



July 11, 2000  
Overnight Delivery

00 JUL 11 AM 9:39  
MAIL ROOM

210 N. Park Ave.  
Winter Park, FL  
32789

Ms. Blanca Bayo, Director  
Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oaks Boulevard  
Tallahassee, Florida 32399-0850

000831-TI

P.O. Drawer 200  
Winter Park, FL  
32790-0200

RE: Application and Initial Tariff of **iCall, Inc.** for Authority to Provide Interexchange Telecommunications Services within the State of Florida.

Tel: 407-740-8575  
Fax: 407-740-0613  
tmi@tminc.com

Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of the above-referenced application and initial tariff of iCall, Inc.

Also enclosed is a Technologies Management, Inc. check in the amount of \$250, to cover the filing fee.

Notification of approval of this certification request should be sent to me, at the address provided above, as well as Mr. Anthony Fischler, President of iCall, Inc.

Please acknowledge receipt of this filing by returning, filed stamped, the extra copy of this letter in the self-addressed stamped envelope provided for that purpose.

Any questions you may have regarding this application may be addressed to me at the above address, or by calling (407) 740-8575. Thank you for your assistance.

Sincerely,

Thomas M. Forte  
Consultant to iCall, Inc.

TMF/hb

cc: Anthony Fischler - iCall, Inc.  
Carmella Greacen - iCall, Inc.  
file: iCall - FL  
tms: FLi0000

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:

DOCUMENT NUMBER-DATE  
08335 JUL 11 8  
FPSC-RECORDS/REPORTING



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32789

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Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oaks Boulevard  
Tallahassee, Florida 32399-0850

RECEIVED  
FLORIDA PUBLIC  
SERVICE COMMISSION

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DEPOSIT

DATE

D 3 2 2 0

JUL 12 2000

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Any questions you may have regarding this application may be addressed to me at  
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Sincerely,

TECHNOLOGIES MANAGEMENT, INC.  
P.O. BOX 200  
WINTER PARK, FL 32790-0200  
(407) 740-8575

AM SOUTH BANK  
ORLANDO, FLORIDA  
63-466/631

27080

7/10/2000

PAY TO THE ORDER OF Florida Public Service Commission

\$ \*\*250.00

Two Hundred Fifty and 00/100\*\*\*\*\*

DOLLARS

Florida Public Service Commission  
Records & Reporting  
2540 Shumard Oaks Blvd.  
Tallahassee, FL 32302-1500

TECHNOLOGIES MANAGEMENT, INC.

MEMO: florida Public Service Commission

0 2 7 0 8 0

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 Boulevard  
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**

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:**

- 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:**

iCall, Inc.

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

Not Applicable

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

iCall, Inc.  
811 Wilshire Boulevard, Suite 1650  
Los Angeles, CA 90017  
Telephone: (213) 622-9990  
Facsimile: (213) 622-9991

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

See #5 Above

7. **Structure of organization:**

- |                          |                                  |                                     |                     |
|--------------------------|----------------------------------|-------------------------------------|---------------------|
| <input type="checkbox"/> | Individual                       | <input checked="" type="checkbox"/> | Corporation         |
| <input type="checkbox"/> | Foreign Corporation              | <input type="checkbox"/>            | Foreign Partnership |
| <input type="checkbox"/> | General Partnership              | <input type="checkbox"/>            | Limited Partnership |
| <input type="checkbox"/> | Other: Limited-liability company |                                     |                     |

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

Not applicable.

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

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

- (1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.
- (2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with the 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: F00000003260

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

Paracorp Incorporated  
236 East 6<sup>th</sup> Avenue  
Tallahassee, FL 32303

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

Fictitious name registration number: Not Applicable

- (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 officer, director or stockholder of the Company has been adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime. No officer, director or stockholder of the Company are involved in proceedings which may result in such action.

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

No officer, director, partner or stockholder of the Company is an officer, director or stockholder in any other Florida certificated telephone company.

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

**(a) The application:**

Thomas M. Forte  
Consultant to iCall, Inc.  
Technologies Management, Inc.  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
Telephone: (407) 740 - 8575  
Facsimile: (407) 740 - 0613

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

Ms. Francis Arreygue, Manager of External Affairs  
iCall, Inc.  
811 Wilshire Boulevard, Suite 1650  
Los Angeles, CA 90017  
Telephone: (213) 622 - 9990  
Toll Free: (888) 957 - 9990

**(c) Tariff:**

Thomas M. Forte  
Consultant to iCall, Inc.  
Technologies Management, Inc.  
P.O. Drawer 200  
Winter Park, FL 32790-0200  
Telephone: (407) 740 - 8575  
Facsimile: (407) 740 - 0613

**(d) Complaints/Inquiries from customers:**

Ms. Francis Arreygue  
Manager of External Affairs  
iCall, Inc.  
811 Wilshire Boulevard, Suite 1650  
Los Angeles, CA 90017  
Toll Free: (888) 957 - 9990  
Facsimile: (213) 622 - 9991

**11. List the states in which the applicant:**

- (a) **Has operated as an interexchange carrier.**  
None.
- (b) **Has applications pending to be certificated as an interexchange carrier.**  
iCall will be filing applications in additional states during 2000.
- (c) **Is certificated to operate as an interexchange carrier.**  
None.
- (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 carrier or other telecommunications entity, and the circumstances involved.**  
None

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

- Facilities
- Billing and Collection
- Maintenance
- Other: None anticipated at this time
- Operators
- Sales

**13. Do you have a marketing program?**

Not yet developed.

**14. Will your marketing program:**

Not yet developed.

- 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.).

Not applicable.

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 checked="" type="checkbox"/> | Other:(specify)       | Anyone who uses the Company's service |                           |

17. Please provide the following (if applicable):

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

Yes. The iCall name will appear on each bill issued for service. The company will bill its services on LEC bills utilizing various billing agents or clearing houses.

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

iCall will utilize the services of various billing agents or clearing houses depending on the specific LEC service territory.

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

See Attachment III.

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 Attachment IV.

**C. Technical capability.**

As an resale service provider, Applicant relies on the technical expertise of its underlying carrier for maintenance of the network.

