



210 N. Park Ave.
Winter Park, FL
32789

December 6, 2001
Via Overnight Delivery

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

Ms. Blanca S. Bayo, Director
Division of Records and Reporting
Florida Public Service Commission
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

011627-TI

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

RE: Application of **Conversant Technologies, Inc.** for authority to provide Interexchange Telecommunications Service within the State of Florida

Dear Ms. Bayo:

Enclosed for filing are the original and six (6) copies of the initial interexchange resale application of Conversant Technologies, Inc. ("CTI"). The filing fee of \$250.00 is included in the enclosed check, which also includes the \$100.00 filing for the payphone application being filed simultaneously, for a total of \$350.00.

Exhibit IV to this application contains the financial statements of Futur Telecom America, Inc., which have been filed under separate cover with a claim of confidentiality, as provided for under Chapter 364.183(1), Florida Statutes.

Please acknowledge receipt of this filing by date-stamping the extra copy of this cover letter and returning it to me in the self-addressed, stamped envelope provided for that purpose.

Questions regarding this filing may be directed to my attention at (407) 740-3004.

Sincerely,

Robin Norton
Consultant to:
Conversant Technologies, Inc.

RN/mw

cc: John Profanchik - CTI
file: CTI - FL IXC
tms: FLi0100

DOCUMENT NUMBER-DATE
15309 DEC-7 2001
COMMISSION CLERK

1. **This is an application for $\sqrt{\quad}$ (check one):**

Original certificate (new company)

Approval of transfer of existing certificate: Example, a non-certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of assignment of existing certificate: Example, a certificated company purchases an existing company and desires to retain the certificate of authority of that company.

Approval of transfer of control: Example, a company purchases 51% of a certificated company. The Commission must approve a new controlling entity.

2. **Name of Company:**

Conversant Technologies, Inc.

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

Not applicable.

4. **Official mailing address (including street name & number, post office box, city, state, zip code):**

Conversant Technologies, Inc.
2809 Regal Road, Suite 208 (zip code 75075)
P.O. Box 865081
Plano, Texas 75075-6615
Telephone: (972) 964-7010
Facsimile: (972) 964-1518
Toll Free: (888) 524-5235

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

Not Applicable.

6. **Select type of business your company will be conducting. ✓ (check all that apply):**

- Facilities based carrier** - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator Service Provider** - company provides or plans to provide alternative operator services for 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.

7. **Structure of organization:**

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

8. **If individual, provide:**

Name: Not applicable.
Title:
Address:
City, ST, Zip:
Telephone #:
Fax #:
Internet E-Mail Address:
Internet Website Address:

9. **If incorporated in Florida**, provide proof of authority to operate in Florida:
Florida Secretary of State Corporate Registration #: Not applicable.
10. **If foreign corporation**, provide proof of authority to operate in Florida:
Florida Secretary of State Corporate Registration #: F01000005561
Please see Exhibit I.
11. **If using fictitious name-d/b/a**, provide proof of compliance with fictitious name statute (Chapter 865.09,FS to operate in Florida:
Florida Secretary of State fictitious name registration #: Not applicable.
12. **If a limited liability partnership**, provide proof of registration to operate in Florida:
Florida Secretary of State registration #: Not applicable.
13. **If a partnership**, provide name, title and address of all partners and a copy of the partnership agreement.
Name: Not applicable.
Title:
Address:
City, ST, Zip:
Telephone #:
Fax #:
Internet E-Mail Address:
Internet Website Address:
14. **If a foreign limited partnership**, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169,FS), if applicable.
Florida registration #: Not applicable.
15. Provide **F.E.I. Number** (if applicable): 75-2598142

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?

Yes No

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

Name:

Title:

Address:

City, ST, Zip:

Telephone #:

Fax #:

Internet E-Mail Address:

Internet Website Address:

(c) How is this information provided?

Not applicable.

17. Who will receive the bills for your service?

Residential customers

Business customers

PATS providers

PATS station end-users

Hotels & motels

Hotel & motel guests

Universities

Universities dormitory residents

Other: Called Parties of Inmates in correctional and confinement institutions.

18. Who will serve as liaison the Commission with regard to the following:

(a) the application:

Robin Norton
Consultant to Conversant Technologies, Inc.
Technologies Management, Inc.
210 N. Park Avenue (zip code 32789)
P.O. Drawer 200
Winter Park, FL 32790-0200
Telephone: (407) 740-8575
Facsimile: (407) 740-0613
Internet E-Mail Address: rnorton@tminc.com

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

Linda Ott
Vice President - Operations
Conversant Technologies, Inc.
2809 Regal Road, Suite 208 (zip code 75075)
P.O. Box 865081
Plano, Texas 75075-6615
Telephone: (972) 964-7010
Facsimile: (972) 964-1518
Toll Free: (888) 524-5235

(c) Complaints/Inquiries from customers:

Linda Ott
Vice President - Operations
2809 Regal Road, Suite 208 (zip code 75075)
P.O. Box 865081
Plano, Texas 75075-6615
Telephone: (972) 964-7010
Facsimile: (972) 964-1518
Toll Free: (888) 524-5235

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company:

The Company has operated as an interexchange telecommunications provider in Colorado, New Mexico, North Carolina, Oklahoma, and Texas.

