

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

Also Admitted in New York
and Maryland

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

March 3, 1999

VIA OVERNIGHT DELIVERY

990258-77

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

Re: GTC Telecom

Dear Sir/Madam:

Enclosed please find one original and six (6) copies of GTC Telecom's Application for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with an original and six (6) copies of GTC Telecom's proposed tariff.

GTC Telecom has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of GTC Telecom's stated financial capability, copies of its financial statements for the seven months ended January 31, 1999 are attached to its application. As a reseller, GTC Telecom does not intend to make a capital investment to provide service in the State of Florida, however, GTC Telecom intends to fund the provision of service through internally generated cash flow and from additional sales of stock since GTC is a publicly-held company.

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

Check received with filing and
forwarded to fiscal for deposit.
Filing fee and other costs of check
to be paid by the filer.

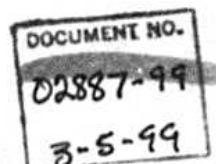
Initials of person who forwarded check:

LL

ADMINISTRATIVE
MAIL ROOM

MAR 5 9 48 AM '99

RECEIVED



Florida Public Service Commission
March 3, 1999
Page 2

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

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

Sincerely,



Lance J.M. Steinhart, Esq.
Attorney for GTC Telecom

Enclosures
cc: Jerry DeCiccio

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

DEPOSIT DATE
D097 - MAR 05 1999

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- ACK _____
- AFA _____
- APP _____
- CAF _____
- CMU _____
- CTR _____
- EAG _____
- LEG _____
- LIN _____
- OPC _____
- RCH _____
- SEC _____
- WAS _____
- OTH _____

Handwritten signature
 ... check

MAIL ROOM
 ADMINISTRATION
 MAR 05 1999
 DOCUMENT NUMBER-DATE
02887 MAR-5 99

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207

GTC TELECOM
3151 AIRWAY AVE, BLDG P3
COSTA MESA, CA 92626-4826

**WCMA[®] Working Capital
Management[™] Account**

DATE JANUARY 26, 1999 25-80/440

PAY TO THE ORDER OF FLORIDA PUBLIC SERVICE COMMISSION \$ 250.00****

TWO HUNDRED FIFTY AND NO/100***** DOLLARS Security Feature
Engrave on back

Merrill Lynch

BANK ONE BANK ONE COLUMBIA, PA
Columbiana, OH 43001

MEMO FILING FEE

⑈000207⑈ > ⑆044000804⑆ 046656477495⑈

DOCUMENT NO.
02887-99
3-5-99

Paul Smith

**** FLORIDA PUBLIC SERVICE COMMISSION ***

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

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

Instructions

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

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

- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

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

FORM PSC/CMU 31 (11/91)
Required by Commission Rule Nos. 25-24.471, 25-24.473, 25-24.480(2)

DOCUMENT NO.
02887-99
3-5-99

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

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

2. This is an application for (check one):

- Original Authority** (New company).
- Approval of Transfer** (To another certificated company).
- Approval of Assignment of existing certificate** (To a noncertificated company).
- Approval for transfer of control** (To another certificated company).

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

GTC Telecom

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

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

**3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626**

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

None.

7. Structure of organization;

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

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

- (a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.160 FS), if applicable.
- (b) Indicate if the individual or any of the partners have previously been:
- (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.
 - (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

9. If incorporated, please give:

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

Corporate charter number: F99000000810

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

Richard A. Murdoch, Esq.
980 N. Federal Hwy., Suite 410
Boca Raton, Florida 33432

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

Fictitious name registration number: _____

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

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

No.

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

No.

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

(a) The application;

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

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

Jerry DeCiccio, CFO
GTC Telecom
3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626
(714) 549-7700

(c) Tariff;

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

(d) Complaints/Inquiries from customers;

Azad Rod
GTC Telecom
3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626
(800) 486-4030

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

Arkansas, Idaho, Indiana, Iowa, Michigan, Montana, New Jersey, Pennsylvania, Texas, Utah, and Virginia.

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

Applicant is in the process of filing Applications in all remaining states.

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

Arkansas, Idaho, Indiana, Iowa, Michigan, Montana, New Jersey, Pennsylvania, Texas, Utah, and Virginia.

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

None.

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

None.

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

None.

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

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

None.

13. Do you have a marketing program?

Yes.