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

See Attachment II.

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 mbps, DS-3, etc.)

Travel service

- Method of access is 950
- Method of access is 800

900 service

X **Operator Services**

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

**Services included are:**

- X 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).**

Prepaid card customers will dial a local access or toll free number, a personal identification number as well as the terminating telephone number, area code if needed, to complete a call.

The customer dials a toll free or local access number that connects them to the iCall Network. Once connected, they are then prompted by an automated operator to dial their destination and identify themselves as the caller. The system dials the destination number through the backbone of the Internet and creates a call record that is forwarded to the receiving's party's local telephone company for billing through iCall's billing and collection agreement with various billing agents and clearing houses.

**22. Other:**

**\*\* APPLICANT ACKNOWLEDGMENT STATEMENT \*\***

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

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL: \_\_\_\_\_

  
John E. Mackel, VP & General Counsel  
(213) 622-9990

6-13-00  
Date

**APPENDICES:**

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

**ATTACHMENTS:**

- I - AUTHORITY TO OPERATE IN FLORIDA
- II - PROPOSED TARIFF
- III - FINANCIAL STATEMENTS
- IV - MANAGERIAL AND TECHNICAL CAPABILITIES

**CERTIFICATE OF TRANSFER STATEMENT**

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

**Not Applicable.**

**UTILITY OFFICIAL:**

  
Signature

6-13-00  
Date

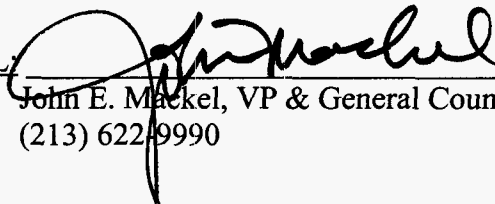
**\*\* APPENDIX B \*\***

**CUSTOMER DEPOSITS AND ADVANCE PAYMENTS**

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

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

UTILITY OFFICIAL:

  
John E. Mackel, VP & General Counsel  
(213) 622-9990

6-13-00  
Date

**INTRASTATE NETWORK**

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

- 1) None
- 2)
- 3)
- 4)

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

- 1) None
- 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.**

POP-to-POP      TYPE      OWNERSHIP

- 1) None
- 2)
- 3)

**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)**

Statewide.



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

Not applicable.

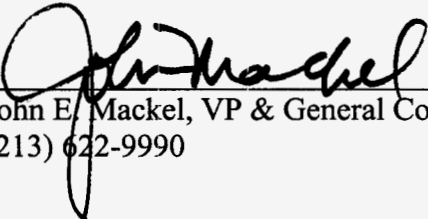
6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has ( ) or has not (X) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

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

Not applicable.

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

Not applicable.

UTILITY OFFICIAL:   
John E. Mackel, VP & General Counsel  
(213) 622-9990

6-13-00  
Date

**\*\* APPENDIX D \*\***

**FLORIDA TELEPHONE EXCHANGES**

**AND**

**EAS ROUTES**

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

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

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

Extended Service Area with These Exchanges

PENSACOLA:	Cantonment, Gulf Breeze, Pace, Milton Holley-Navarre.
PANAMA CITY:	Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:	Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
GAINESVILLE:	Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:	Belleview, Citra, Dunnellon, Forest Lady Lake (B21), McIntosh, Iklawaha, Orange Springs, Salt Springs and Silver Springs Shores.
DAYTONA BEACH:	New Smyrna Beach.
TAMPA:	Central           None East               Plant City North             Zephyrhills South             Palmetto West              Clearwater
CLEARWATER:	St. Petersburg, Tampa-West and Tarpon Springs.

ST. PETERSBURG:	Clearwater
LAKELAND:	Bartow, Mulberry, Plant City, Polk City and Winter Haven.
ORLANDO:	Apopka, East Orange, Lake Buena Vista, Oviedo, Windermere, Winter Garden, Winter Park, Montverde, Reedy Creek, and Oviedo-Winter Springs.
WINTER PARK:	Apopka, East Orange, Lake Buena Vista, Orlando, Oviedo, Sanford, Windermere, Winter Garden, Oviedo-Winter Springs, Reedy Creek, Geneva and Montverde.
TITUSVILLE:	Cocoa and Cocoa Beach.
COCOA:	Cocoa Beach, Eau Gallie, Melbourne and Titusville.
MELBOURNE:	Cocoa, Cocoa Beach, Eau Gallie and Sebastian.
SARASOTA:	Bradenton, Myakka and Venice.
FT. MYERS:	Cape Coral, Ft. Myers Beach, North Cape Coral, North Ft. Myers, Pine Island, Lehigh Acres and Sanibel-Captiva Islands.
NAPLES:	Marco Island and North Naples.
WEST PALM BEACH:	Boynton Beach and Jupiter.
POMPANO BEACH:	Boca Raton, Coral Springs, Deerfield Beach and Ft. Lauderdale.
FT. LAUDERDALE:	Coral Springs, Deerfield Beach, Hollywood and Pompano Beach.
HOLLYWOOD:	Ft. Lauderdale and North Dade.
NORTH DADE:	Hollywood, Miami and Perrine.
MIAMI:	Homestead, North Dade and Perrine.

iCall, Inc. intends to offer service throughout the State of Florida.

**ATTACHMENT I**  
**AUTHORITY TO OPERATE IN FLORIDA**

# State of Florida



## Department of State

I certify from the records of this office that ICALL, INC., is a corporation organized under the laws of California, authorized to transact business in the State of Florida, qualified on June 8, 2000.

The document number of this corporation is F00000003260.

I further certify that said corporation has paid all fees due this office through December 31, 2000, and its status is active.

I further certify that said corporation has not filed a Certificate of Withdrawal.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Fifteenth day of June, 2000



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

**ATTACHMENT II**  
**PROPOSED TARIFF**

**TITLE SHEET**

**FLORIDA INTEREXCHANGE TELECOMMUNICATIONS TARIFF**

**OF**

**iCall, Inc.**

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of interexchange telecommunications services provided by iCall, Inc. ("iCall") within the State of Florida. iCall's principal offices are located at 811 Wilshire Boulevard, Suite 1650, Los Angeles CA 90017. This tariff is on file with the Florida Public Service Commission. Copies may be inspected during normal business hours at the Company's principal place of business.