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

None.

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

The Company is authorized to operate as an interexchange telecommunications provider in Colorado, New Mexico, North Carolina, Oklahoma, and Texas.

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

None.

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

None.

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

None.

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

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

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 is involved in proceedings which may result in such action.

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

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

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

- A. **MTS with distance sensitive per minute rates**
 Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800
- B. **MTS with route specific rates per minute**
 Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800
- C. **MTS with statewide flat rates per minute (i.e. not distance sensitive)**
 Method of access is FGA
 Method of access is FGB
 Method of access is FGD
 Method of access is 800
- D. **MTS for pay telephone service providers.**
- E. **Block of time calling plan (Reach Out Florida, Ring America, etc.)**
- F. **800 Service (Toll free)**
- G. **WATS type service (Bulk or volume discount)**
 Method of access is via dedicated facilities
 Method of access is via switched facilities
- H. **Private line services (Channel Services) (For ex. 1.544 mbps, DS-3, etc.)**
- I. **Travel service**
 Method of access is 950
 Method of access is 800
- J. **900 service**
- K. **Operator Services**
 Available to presubscribed customers
 Available to non presubscribed customers (for example, patrons of hotels, students in universities, patients in hospitals).
 Available to inmates
Services included are:
 Station assistance
 Person to person assistance
 Directory assistance
 Operator verify and interrupt
 Conference calling

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

Please see Exhibit II.

23. **Submit the following:**

- A. **Managerial capability:** give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.
- B. **Technical capability:** give resumes of employees/officers of the company that would indicate sufficient technical experiences or indicate what company has been contracted to conduct technical maintenance.

Please see Exhibit III.

- C. **Financial capability.**

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

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

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

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

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

1. **A written explanation** that the applicant has sufficient financial capability to provide the requested service
2. **A written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **A written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations

Please see Exhibit IV.

THIS PAGE MUST BE COMPLETED AND SIGNED

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.

UTILITY OFFICIAL:



John Profanchik
President and Chief Executive Officer
Conversant Technologies, Inc.
2809 Regal Road, Suite 208 (zip code 75075)
P.O. Box 865081
Plano, Texas 75075-6615
Telephone: (972) 964-7010
Facsimile: (972) 964-1518

12-04-01
Date

THIS PAGE MUST BE COMPLETED AND SIGNED

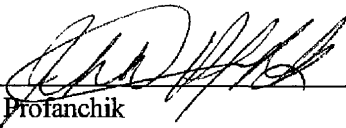
CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

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

- () The applicant intends to collect deposits and/or advance payments for more than one month's service and will file and maintain a surety bond with the Commission in an amount equal to the current balance of deposits and advance payment in excess of one month. (The bond must accompany the application).

UTILITY OFFICIAL:



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President and Chief Executive Officer
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Plano, Texas 75075-6615
Telephone: (972) 964-7010
Facsimile: (972) 964-1518

12-04-01

Date

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

By my signature below, I the undersigned owner or officer attest to the accuracy of the information contained in this application and attached documents and that the applicant has the technical expertise, managerial ability, and financial capability to provide alternative local exchange company service in the state of Florida. I have read the foregoing and declare that, to the best of my knowledge and belief, the information is true and correct. I attest that I have the authority to sign on behalf of my company and agree to comply, now and in the future, with all applicable Commission rules and orders.

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 Protanchik
President and Chief Executive Officer
Conversant Technologies, Inc.
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Plano, Texas 75075-6615
Telephone: (972) 964-7010
Facsimile: (972) 964-1518

12-4-01

Date

CURRENT FLORIDA INTRASTATE SERVICES


Applicant **has** () or **has not** (•) previously provided intrastate telecommunications in Florida.

If the answer is Has, fully describe the following:

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

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

UTILITY OFFICIAL:



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President and Chief Executive Officer
Conversant Technologies, Inc.
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Plano, Texas 75075-6615
Telephone: (972) 964-7010
Facsimile: (972) 964-1518

12-4-01

Date

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

I, _____ of _____, and current holder of Florida Public Service Commission Certificate Number # _____, have reviewed this application and join in the petitioner's request for a:

- Transfer
- Assignment

of the above mentioned certificate.

UTILITY OFFICIAL:

Name, Title
Company
Street
City, State, Zip
Phone:
Fax:
Toll Free:

Date

Conversant Technologies, Inc.

Exhibit I

Florida Secretary of State Certificate



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 25, 2001

CORPORATE ACCESS, INC.

