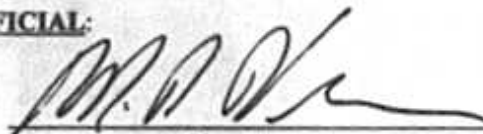
20. The applicant will provide the following interexchange carrier services (Check all that apply):

- 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
- b. **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

**** 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 the 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:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:



Signature

12/17/98

Date

CEO and President

Title

813/935-8866

Telephone No.

Address: 3550 Buschwood Park Drive

Suite 190

Tampa, FL 33618

813/930-8813

Fax No.

ATTACHMENTS:

- A - CERTIFICATE TRANSFER OR ASSIGNMENT STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
- D - CURRENT FLORIDA INTRASTATE SERVICES
- E - AFFIDAVIT
FLORIDA TELEPHONE EXCHANGES and EAS ROUTES
GLOSSARY

- c. **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
- d. **MTS for pay telephone service providers**
- e. **Block-of-time calling plan (Reach out Florida, Ring America, etc.).**
- f. **800 Service (Toll free)**
- g. **WATS type service (Bulk or volume discount)**
 - Method of access is via dedicated facilities
 - Method of access is via switched facilities
- h. **Private Line services (Channel Services)**
(For ex. 1.544 mbs., DS-3, etc.)
- i. **Travel Service**
 - Method of access is 950
 - Method of access is 800
- j. **900 service**
- k. **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
- l. **Services included are:**
 - Station assistance
 - Person-to-person assistance
 - Directory assistance
 - Operator verify and interrupt
 - Conference Calling

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

22. Submit the following:

A. Financial capability.

The application must contain the applicant's audited financial statements for the most recent 3 years. If the applicant does not have audited financial statements, it shall so be stated.

The unaudited financial statements must be signed by the applicant's chief executive officers and chief financial officer affirming that the financial statements are true and correct and must include:

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

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.

Further, the following (which includes supporting documentation) must be provided:

1. A written explanation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
 2. A written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.
 3. A written explanation that the applicant has sufficient financial capability to meet its lease or ownership obligations.
- B. Managerial capability;** give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- C. Technical capability;** give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

**** APPENDIX A ****

CERTIFICATE TRANSFER OR ASSIGNMENT STATEMENT

I, (Name) Not applicable

(Title) _____ of (Name of Company)

_____ and current holder of Florida Public Service Commission Certificate # _____

_____, have reviewed this application and join in the petitioner's request for a

transfer

assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

Address: _____

Fax No.

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

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

UTILITY OFFICIAL:



Signature

President and CEO

Title

12/17/98

Date

813/935-8866

Telephone No.

Address: 3550 Buschwood Park Drive

Suite 190

Tampa, FL 33618

813/930-8813

Fax No.

**** APPENDIX C ****

INTRASTATE NETWORK

[MIKE, I THINK BOTH YOU AND I WERE MISSING PAGE 15 FROM OUR IXC PACKETS; I WILL CHECK WITH THE PSC ON MONDAY TO MAKE SURE THAT THE INFORMATION INCLUDED ON THIS PAGE IS CORRECT]

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

- 1) Not applicable 2)
- 3) 4)

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

- 1) Not applicable 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).

- | <u>POP-to-POP</u> | <u>TYPE</u> | <u>OWNERSHIP</u> |
|-------------------|-------------|------------------|
| 1) Not applicable | | |
| 2) | | |

[MIKE, IF 2C2 INITIALLY WILL BE LEASING SWITCHES/TRANSMISSION FACILITIES, SHOULD'NT WE SAY THAT THE ABOVE-REFERENCE INFORMATION IS "NOT YET AVAILABLE" RATHER THAN "NOT APPLICABLE?"]

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).

[MIKE PLEASE PROVIDE]

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAFA requirements contained in Commission Rule 25-24.471 (4) (c) (copy enclosed).

[MIKE, THIS RULE PRECLUDES CALL AGGREGATORS AND IXCS FROM CHANGING OR AUGMENTING THE DIALING PATTERN OF END USERS FOR 0+ LOCAL OR 0- CALLS. I AM NOT CERTAIN WHAT THIS MEANS. PLEASE LET ME KNOW IF YOU HAVE ANY IDEAS AS TO HOW BEST TO ANSWER THIS QUESTION. THANKS.]

**** APPENDIX D ****

CURRENT FLORIDA INTRASTATE SERVICES

Applicant has () or has not (X) previously provided intrastate telecommunications services in Florida.