14. Will your marketing program:

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

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

Applicant will pay commissions to sales representatives.

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

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

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

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

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

The Company intends to direct bill customers utilizing real-time completed call detail information from its underlying carriers.

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

- A. Financial capability.

Regarding the showing of financial capability, the following applies:
The application should contain the applicant's financial statements for the most recent 3 years, including:

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

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 Attached.

C. Technical capability.

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

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

See Attached.

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

MTS with distance sensitive per minute rates

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with route specific rates per minute

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

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

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS for pay telephone service providers

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

800 Service (Toll free)

WATS type service (Bulk or volume discount)

Method of access is via dedicated facilities

Method of access is via switched facilities

Private Line services (Channel Services)

(For ex. 1.544 mbs., DS-3, etc.)

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

900 service

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

Services included are:

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

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

1 (or 101XXXX) +area code+number or 1-800-XXX-XXXX

21. **Other:**

**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

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

UTILITY OFFICIAL:

Lance Steinhart
Signature

2/10/99
Date

CFO
Title

714-549-7700
Telephone No.

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

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

UTILITY OFFICIAL:

Donald A. DeL...
Signature

2/10/99
Date

CFO
Title

714-549-7700
Telephone No.

LIST OF ATTACHMENTS

PROPOSED TARIFF

FINANCIAL INFORMATION

MANAGEMENT INFORMATION

PROPOSED TARIFF

TITLE SHEETFLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by GTC Telecom ("GTC"), with principal offices at 3151 Airway Avenue, Suite P-3, Costa Mesa, California, 92626. This tariff applies for telecommunications services 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.

Issued: March 4, 1999

Effective:

By:

Jerry DeCiccio, CFO
3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626

CHECK SHEET

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

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

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

Issued: March 4, 1999

Effective:

By:

Jerry DeCiccio, CFO
3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626

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Tariff Format.....	5
Section 1 - Technical Terms and Abbreviations.....	6
Section 2 - Rules and Regulations.....	8
Section 3 - Description of Service.....	20
Section 4- Rates.....	27

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3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626

SYMBOLS

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

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

Issued: March 4, 1999

Effective:

By:

Jerry DeCiccio, CFO
3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626

TARIFF FORMAT

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

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

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

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

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

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SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

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

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

Company or GTC - Used throughout this tariff to mean GTC Telecom, a Nevada corporation.

Dedicated Access - The Customer gains entry to the Company's services by a direct path from the Customer's location to the Company's point of presence.

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

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

Issued: March 4, 1999

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

Resp. Org - Responsible Organization or entity identified by an 800 service Customer that manages and administers records in the 800 database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

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

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

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

Issued: March 4, 1999

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Costa Mesa, California 92626

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of the Company**

This tariff contains the regulations and rates applicable to intrastate resale telecommunications services provided by GTC for telecommunications between points within the State of Florida. Resale services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Customer, to allow connection of a Customer's location to a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

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

Issued: March 4, 1999

Effective:

By:

Jerry DeCiccio, CFO
3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626

- 2.1.2 The rates and regulations contained in this tariff apply only to the resale services furnished by GTC and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of GTC.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use and Limitations of Services

- 2.2.1 GTC's services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of GTC's services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.
- 2.2.3 The use of GTC's services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.

Issued: March 4, 1999

Effective:

By:

Jerry DeCiccio, CFO
3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626

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

2.3 Liability of the Company

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

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- 2.3.4 The Company's liability, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company, except as ordered by the Commission.
- 2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.
- 2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.
- 2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express or implied, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

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2.4 Responsibilities of the Customer

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

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Section 2.4.6 Continued

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

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2.5 Cancellation or Interruption of Services

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, GTC may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
- 2.5.1.A For nonpayment of any sum due GTC for more than thirty (30) days after issuance of the bill for the amount due,
- 2.5.1.B For violation of any of the provisions of this tariff,
- 2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over GTC's services, or
- 2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting GTC from furnishing its services.
- 2.5.2 Without incurring liability, GTC may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and GTC's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.

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

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2.6 Credit Allowance - Interruption of Service

- 2.6.1 Credit may be given for disputed calls, on a per call basis.
- 2.6.2 Credit shall not be issued for unavailability of long distance services.
- 2.6.3 The Customer shall be credited for an interruption of two hours or more at the rate of 1/720th of any monthly service charges for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = \frac{A}{720} \times B$$

"A" - outage time in hours

"B" - monthly charge for affected activity

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2.7 Deposit

The Company does not require deposits.