Qualification documents for **CONVERSANT TECHNOLOGIES, INC.** were filed on October 25, 2001 and assigned document number **F01000005561**. Please refer to this number whenever corresponding with this office.

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

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-828-3876 and requesting form SS-4.

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

Should you have any questions regarding this matter, please telephone (850) 245-6051, the Foreign Qualification/Tax Lien Section.

Michelle Hodges
Document Specialist
Division of Corporations

Letter Number: 801A00058694

Account number: 076400001407

Amount charged: 70.00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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

2. Texas 3. 75-25 98142 262612
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. APRIL 27, 1995 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2809 REGAL RD. Rm 208 PLANO, TX 75075
(Principal office address)

2809 REGAL RD. Rm 208 PLANO, TX 75075
(Current mailing address)

8. TELECOMMUNICATION SERVICES
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: NRAI Services, Inc.

Office Address: 528 E. Park Avenue

Tallahassee, Florida 32301
(City) (Zip code)

FILED
01 OCT 25 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

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

NRAI Services, Inc.

Sue Brodtmann

Sue Brodtmann, Asst. Sec. (Registered agent's signature)

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

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JOHN D. PROFANCHIK
Address: 2809 REGAL RD. Rm 208
PLANO, TX 75075

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: JOHN D. PROFANCHIK
Address: 2809 REGAL RD. Rm 208
PLANO, TX 75075

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. JOHN D. PROFANCHIK, PRESIDENT
(Typed or printed name and capacity of person signing application)

Conversant Technologies, Inc.

Exhibit II

Proposed Long Distance Tariff

TELECOMMUNICATIONS TARIFF
OF
CONVERSANT TECHNOLOGIES, INC.

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of resold telecommunications services provided by Conversant Technologies, Inc., ("CTI") within the State of Florida. This tariff is on file with the Public Service Commission of the State of Florida. Copies may be inspected during normal business hours at the Company's principal place of business, at 2809 Regal Road, Room 208, Plano, Texas 75075.

Issued: December 7, 2001

Effective:

Issued By: John Profanchik, President and Chief Executive Officer
2809 Regal Road, Room 208
Plano, Texas 75075

FLn0100

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.

PAGE	REVISION	PAGE	REVISION	PAGE	REVISION
1	Original *	26	Original *		
2	Original *	27	Original *		
3	Original *	28	Original *		
4	Original *	29	Original *		
5	Original *	30	Original *		
6	Original *	31	Original *		
7	Original *	32	Original *		
8	Original *				
9	Original *				
10	Original *				
11	Original *				
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16	Original *				
17	Original *				
18	Original *				
19	Original *				
20	Original *				
21	Original *				
22	Original *				
23	Original *				
24	Original *				
25	Original *				

* - indicates those pages includes with this filing

Issued: December 7, 2001

Effective: _____

Issued By: John Profanchik, President and Chief Executive Officer
2809 Regal Road, Room 208
Plano, Texas 75075

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2809 Regal Road, Room 208
Plano, Texas 75075

ALPHABETICAL INDEX, (Cont'd.)

<u>Subject</u>	<u>Sheet</u>
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Plano, Texas 75075

FLn0100

EXPLANATION OF SYMBOLS

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

- (D) - Delete or discontinue.
- (I) - Increase to a rate.
- (M) - Moved from another tariff location.
- (N) - New.
- (R) - Reduction to a rate.
- (T) - Change in text but no change in rate or regulation.

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FLn0100

TARIFF FORMAT

- A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers** - Revision numbers appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the Florida Public Service Commission. For example, the 4th Revised Sheet 14 cancels the 3rd Revised Sheet 14. Because of various suspension periods, deferrals, etc. the Florida Public Service Commission follows in its tariff approval process, the most current sheet number on file with the Commission is not always the tariff 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).
 - 2.1.1.A.1.(a).I.(i).(1)
- D. Check Sheets** - When a tariff filing is made with the Florida Public Service Commission, an updated Check Sheet accompanies the tariff filing. The Check Sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages 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 page if these are the only changes made to it (i.e., the format, etc. remain the same, just revised revision levels on some pages.) 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 Florida Public Service Commission.

Issued: December 7, 2001

Effective: - .

Issued By:

John Profanchik, President and Chief Executive Officer
2809 Regal Road, Room 208
Plano, Texas 75075

FLn0100

SECTION 1 - TERMS AND ABBREVIATIONS

Aggregator - Any person or other legal entity that may be a Customer and, in the ordinary course of its operations, makes telephones available to the public or to transient users of its premises, for telephone calls using a provider of operator services.

Authorized User - A person, firm, partnership, corporation or other entity who is authorized by the Customer to be connected to and utilize the Carrier's services under the terms and regulations of this tariff. In the case of collect-only calling services provided to Inmates of Confinement Institutions, the Inmate is the Authorized User.

Collect Billing - 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 - Refers to the Florida Public Service Commission.