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Issued: July 12, 2000

Effective:

Issued by:

Mr. Anthony Fischler, President  
811 Wilshire Boulevard, Suite 1650  
Los Angeles, CA 90017

FLi0000

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**CHECK SHEET**

Pages of this tariff, as indicated below, are effective as of the date shown at the bottom of the respective pages. Original and revised pages, as named below, comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

<b>PAGE</b>	<b>REVISION</b>
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 *

\* - indicates those pages includes with this filing

---

Issued: July 12, 2000

Effective:

Issued by:

Mr. Anthony Fischler, President  
811 Wilshire Boulevard, Suite 1650  
Los Angeles, CA 90017

FLi0000



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Issued: July 12, 2000

Effective:

Issued by:

Mr. Anthony Fischler, President  
811 Wilshire Boulevard, Suite 1650  
Los Angeles, CA 90017

FLi0000

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**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.

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Issued: July 12, 2000

Effective:

Issued by:

Mr. Anthony Fischler, President  
811 Wilshire Boulevard, Suite 1650  
Los Angeles, CA 90017

FLi0000

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**TARIFF FORMAT**

**A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.

**B. Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the FPSC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the FPSC follows in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff sheet in effect. Consult the Check Sheet for the sheet currently in effect.

**C. Paragraph Numbering Sequence** - There are 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).

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

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS**

**Access Line** - An arrangement which connects the Customer's location to an iCall, Inc. switching center or designated point of presence.

**Authorized User** - A person, firm, corporation, or any other entity authorized by the Customer to communicate utilizing the Carrier's service.

**Collect Call** - A billing arrangement whereby the originating caller may bill the charges for a call to the called party, provided the called party agrees to accept the charges.

**Commission** - The Florida Public Service Commission.

**Company or Carrier** - iCall, Inc. unless otherwise clearly indicated by the context.

**Customer or End User** - The person, firm, corporation or other entity which orders, cancels, amends or uses service and is responsible for payment of charges and compliance with the Company's tariff.

**Day** - From 8:00 AM up to but not including 5:00 PM local time Monday through Friday.

**Equal Access** - Where the local exchange company central office provides interconnection to interexchange carriers with Feature Group D circuits. In such end offices, customers presubscribe their telephone line(s) to their preferred interLATA carrier.

**Evening** - From 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.

**FPSC** - Florida Public Service Commission.

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)**

**Holidays** - The Company observes the following holidays: New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

**iCall** - Used throughout this tariff to mean iCall, Inc.

**LEC** - Local Exchange Company.

**Night/Weekend** - From 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

**V & H Coordinates** - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purposed of rating calls.

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**SECTION 2 - RULES AND REGULATIONS**

**2.1 Undertaking of iCall, Inc.**

iCall's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this tariff.

iCall installs, operates, and maintains the communications services provided hereinunder in accordance with the terms and conditions set forth under this tariff. iCall may act as the Customer's agent for ordering access connection facilities provided by other carriers or entities, when authorized by the Customer, to allow connection of a Customer's location to the iCall network. The Customer shall be responsible for all charges due for such service arrangement.

The Company's services and facilities are provided on a monthly basis unless otherwise provided, and are available twenty-four hours per day, seven days per week.

**2.2 Applicability of Tariff**

This tariff is applicable to telecommunications services provided by iCall, Inc. within the State of Florida.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.3 Limitations**

- 2.3.1** Service is offered in Equal Access areas only.
- 2.3.2** Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.
- 2.3.3** iCall reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.
- 2.3.4** The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
- 2.3.5** All facilities provided under this tariff are directly controlled by iCall, Inc. and the Customer may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.
- 2.3.6** Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.
- 2.3.7** Customers reselling or rebilling telecommunications services must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Florida Public Service Commission.

**2.4 Use**

Services provided under this tariff may be used for any lawful purpose for which the service is technically suited.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.5 Liabilities of the Company**

- 2.5.1** iCall's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, in no event shall exceed an amount equivalent to the proportionate charge to the Customer for the period during which the faults in transmission occur.
- 2.5.2** The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.
- 2.5.3** The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, tradename or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to , transmitted, or used by the Company under this tariff; or for any act or omission of the Customer; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.
- 2.5.4** No agent or employee of any other carrier shall be deemed to be an agent or employee of the Company.
- 2.5.5** The Company shall not be liable for any defacement of or damages to the premises of a Customer resulting from the furnishing of service which is not the direct result of the Company's negligence.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.6 Deposits**

The Company does not require a deposit from the Customer.

**2.7 Advance Payments**

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

**2.8 Taxes**

All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

**2.9 Terminal Equipment**

The Company's facilities and service may be used with or terminated in Customer-provided terminal equipment or Customer-provided communications systems, such as a telephone set, PBX or key system. Such terminal equipment shall be furnished and maintained at the expense of the Customer, except as otherwise provided. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry as endorsed by the Federal Communications Commission.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.10 Installation and Termination**

Service is installed upon mutual agreement between the Customer and the Company. The service agreement does not alter rates specified in this tariff.

**2.11 Payment for Service**

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer or to an Authorized User of the Customer by iCall. All charges due by the Customer are payable to the Company or to the Company's authorized billing agent (such as a local exchange telephone company). Terms of payment shall be according to the rules and regulations of the billing agent and subject to the rules of regulatory agencies, such as the FPSC. Any objections to billed charges must be reported to the Company or its billing agent within sixty days after receipt of bill. Adjustments to Customer's bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

**2.12 Cancellation by Customer**

Customer may cancel service by providing 30 days written notice to the Company.

**2.13 Interconnection**

Service furnished by iCall may be connected with the services or facilities of other carriers. Such service or facilities, if used, are provided under the terms, rates and conditions of the other carrier. The Customer is responsible for all charges billed by other carriers for use in connection with iCall's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.14 Refusal or Discontinuance by Company**

iCall may refuse or discontinue service under the following conditions. Unless otherwise stated, the Customer will be given notice and allowed a reasonable time to comply with any rule or remedy any deficiency.