2.8 Advance Payments

The Company requires advance payments for recurring and non-recurring charges. This will be applied against the next month's charges, and if necessary, a new advance payment will be collected for the next month.

2.9 Payment and Billing

2.9.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt.

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

2.10 Collection Costs

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

2.11 Taxes

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

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2.12 Late Charge

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

2.13 Returned Check Charge

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

2.14 Location of Service

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

2.15 Sale of Telecommunications Services to Uncertified IXCs Prohibited

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

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SECTION 3 - DESCRIPTION OF SERVICE**3.1 Computation of Charges**

3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.

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

Formula:

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

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3.1.3 Timing begins when the called party answers and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Timing for each call ends when either party hangs up.

3.1.4 GTC will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

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

3151 Airway Avenue, Suite P-3
Costa Mesa, California 92626
(800) 486-4030

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3.2 Continued

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

3.3 Level of Service

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

3.4 Billing Entity Conditions

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

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3.5 Service Offerings**3.5.1 1+ Dialing**

This service permits Customers to originate call via switched or dedicated access lines, and to terminate intrastate calls. The customer dials "1+" followed by "ten digits" or dials "101XXXX" followed by "1+ ten digits".

3.5.2 Travel Cards

The Customer utilizes an 11 digit "toll-free" access number established by the Company to access a terminal. Upon receiving a voice prompt, the Customer uses push button dialing to enter an identification code assigned by the Company, and the ten digit number of the called party.

3.5.3 800 Service (Toll-Free)

This service is inbound calling only where an 800, 888 or other toll-free prefix number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

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3.5.4 GTC Prepaid Calling Cards

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

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

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

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Section 3.5.4 Continued

A card will expire on the date indicated on the card, or if no date is specified, 12 months from the date of first usage, or the date of last recharge, whichever is later. The Company will not refund unused balances.

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

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

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

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

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

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3.5.5 Directory Assistance.

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

3.5.6 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.7 Promotional Offerings

The Company may offer approved special promotions of new or existing services or products for limited time periods as approved by the Commission. These promotions will include specific tariffed starting and ending dates. All such promotions will be offered on a completely non-discriminatory basis. All such tariffed promotions must be approved by the Commission and must state exactly what charges are being reduced or waived, who is eligible, and what Customers have to do to be eligible.

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SECTION 4 - RATES

4.1 1+ Dialing

\$0.199 per minute

A \$4.95 per month service charge applies.
Billed in one minute increments.

4.2 Travel Cards

\$.149 per minute

A \$.25 per call service charge applies.
Billed in one minute increments.

4.3 Toll Free

\$0.099 per minute

A \$10 per month per number service charge applies.
Billed in one minute increments.

4.4 Prepaid Calling Cards

\$.149 Per Telecom Unit

A \$.25 per call service charge applies.

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Costa Mesa, California 92626

4.5 Directory Assistance

\$.95 per each number requested

4.6 Returned Check Charge

\$20.00

4.7 Rate Periods

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

* To, but not including

When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

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Costa Mesa, California 92626

4.8 Rates Applicable for Hearing/Speech Impaired Persons

For intrastate toll messages which are communicated using a telecommunications device for the deaf (TDD) by properly certified business establishments or individuals equipped with TDDs for communications with hearing or speech impaired persons, the rates shall be evening rates for daytime calls and night rates for evening and night calls.

Intrastate toll calls received from the relay service, each local exchange and interexchange telecommunications company billing relay call will be discounted by 50 percent of the 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 will be discounted 60 percent off the applicable rate for voice nonrelay calls.

Florida Public Service Commission Rules and Regulations require the Company to provide the first 50 directory assistance calls initiated per billing cycle by handicapped persons free of charge.

4.9 Employee Concessions

The Company does not offer employee concessions.

4.10 Late Charge

1.5% monthly or the amount otherwise authorized by law, whichever is lower.

4.11 Payphone Dial Around Surcharge

A dial around surcharge of \$.35 per call will be added to any completed INTRAstate toll access code and subscriber 800/888 type calls placed from a public or semi-public payphone.