If the answer is has, fully describe the following:

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

Not applicable

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

Not applicable

UTILITY OFFICIAL:


Signature

12/17/98
Date

CEO and President
Title

813/935-8866
Telephone No.

Address: 3550 Buschwood Park Drive
Suite 190
Tampa, FL 33618

813/930-8813
Fax No.

EXHIBIT A

Statement of Financial Capability and Relevant Financial Information

2ND CENTURY COMMUNICATIONS, INC. ("2nd Century") is financially qualified to operate as a provider of resold and, eventually, facilities-based interexchange telecommunications services in Florida. As a start-up company, 2nd Century has no significant financial history, and currently is in the process of making enormous network investments, as well as securing vendors for the equipment and construction of its network.

However, as is evident from 2nd Century's financial statements (*see* 2nd Century's Balance Sheet, Statement of Operations and Cash Flow statement, which are being filed with this Application *under seal*), 2nd Century has the necessary financial resources to provide the interexchange telecommunications services described in this Application and to finance its operations in order to maintain the provision of these services. Specifically, as demonstrated in its Cash Flow statement, 2nd Century has access to ample capital, provided through privately-placed venture capital investment, to fund the construction and operation of 2nd Century's telecommunications network in Florida, and to meet any lease and ownership obligations associated with its provision of interexchange telecommunications services in Florida.

BALANCE SHEET

[CONFIDENTIAL AND PROPRIETARY - FILED UNDER SEAL]

INCOME STATEMENT/STATEMENT OF OPERATIONS

[CONFIDENTIAL AND PROPRIETARY - FILED UNDER SEAL]

EXHIBIT B

Statement of Managerial Capability

2ND CENTURY COMMUNICATIONS, INC. ("2nd Century") is managerially qualified to provide resold and, eventually, facilities-based interexchange telecommunications services in Florida. 2nd Century's officers and directors are:

Michael A. Viren 3550 Buschwood Park Drive Suite 190 Tampa, Florida 33618	President & Chief Executive Officer
Oscar Williams 3550 Buschwood Park Drive Suite 190 Tampa, Florida 33618	Chief Financial Officer & Vice President of Business Operations
Vince Rocca 3550 Buschwood Park Drive Suite 190 Tampa, Florida 33618	Chief Technical Officer & Vice President of Product Engineering
Charlotte Baker 3550 Buschwood Park Drive Suite 190 Tampa, Florida 33618	Chief Marketing Officer & Vice President of Business Development
Daniel J. Montague 3550 Buschwood Park Drive Suite 190 Tampa, Florida 33618	Assistant Vice President, Secretary & Treasurer
Beverly Privette 3550 Buschwood Park Drive Suite 190 Tampa, Florida 33618	Assistant Vice President & Comptroller

2ND Century's management team has considerable experience in strategic planning, market planning, sales, business and product development, network operations, engineering,

finance/business operations, legal and regulatory, customer service, and other relevant areas. As reflected in the resumes of 2nd Century's founders appended to this Exhibit, 2nd Century's officers have a combined managerial experience of more than sixty (60) years in the telecommunications industry, and substantial experience in running major business operations. Each member of 2nd Century's management team will draw upon his or her own experience, as well as the collective experience of the entire management team, to ensure that 2nd Century is managed and operated efficiently and profitably.

2nd Century Communications

Resume of Founders

Michael A. Viren, CEO and President

20 years of telephony experience in regulatory, new technology, data communications, product development, sales, engineering, systems development, strategic planning, corporate modeling, forecasting, finance and executive leadership.

Intermedia experience

Responsible for Intermedia's strategic and technological direction for the last 8 years. Developed Intermedia's data services and circuit switching services. Established its very successful network design philosophy. Provided the economic guidance for Intermedia's very efficient use of capital (best of all CLECs). Provided the planning that lead to the strategic acquisitions of Digex and Shared Technologies

Joined Intermedia as Director of Product Development and was promoted Vice President-Product Development, Vice President-Engineering, Senior Vice President Engineering & Information Systems and finally Senior Vice President-Strategic Planning & Regulatory

Other experience

Power Plant Process Engineer, Bechtel Corporation, Professor of Economics, University of Kansas and University of Missouri, Director of the Utility Division, Missouri Public Service Commission, Senior Vice President, Economic Consulting, Criterion Inc., Director Computing and Communications, University of Missouri, Owned Systems Integration firm, and a Data Sales Specialist, GTE

Education

Ph.D in Economics, University of California, Santa Barbara, BS in Mechanical Engineering, California State University, Long Beach

Oscar Williams, CFO and Vice President of Business Operations

25 years of telephony experience in finance, business operations, systems development, administration and management

Intermedia experience

Worked as consultant to Intermedia in Finance and in Accounting for over seven years. Developed most of Intermedia's internal accounting policies and procedures. Assisted with the design of Service Order and Work Order tracking systems. Provided the financial guidance in the acquisition of Eastern Microwave Inc. (EMI) and assisted with the acquisition of Digex. Developed the procurement policy at Intermedia.