Company or Carrier - Conversant Technologies, Inc., unless otherwise clearly indicated.

Confinement Institution - Used throughout this tariff to refer to prisons, jails, penal facilities or other institutions used for penalty purposes which contract with Conversant for the provision of service for use by their Inmate population.

CTI or Conversant - Used throughout this tariff to refer to Conversant Technologies, Inc.

Customer - A person, firm, partnership, corporation or other entity which arranges for the Carrier to provide, discontinue or rearrange telecommunications services on behalf of itself or others; uses the Carrier's telecommunications services; and is responsible for payment of charges, all under the provisions and terms of this tariff. In the case of collect-only calling services provided to Inmates of Confinement Institutions, the called party is the Customer and is responsible for payment of charges.

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2809 Regal Road, Room 208
Plano, Texas 75075

FLn0100

SECTION 1 - TERMS AND ABBREVIATIONS, (Cont'd.)

End User - End Users of Conversant Technologies' service are inmates of Confinement Institutions or penal facilities who are authorized by the Institution to use such services.

Inmates - The confined population of Institutions.

Institution - See Confinement Institution.

Switched Access - Where access between the Customer and the interexchange carrier is provided on local exchange company Feature Group circuits and the connection to the Customer is a LEC-provided business or residential access line. The cost of switched Feature Group access is billed to the interexchange carrier.

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 may be used for the purpose of rating calls.

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2809 Regal Road, Room 208
Plano, Texas 75075

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SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

Conversant's services and facilities are furnished for communications originating and terminating within the State of Florida under terms of this tariff. The Company's services and facilities are available twenty-four (24) hours per day, seven (7) days per week.

Conversant arranges for installation, operation, and maintenance of the communications services provided in this tariff for Customers and Institutions in accordance with the terms and conditions set forth under this tariff. Conversant may act as the Customer's or Institution's agent for ordering access connection facilities provided by other carriers or entities, when authorized by the Customer or Institution, to allow connection of a Customer's or Institution's location to the Conversant network. The Customer or Institution shall be responsible for all charges due for such service arrangements.

2.2 Use of Service

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

Issued: December 7, 2001

Effective: _____

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)**2.3 Limitations of Service**

- 2.3.1** The Company reserves the right to discontinue service when necessitated by conditions beyond its control, or when the Customer or Institution is using the service in violation of the provisions of this tariff, or in violation of the law.
- 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** 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.
- 2.3.4** The Company reserves the right to block service to or from certain NPA-NXX's to control the risk of fraud. Service will be restored as soon as it can be restored without undue risk.
- 2.3.5** Service provided to Institutions for use by Inmates may be restricted or otherwise limited under the direction of authorized personnel of the Institution's administration at their own discretion.

2.4 Assignment and Transfer

All facilities provided under this tariff are directly or indirectly controlled by Conversant and neither the Customer nor Institution may transfer or assign the use of service or facilities without the express written consent of the Company. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service. Such transfer or assignment, when permitted, shall only apply where there is no interruption of the use or location of the service or facilities.

Issued: December 7, 2001

Effective: _____

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.5 Liability of the Company

- 2.5.1** Conversant'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 \$100.00 or an amount equivalent to the proportionate charge to the Customer, whichever is greater, for the period during which the faults in transmission occur.
- 2.5.2** The Company shall not be liable for any 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 the Customer against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name 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.

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Effective: _____

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.5 Liability of the Company, (Cont'd.)

- 2.5.4** 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.
- 2.5.5** The Company is not liable for any act or omission of any other entity furnishing a portion of the service or any acts or omission of the Customer.
- 2.5.6** Service furnished by the Company may be interconnected with the services or facilities of other carriers or private systems. However, service furnished is provided solely by the Company and is not a joint undertaking with other parties.

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Effective: - .

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)**2.6 Customer Deposits and Advance Payments****2.6.1 Deposits**

The Company does not normally require deposits. However, the Company reserves the right to collect a deposit from customers whose credit history is unacceptable or unknown to the Company. Deposits, if collected, will be collected and maintained in accordance with Commission rules.

2.6.2 Advance Payments

For Customers whom the Company feels an advance payment is necessary, the Company 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. Advance payments do not accrue interest.

2.6.3 Institutional Collect Call Cost Management Program

In order to assist customers in managing their Institutional Collect Calling expenses, Conversant Technologies regularly reviews the call activity of its customers. Where Institutional Collect Calls to a given telephone number exceed a predetermined amount during one week, Conversant Technologies will make three attempts to contact the individual responsible for payment at that number to 1) inform the responsible party of the call volume and amount of Institutional Collect Calls accepted at that number during the prior week, 2) establish whether the person responsible wishes to continue to receive Institutional Collect Calls, and 3) ensure that the individual is aware that the forthcoming billed amount for Institutional Collect Calls will appear on their local telephone bill. In the event that an Advance Payment has not already been made to the local exchange carrier, Conversant Technologies will then request that an Advance Payment be made at that time. If an Advance Payment is not made at the time of the request or if the Customer is otherwise unable to confirm his or her creditworthiness to the Company's satisfaction, the Company reserves the right to restrict Institutional Collect Calls placed to the telephone number of the responsible party until either the Advance Payment is made or creditworthiness is otherwise established.

