

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

3500 North Causeway Boulevard

Suite 1442

Metairie, Louisiana 70002

Telephone: (504) 832-1984

Facsimile: (504) 831-0892

Leon L. Nowalsky
Benjamin W. Bronston
Edward P. Gothard

Monica Borne Haab
EllenAnn G. Sands
Bruce C. Betzer

March 8, 2002

Via Overnight Delivery

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

RE: **WS Telecom, Inc. d/b/a eXpeTel Communications**

Dear Sirs:

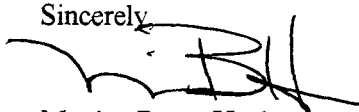
020201-TX

Enclosed please find an original and six (6) copies of Application Form for authority to provide alternative local exchange telecommunications service within the State of Florida, submitted on behalf of WS Telecom, Inc. d/b/a eXpeTel Communications. Also enclosed is the requisite \$250.00 filing fee.

Please acknowledge receipt of this filing by returning a date stamped copy of this letter in the self-addressed envelope provided.

Thank you for your assistance. Please call with any questions.

Sincerely,



Monica Borne Haab

Enclosure

DOCUMENT NUMBER-DATE

02778 MAR 11 8

FPSC-COMMISSION CLERK

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

APPLICATION FORM
for
AUTHORITY TO PROVIDE
ALTERNATIVE LOCAL EXCHANGE SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- ◆ This form is used as an application for an original certificate and for approval of the assignment or transfer of an existing certificate. In the case of an assignment or transfer, the information provided shall be for the assignee or transferee (See Page 12).
- ◆ Print or type all responses to each item requested in the application and appendices. If an item is not applicable, please explain why.
- ◆ Use a separate sheet for each answer which will not fit the allotted space.
- ◆ Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of **\$250.00** to:

Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6770

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

Florida Public Service Commission
Division of Regulatory Oversight
Certification Section
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850
(850) 413-6480

APPLICATION

1. This is an application for (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 original certificate of authority.
-) **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 the new controlling entity.

2. Name of company:

WS Telecom, Inc.

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

d/b/a eXpeTel Communications

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

2506 Lakeland Drive, Suite 405

Flowood, Mississippi 39232

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

None.

6. 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 _____ | |

7. If individual, provide:

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

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

(a) The Florida Secretary of State corporate registration number:

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

Exhibit A.

(a) The Florida Secretary of State corporate registration number:

F01000006171

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

(a) The Florida Secretary of State fictitious name registration number:

G02002800088

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

(a) The Florida Secretary of State registration number:

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ Fax No.: _____

Internet E-Mail Address: _____

Internet Website Address: _____

13. If a foreign limited partnership, provide proof of compliance with the foreign limited partnership statute (Chapter 620.169, FS), if applicable.

(a) The Florida registration number: _____

14. Provide F.E.I. Number(if applicable): 64-0937496

15. 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. Provide explanation.

No. _____

(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. _____

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

(a) The application:

Name: Monica Borne Haab
Title: Attorney for Applicant
Address: 3500 N. Causeway Blvd., Suite 1442
City/State/Zip: Metairie, Louisiana 70002

Telephone No.: (504) 832-1984 Fax No.: (504) 831-0892
Internet E-Mail Address: mborne@nbqlaw.com
Internet Website Address: _____

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

Name: Wade Spooner
Title: President
Address: 2506 Lakeland Drive, Suite 405
City/State/Zip: Flowood, Mississippi 39232
Telephone No.: (601) 664-1008 Fax No.: (601) 664-1190
Internet E-Mail Address: wspooner@expetel.com
Internet Website Address: _____

(c) Complaints/Inquiries from customers:

Name: Dolly Carter
Title: Senior Manager, Customer Service
Address: 2506 Lakeland Drive, Suite 405
City/State/Zip: Flowood, Mississippi 39232
Telephone No.: (601) 664-1008 Fax No.: (601) 664-1190
Internet E-Mail Address: _____
Internet Website Address: _____

17. List the states in which the applicant:

(a) has operated as an alternative local exchange company.

Mississippi

(b) has applications pending to be certificated as an alternative local exchange company.