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FINANCIAL INFORMATION

GTC Telecom

Balance Sheet

Assets	<u>Dec-98</u>	<u>Jan-99</u>
<i>Current Assets</i>		
Cash	(\$2,051)	\$105,607
Investments	\$0	\$0
Accounts Receivable	\$4,800	\$6,315
Notes Receivable	\$0	\$0
Inventory	\$0	\$0
Other Current Assets	\$0	\$0
Total Current Assets	\$2,749	\$111,922
<i>Plant & Equipment</i>		
Land	\$0	\$0
Buildings	\$0	\$0
Building/Leasehold Improvem	\$0	\$0
Machinery & Equipment	\$0	\$0
Office Equipment	\$23,602	\$129,164
Automobiles	\$0	\$0
Accumulated Depreciation	(\$4,901)	(\$5,557)
Total Net Plant & Equipment	\$18,700	\$123,607
Other Assets	\$30,000	\$30,000
Total Assets	\$51,449	\$265,529
Liabilities & Owners' Equity		
<i>Current Liabilities</i>		
Short Term Debt	\$0	\$0
Accounts Payable	\$90,902	\$25,207
Other Payables	\$0	\$0
Accrued Liabilities	\$55,433	\$59,816
Total Current Liabilities	\$146,335	\$85,023
Long Term Debt	\$0	\$0
Total Liabilities	\$146,335	\$85,023
<i>Owner/Stockholder Equity</i>		
Common Stock	\$570,605	\$1,007,091
Retained Earnings	(\$665,490)	(\$826,585)
Dividends Payable	\$0	\$0
Total Owners' Equity	(\$94,885)	\$180,506
Total Liabilities & Equity	\$51,449	\$265,529

GTC Telecom**Income Statement**

7 Months Ending January 31, 1999

Sales

Jan-99

Total Sales**\$26,762****Cost of Goods Sold****Total Variable COGS****\$13,088***% of Total Sales*

48.9%

Total Fixed Cost of Goods Sold**\$0****Total Cost of Goods Sold****\$13,088****Gross Profit****\$13,673***% of Total Sales*

51.1%

Operating Expenses

Sales & Marketing

\$35,215

Research & Development

\$0

G & A

\$550,287

Total Operating Expenses**\$586,158***% of Total Sales*

2190.3%

Income From Operations**(\$572,485)***% of Total Sales*

-2139.2%

Interest Income

\$459

Interest Expense

\$0

Income before Taxes**(\$572,026)**

Taxes on Income

\$0

Net Income After Taxes**(\$572,026)***% of Total Sales*

-2137.5%

MANAGEMENT INFORMATION

MANAGEMENT

The officers and directors of the Company are as follows:

Name	Age	Positions
Paul Sandhu	37	Chairman of the Board and President
Eric Clemons	27	Director, Vice President, Secretary and Treasurer
Mark Fleming	40	Executive Vice President
Clay T. Whitehead	57	Director
Gerald DeCiccio	41	Chief Financial Officer

Paul Sandhu has been President of GTC since its inception. Mr. Sandhu has over ten (10) years experience with start-up and emerging growth companies. Mr. Sandhu was Co-Founder, President and Co-Owner of Maximum Security, a Security and surveillance company he started in 1992. While at Maximum, Mr. Sandhu actively managed a staff of over 200 employees. Mr. Sandhu grew Maximum to \$15 million in revenue and was ranked 31st out of 22,000 security companies. In 1997 Mr. Sandhu sold the business to his partner. Mr. Sandhu graduated from the University of Punjab in India with a degree in Engineering.

Eric Clemons has been Executive Vice President of GTC since its inception. Mr. Clemons has over eight (8) years experience with sales and marketing organizations. Mr. Clemons most recently was Vice President of Marketing for Intelligent Electronic Communications managing a staff of 50 employees. In his first twelve months their productivity increased 100% and sales increased 120%. Mr. Clemons has attended The Wharton School of Business Executive management programs.

Mark Fleming joined GTC in October 1998 as Executive Vice President. Mr. Fleming has sixteen years of business strategy, planning, and analysis experience with the competitive consumer products / services industries. For the past seven years, Mr. Fleming worked in the telecommunications industry, holding several finance and marketing management positions at MCI. Some of the key business / operational issues that Mr. Fleming managed while at MCI included pricing strategy, market positioning, new product development, sales channel and customer service performance reviews, capital investment decisions, and overall business planning / analysis for Residential Markets and Local Services divisions. Mr. Fleming received his Bachelor of Arts degree in Business Administration from Principia College in 1980, and attained his Masters in Business Administration, with honors from the University of Southern California in 1986.