- (a) For non-compliance with and/or violation of any State or municipal law, ordinance or regulation pertaining to telephone service.
- (b) For the use of telephone service for any other property or purpose other than that described in the application.
- (c) For failure or refusal to provide the Company with a deposit or advance payment to insure payment of bills in accordance with the Company's regulations or failure to meet the Company's credit requirements. (See Sections 2.6 and 2.7 of this Tariff for the Company's current Deposit and Advance Payment practices.)
- (d) For neglect or refusal to provide reasonable access to the Company for the purpose of inspection and maintenance of equipment owned by the Company.
- (e) For non-compliance with and/or violation of the Commission's regulations or the Company's rules and regulations on file with the Commission, provided five (5) working days' written notice is given before termination.
- (f) For non-payment of bills for telephone service. Suspension or termination of service shall not be made without five (5) working days' written notice to the Customer, except in extreme cases.
- (g) Without notice in the event of Customer use of equipment in such a manner as to adversely affect the Company's equipment or the Company's service to others.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)****2.14 Refusal or Discontinuance by Company, (Cont'd.)**

- (h) Without notice in the event of tampering with the equipment furnished and owned by the Company.
- (i) Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, the Company may, before restoring service, require the Customer to make, at his own expense, all changes in facilities or equipment necessary to eliminate illegal use and to pay an amount reasonably estimated as the loss in revenues resulting from such fraudulent use.
- (j) For failure of the Customer to make proper application for service.
- (k) For Customer's breach of the contract for service between the Company and the Customer.
- (l) When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.
- (m) For periods of inactivity over sixty (60) days.

**2.15 Inspection, Testing and Adjustment**

Upon reasonable notice, the facilities provided by the Carrier shall be made available to the Carrier for tests and adjustments as may be deemed necessary by the Carrier for maintenance. No interruption allowance will be granted for the time during which such tests and adjustments are made when the interruption is less than twenty-four consecutive hours.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.16 Tests, Pilots, Promotional Campaigns and Contests**

The Carrier may conduct special tests, pilot programs, waivers and promotions at its discretion to demonstrate the ease of use, quality of service and to promote the sale of its services. Tests, promotions, waivers, etc. will have specific starting and ending dates. Promotions will be filed as part of this tariff and no single promotion will run longer than ninety (90) days over a twelve month period.

**2.17 Interruption of Service**

Credit allowances for interruptions of service which are not due to the Carrier's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment or communications systems provided by the Customer, are subject to the general liability provisions set forth in Section 2.5 herein. It shall be the obligation of the Customer to notify Carrier immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, Customer shall ascertain that the trouble is not within his or her control, or is not in wiring or equipment, if any, furnished by Customer and connected to Carrier's terminal. Interruptions caused by Customer-provided or Carrier-provided automatic dialing equipment are not deemed an interruption of service as defined herein since the Customer has the option of using the long distance network via local exchange company access.

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**SECTION 3 - DESCRIPTION OF SERVICE**

**3.1 General**

Service is offered to residential or business customers and is available from equal access originating end offices only.

**3.2 Timing of Calls**

**3.2.1** Long distance usage charges are based on the actual usage of iCall's network. The Company will determine that a call has been established through industry standard answer detection methods, including software detection and hardware answer detection, where available.

**3.2.2** Chargeable time for a call ends upon disconnection by either party.

**3.2.3** The minimum call duration and initial period for billing purposes is one minute.

**3.2.4** Unless otherwise specified in this tariff, for billing purposes usage is measured and rounded to the next higher full minute.

**3.2.5** No charges apply for incomplete calls.

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**
**3.3 Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between the serving wire center locations associated with the originating and terminating points of the call.

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the serving wire centers as defined by BellCore (Bell Communications Research), in the following manner:

- Step 1            Obtain the "V" and "H" coordinates for the serving wire center of the originating and the destination points.
- Step 2            Obtain the difference between the "V" coordinates of each of the wire centers. Obtain the difference between the "H" coordinates.
- Step 3            Square the differences obtained in Step 2.
- Step 4            Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5            Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6            Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the originating and terminating serving wire centers of the call.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)**

**3.4 iCall Prepaid Service**

iCall Prepaid Service allows Consumers with no telephone service or no access to long distance service the ability to place long distance calls from any phone. Callers dial a local access number, input the pin and dial the destination number directly. This call is completed with no operator intervention. Prepaid Calling Cards can be purchased in increments of \$10.00, \$15.00, \$25.00 and \$40.00.

**3.4.1. Exclusions**

The following call types may not be completed with iCall's Prepaid Service:

- Calls to 700 numbers
- Calls to 800 numbers
- Calls to 900 numbers
- Busy Line Verify and Busy Line Interrupt
- Calls requiring the quotation of time and charges
- All Operator Services Calls
- Conference Calls
- Directory Assistance Calls

Except as may be specifically referenced therein, calls made utilizing iCall's Prepaid Service are not included in any specialized service offerings nor promotions.

**3.4.2 Availability of Service**

Service is available twenty-four hours a day, seven days a week. The number of available Prepaid account numbers is subject to technical limitations. Such card accounts will be offered to Customers on a first come first serviced basis. Printed material associated with Prepaid Service will include the name of iCall, Inc. and the 800 Customer Service number

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**SECTION 3 - DESCRIPTION OF SERVICE, (CONT'D.)****3.4 iCall Prepaid Service, (Cont'd.)****3.4.3 Regulations**

In addition to the general rules and regulations set forth in this tariff, the following regulations also apply:

- (A) Prepaid Service is accessed using the 800 number printed on the card;
- (B) All calls must be charged against a Prepaid Card that has a sufficient available balance;
- (C) A Customer's call will be interrupted with an announcement when the balance is about to be depleted; such announcements will occur five minutes and two minutes before the balance will be depleted, based on the termination location of the call;
- (D) Calls in progress will be terminated by the Company if the balance on the card is insufficient to continue the call.

**3.5 iCall Collect Service**

iCall Collect Service allows consumers in the U.S. to make domestic long distance intrastate and automated collect calls by dialing a toll free local access number that connects the call to the iCall Network. The consumer is prompted in either English or Spanish by an automated operator to dial destination number and identify themselves to the called party. Once accepted, the system initiates a call record that is forwarded to the receiving party's local telephone company for billing on the local exchange bill.