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.7 Taxes and Fees

- 2.7.1 State and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items on the Customer's bill and are not included in the quoted rates and charges set forth in this tariff.
- 2.7.2 To the extent that a municipality, other political subdivision or local agency of government, or Commission imposes upon and collects from the Company a gross receipts tax, occupation tax, license tax, permit fee, franchise fee, or regulatory fee, such taxes and fees shall, insofar as practicable and allowed by law, be billed pro rata to Customers receiving service from the Company within the territorial limits of such municipality, other political subdivision or local agency of government.

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Effective: _____

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)**2.8 Billing and Payment For Service****2.8.1 Responsibility for Charges**

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer for transmission of calls via the Company. In particular and without limitation to the foregoing, the Customer is responsible for any and all cost(s) incurred as the result of:

- A. Any delegation of authority resulting in the use of his or her communications equipment and/or network services which result in the placement of calls via the Company;
- B. Any and all use of the services provided by the Company, including calls which the Customer did not individually authorize;
- C. Any calls placed by or through the Customer's equipment via any remote access feature(s);
- D. Charges for installations, service connections, moves, rearrangements, and prepaid services, where applicable, are payable upon demand to the Company or its authorized agent. Billing thereafter will include recurring charges and actual usage as defined in this tariff.

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Effective: _____

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.8 Billing and Payment For Service, (Cont'd.)

2.8.2 Payment for Service

The Customer is responsible for payment of all charges for services and equipment furnished to the Customer by Conversant.

- A.** For calls placed on a sent-paid basis, all charges due by the Customer are payable to the Company at the time a call is placed by deposit of cash or other acceptable cash alternative in the COCOT instrument provided by Conversant. Payment must be received and recognized by the Pay Telephone in order for the call to be processed. Any objections to call charges must be reported to the Company within thirty days. Refunds of call charges shall be made to the extent that circumstances exist which reasonably indicate that such refunds are appropriate.
- B.** For operator assisted and institutional service calls, all charges due by the Customer are payable to the Company or any agent duly authorized to receive such payments. The billing agency may be the Company, a local exchange telephone company, or other billing service. Terms of payment shall be according to the rules and regulations of the agent and subject to the rules of regulatory agencies having jurisdiction.

Issued: December 7, 2001

Effective: - -

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.8 Billing and Payment For Service, (Cont'd.)

2.8.3 Disputed Charges

Any objections to billed charges must be reported to the Company or its billing agent within twenty (20) days of the closing date printed on the bill issued to the Customer. Adjustments to Customers' bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate. Customers may contact the Florida Public Service Commission with 1) any unresolved dispute or 2) disputed charges for which the Company refuses an adjustment if disputed charges were reported to the Company after twenty (20) days from the closing date on the Customer's bill. All billing disputes are subject to the review and authority of the Florida Public Service Commission which may be reached at the following address:

Florida Public Service Commission
Division of Regulatory Oversight
2540 Shumard Oak Boulevard
Gerald L. Gunter Building
Tallahassee, Florida 32399-0850

2.8.4 Validation of Credit

The Company reserves the right to validate the credit worthiness of Customers and billed parties through available verification procedures and to establish a maximum predetermined credit amount. Where a requested billing method cannot be validated or maximum credit amount established, the Company may refuse to provide service.

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)

2.8 Billing and Payment For Service, (Cont'd.)

2.8.5 Late Payment Fees

A late payment fee of 1.5% per month will be charged on any past due balance, excluding past due late payment fees. Any applicable late payment fees will be assessed according to the terms and conditions of the Company or its billing agent and pursuant to Florida law.

2.8.6 Return Check Charge

A return check charge of \$25.00 will be assessed for checks returned for insufficient funds if the face value does not exceed \$50.00. A return check charge of \$30.00 will be assessed for checks returned for insufficient funds if the face value of the check exceeds \$50.00 but does not exceed \$300.00, \$40.00 if the face exceeds \$300.00 or 5% of the value of the check, whichever is greater.

Issued: December 7, 2001

Effective: - -

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)**2.9 Refunds or Credits for Service Outages or Deficiencies**

2.9.1 Credit allowances for interruptions of service which are not due to the Company's testing or adjusting, to the negligence of the Customer or Institution, or to the failure of channels, equipment and/or communications systems provided by the Customer or Institution, are subject to the general liability provisions set forth in this tariff. It shall be the obligation of the Customer to notify Company immediately of any interruption in service for which a credit allowance is desired by Customer. Before giving such notice, the 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.