Joined Intermedia as a consultant to the C.F.O. Worked as Acting C.F.O., Vice President of Administration and Internal Audit.

Other Experience

Comptroller and Treasurer of the Virgin Islands Telephone Corporation (a wholly owned subsidiary of ITT). Vice President and Treasurer of AUS, and Associated Utility Services, Inc. Testified as an expert Accounting and Income Tax witness in 14 states, The District of Columbia, and the Virgin Islands on behalf of Telephone, Electric, Gas, Water and Cable T.V. companies. Also provided testimony as an expert witness to the F.E.R.C. and F.C.C. Owned and operated a consulting firm.

Education

B.S. in Accounting, Central State University of Ohio. Post graduate studies, Cleveland State.

Vince Rocca, CTO and Vice President of Product Engineering

11 years of telephony experience in communications engineering, data communications and product development

Intermedia Experience

During seven years with Intermedia Communications, Vince held various positions beginning as Intermedia's sole Network Engineer responsible for the design details of the Intermedia's fiber optic networks and it's initial Frame Relay network.

As Director of Network Operations for Intermedia he was responsible for the day to day operations of Intermedia's Network Operations Center during the initial high growth period of it's Frame Relay Network.

As Director of Strategic Planning, Vince was responsible for evaluating new technologies and vendors for deployment into Intermedia's Network.

He also actively guided established and startup vendors to develop products that enabled Intermedia to overcome obstacles in order to serve the selected market segments.

Other Experiences

Vince Rocca has over 11 years experience in various facets of the telecommunications industry.

He began his career with New Brunswick Telephone (NBTel), a member of Telecom Canada. With NBTel he initially held the title of Network Technician where he worked with Microwave, Fiber Optic, Video broadcast, and Audio broadcast networks.

As a Transmission Design Engineer Vince designed DS-1 span lines, Microwave, Fiber Optic, Video broadcast, and audio broadcast networks.

Charlotte Baker, CMO and Vice President Business Development

5 years of telephony experience in sales, market planning, business development and strategic planning

Intermedia experience

As Senior Director-Strategic Planning identified two strategic voids in Intermedia market focus: Scale and scope of Internet services and the ownership of line-side customers. From this analysis the acquisition of Digex and Shared Technologies Fairchild were started. Provided valuation criteria and quantitative data for the cost synergy and market opportunities associated with these two transforming acquisitions.

Creation of a Customer-oriented Marketing Approach, Provided education to executives regarding the need for market segmentation plan.

Other experience

Telecommunications Sales, GTE: sold PBXs, key systems, voice-mail systems, Centrex, LANs, and network solutions to small and medium business customers.

Product Management, Microsoft (internship): developed and launched a third-party vendor program for FoxPro.

Consultant, Reuters: led a product feasibility team to assess adoptability of a new on-line foreign exchange trading system for second tier banks in Europe

Education

MBA, Darden Graduate School of Business; BS in Commerce, McIntire School of Commerce at the University of Virginia. Dual majors in MIS and Marketing.

EXHIBIT C

Statement of Technical Capability

2nd CENTURY COMMUNICATIONS, INC. ("2nd Century") is technically qualified to operate as a provider of interexchange telecommunications services in Florida. Collectively, its senior technical personnel have designed, managed, and/or operated advanced telecommunications facilities throughout the United States. As demonstrated by the resumes of 2nd Century's founders appended to this Exhibit, 2nd Century's officers for many years were associated with Intermedia Communications, Inc., a highly successful facilities-based local exchange carrier. Michael Viren, the CEO and President of 2nd Century, was responsible for developing Intermedia's data services and circuit switching services, and for establishing its highly successful network design. Vince Rocca, 2nd Century's CTO and Vice President of Engineering, formerly was the Director of Network Operations for Intermedia, for whom he designed the details of fiber optic and frame relay networks.