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**SECTION 4 - RATES**

**4.1 General**

iCall Intrastate Service is offered for the provision of prepaid and collect services. All calls are billed in one (1) minute increments after an initial period, for billing purposes of one (1) minute. All iCall services are available 24 hours a day, seven days a week.

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**SECTION 4 - RATES, (CONT'D.)**

**4.2 Time of Day Rate Periods**

The appropriate rates apply for day, evening and night/weekend calls based on the following chart.

	MON	TUES	WED	THUR	FRI	SAT	SUN
8:00 AM TO 5:00 PM *	DAYTIME RATE PERIOD						
5:00 PM TO 11:00 PM *	EVENING RATE PERIOD					EVE	
11:00 PM TO 8:00 AM *	NIGHT/WEEKEND RATE PERIOD						

\* to, but not including

Calls are billed based on the rate in effect for the actual time period(s) during which the call occurs. Calls that cross rate period boundaries are billed the rates in effect in that boundary for each portion of the call.

**4.3 Holiday Rates**

The evening rate applies to the following holidays unless a lower rate would normally apply.

New Year's Day	January 1
Independence Day	July 4
Labor Day	As nationally observed
Thanksgiving Day	As nationally observed
Christmas Day	December 25

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**SECTION 4 - RATES, (CONT'D.)**

**4.4 iCall Prepaid Service**

**4.4.1 Per Call Prepaid Rates**

Calls are charged in full minute increments for the first minute and all subsequent minutes.

ALL TIMES OF DAY	
1 <sup>st</sup> Minute	Ea. Addl. Minute
\$0.1000	\$0.1000

**4.5 iCall Collect Service**

**4.5.1 Per Call Collect Rates**

ALL TIMES OF DAY	
1 <sup>st</sup> Minute	Ea. Addl. Minute
\$0.1000	\$0.1000

**4.5.2 Per Call Surcharge** \$0.99

**4.6 Return Check Charge**

The company reserves the right to assess a return check charge of up to \$25.00 for checks returned for insufficient funds if the face value does not exceed \$50.00, \$30.00 if the face value does exceed \$50.00 but does not exceed \$300.00, \$40.00 if the face value exceeds \$300.00 or 5% of the value check, whichever is greater.

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**SECTION 4 - RATES, (CONT'D.)****4.7 Special Promotions**

The Company will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the FPSC with specific starting and ending dates.

**4.8 Special Rates for the Handicapped****4.8.1 Directory Assistance**

There shall be no charge for up to fifty calls per billing cycle from lines or trunks serving individuals with disabilities. The Company shall charge the prevailing tariff rates for every call in excess of 50 within a billing cycle.

**4.8.2 Hearing and Speech Impaired Persons**

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

**4.8.3 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 a credit card surcharge.

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**ATTACHMENT III**  
**FINANCIAL STATEMENTS**

**ICALL, INC. AND SUBSIDIARY**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO**  
**DECEMBER 31, 1999**

**ATTACHMENT III - A**  
**iCall, Inc.**  
**Financial Resources Statement**

iCall, Inc. ("iCall") is providing a Year To Date 1999 Financial Statement with this application. As can be seen in these statements, iCall meets the financial condition for a new corporation with a Asset Ratio of close to 2 to 1. The company also has a positive Stockholders Equity.

iCall proposes to operate as a reseller in the state. There are minimal capital requirements or expenses that the company will experience when starting it's Florida operations. All transmission will be provided by the underlying carrier. The company has structured its retail pricing so that its per minute rate covers its per minute cost, thus assuring an almost instantaneous positive cash flow. Any financial capital required by iCall will be provided by outside financing, which the company is presently negotiating for, or additional paid in capital by the sole stockholder.

The company also points to the resumes provided with the application. These resumes show that iCall has the managerial experience and entrepreneurial skill necessary to run the company.



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**INDEPENDENT AUDITORS' REPORT**

Board of Directors  
**ICALL, INC. AND SUBSIDIARY**  
Los Angeles, California

We have audited the accompanying consolidated balance sheet of iCall, Inc. and Subsidiary (the "Company") as of December 31, 1999, and the related consolidated statements of operations, stockholders' equity, and cash flows for the period March 10, 1999 (Inception) to December 31, 1999. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

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

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 1999 and the consolidated results of its operations, stockholders' equity and its cash flows for the period March 10, 1999 (Inception) to December 31, 1999 in conformity with generally accepted accounting principles.

*Roth Bookstein & Zaslow, LLP*

February 14, 2000

**ICALL, INC. AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEET**

**DECEMBER 31, 1999**

ASSETS		LIABILITIES AND STOCKHOLDERS' EQUITY	
Current Assets		Current Liabilities	
Cash	\$ 1,360,302	Accounts payable and accrued expenses	\$ 487,708
Accounts receivable, net	182,151	Current portion of obligations under capital leases	26,631
Due from officers	86,751	Other payables	214,809
Other current assets	<u>7,915</u>	Loans from officers	24,225
		Due to joint venture	<u>68,169</u>
		Total current liabilities	<u>821,542</u>
Total current assets	<u>1,637,119</u>		
		Long-term Liabilities	
Fixed assets, net	<u>359,440</u>	Obligations under capital leases, net of current portion	<u>28,903</u>
Other Assets		Total long-term liabilities	<u>28,903</u>
Deposits	12,000		
Intangible assets	<u>18,774</u>	Commitments and contingencies – Notes 6, 8 and 9	
		Stockholders' Equity	
Total other assets	<u>30,774</u>	Common stock, no par value; 50,000,000 shares authorized, 2,617,517 shares issued and outstanding, 756,092 shares to be issued	2,095,301
		Accumulated deficit	<u>(918,413)</u>
		Total stockholders' equity	<u>1,176,888</u>
Total Assets	<u>\$ 2,027,333</u>	Total Liabilities and Stockholders' Equity	<u>\$ 2,027,333</u>

See accompanying notes to consolidated financial statements.

