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**ORIGINAL**

February 19, 2001

FLORIDA PUBLIC SERVICE CO.  
2540 Shurmand Oak Boulevard  
Tallahassee, FL 32399-0850

010000-PU

Re: In re Parcel Consultants, Inc., In re National Tele-Communications, Inc., In re Minimum Rate Pricing, Inc. and In re Discount Call Rating, Inc., Jointly Administrative Bankruptcy Nos. 99-32139, 99-32133, 99-32136 and 99-41890

Dear Madam/Sir:

This office represents the Official Committee of Unsecured Creditors, in the jointly administered bankruptcy case of Parcel Consultants, Inc., National Tele-Communications, Inc., Minimum Rate Pricing, Inc. and Discount Call Rating, Inc. d/b/a Flat Rate Long Distance and certain of its subsidiaries and affiliates (collectively, the "Debtors").

On or about January 26, 2001, we sent you a demand letter requesting the payment of preferential transfers that were made to you by the Debtors (the "Transfer"). The total amount demanded was \$4,275.00. As of this date, this office has not received a response to this letter or a settlement could not be reached.

Enclosed herein, is a copy of the complaint which we must soon file against you to preserve our rights. If you believe that a lawsuit is unnecessary, kindly contact the undersigned in an attempt to reach a settlement. If a response is not received prior to Monday, February 26, 2001, we must file the attached complaint.

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February 19, 2001

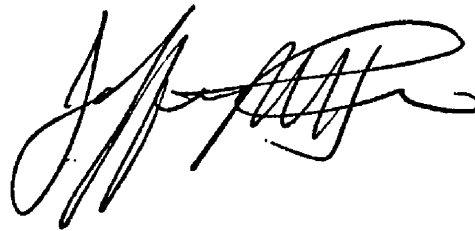
Page 2

If the filing of a lawsuit should become necessary, the Trustee will not only seek to recover the Transfers from you, but will also seek to recover all costs of suit, including attorneys' fees. Please, guide yourself accordingly.

Very truly yours,

Jeffrey M. Sponder

JMS/  
Enclosure

A handwritten signature in black ink, appearing to read 'JMS', with a large, stylized flourish extending to the right.

RIKER, DANZIG, SCHERER, HYLAND & PERRETTI LLP  
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Attorneys for Plaintiffs

ATTORNEYS APPEARING: Warren J. Martin Jr. (WM-0487)  
J. Alex Kress (JK-7189)  
Terri Jane Freedman (TF-0028)

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY

In re:

PARCEL CONSULTANTS, INC.,  
NATIONAL TELE-COMMUNICATIONS,  
INC., MINIMUM RATE PRICING, INC.,  
and DISCOUNT CALL RATING, INC.,

Debtors.

THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF PARCEL  
CONSULTANTS, INC., NATIONAL TELE-  
COMMUNICATIONS, INC., AND  
MINIMUM RATE PRICING, INC., AND  
DISCOUNT CALL RATING, INC.,

Plaintiff,

vs.

FLORIDA PUBLIC SERVICE CO.,

Defendant.

In Proceedings for Reorganization Under  
Chapter 11

HON. ROSEMARY GAMBARDELLA,  
CHIEF JUDGE

Jointly Administered Bankruptcy Case  
Nos. 99-32135, 99-32133,  
99-32136 and 99-41090

Adv. Pro. No. 01-\_\_\_\_\_

**ADVERSARY COMPLAINT TO  
AVOID AND RECOVER  
PREFERENTIAL TRANSFERS  
PURSUANT TO 11 U.S.C.A. §§ 547  
AND 550 AND BANKRUPTCY RULE  
7001**

Plaintiff, The Official Committee of Unsecured Creditors of Parcel Consultants, Inc., National Tele-Communications, Inc., Minimum Rate Pricing, Inc. and Discount Call Rating, Inc. (the “Committee”), by and through its counsel, Riker, Danzig, Scherer, Hyland & Perretti LLP (“Riker, Danzig”), by way of Complaint to avoid and recover preferential transfers against FLORIDA PUBLIC SERVICE CO. (the “Defendant”), states:

### GENERAL ALLEGATIONS

#### A. Background and Parties

1. Parcel Consultants, Inc. (“PCI”), National Tele-Communications, Inc. (“NTC”) and Minimum Rate Pricing, Inc. (“MRP” and, together with PCI and NTC, collectively, the “Initial Debtors”) are debtors and debtors-in-possession before the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”) having each filed a voluntary petition for reorganization under Chapter 11 of Title 11 of the United States Code, 11 U.S.C.A. §§ 101 et seq. (the “Bankruptcy Code”) on February 26, 1999 (the “Initial Petition Date”). Thereafter, a related entity, Discount Call Rating, Inc. (“DCR” and, together with the Initial Debtors, collectively, the “Debtors”), filed its own voluntary Chapter 11 petition on November 3, 1999.

2. Some or all of the Debtors are switchless resellers of telecommunications products and services to end users.

3. Since the Petition Dates, the Debtors have operated their businesses and managed their affairs as debtors-in-possession pursuant to 11 U.S.C.A. §§ 1107 and 1108.