Alabama and Louisiana.

(c) is certificated to operate as an alternative local exchange company.

Mississippi

(d) has been denied authority to operate as an alternative local exchange 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.

18. Submit the following:

- A. Managerial capability: give resumes of employees/officers of the company that would indicate sufficient managerial experiences of each.**
Exhibit B.

- 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.**

Exhibit C.

C. Financial capability.

See Exhibit D.

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. **written explanation** that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. **written explanation** that the applicant has sufficient financial capability to maintain the requested service.
3. **written explanation** that the applicant has sufficient financial capability to meet its lease or ownership obligations.

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 gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
- 2. GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
- 3. SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
- 4. APPLICATION FEE:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Wade Spooner
Print Name

Wade Spooner
Signature

President
Title

11/20/01
Date

(601) 664-1008
Telephone No.

(601) 664-1190
Fax No.

Address: 2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

THIS PAGE MUST BE COMPLETED AND SIGNED

AFFIDAVIT

By my signature below, I, the undersigned 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:

Wade Spooner
Print Name

Wade Spooner
Signature

President
Title

11/26/01
Date

(601) 664-1008
Telephone No.

(601) 664-1190
Fax No.

Address: 2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

INTRASTATE NETWORK (if available)

Chapter 25-24.825 (5), Florida Administrative Code, requires the company to make available to staff the alternative local exchange service areas only upon request.

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

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

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

1) _____	2) _____
_____	_____
3) _____	4) _____
_____	_____

3. TRANSMISSION FACILITIES: POP-to-POP facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased.

<u>POP-to-POP</u>	<u>OWNERSHIP</u>
1) _____	_____
2) _____	_____
3) _____	_____
4) _____	_____

CERTIFICATE SALE, TRANSFER, OR ASSIGNMENT STATEMENT

I, (Name) _____
(Title) _____ of (Name of Company)

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

- () sale
- () transfer
- () assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Print Name _____

Signature _____

Title _____

Date _____

Telephone No. _____

Fax No. _____

Address: _____

EXHIBIT A

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF AUTHORITY

State of Florida



Department of State

I certify from the records of this office that WS TELECOM, INC., is a corporation organized under the laws of Mississippi, authorized to transact business in the State of Florida, qualified on November 30, 2001.

The document number of this corporation is F01000006171.

I further certify that said corporation has paid all fees due this office through December 31, 2001, 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
Fourth day of December, 2001



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

FD 000006171

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

400004700454--0
-11/30/01-01057-005
*****78.75 *****78.75

SUBJECT: WS TELECOM, INC.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

SHEREE WEST

(Name of Person)

NOWALSKY, BRONSTON & GOTHARD, APLLC

(Firm/Company)

3500 NORTH CAUSEWAY BLVD., SUITE 1442

(Address)

METAIRIE, LOUISIANA 70002

(City/State and Zip code)

For further information concerning this matter, please call:

SHEREE WEST

(Name of Person)

at (504) 832-1984

(Area Code & Daytime Telephone Number)

FILED
01 NOV 30 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

mtw
12/4

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. WS TELECOM, 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. MISSISSIPPI

(State or country under the law of which it is incorporated)

3. 64-0937496

(FEI number, if applicable)

4. FEBRUARY 8, 2001.

(Date of incorporation)

5. PERPETUAL

(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. 2506 LAKELAND DRIVE, SUITE 405

(Principal office address)

FLOWOOD, MISSISSIPPI 39232

(Current mailing address)

8. THE SALE OF TELECOMMUNICATIONS SERVICES AND PRODUCTS.

(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: 526 E. Park Avenue

Tallahassee, Florida 32301

(City)

(Zip code)

FILED
01 NOV 30 PM 10:10
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.

By: _____

(Registered agent's signature)

SEE ATTACHED

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.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

NRAI Services, Inc. having been named as registered agent and to accept service of process for the aforementioned corporation at the place designated in this application, hereby accepts the appointment as registered agent and agrees to act in this capacity. NRAI Services, Inc. further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and NRAI Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

Dated: 11/26/01

NRAI Services, Inc.