2.9.2 For purposes of credit computation every month shall be considered to have thirty (30) days. For services with a monthly recurring charge, no credit shall be allowed for an interruption of continuous duration of less than twenty-four (24) hours. The Customer shall be credited for an interruption of one day (24 hours) or more at the rate of 1/30th of the monthly charge for the services affected for each day that the interruption continues. The formula used for computation of credits is as follows:

$$\text{Credit} = A/30 \times B$$

A = outage time in days
B = total monthly charge for affected service

2.9.3 For message rated toll services, credits will be limited to, at maximum, the price of the initial period of the individual call that was interrupted plus any operator service charges or surcharges required to reconnect the caller.

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Effective: _____

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)**2.10 Cancellation or Termination of Service**

2.10.1 The Company may terminate service to a Customer or Institution for nonpayment of undisputed charges or other violation of this tariff or provision of law upon five (5) days written notice to the Customer or Institution without incurring any liability for damages due to loss of telephone service to the Customer or Institution.

2.10.2 Conversant may refuse or discontinue service under the following conditions provided that, unless otherwise stated, the Customer shall be given five (5) days notice to comply with any rule or remedy any deficiency:

- A.** For non-compliance with or violation of any State, municipal, or Federal law, ordinance or regulation pertaining to telephone service.
- B.** For use of telephone service for any purpose other than that described in the application.
- C.** For neglect or refusal to provide reasonable access to Conversant or its agents for the purpose of inspection and maintenance of equipment owned by Conversant or its agents.
- D.** For noncompliance with or violation of Commission regulation or Conversant's rules and regulations on file with the Commission.
- E.** Without notice in the event of Customer, Institution or Authorized User use of equipment in such a manner as to adversely affect Conversant's equipment or service to others.
- F.** Without notice in the event of tampering with the equipment or services owned by Conversant or its agents.

Issued: December 7, 2001

Effective: _____

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)**2.10 Cancellation or Termination of Service, (Cont'd.)****2.10.2 (cont'd.)**

- G.** Without notice in the event of unauthorized or fraudulent use of service. Whenever service is discontinued for fraudulent use of service, Conversant may, before restoring service, require the Customer or Institution to make, at his or her 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.
- H.** Without notice by reason of any order or decision of a court or other government authority having jurisdiction which prohibits Carrier from furnishing such services.

2.11 Interconnection

Service furnished by Conversant may be connected with the services or facilities of other carriers. Such service or facilities 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 Conversant's service. Any special interface equipment or facilities necessary to achieve compatibility between carriers is the responsibility of the Customer.

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Effective: _____

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SECTION 2 - RULES AND REGULATIONS, (Cont'd.)**2.12 Terminal Equipment**

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

2.13 Inspection, Testing and Adjustment

Upon reasonable notice, the facilities or equipment provided by the Company shall be made available to the Company for such tests and adjustments as may be necessary for their maintenance in a condition satisfactory to the Company. No interruption allowance shall be granted for the time during which such tests and adjustments are made, unless such interruption exceeds twenty-four hours in length and credit for the interruption is requested by the Customer.

Issued: December 7, 2001

Effective: . . .

Issued By:

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SECTION 3 - DESCRIPTION OF SERVICE**3.1 General**

Conversant provides automated operator assisted calling services for use by Inmates of prisons, jails or other Confinement Institutions for communications originating and terminating within the State of Florida. The Company's services are available twenty-four hours per day, seven days a week. Intrastate service is offered in conjunction with interstate service. Inmate access to the Company's services may be restricted by the administration of the Institution served.

Customers are charged individually for each call placed through the Company's network. Charges may vary by service offering, class of call, and/or call duration. Customers are billed based on their use of Conversant's services and network. No installation charges apply. Where service is provided on a sent-paid basis by deposit of coins or other currency, the Company will round up call charges to the next \$0.05 increment.

Issued: December 7, 2001

Effective: - .

Issued By:

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.2 Timing of Calls

Billing for calls placed over the Conversant network is based in part on the duration of the call as follows, unless otherwise specified in this tariff:

- 3.2.1** Timing of each call begins when the called station is answered (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection. For Collect Calls, charges apply only if the called party accepts the responsibility for payment. For Person to Person Calls, charges apply only if the calling party is connected with the designated called party or an agreed upon substitute.
- 3.2.2** Chargeable time for calls ends when one of the parties disconnects from the call.
- 3.2.3** Unless otherwise specified in this tariff, the minimum initial period for billing purposes is one (1) minute.
- 3.2.4** Unless otherwise specified in this tariff, billing for usage after the initial period is in full one (1) minute increments.
- 3.2.5** The Company will not knowingly bill for unanswered calls. When a Customer indicates that he/she was billed for an incomplete call, Conversant will reasonably issue credit for the call.