Clay T. Whitehead is currently president of Clay Whitehead Associates, a strategic consulting and business development company which concentrates on the telecommunications and media industries. Clay Whitehead Associates primarily works with large companies to develop business projects in the areas of telecommunications and television. Mr. Whitehead has participated in the formation, strategy development, regulatory posture, and financing of a number of telecommunications businesses in the United States and internationally. Mr. Whitehead has also served as a special assistant to President Nixon, with policy responsibility for NASA, the Atomic Energy Commission, and the National Science Foundation. From 1971 to 1974, he was director of the U.S. Office of Telecommunications Policy. From 1979 to 1983, Mr. Whitehead founded and was president of Hughes Communications, Inc., a subsidiary of Hughes Aircraft Company. Mr. Whitehead also currently serves on the board of directors for Prudential Funds.

GERALD A. DECICCIO

26731 Anadale Drive
Laguna Hills, CA 92653

Home: (949) 582-3819
Work: (949) 224-7311

FINANCIAL MANAGEMENT PROFESSIONAL

"Big-5" CPA/Master's with multi-industry, international background. Proven success in focusing resources on strategies which maximize performance and profits. Areas of expertise include:

- Financial Reporting/Analysis
- System Conversions (Oracle and Hyperion software)
- Consolidated Financial Statements
- SEC Reporting
- Strategic Planning
- Acquisitions/Divestitures
- Budgeting/Forecasting
- Cost Accounting (standard)

EXPERIENCE

1997 - Present

NATIONAL TELEPHONE & COMMUNICATIONS, INC., Irvine, CA
(\$150 million inter-exchange carrier and provider of communications products and services)

V.P., Finance & Administration

Manage finance, accounting, consolidations, SEC reporting, treasury, risk, human resources, legal, cost accounting, general ledger, capital budgeting, tax accounting and credit and collections. Supervise 30 employees.

- Negotiated and implemented Oracle financials, purchasing, and inventory software.
- Found over \$2 million in excise/sales tax credits.
- Negotiated a \$20 million debt placement.
- Assisted in negotiating a \$10 million line of credit.
- Negotiated several equipment lines of credit aggregating \$7 million.
- Led and implemented a new cash management system to combat fraudulent activity and produced savings of over \$100,000 per year in reduced fees.
- Prepared and implemented an integrated financial model.
- Prepared the Company for an IPO.
- Responsible for investor relations.

1995 - 1997

NEWPORT CORPORATION, Irvine, CA
(\$140 million multi-national manufacturer/distributor of laser and optics products)

Corporate Controller

Managed domestic and international multi-company consolidation, foreign exchange, SEC reporting, treasury, cost accounting, general ledger, capital budgeting, tax accounting and strategic planning. Supervised 20 employees.

- Negotiated and implemented Hyperion reporting and consolidation software which reduced 8 days from the monthly close process.
- Implemented monthly business reviews and forecasts which produced reliable monthly and quarterly sales and earnings results.
- Assisted in negotiating a \$20 million debt placement which reduced interest costs by \$400,000 per year.
- Led and implemented a new cash management system with savings of over \$100,000 per year.
- Integrated 3 acquisitions.
- Assisted in investor relations.

1995

SUNRISE MEDICAL, INC., Carlsbad, CA
(\$750 million multi-national manufacturer/distributor of health care products)

Director of Audit and Quality Systems

Planned and coordinated domestic and international operational and financial audits, strategic planning and development and quality systems and performed acquisition activity. Supervised a department of 8 with an annual budget of \$1.8 million.

- Spearheaded acquisition activities which produced 3 businesses being purchased.
- Championed changes to the quality systems which resulted in ISO 9002 certification.
- Organized and started the internal audit function.

1985 - 1995

PARKER HANNIFIN CORPORATION, Cleveland, OH
(\$4.0 billion manufacturer/distributor of motion control products)

Manager, Corporate Finance/Accounting, Irvine, CA (1992 - 1995)

Provided technical assistance, training and updates relative to finance and accounting, performed controllership activities and implemented and maintained corporate policies and procedures. Supervised a department of 4.