ICALL, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF OPERATIONS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

Revenues	\$ 729,714
Cost of revenues	<u>719,091</u>
Gross profit	<u>10,623</u>
Operating expenses	
Selling	15,645
General and administrative	820,214
Research and development	<u>96,000</u>
Loss from operations	<u>(921,236)</u>
Other income (expense)	
Interest income	7,266
Interest expense	<u>(2,343)</u>
Loss before provision for taxes	(916,313)
Provision for taxes	<u>2,100</u>
Net loss	<u>\$ (918,413)</u>

See accompanying notes to consolidated financial statements.

ICALL, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

	<u>Number of Shares</u>		<u>Common Stock</u>		<u>Accumulated Deficit</u>	<u>Total Stockholders' Equity(Deficit)</u>
	<u>Issued</u>	<u>To Be Issued</u>	<u>Issued</u>	<u>To Be Issued</u>		
Issuance of common stock (at Inception)	2,000,000	—	\$ 20,000	—	—	\$ 20,000
Stock dividend	500,017	—	—	—	—	—
Common stock issued in connection with purchase of subsidiary and proprietary software	100,000	—	240,000	—	—	240,000
Common stock issued in connection with officer compensation	17,500	—	42,000	—	—	42,000
Common stock to be issued in connection with convertible notes	—	744,675	—	1,765,000	—	1,765,000
Common stock to be issued in connection with vendor services	—	11,417	—	28,301	—	28,301
Net loss	—	—	—	—	(918,413)	(918,413)
Balance, December 31, 1999	<u>2,617,517</u>	<u>756,092</u>	<u>\$ 302,000</u>	<u>\$ 1,793,301</u>	<u>\$ (918,413)</u>	<u>\$ 1,176,888</u>

See accompanying notes to consolidated financial statements.

**ICALL, INC. AND SUBSIDIARY**

**CONSOLIDATED STATEMENT OF CASH FLOWS**

**FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999**

Cash flows from operating activities	
Net loss	\$ (918,413)
Adjustments to reconcile net loss to net cash used by operating activities:	
Stock compensation to officer	42,000
Stock options to vendors	28,301
Provision for doubtful accounts	35,000
Depreciation and amortization	39,936
Decrease (increase) in operating assets:	
Accounts receivable	(217,151)
Other current assets	(7,915)
Deposits	(12,000)
Increase (decrease) in operating liabilities:	
Accounts payable and accrued expenses	487,708
Other payables	214,809
Due to joint venture	<u>68,169</u>
Net cash used by operating activities	<u>(239,556)</u>
 Cash flows from investing activities	
Purchase of fixed assets	(87,456)
Purchase of intangible assets	<u>(3,067)</u>
Net cash used by investing activities	<u>(90,523)</u>
 Cash flows from financing activities	
Advances to stockholders	(86,751)
Loans from stockholders	24,225
Principal payments on obligations under capital leases	(14,393)
Proceeds from issuance of common stock	2,300
Proceeds from issuance of convertible notes	<u>1,765,000</u>
Net cash provided by financing activities	<u>1,690,381</u>
 Net change in cash and ending cash	 <u><u>\$ 1,360,302</u></u>

See accompanying notes to consolidated financial statements.

ICALL, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF CASH FLOWS - SUPPLEMENTAL INFORMATION

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

Cash paid during the period for:

Interest	<u>\$ 2,343</u>
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Noncash investing and financing activities:

Purchase of equipment under new capital leases	\$ 69,927
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Principal payments on obligations under capital leases	<u>(14,393)</u>
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Net increase in obligations under capital leases	<u>\$ 55,534</u>
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Purchase of subsidiary and proprietary software in exchange for common stock	<u>\$ 240,000</u>
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Purchase of patent in exchange for common stock	<u>\$ 17,700</u>
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See accompanying notes to consolidated financial statements.

## ICALL, INC. AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

#### NOTE 1 - SUMMARY OF OPERATIONS AND SIGNIFICANT ACCOUNTING POLICIES

##### Organization

iCall, Inc. (the "Parent") was incorporated in California on March 10, 1999. The Parent is principally involved as an applications service provider to the international telecommunications industry. In performing these services, the Parent utilizes proprietary software to provide innovative voice-over internet protocol services.

Skywave, Inc. (the "Subsidiary") is a wholly-owned subsidiary incorporated in California on October 29, 1996. The Subsidiary is also involved as an applications service provider to the international telecommunications industry.

##### Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Parent and the Subsidiary (collectively, the "Company"). All significant intercompany balances and transactions have been eliminated in consolidation.

##### Use of Estimates in the Preparation of Consolidated Financial Statements

The preparation of consolidated financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

##### Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, the Company considers all highly liquid short-term investments with original maturities of three months or less to be cash equivalents.

##### Concentration of Credit Risk

Generally accepted accounting principles require disclosure of information about financial instruments with off-balance sheet risk and about concentrations of credit risk for all financial instruments.



ICALL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Concentration of Credit Risk

Financial instruments which potentially subject the Company to concentration of credit risk consist principally of cash and trade accounts receivable. The Company maintains cash in general checking and money market accounts. As of December 31, 1999, the Company's bank balances exceeded the federally insured amount by \$927,814. During the period the Company did not experience any losses relating to the cash held in these accounts.

For the period ended December 31, 1999, two of the Company's customers accounted for approximately 84% of revenue and four of the Company's customers accounted for approximately 93% of accounts receivable.

For the period ended December 31, 1999, one of the Company's vendors accounted for approximately 82% and 45% of total carrier traffic expense and accounts payable, respectively.

Fixed Assets

Fixed assets are stated at cost. Depreciation and amortization is provided using the straight-line method over the estimated useful lives of the assets. Capital leases are amortized over the shorter of the term of the lease or the life of the asset. The Company capitalizes expenditures which materially increase asset lives and charges ordinary repairs and maintenance to operations as incurred.

The estimated useful lives of assets are as follows:

Telephone equipment and switches	3 - 5 Years
Computer equipment and software	2 - 5 Years
Office furniture and fixtures:	7 Years
Office equipment	7 Years

Intangible Assets

Intangible assets subject to amortization include a patent and internet domains. The patent and internet domain costs are being amortized on a straight-line basis over 17 and 15 years, respectively.