Charles A. Coyle

Charles A. Coyle - Assistant Secretary

01 NOV 30 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Florida

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

A. DIRECTORS

Chairman: WADE SPOONER

Address: 2506 LAKELAND DRIVE, SUITE 405

FLOWOOD, MS 39232

Vice Chairman:

Address:

Director: TED PARSONS

Address: 2506 LAKELAND DRIVE, SUITE 405

FLOWOOD, MS 39232

Director:

Address:

B. OFFICERS

President: WADE SPOONER

Address: 2506 LAKELAND DRIVE, SUITE 405

FLOWOOD, MS 39232

Vice President: TED PARSONS

Address: 2506 LAKELAND DRIVE, SUITE 405

FLOWOOD, MS 39232

Secretary:

Address:

Treasurer:

Address:

FILED
01 NOV 30 PM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

14. WADE SPOONER, CHAIRMAN/PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

CERTIFICATE OF EXISTENCE/AUTHORITY

I, ERIC CLARK, Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on February 08, 2001 the state of Mississippi issued a Charter/Certificate of Authority to:

WS TELECOM, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is Perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.



Given under my hand
and seal of office
November 16, 2001

Eric Clark

ERIC CLARK,
Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 30 PM 10:10

FILED

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME
Note: Acknowledgements/certificates will be sent to the address in Section 1 only.

Section 1
1. eXpetel Communications
Fictitious Name to be Registered

2. 2506 Lakeland Drive, Suite 405
Mailing Address of Business
Flowood, Mississippi 39232
City State Zip Code

3. Florida County of principal place of business: Leon
Tallahassee

4. FEI Number: 64-0937496

602002900088
-01/02/02--01008-044
###60.00

This space for office use only

Section 2
A. Owner(s) of Fictitious Name if Individual(s): (Use an attachment if necessary):

1. Last First M.I. Address City State Zip Code SS# (optional)	2. Last First M.I. Address City State Zip Code SS# (optional)
--	--

B. Owner(s) of Fictitious Name if other than individual(s): (Use attachment if necessary):

1. <u>WS TELECOM, INC.</u> Entity Name <u>2506 Lakeland Drive, Suite 405</u> Address <u>Flowood, MS 39232</u> City State Zip Code Florida Registration Number FEI Number: <u>64-0937496</u> <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable	2. Entity Name Address City State Zip Code Florida Registration Number FEI Number <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable
--	---

Section 3
I (we) the undersigned, being the sole (all the) party(ies) owning interest in the above fictitious name, certify that the information indicated on this form is true and accurate. I (we) understand that the signature(s) below shall have the same legal effect as if made under oath. (At least One Signature Required)

Wade L Signature of Owner Date 11/26/01
Phone Number: 601-664-1008

Signature of Owner Date
Phone Number:

Section 4
FOR CANCELLATION COMPLETE SECTION 4 ONLY:
FOR FICTITIOUS NAME OR OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:

I (we) the undersigned, hereby cancel the fictitious name _____
_____, which was registered on _____ and was assigned registration number _____

Signature of Owner Date
Signature of Owner Date

Mark the applicable boxes Certificate of Status - \$10 Certified Copy - \$30
Filing Fee: \$50

JAM
1/2/02

State of Mississippi

Secretary of State's Office

Eric Clark

Secretary of State
Jackson, Mississippi

MISSISSIPPI CORPORATION INFORMATION SYSTEM

Corporation Name:
WS TELECOM, INC.

Corp ID: 0697813
Filed: 02/08/2001 AT 8:00 A. M.

Filing Fee Receipt: \$50.00



SECRETARY OF STATE
P.O. Box 136
Jackson, MS 39205
(601) 359-1333

Eric Clark

ERIC CLARK
Secretary of State

Articles of Incorporation

F0001 - Page 1 of 2
0001-1-2

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Incorporation

efc

The undersigned, pursuant to Section 79-4-2.02 (if a profit corporation) or Section 79-11-137 (if a nonprofit corporation) of the Mississippi Code of 1972, hereby executes the following document and sets forth:

1. Type of Corporation

⇒ Profit Nonprofit

2. Name of the Corporation

⇒ WS Telecom, Inc.