- Negotiated several settlements for the company with savings of over \$5.0 million.
- Spearheaded activities which divested 2 divisions.
- Performed special project analysis with savings of over \$1.0 million.
- Led system changes which resulted in reducing 1 day from the accounting close.

Controller/CFO (Hydraulics division), Irvine, CA (1987 - 1992)

Managed finance, accounting, pricing, estimating and MIS of an \$95 million, standard cost manufacturer. Managed a department of 30 employees.

- Led and implemented a new MRP II business system and a new bar code system with savings of over \$10 million.
- Championed a change in accounting for California sales tax which resulted in a refund of \$1.8 million.
- Led and implemented changes to the strategic planning and budgeting process which reduced 30 days from each process.
- Negotiated bank financing arrangements which reduced interest costs by \$100,000 per year.

Manager - Financial Analysis, Parker Berteau Group (1985 - 1987)

Responsible for group consolidation, management of capital assets and leases and special projects.

- Evaluated cost accounting system with savings of over \$4.0 million.
- Performed acquisition activities which resulted in 3 businesses being purchased.
- Evaluated employee reimbursement system which resulted in the discovery of fraud.

1984 - 1985

WASTE MANAGEMENT, INC., Oakbrook, IL
(\$2.5 billion multi-national waste handler)

Division Controller, Anaheim, CA

Managed finance, accounting, administration, MIS and human resources of a \$40 million remedial action division. Supervised a department of 10 employees.

- Developed tax package that all divisions could use which reduced 14 days from the process.
- Led and implemented information system conversions in strategic planning and budgeting which reduced 14 days from each activity.
- Dealt with and collected a \$1.5 million past due receivable with no P&L impact.

1980 - 1984

ERNST AND YOUNG, Orange County, CA

Supervising Senior Accountant

Responsible for planning, budgeting and implementing audits of both public (SEC reporting) and privately held companies.

- Seniored 3 initial public offerings (IPO's).
- Evaluated lease activities at one client with savings of over \$1.0 million.
- Clients included manufacturers, distributors and healthcare.

EDUCATION

Certified Public Accountant, State of California
 University of Southern California, M.S., Concentration in Finance and Systems Technology
 Loma Linda University, B.S., Major in Accounting, Minors in Economics and Biology

AFFILIATIONS

Member, American Institute of Certified Public Accountants
 Member, California Society of Certified Public Accountants
 Member, American Production and Inventory Control Society
 Guest Lecturer at University of California, Irvine

TECHNICAL

Computer Literate (Oracle, Hyperion Reporting & Consolidation, Pillar Budgeting, MS Word, Excel, PowerPoint, WordPerfect, Lotus 123 and Visio)

MARK C. FLEMING
1836 Port Abbey Place
Newport Beach, California 92660
Home (949) 719-2379

Experience Summary:

Strategy, planning and analysis experience in both Finance and Marketing organizations within competitive consumer products/services industries. Sixteen years of diversified and increased responsibilities in business development positions involving business strategy and financial assessments, market and competitive analyses, planning/budgeting, accounting operations, product/systems development, and product/project management.

MCI Local Services Experience:

Senior Manager, Local Finance, Vienna, VA

Feb 1997-Sep 1998

Responsible for financial evaluations involving MCI's new business venture that offers local telephone service in competition with Regional Bell companies. Projects focus on approving new target markets, products/pricing changes, capital investment decisions, and merger financial evaluations. Manage 6 senior financial analysts.

- Evaluated and recommended investment decisions for 30 local markets valued at \$20M each.
- Redirected 1998 sales efforts towards profitable cities with expected 10% margin improvement.
- Developed MCI's Local 5-year financial plan and evaluated business synergies for mergers.

Senior Manager, Local Services Marketing Strategy, Arlington, VA

Nov 1996-Jan 1997

Responsible for developing strategic business plans to provide new local telephone service for residential customers. No direct reports.

- Evaluated and prioritized top markets based on local service feasibility and profitability.
- Assisted in the development of two 1997 business plans (base and aggressive sales levels).

MCI Mass Markets Experience:

Senior Manager, International Brand Marketing, Arlington, VA

Sep 1995-Nov 1996

Senior Manager, Card Marketing Product Management, Arlington, VA

May 1995-Sep 1995

Responsible for pricing, market positioning, product development and delivery of MCI products to residential and small business customers. Managed staff of 4 marketing managers.