ICALL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Stock-Based Compensation

The Company currently accounts for its stock-based compensation using the accounting prescribed by Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*. Since the Company is not required to adopt the fair value based recognition provisions prescribed under Statement of Financial Accounting Standards No. 123 (SFAS No. 123), *Accounting for Stock-Based Compensation*, it has elected only to comply with the disclosure requirements set forth in SFAS No. 123, which include disclosing pro forma net income as if the fair value based method of accounting had been applied. Net income is the same under both methods as of December 31, 1999.

Advertising

Advertising costs are expensed as incurred and included in operating expenses.

Research and Development Costs

Research and development costs related to both future and present products are charged to operations as incurred. The Company expensed approximately \$96,000 of research and development costs in 1999.

Income Taxes

Since the Company has incurred a net loss, there is no provision for federal tax in 1999. The Company is subject to a minimum California franchise tax which totaled \$2,100 for the period ended December 31, 1999.

Regulation

The Company is subject to regulation by the Federal Communications Commission and by various state public service and public utility commissions. The Company has completed licensing and other regulatory requirements necessary for the conduct of its business.

ICALL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

NOTE 2 - FIXED ASSETS

Fixed assets consist of the following components:

Switches, routers and other related communications equipment	\$ 86,507
Computer equipment and software	304,941
Office furniture and fixtures	<u>5,935</u>
	397,383
Less accumulated depreciation	<u>37,943</u>
	<u>\$ 359,440</u>

NOTE 3 - OBLIGATION UNDER CAPITAL LEASE

The Company leases communication equipment under a capital lease beginning in 1999 and expiring in 2001. The assets and liabilities under capital leases are recorded at the lower of the present value of the minimum lease payments or the fair value of the asset. Minimum future lease payments for this capitalized lease obligation as of December 31, 1999 are as follows:

<u>Years Ending December 31,</u>	
2000	\$ 26,631
2001	<u>28,903</u>
	<u>\$ 55,534</u>

The interest rate on the capitalized lease is approximately 8% per annum and is imputed based on the lower of the Company's incremental borrowing rate at the inception of each lease or the lessor's implicit rate of return.

NOTE 4 - SUBORDINATED CONVERTIBLE PROMISSORY NOTES

In 1999, the Company received \$1,765,000 from investors in exchange for 8.0% subordinated convertible promissory notes. The dates of the notes range from June 1999 to December 1999.

ICALL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

NOTE 4 - SUBORDINATED CONVERTIBLE PROMISSORY NOTES (Continued)

Per the terms of the agreement, each note may be converted at the option of its holder into common stock of the Company at a price per share of \$2.40.

As of December 31, 1999, the Company received letters of intent from all note holders to convert the subordinated convertible promissory notes into shares of the Company's common stock.

The number of shares of common stock to be issued as a result of the conversion of the promissory notes total 744,675 shares as of December 31, 1999 (see Note 9).

NOTE 5 - EQUITY

Purchase of Subsidiary

At December 2, 1999, the Parent purchased proprietary software and all of the outstanding stock of the Subsidiary for 100,000 shares of the Parent's common stock valued at \$240,000.

Stock Dividend

On November 23, 1999, the Parent declared a stock dividend. As a result, an additional 500,017 shares were issued to the stockholders on record at that date.

Stock Options

The Company has issued certain stock options outstanding pursuant to agreements with certain vendors. Under the provisions of SFAS No. 123, these stock options have been recorded at the fair value of the services received as of December 31, 1999.

NOTE 6 - RELATED PARTY TRANSACTIONS

The Company has loans payable to two of its officers totaling \$24,225. The loans payable are non-interest bearing and the Company intends to pay them back within the next twelve months.

The Company has a payable to a joint venture of \$68,169. The purpose of the joint venture will be to establish telecommunication services to and from various destinations around the world.

## ICALL, INC. AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

#### NOTE 6 - RELATED PARTY TRANSACTIONS (Continued)

The Company has loans receivable from two of its officers totaling \$86,751. One loan receivable is in the amount of \$74,457 and is interest bearing at 7% per annum. The other loan receivable is in the amount of \$12,294 and is non-interest bearing.

#### NOTE 7 - LEASE COMMITMENTS

The Company entered into month-to-month leases beginning on various dates, ranging from October 1, 1999 to November 1, 1999, for its various offices.

The Company entered into a 26 month lease beginning on November 12, 1999 for the lease of a motor vehicle.

The Company also entered into a one year lease, with a renewal option of an additional one year term, with a switch port provider beginning May 20, 1999.

Future minimum lease payments under noncancelable operating leases are as follows:

#### Years Ending December 31,

2000	\$	4,533
2001		4,533
2002		<u>400</u>
	\$	<u>9,466</u>

Total office and equipment rental expense during the period was \$22,684.

#### NOTE 8 - COMMITMENTS AND CONTINGENCIES

##### Purchase of Subsidiary

Under the terms of the Subsidiary purchase agreement, if the Company raises cumulative equity or debt financings of \$14,500,000 on or before August 31, 2000, the seller will have the right ("Put Right") to require the Company to repurchase 25,000 shares of the purchase price stock for \$500,000. If qualified financing does not occur on or before August 31, 2000, the seller will have the right ("Cancellation Right") to cancel and rescind certain transactions under the original purchase agreement. At any time prior to August 31, 2000, the buyer has the right to cancel completely the Put Right and the Cancellation Right by paying the seller \$750,000.

## ICALL, INC. AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

#### NOTE 8 - COMMITMENTS AND CONTINGENCIES (Continued)

##### Consultant Services

During the period, the Company contracted with an individual to assist in its strategic business planning for the period from May through December 1999. The individual was also promised a finder's fee in connection with the identification and securing of equity investors. As of February 14, 2000, management is negotiating the structure of the compensation with the individual. Included in compensation expense is \$210,249 which is management's estimate of the total value of these services.

##### License Agreements

The Company has entered into two license agreements to provide telecommunication switching services and facilities to the Company's international telecommunication clients. The first agreement is effective June 1, 1999 and expires on May 31, 2001 with an option to renew for an additional two-year term. The second agreement is effective July 1, 1999 and expires on June 30, 2001, with an option to renew for any one or more of two successive one-year periods.