With such vast technical experience by its officers, in addition to the outstanding team of engineers and network specialists it has employed, 2nd Century has the adequate technical experience and capabilities to develop and maintain a successful interexchange operation in Florida.

2nd Century Communications

Resume of Founders

Michael A. Viren, CEO and President

20 years of telephony experience in regulatory, new technology, data communications, product development, sales, engineering, systems development, strategic planning, corporate modeling, forecasting, finance and executive leadership.

Intermedia experience

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Joined Intermedia as Director of Product Development and was promoted Vice President-Product Development, Vice President-Engineering, Senior Vice President Engineering & Information Systems and finally Senior Vice President-Strategic Planning & Regulatory

Other experience

Power Plant Process Engineer, Bechtel Corporation, Professor of Economics, University of Kansas and University of Missouri, Director of the Utility Division, Missouri Public Service Commission, Senior Vice President, Economic Consulting, Criterion Inc., Director Computing and Communications, University of Missouri, Owned Systems Integration firm, and a Data Sales Specialist, GTE

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Oscar Williams, CFO and Vice President of Business Operations

25 years of telephony experience in finance, business operations, systems development, administration and management

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Comptroller and Treasurer of the Virgin Islands Telephone Corporation (a wholly owned subsidiary of ITT). Vice President and Treasurer of AUS, and Associated Utility Services, Inc. Testified as an expert Accounting and Income Tax witness in 14 states, The District of Columbia, and the Virgin Islands on behalf of Telephone, Electric, Gas, Water and Cable T.V. companies. Also provided testimony as an expert witness to the F.E.R.C. and F.C.C. Owned and operated a consulting firm.

Education

B.S. in Accounting, Central State University of Ohio. Post graduate studies, Cleveland State.

Vince Rocca, CTO and Vice President of Product Engineering

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As Director of Strategic Planning, Vince was responsible for evaluating new technologies and vendors for deployment into Intermedia's Network.

He also actively guided established and startup vendors to develop products that enabled Intermedia to overcome obstacles in order to serve the selected market segments.

Other Experiences

Vince Rocca has over 11 years experience in various facets of the telecommunications industry.

He began his career with New Brunswick Telephone (NBTEL), a member of Telecom Canada. With NBTEL he initially held the title of Network Technician where he worked with Microwave, Fiber Optic, Video broadcast, and Audio broadcast networks.

As a Transmission Design Engineer Vince designed DS-1 span lines, Microwave, Fiber Optic, Video broadcast, and audio broadcast networks.

Charlotte Baker, CMO and Vice President Business Development

5 years of telephony experience in sales, market planning, business development and strategic planning

Intermedia experience

As Senior Director-Strategic Planning identified two strategic voids in Intermedia market focus: Scale and scope of Internet services and the ownership of line-side customers. From this analysis the acquisition of Digex and Shared Technologies Fairchild were started. Provided valuation criteria and quantitative data for the cost synergy and market opportunities associated with these two transforming acquisitions.

Creation of a Customer-oriented Marketing Approach, Provided education to executives regarding the need for market segmentation plan.

Other experience

Telecommunications Sales, GTE: sold PBXs, key systems, voice-mail systems, Centrex, LANs, and network solutions to small and medium business customers.

Product Management, Microsoft (internship): developed and launched a third-party vendor program for FoxPro.

Consultant, Reuters: led a product feasibility team to assess adoptability of a new on-line foreign exchange trading system for second tier banks in Europe

Education

MBA, Darden Graduate School of Business; BS in Commerce, McIntire School of Commerce at the University of Virginia. Dual majors in MIS and Marketing.

2nd Century Communications, Inc.

Florida P.S.C. Tariff No. 1
Original Title Sheet No. 1

2nd Century Communications, Inc.

**3550 Buschwood Park Drive
Suite 190
Tampa, Florida 33618**

RESOLD INTEREXCHANGE SERVICES TARIFF

This tariff contains the description, regulations and rates for the furnishing of services and facilities for telecommunications services provided by 2nd Century Communications, Inc. with principal offices at 3550 Buschwood Park Drive Suite 190 Tampa, Florida 33618. This tariff applies for service furnished within the state of Florida. 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 in Tampa, Florida.

Issued: December 17, 1998

Effective: _____

By: **Michael Reith**
Director, Regulatory and Industry Relations
2nd Century Communications, Inc.
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Tampa, Florida 33618

CHECK SHEET

The sheets listed below, which are 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 indicated below.