Issued: December 7, 2001

Effective: _____

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)**3.3 Institutional Operator Assisted Calling**

Institutional operator assisted service allows Inmates to place collect calls through an automated call processing system. The call processing system prompts the Inmate and the called party such that the call is completed without live operator assistance. Calls are placed on a collect-only basis to the called party.

A number of special blocking and screening capabilities are available with institutional operator services provided by Conversant. These capabilities allow Institutions to control Inmate access to telecommunications services, reduce fraudulent use of the Company's services, and eliminate harassing calls to persons outside the Institution.

3.3.1 For services provided to Inmates of Institutions, the following special conditions apply:

- A.** Calls to "900", "976" or other pay-per-call services are blocked by Conversant.
- B.** At the request of the Institution, Conversant may block Inmate access to toll-free numbers (e.g., 800, 888) and dialing sequences used to access other carriers or operator service providers (e.g., 950-XXXX, 10XXXX).
- C.** At the request of the Institution, Conversant may block Inmate access to "911", "411", or local operators reached through "0-" dialing.
- D.** At the request of the Institution, Conversant may block Inmate access to specific telephone numbers.
- E.** Availability of Conversant's services may be restricted by the Institution to certain hours and/or days of the week.

Issued: December 7, 2001

Effective: - -

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.3 Institutional Operator Assisted Calling, (Cont'd.)

3.3.1 (cont'd.)

- F.** At the request of the Institution, no notices or signage concerning the Company's services will be posted with its instruments. Information concerning Conversant's services is provided to the administration of each Institution where the Company's services are offered. Inmates may obtain information regarding rates and charges by requesting such information from the Institution's administration.
- G.** At the request of the Institution, Conversant may impose time limits on local and long distance calls placed using its services.
- H.** At the request of the Institution, equipment may be provided which permits monitoring of Inmate calls by legally authorized government officials.

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Effective: _____

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)**3.4 Prepaid Institutional Service****3.4.1 General**

Prepaid Institutional Service calls are originated by dialing a toll-free access number or other access dialing sequence and entering a Personal identification number. The Company's system informs the Customer of the Available Usage Balance remaining in his/her Prepaid Account and prompts the Customer to place a call by entering a destination telephone number. Network usage for calls placed is deducted from the Available Usage Balance in the Customer's Account on a real time basis as the call progresses.

When Customers initiate Prepaid Institutional Service, an account is set up with the Institution's commissary. All monetary transactions are handled through the Institution, not the Company. The Company assigns each Customer a Prepaid Account with a Personal Account Code and also provides instructions for accessing and using the service. See "Rates" in Section 4 of this tariff for available denominations.

No minimum service period applies. Payment for Prepaid Institutional Services and any Available Usage in a Customer's Prepaid Account is refundable to inmates after release upon request. Refunds are handled through the Institution.

Prepaid Institutional Service rates are not distance or time of day sensitive. Holiday discounts do not apply. Network usage for Prepaid Institutional Calls is deducted from the Available Usage Balance in Customer's Prepaid Account in full minute increments. For debiting purposes, call timing is rounded up to the nearest one (1) minute increment. Usage charges are computed and rounded up to the nearest penny on a per call basis.

The Company's Prepaid Institutional Service is available 24 hours a day, seven days per week.

Issued: December 7, 2001

Effective:

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SECTION 3 - DESCRIPTION OF SERVICE, (Cont'd.)

3.4 Prepaid Institutional Service, (Cont'd.)

3.4.3 Service Availability

- A.** All calls must be charged against an Institution Prepaid Account that has sufficient available balance.
- B.** A Customer's call will be interrupted with an announcement when the balance is about to be depleted. Such announcement will occur one minute before the balance will be depleted, based on the terminating location of the call. The Customer will be requested to enter another valid Company Prepaid Institutional number in order to continue the call or can replenish their current card.
- C.** Calls in progress will be terminated by the Company if the balance on the Company Prepaid Institutional Account is insufficient to continue the call and the Customer fails to enter another valid Company Account Code prior to termination.

Issued: December 7, 2001

Effective:

Issued By:

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SECTION 4 - RATES AND CHARGES

4.1 Local Institutional Service

4.1.1 Rates and Charges

A. Usage Charges:

Usage on local operator assisted collect-only calls placed by Inmates of Institutions and other confinement facilities is billed at the following rates:

Local Message Charge, per call: \$0.35

B. Per Call Charges:

Station-to-Station: \$1.75

Person-to-Person: \$3.25

Issued: December 7, 2001

Effective:

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SECTION 4 - RATES AND CHARGES, (Cont'd.)

4.2 Institutional Operator Assisted Calling

4.2.1 InterLATA and IntraLATA Institutional Services Rates and Charges

A. Usage Charges:

Usage on interLATA and IntraLATA operator assisted collect-only calls placed by Inmates of Institutions and other confinement facilities is billed at the following rate:

Per Minute Rate: \$0.30/all time periods

B. Per Call Charges:

IntraLATA Operator Station Collect (Automated):	\$1.75
InterLATA Operator Station Collect (Automated):	\$1.75
IntraLATA & InterLATA Person-to-Person:	\$3.25

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Effective: _____

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SECTION 4 - RATES AND CHARGES, (Cont'd.)