##### Service Agreements

The Company has entered into two maintenance agreements to service certain of its hardware. One agreement is effective May 26, 1999 for a one-year term with a renewal option for an additional one-year term. The second agreement is effective April 1, 1999 with the terms of this agreement subject to change at any time.

The Company has entered into an agreement, effective June 29, 1999, with a telecommunications carrier to provide various interstate and foreign telecommunication services. The contract term is for three years with a minimum monthly revenue commitment of \$25,000 at fixed rates per minute. In the event the contract becomes uneconomical as a result of rate changes, these contracts include a business downturn provision where, at the option of the Company, the contract can be cancelled and a new contract negotiated, in the event of rate changes.

ICALL, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD MARCH 10, 1999 (INCEPTION) TO DECEMBER 31, 1999

NOTE 9 - SUBSEQUENT EVENTS

Leases

In February 2000, the Company entered into two leases for communication equipment. The lease terms are 24 months and 36 months, and the total lease commitments are \$85,971 and \$139,608, respectively.

Purchase of Domain Name and Trademark

In January 2000, the Company purchased the right to the URL "iCall" domain name and the related trademark for \$100,000.

License Agreement

In February 2000, the Company entered into a five-year license agreement with a provider for software. Under the agreement, the Company is committed for \$100,000 in exchange for the license and \$20,000 annually for support for the software.

Converted Notes

In February 2000, the subordinated convertible promissory notes were converted to 744,675 shares of common stock.

Employment Agreements

Subsequent to December 31, 1999, the Company entered into employment agreements with various individuals. Under these agreements, the Company has offered salary, various bonus agreements and stock options. Under these agreements, stock options for 232,709 shares of common stock were offered, vesting on or before the employees' third anniversary.

**ATTACHMENT IV**  
**MANAGERIAL AND TECHNICAL CAPABILITIES**



RESUMES OF KEY EMPLOYEES  
iCall, Inc.

**Anthony Fischler, President**

Since the deregulation of the US telecommunications industry, Anthony Fischler has been an industry pioneer. In 1986, he installed the first privately owned pay telephone in California. Nationally, he led the charge by being the first to install automated collect call devices within the prison systems. Fischler also formed the California Pay Phone Association, serving as Membership Chairman for five years. In addition, he was an innovator in "international dial-back" technology, a service that in five years grew to millions of international call minutes in various global destinations. As Co-Founder and President of iCall, Fischler's proven ability to launch and grow telecom businesses, including his depth of industry contacts, relationship-building abilities, and regulatory knowledge, makes him an invaluable, results-oriented resource in the fast-paced and innovative telecom industry.

**Kevin Nethercott - Executive Vice President**

As Co-Founder and Executive Vice President of iCall, Nethercott develops the company's strategic alliances, helping iCall to become one of the recognized leaders in the IP telephony industry. Previously serving as President of SkyWave, Inc., Nethercott has used his industry experience to lead iCall through two rounds of private financing, acquire strategic technology assets that have formed the company's unique network, and develop strategic relationships with partners such as Cisco, NEC, Portal Software and Xybridge Technologies. With over four years experience in the IP telephony industry, Nethercott has been an industry pioneer delivering the first real-time billing system to IP telephony, Nethercott has a strong background in international business and extensive experience in the Japanese telecommunications market. Nethercott received a BA degree in Marketing from Utah State University.

## **RESUMES OF KEY EMPLOYEES**

### **iCall, Inc., (Cont.d)**

#### **John E. Mackel - Vice President and General Counsel**

John Mackel delivers 15 years of legal experience in government practices and administrative law, specializing in various regulatory matters in the telecommunications industry. He is an aggressive and effective advocate in transactional and general litigation. Mackel received his law degree from Loyola Marymount University and is a member of the Los Angeles County Bar Association and the American bar Association.

#### **Ronald Evans - Chief Operations Officer**

Ron Evans brings expertise in strategic planning, communications billing, and agreement negotiation and management to his role as Chief Operations Officer at iCall, Inc. With more than 25 years of marketing, sales, and professional management experience, he has served on the board of Caltel, an advisory to the International Engineering Consortium; and the regulatory affairs committee of Comp Tel. Evans has been a regular contributor to the Message Processing Committee of the Ordering and Billing Forum (an industry standards setting body), and he is a frequent speaker at the industry trade shows. He was a founder of the Operator Service Providers Association (OSPA), a trade association instrumental in ensuring the success of the competitive operator service industry. Evans also founded the Coalition to Ensure Responsible Billing (CERB), a trade association of billing clearinghouses, serving as its first chairman. He has a BA from Portland State University and an MA from the University of California, Irvine.

#### **Dr. Saleh - Vice President, Engineering**

Dr. Saleh has been involved in the design of digital electronic and computer systems since 1969. He was selected as Scientist of the Year in 1980, completing landmark research and development projects for aerospace, banking, and the military industries. Saleh focused on shuttle database validation, on-board decision support system design for F-18s, and adaptive decision aid for antisubmarine warfare. Saleh is the architect of "decision support", a International Artificial Intelligence Conference, and he is the founder and board member of several high-tech companies. Saleh has a PH.D. in Computer Science and a degree in electrical engineering.

## **RESUMES OF KEY EMPLOYEES**

### **iCall, Inc., (Cont.d)**

#### **William Mulgrew - Vice President of Business Development**

Mulgrew joined the company from Anderson Consulting's Communications and High Tech Practice, he worked exclusively with top telcos worldwide, focusing in Europe and Asia/Pacific. Mulgrew is an expert in strategic visioning, developing world-class customer relationship management capabilities through emerging technologies. Serving as an executive with Pacific Bell and SBC Communications, he held a variety of leadership positions in sales, marketing, and strategic alliances. Most recently, as Vice President of Sales and Public Communications, Mulgrew was responsible for 70,000 customers, comprising 300,000 access lines and \$600 million in revenue. He was instrumental in bringing public internet access to various California venues. Mulgrew holds a BS in Business Administration, and an MBA in Marketing from California State University at Hayward.