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

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TABLE OF CONTENTS

Title Sheet	1
Check Sheet.....	2
Table of Contents	3
Symbols.....	4
Tariff Format	5
Section 1: Technical Terms and Abbreviations	6
Section 2: Rules and Regulations.....	8
Section 3: Description of Service.....	21
Section 4: Rates and Charges.....	24

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TARIFF FORMAT

- A. **Sheet Numbering** - Page numbers appear in the upper right corner of the sheet. Pages are numbered sequentially. However, new pages are occasionally added to the tariff. When a new page is added between existing pages with whole numbers, a decimal is added. For example, a new page added between pages 34 and 35 would be page 34.1.
- B. **Sheet Revision Numbering** - Revision numbers also appear in the upper right corner of the page. These numbers are used to determine the most current page version on file with the Commission. For example, 4th Revised Page 34 cancels the 3rd Revised Page 34. Consult the check sheet for the page 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).1
 - 2.1.1.A.1.(a).1.(i)
 - 2.1.1.A.1.(a).1.(i).(1)
- D. **Check Sheet** - When a tariff is filed with the Commission, an updated check sheet accompanies the tariff filing. The check sheet lists the tariff pages, 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. The tariff user should refer to the latest check sheet to find out if a particular page is the most current on file with the Commission.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

1.1 Definitions

Busy Hour - The two consecutive half hours during which the greatest volume of traffic is handled.

Call - A completed connection between the Calling and Called station.

Calling Station - The telephone number from which a Call originates.

Called Station - The telephone number called.

Commission - The Florida Public Service Commission.

Company or Carrier - 2nd Century Communications, Inc., unless specifically stated otherwise.

Customer - A person, firm, corporation, partnership or other entity, including affiliates or divisions of the Customer, in whose name the telephone number of the Calling Station is registered with the underlying local exchange company. The Customer is responsible for payment of charges to the Company and compliance with all terms and conditions of this tariff.

Day - The period of time from 8:00 a.m. to (but not including) 5:00 p.m., Monday through Friday, as measured by local time at the location from which the Call is originated.

Disconnect - To render inoperable or to disable circuitry thus preventing outgoing and incoming toll communications service.

Evening - The period of time from 5:00 p.m. to (but not including) 11:00 p.m., Sunday through Friday and any time during a Holiday, as measured by local time at the location from which the Call is originated.

Incomplete - Any Call where voice transmission between the Calling and Called station is not established.

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS (cont'd)

1.1 Definitions (cont'd)

Holiday - For the purposes of this tariff recognized holidays are New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day, and Christmas Day.

Message - A completed telephone call by a Customer or User.

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

Premises - The space occupied by an individual Customer in a building, in adjoining buildings occupied entirely by that Customer, or on contiguous property occupied by the Customer separated only by a public thoroughfare, a railroad right of way, or a natural barrier.

Rate - Money, charge, fee or other recurring assessment billed to Customers for services or equipment.

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

User - Customer or any authorized person or entity that utilizes the Company's services.

1.2 Abbreviations

PBX - Private Branch Exchange

V&H - Vertical and Horizontal Coordinates

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.2 Use and Availability of Service (cont'd)

- 2.2.6 Service temporarily may be refused or limited because of system capacity limitations.
- 2.2.7 Service is subject to transmission limitations caused by natural (including atmospheric, geographic or topographic) or artificial conditions adversely affecting transmission.
- 2.2.8 Service to any or all Customers may be temporarily interrupted or curtailed due to equipment modifications, upgrades, relocations, repairs and similar activities necessary for proper or improved operations.
- 2.2.9 The Company reserves the right to discontinue furnishing service where the Customer is using the service in violation of the law or the provisions of this tariff.

2.3 Limitation of Liability

- 2.3.1 Because the Company has no control of communications content transmitted over its system, and because of the possibility of errors incident to the provision and use of its service, service furnished by the Company is subject to the terms, conditions and limitations herein specified.
- 2.3.2 The Company is not liable to Users for interruptions in service except as set forth in Section 2.5 of this tariff.
- 2.3.3 The liability of the Company for errors in billing that result in overpayment by the Customer shall be limited, unless otherwise ordered by the Commission, to a credit equal to the dollar amount erroneously billed or, in the event that payment has been made and service has been discontinued, to a refund of the amount erroneously billed.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.3 Limitation of Liability (cont'd)