- Created new promotional and pricing strategies on weekly basis in response to competitors.
- Developed and launched series of new products:
 - Created first non-Friends & Family product, MCI World Savings for international callers. Launched 3 months early to become only new product launch of 1996.
 - Developed MCI Quick*Dial as innovative speed dial product and relaunched MCI Card.

Senior Manager, Products & Pricing (Finance), Arlington, VA

1994-May 1995

Responsible for approving pricing actions for all residential domestic/international long distance services. Monitored competitor pricing activities daily and recommended MCI pricing actions. Managed staff of 7 senior financial analysts.

- Assisted Marketing in developing prices for five major product launches: New Friends & Family, PhoneCash, WorldPhone, Personal Number, MCI VideoPhone.
- Approved pricing actions for new products generating \$3B in revenue and extra discounts of \$350M. Initiated separate pricing actions resulting in \$20M of profit.

Received Circle of Excellence award for top 1% performers in third quarter of 1994.

MCI Mass Market Experience (Continued):

Manager, Business Analysis (Finance), Arlington, VA 1993-1994

Responsible for establishing strategic direction, creating financial benchmarks, and providing business performance reviews for Mass Markets division. Managed staff of 4 analysts.

- Managed quarterly profitability studies on key products, customer profiles, and sales channels, which resulted in changing company focus to higher margin services.
- Developed 5-year strategic business plan and overall competitive market review.

Senior Business Analyst, Business Analysis (Finance), Arlington, VA 1991-1993

Responsible for ad hoc business case analyses.

Received Circle of Excellence award for top 1% performers in second quarter of 1992.

Denny's Inc. Corporate Finance Experience:

Supervisor, Restaurant Accounting, Irvine, CA 1989-1991

Responsible for processing of sales, payroll, and accounts payable for 500 Denny's and El Pollo Loco restaurants. Managed 30 accounting clerks.

- Managed manual processing staff and automated systems required to process, audit, and generate financial data on a weekly basis with low errors for 500 restaurants.

Senior Financial Analyst, La Mirada, CA 1986-1989

Held three different financial analysis positions to expand business knowledge and skills:

- Internal Audit: reviewed business control procedures of restaurants and Purchasing.
- Real Estate: performed financial evaluations of restaurants for sale or franchising.
- Strategic Planning: developed annual operating plans for departmental costs.

Rockwell International Experience:

Financial Analyst, Information Systems Group, Space Division, Seal Beach, CA 1980-1984

Responsible for development and tracking of 150 computer-billing rates for all Space Division contracts. Worked with functional departments on computer forecasting and billing requirements.

Education:

Master of Business Administration, University of Southern California, Los Angeles 1986

Emphasis in Finance, Marketing, and Decision Systems. Graduated with Honors.

Advisor to 2nd year Management Internship Program.

Bachelor of Arts, Business Administration, Principia College, Elmhurst, IL 1980

Secondary emphasis in Environmental Studies.

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

DEPOSIT DATE
D O 9 7 MAR 0 5 1999

Also Admitted in New York
and Maryland

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

March 3, 1999

VIA OVERNIGHT DELIVERY

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

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Re: GTC Telecom

Dear Sir/Madam:

Enclosed please find one original and six (6) copies of GTC Telecom's Application for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with an original and six (6) copies of GTC Telecom's proposed tariff.

GTC Telecom has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of GTC Telecom's stated financial capability, copies of its financial statements for the seven months ended January 31, 1999 are attached to its application. As a reseller, GTC Telecom does not intend to make a capital investment to provide service in the State of Florida, however, GTC Telecom intends to fund the provision of service through internally generated cash flow and from additional sales of stock since GTC is a publicly-held company.

207 blic

GTC TELECOM
3151 AIRWAY AVE, BLDG P3
COSTA MESA, CA 92626-4626

WCMA Working Capital Management Account

DATE JANUARY 26, 1999

PAY TO THE ORDER OF **FLORIDA PUBLIC SERVICE COMMISSION** \$ **250.00******

TWO HUNDRED FIFTY AND NO/100*** DOLLARS**


merrill Lynch

BANK ONE BANK ONE COLUMBUS, IA
Columbus, Ohio 43261

MEMO **FILING FEE**



DOCUMENT NUMBER-DATE

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