4. No trustee or examiner has been appointed in any of the Debtors' reorganization cases.

5. The Debtors' bankruptcy cases are being jointly administered pursuant to Fed. R. Bankr. P. 1015(b).

6. On March 15, 1999, the Office of the United States Trustee conducted a meeting of the Debtors' largest unsecured creditors. On March 19, 1999, the Office of the United States Trustee issued its appointment of the Committee.

7. The Defendant is a Business Entity with an address of 2540 Shurmand Oak Boulevard, Tallahassee, FL 32399-0850.

B. Jurisdiction and Venue

8. This is an adversary proceeding seeking to avoid and recover preferential transfers pursuant to 11 U.S.C. §§ 547 and 550.

9. The Bankruptcy Court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. §§ 157 and 1334.

10. This adversary proceeding has been brought in accordance with Rule 7001(1) of the Federal Rules of Bankruptcy Procedures.

11. Venue properly lies in this Court pursuant to 28 U.S.C. § 1409(a).

12. This is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2)(A), (F) and (O).

D. The Committee's Right To Avoid And Recover Preferences

13. On or about January 25, 2001, the Bankruptcy Court entered an Order approving the Stipulation and Order Pursuant to Bankruptcy Rule 9019 By and

Among MCI WorldCom Network Services, Inc., Parcel Consultants, Inc., National Tele-Communications, Inc., Minimum Rate Pricing, Inc., and Discount Call Rating, Inc., as Debtors and Debtors-in-Possession, and the Official Committee of Unsecured Creditors of the Debtors, Concerning Wind-Down Expenses, Compromising Controversy and Releasing Claims Against WorldCom with Assignment of Certain Consideration for Benefit of Unsecured Creditors (the “Stipulation”).

14. Pursuant to Paragraph 6 of the Stipulation, the Debtors and the Bankruptcy Court authorized the Committee to pursue all Avoidance Actions, including preference and post-petition transfer claims, for the benefit of the Debtors’ bankruptcy estates, except certain Avoidance Actions which the Committee delegated to counsel to the Debtors. This is one of the actions retained by the Committee.

15. “Avoidance Actions” are defined in Paragraph 6 of the Stipulation to include “any claims arising pursuant to Chapter 5 of the Bankruptcy Code and any applicable State law incorporated therein . . .”.

COUNT I  
AVOIDANCE OF PREFERENTIAL TRANSFERS

16. The Committee repeats and realleges the allegations of paragraphs 1 through 15 as if fully set forth herein.

17. At all relevant times, the Debtors were insolvent in that the sum of the Debtors’ debts was greater than the value of the Debtors’ assets at a fair valuation.

18. At all relevant times, the Defendant was a creditor of the Debtors.

19. During the ninety (90) day period preceding the Initial Petition Date, the Debtors made one or more payments to the Defendant each of which is listed on Exhibit "A" (collectively, the "Payments").

20. The Payments made by the Debtors to the Defendant constitute transfers of interests of the Debtors in property to or for the benefit of Defendant or another creditor of the Debtors.

21. The Debtors made the payments to Defendant for or on account of a debt which the Debtors owed to Defendant or another creditor of the Debtors before the Payments were made.

22. The Payments enabled the Defendant to receive more than it would have received if (a) the Debtors' cases were Chapter 7 liquidation cases; (b) the transfers had not been made; and (c) the Defendant or other creditor for whose benefit the payments were made received payment of its claims against the Debtors to the extent provided by the provisions of the Bankruptcy Code.

23. As a result of the foregoing, the Payments made by the Debtors to the Defendant constitute preferential transfers that are avoidable and are recoverable by the Committee pursuant to 11 U.S.C.A. §§ 547(b) and 550.

WHEREFORE, the Committee requests the entry of a judgment against Defendant as follows:

- (i) Avoiding the Debtors' transfers of the Payments to the Defendant;

- (ii) Directing the Defendant to immediately pay to the Committee the sum of \$4,275.00, together with pre-judgment and post-judgment interest thereon;
- (iii) Awarding the Committee attorneys' fees and costs of suit; and
- (iv) Awarding such other and further relief as the Court may deem just, proper and equitable.

COUNT II  
RECOVERY OF PREFERENTIAL TRANSFERS

24. The Committee repeats and realleges the allegations of paragraphs 1 through 23 as if fully set forth herein.

25. Upon information and belief, the Defendant was the initial transferee of the Payments, the person for whose benefit the payments were made or a beneficial transferees of the Payments.

26. Pursuant to 11 U.S.C.A. § 550, the Committee is entitled to recover the Payments, together with pre- and post-judgment interest thereon at the maximum legal rate from the date that each of the Payments was made to the Defendant.

WHEREFORE, the Committee requests the entry of a judgment against Defendant as follows:

- (a) Avoiding the Payments;



- (b) Directing Defendant to immediately pay to the Committee the sum of \$4,275.00, together with pre-judgment and post-judgment interest thereon;
- (c) Awarding to the Committee costs, expenses and reasonable attorneys' fees; and
- (d) Granting such other and further relief as the Court may deem just, proper and equitable.

RIKER, DANZIG, SCHERER, HYLAND  
& PERRETTI LLP  
Attorneys for the Official Committee of  
Unsecured Creditors

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J. Alex Kress

Dated: February \_\_\_\_, 2001

# EXHIBIT "A"

**2/1/99**

**\$4,275.00**