- 2.3.4.H Changes in any of the facilities, operations or procedures of the Company that: (1) render any equipment, facilities or services provided or utilized by the User obsolete; (2) require modification or alteration of such equipment, facilities or services; or (3) otherwise affect use or performance of such equipment, facilities or services except where reasonable notice is required by the Company and is not provided to the Customer.
- 2.3.4.I Defacement of or damage to the Customer's Premises or personal property resulting from the furnishing of services or equipment on such Premises or the installation or removal thereof.
- 2.3.4.J Any wrongful act of a Company employee where such act is not authorized by the Company and is not within the scope of the employee's responsibilities for the Company;
- 2.3.4.K Any noncompleted calls due to network busy conditions; and
- 2.3.4.L Any calls not actually attempted to be completed during any period that service is unavailable.
- 2.3.5 The User shall reimburse the Company for all costs, expenses and fees (including reasonable attorneys' fees and costs) incurred by the Company in its defense against claims set forth in Section 2.3.4.
- 2.3.6 The Company assumes no responsibility for the availability or performance of any facilities under the control of other entities that are used to provide service to the User, even if the Company has acted as the User's agent in arranging for such facilities or services.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.3 Limitation of Liability (cont'd)

- 2.3.7 Any claim against the Company shall be deemed waived unless presented in writing to the Company within thirty (30) days after the date of the occurrence that gave rise to the claim.
- 2.3.8 The Company makes no express representations or warranties regarding the service and disclaims any implied warranties, including, but not limited to, warranties of title or implied warranties of merchantability or fitness for a particular purpose. The Company does not authorize anyone to make a warranty of any kind on its behalf and the User should not rely on any such statement.
- 2.3.9 Any liability of the Company for loss or damages arising out of mistakes, omissions, interruptions, delays, errors or defects in the service, the transmission of the service, or failures or defects in facilities furnished by the Company, occurring in the course of furnishing service shall in no event exceed an amount equivalent to the proportionate fixed monthly charge to the Customer for service, during the period of time in which such mistakes, omissions, interruptions, delays, errors or defects in the service, its transmission or failure or defect in facilities furnished by the Company occurred.

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders, complying with tariff regulations and assuring that Users comply with tariff regulations. The Customer shall ensure compliance with any applicable laws, regulations, orders or other requirements of any governmental entity relating to services provided by the Company to the Customer or made available by the Customer to another User. The Customer also is responsible for the payment of charges for all Calls originated at the Customer's numbers which are not collect, third party, calling card, or credit card calls.

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SECTION 2 - RULES AND REGULATIONS (cont'd)

2.4 Responsibilities of the Customer (cont'd)

- 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 the Company on the Customer's behalf.
- 2.4.3 If required for the provisioning of the Company's services, the Customer must provide the Company, free of charge, with any necessary equipment space, supporting structure, conduit and electrical power.
- 2.4.4 The Customer is responsible for arranging access to its Premises at times mutually agreeable to the Company and the Customer when required for Company personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of the Company's services.
- 2.4.5 The Customer must pay the Company for replacement or repair of damage to the Company's equipment or facilities caused by negligent or improper use on the part of the Customer, Users, or others.
- 2.4.6 The Customer must indemnify the Company for the theft of any Company equipment or facilities installed at the Customer's Premises.
- 2.4.7 The Customer agrees, except where the events, incidents or eventualities set forth in this sentence are the result of the Company's gross negligence or willful misconduct, to release, indemnify and hold harmless the Company against any and all loss, claims, demands, suits or other action or any liability whatsoever, whether suffered, made, instituted or asserted by the Customer or by any other party or person, for any personal injury to or death of any person or persons, or for any loss of or damage to any property, whether owned by the Customer or others. The Customer shall reimburse the Company for all costs, expenses and fees (including reasonable attorneys' fees and costs) incurred by the Company in its defense against such actions.

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SECTION 2. RULES AND REGULATIONS (Cont'd)

2.5.2 Application of Credits for Interrupted Services

- 2.5.2.A At the Customer's request, a credit allowance for a continuous interruption of service for more than twenty-four (24) hours will be made in an amount to be determined by the Company on a case-by-case basis.
- 2.5.2.B Any such interruption will be measured from the time it is reported to or detected by the Company, whichever occurs first.
- 2.5.2.C In the event the User is affected by such interruption for a period of less than twenty-four (24) hours, no adjustment will be made. No adjustments will be earned by accumulating non-continuous periods of interruption.
- 2.5.2.D When an interruption exceeds twenty-four (24) hours, the length of the interruption will be measured in twenty-four (24) hour days. A fraction of a day consisting of less than twelve (12) hours will not be credited and a period of twelve (12) hours or more will be considered an additional day.