4.3 Prepaid Institutional Service

4.3.1 Prepaid Institutional Service - Rates

Per minute rate \$0.30

In Institutions where prepaid cards are used, cards are sold in \$10.00 and \$20.00 denominations.

Issued: December 7, 2001

Effective:

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Conversant Technologies, Inc.

Exhibit III

Management Profiles

CONVERSANT TECHNOLOGIES, INC.
TECHNICAL ABILITY AND RESUMES OF KEY PERSONNEL

John Profanchik

Mr. Profanchik has over ten years experience in the telecommunications industry, including hands on experience in product testing, marketing and network development for large firms. His most recent position was with Telco Systems where he served as Vice President - Western Region Sales. His responsibilities at Telco the training, managing and directing of the sales force. Major accounts included Southwestern Bell, GTE, and Pacific Bell. His duties included the testing, approval, contracting, and implementation of Telco products into the RBOC networks. Prior experience included two years with MCI, as senior manager - Texas, two years with DSC Communicaitons Corporation as Director of Sales for State and Local government and universities, and three years with Digital Communications Associates (DCA) as a Senior Accounts Representative, where he opened a new territory for DCA's T-1 multiplexors and nodal processors.

Mr. Profanchik received his Bachelor's degree from Texas Tech University and his law degree from Texas Wesleyan School of Law.

Linda S. Ott, Vice President of Operations

Linda Ott joined Conversant Technologies, Inc. (CTI) in December 2000 in the capacity of Vice President of Operations, where she is responsible for the day-to-day operations of the company. Her responsibilities include hardware/software configurations; voice/data telecom needs; installation; and training. Prior to joining CTI, Ms. Ott was employed by Southwestern Bell (SWB) since 1973. At SWB, Ms. Ott held various positions of increasing responsibility, beginning as Manager - Human Resources, graduating to Manager of Technical/Network Operations in 1990, then to Marketing Competitive Analysis Manager in 1994. She was subsequently promoted to Project Manager - Customer Care in 1996, Marketing Director in 1998, and Project Manager - Sales Support in January 2000.

CONVERSANT TECHNOLOGIES, INC.
TECHNICAL ABILITY AND RESUMES OF KEY PERSONNEL, (Cont'd.)

Dan Milliorn, Developer

Dan Milliorn joined Conversant Technologies, Inc. (CTI) in 2000, and is responsible for the back office development, process engineering, and documentation for the company. Mr. Milliorn comes to CTI from TELEQUIP Labs, Inc., where he served as Project Manager. In this position he was responsible for the conversion of DOS and proprietary hardware based Customer Premise Equipment (CPE) product to Windows NT and open hardware (Dialogic platform; the migration from Netware to NT environment; the planning and implementation of a major upgrade to New York Department of Corrections Services (NYDOCS) inmate calling services; and for the joint TELEQUIP, MCI, and NYDOCS contract for production and installation of equipment totaling \$4 million of initial capital investment and \$30 million annual revenue in 70 correctional facilities in the State of New York. He also served as Director of Research and Development and Manager of Customer Service for CTI.

Prior to joining TELEQUIP Labs, Mr. Milliorn owned and operated Computer Essentials, a retail PC hardware and software store that built personal computers to customer specifications; installed networks and word processing software; and installed PC based medical billing software.

Mr. Milliorn has two patents pending in the Telecommunications industry involving a method for monitoring and recording inmate telephone conversations using an existing BellCore specification for the public switched telephone network (PSTN).

Corporate Resumes
Conversant Technologies, Inc.

John Profanchik

Mr. Profanchik has over ten years experience in the telecommunications industry, including hands on experience in product testing, marketing and network development for large firms. His most recent position was with Telco Systems where he served as Vice President - Western Region Sales. His responsibilities at Telco the training, managing and directing of the sales force. Major accounts included Southwestern Bell, GTE, and Pacific Bell. His duties included the testing, approval, contracting, and implementation of Telco products into the RBOC networks. Prior experience included two years with MCI, as senior manager - Texas, two years with DSC Communicaitons Corporation as Director of Sales for State and Local government and universities, and three years with Digital Communications Associates (DCA) as a Senior Accounts Representative, where he opened a new territory for DCA's T-1 multiplexors and nodal processors.

Mr. Profanchik received his Bachelor's degree from Texas Tech University and his law degree from Texas Wesleyan School of Law.

Conversant Technologies, Inc.

Exhibit IV

Financial Statements

The confidential proprietary financial statements of Foxtel, Inc. are submitted under separate cover with a claim of confidential treatment. Please handle in accordance with your established procedures for confidential material.