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SECTION 2. RULES AND REGULATIONS (Cont'd)

2.5.3 Limitations on Allowances

2.5.3.A No credit allowance will be made for any interruption of service:

- 2.5.3.A.1 due to the negligence of, or noncompliance with the provisions of this tariff by, any person or entity other than the Company, including but not limited to the Customer or other entities or carriers connected to the service of the Company;
- 2.5.3.A.2 due to the failure of power, equipment, systems or services not provided by the Company;
- 2.5.3.A.3 due to circumstances or causes beyond the control of the Company;
- 2.5.3.A.4 during any period in which the Company is not given full and free access to the Customer's or Company's facilities and equipment for the purpose of investigating and correcting the interruption;
- 2.5.3.A.5 during any period in which the User continues to use the service on an impaired basis;
- 2.5.3.A.6 during any period in which the Customer has released service to the Company for maintenance purposes or for implementation of a Customer order for a change in service arrangements;
- 2.5.3.A.7 that occurs or continues due to the Customer's failure to authorize replacement of any element of special construction; and
- 2.5.3.A.8 that was not reported to the Company within thirty (30) days of the date that service was affected.

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SECTION 2. RULES AND REGULATIONS (Cont'd)

2.6 Termination of Service

- 2.13.1 A Customer may terminate service, with or without cause, by giving the Company notice. The Company may terminate service with cause by giving the Customer five (5) business days' written notice. The Company may terminate service without notice in the event of the Customer maintaining and/or operating its own equipment in a manner that may cause imminent harm to the Company's equipment.
- 2.13.2 The Customer is responsible for all charges incurred to the Access Number regardless of which party terminates the service. The Customer shall reimburse the Company for all costs, expenses and fees (including reasonable attorneys' fees and costs) incurred by the Company in collecting such charges.

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SECTION 2. RULES AND REGULATIONS (Cont'd)

2.7 Payment of Charges

- 2.7.1 The Customer is responsible for payment of all charges for service furnished to the User.
- 2.7.2 The Company reserves the right to assess late payment charges for Customers whose account(s) carries principal owing from the prior billing period. Any charges not paid in full by the due date indicated on the billing statement may be subject to a late fee of 1.5% per month.
- 2.7.3 Recurring monthly charges may be invoiced one month in advance. Invoicing cycles are approximately 30 days in length.
- 2.7.4 Customers must notify the Company in writing of any disputed charges within thirty (30) days of the billing date, otherwise all charges on the invoice will be deemed accepted. All charges remain due and payable at the due date, although a Customer is not required to pay disputed charges while the Company conducts its investigation into the matter.

2.8 Deposits

The Company will not require deposits from Customers.

2.9. Advance Payments

The Company will not require advance payments from Customers.

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SECTION 2. RULES AND REGULATIONS (Cont'd)

2.10 Contested Charges

All bills are presumed accurate, and shall be binding on the Customer unless objection is received by the Company no more than sixty (60) days after such bills are rendered. In the event that a billing dispute between the Customer and the Company for service furnished to the Customer cannot be settled with mutual satisfaction, the Customer may take the following course of action:

- 2.9.1 First, the Customer may request, and the Company will provide, an in-depth review of the disputed amount. (The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnection.)
- 2.9.2 Second, if there is still a disagreement about the disputed amount after investigation and review by the Company, the Customer may file an appropriate complaint with the Florida Public Service Commission. The address of the Commission is:

Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, FL 32399-0864

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SECTION 2. RULES AND REGULATIONS (Cont'd)

2.11 Taxes

All federal excise taxes, and state and local sales, use and similar taxes are billed as separate items and are not included in the quoted rates for service.

2.12 Incomplete Calls

The Company will not knowingly charge for Incomplete Calls. Upon the Customer's request and proper verification, the Company shall promptly adjust or credit the Customer's account for charges or payments for any unanswered call inadvertently billed due to the unavailability of Feature Group D or due to another carrier's failure to provide answer supervision. Where answer supervision is not available, any Call for which the duration exceeds one (1) minute shall be presumed to have been answered.

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SECTION 3 - DESCRIPTION OF SERVICE

3.1 Timing of Calls

- 3.1.1 The Customer's monthly usage charges for the Company service are based upon the total number of minutes the Customer uses and the service options to which the Customer subscribes. Chargeable time begins at the time the called party answers (*i.e.* when two-way communications is possible), and ends when either party hangs up.
- 3.1.2 No charges apply if a call is not completed.
- 3.1.3 For billing purposes, all calls are rounded up to the nearest minute and billed in increments of one minute. The minimum call duration is 1 minute for a connected call.
- 3.1.4 Where applicable, charges will be rounded up to the nearest penny.
- 3.1.5 Usage begins when the called party picks up the receiver (*i.e.* when two-way communication is possible). The Company utilizes software answer supervision, which permits up to 60 seconds of ringing before the Call becomes billed usage. A Call is terminated when the calling or called party hangs up.

3.2 Start of Billing

For billing purposes, the start of service is the day following acceptance by the Customer of the Company's service or equipment. The end of service date is the last day of the minimum notification of cancellation or any portion of the last day, after receipt by the Company of notification of cancellation as described in Section 2 of this tariff.

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SECTION 3 - DESCRIPTION OF SERVICE (Cont'd)

3.3 Calculation of Distance

- 3.3.1 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.
- 3.3.2 The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in their NPA-NXX V&H Coordinates Tape and Bell's NECA Tariff No. 4.

3.4 Minimum Call Completion Rate

The Customer can expect a call completion rate of at least 90% per 100 calls attempted during peak use periods for all Feature Group D (1+) services. The Company will engineer its switching systems on the basis that at least ninety percent (90%) of the Customers accessing their system will be served during the Busy Hour.

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SECTION 3 - DESCRIPTION OF SERVICE (Cont'd)

3.5 Service Offerings

The Company offers intraLATA and interLATA long distance services. The Customer's total monthly use of the Company's service is charged at the applicable rates per minute set forth herein in addition to any relevant surcharges. None of the service offerings are time-of-day sensitive.

3.5.1 1 + Long Distance Services

The Company's 1+ Long Distance Service is a switched long distance message telecommunications service provided between points within the U.S. Customers subscribing to this service may make Calls from any location in the United States at any time of day or night for a flat-rated per minute charge.

3.5.2 Directory Assistance

Directory Assistance provides Customers with access to telephone number information.

The Company does not offer Directory Assistance.

3.5.3 Operator Services

Operator Services involve assisting Customers with the placement of telephone calls, including collect calls, calling card calls, credit card calls, person-to-person calls, and third party calls, as well as obtaining related information.

The Company does not provide Operator Services to Customers. Operator services are provided by the Company's underlying carrier.

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SECTION 4 - RATES AND CHARGES

4.1 Services

4.1.1 1+ Long Distance Intra- and Inter-LATA Service

Per minute rate:	\$0.16
Recurring monthly service charge:	\$5.00
Nonrecurring sign-up charge	\$25.00

4.2 Promotions

From time to time, the Company may offer services or waive or vary service rates for promotional, market research or other similar business purposes. The varying rates will not exceed those in this tariff for the same services. Under no circumstances will these promotions run for longer than 90 days in any 12 month period.

4.3 Bad Check Charge

If payment for Service is made by a check, draft, or similar instrument (collectively "Check") that is returned to the Company unpaid by a bank or another financial institution for any reason, the Company will bill the Customer a \$25.00 charge if the face value of the check does not exceed \$50.00, a \$30.00 charge if the face value of the check exceeds \$50.00 but does not exceed \$300.00, and a \$40.00 charge if the face value of the check exceeds \$300.00, or 5% of the value of the check, whichever is greater. In addition, the Customer may be required to replace the returned Check with a payment in cash or equivalent to cash, such as cashier's check, certified check or money order.

4.4. Reconnect Charge

If service has been discontinued for proper cause, the Company will charge a fee of \$30.00 to defray the cost of restoring service to the Customer.

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SECTION 4 - RATES AND CHARGES (Cont'd)

4.5 Discounts for Hearing and Speech Impaired Customers

4.5.1 Special Rates

Intrastate toll message rates for TDD users shall be evening rates for daytime calls and night rates for evening and night calls.

4.5.2 Telecommunications Relay Service

For intrastate toll calls received from the relay service, the Company will when billing relay calls discount relay service calls by 50 percent off of the otherwise applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call shall be discounted 60 percent off of the otherwise applicable rate for a voice nonrelay call. The above discounts apply only to time-sensitive elements of a charge for the call and shall not apply to per call charges such as credit card surcharges.

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