3. The future effective date is (Complete if applicable)

Upon filing



⇒ 4. FOR NONPROFITS ONLY: The period of duration is years or perpetual

5. FOR PROFITS ONLY: The Number (and Classes) if any of shares the corporation is authorized to issue is (are) as follows

Classes	# of Shares Authorized	If more than one (1) class of shares is authorized, the preferences, limitations, and relative rights of each class are as follows:
⇒ Common	40,000,000	(See Attached)
⇒		

6. Name and Street Address of the Registered Agent and Registered Office is

⇒ Name: G. Michael Massey

⇒ Physical Address: 3003 Lakeland Cove, Suite E

⇒ P.O. Box: 13664

⇒ City, State, ZIP5, ZIP4: Jackson MS 39208 -

This page conforms with the duplicate original filed with the Secretary of State.

Eric Clark
Secretary of State

7. The name and complete address of each incorporator are as follows

⇒ Name: G. Wade Spooner

⇒ Street: 100 Woodglen Place

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
 P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
 Articles of Incorporation

F0001 - Page 2 of 2
 0001-2-2

⇒ City, State, ZIP5, ZIP4

⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

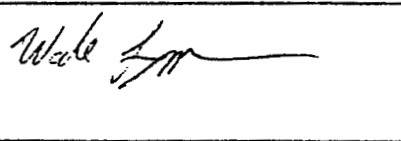
⇒ Name

⇒ Street

⇒ City, State, ZIP5, ZIP4

⇒ 8. Other Provisions See Attached

9. Incorporators' Signatures (please keep writing within blocks)

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<input type="text"/>	<input type="text"/>

This page conforms with the duplicate original filed with the Secretary of State.

Eric Clark
 Secretary of State

EXHIBIT B

MANAGERIAL CAPABILITY

MANAGEMENT PROFILES

Wade Spooner:

President/CEO and Director, was the President and Chief Operating Officer of LSCI Telecommunications, Inc., an integrated Regional Local Exchange Carrier with operations in Mississippi and Louisiana. Prior to joining LSCI, Mr. Spooner worked with competitive telecommunications service providers, most recently serving as Director of Technical Operations for ITC^DeltaCom, Inc. (NASDAQ: ITCD), a publicly traded Competitive Local Exchange Carrier (CLEC) and fiber optic network provider, and served as Chairman and CEO for I.T. GROUP Communications, a regional facilities-based voice and data communications company operating out of Jackson, Mississippi. I.T. GROUP Communications was subsequently acquired by ITC^DeltaCom. Mr. Spooner received a B.S. Degree in Petroleum Engineering from Mississippi State University.

Ted Parsons:

Chief Marketing Officer, Senior Vice President of Business Development and Director. Mr. Parsons spent the last two years as Senior Vice President of Sales, Marketing and Product Management, responsible for the successful management of \$100 million in annual revenue, while expanding wholesale sales, product development and marketing for Thrifty Call, Inc./Grande Communications, located in Austin, Texas. Prior to his success with Thrifty Call/Grande, Mr. Parsons served as Regional Director of Sales for ITC^DeltaCom - Mississippi/Arkansas Region, and prior to ITC^DeltaCom, Mr. Parsons was founder, President and Chief Operations Officer of I.T. GROUP Communications, a regional facilities-based voice and data communications company operating out of Jackson, Mississippi. I.T. GROUP Communications was subsequently acquired by ITC^DeltaCom. Mr. Parsons received a B.S. in Marketing from the University of Mississippi.

EXHIBIT C

TECHNICAL CAPABILITY

The Company will resell the services of certificated underlying carrier, and will provide facilities-based services only to the extent necessary to offer UNE-P services. Therefore, the Company's technical capability is equivalent to that of its underlying ILEC. The Company's underlying service provide will be BellSouth.

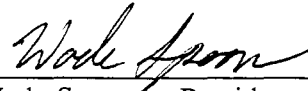
EXHIBIT D

FINANCIAL DOCUMENTATION

The Company does not have audited financial statements. The Company's October 31, 2001 financial statements are attached.

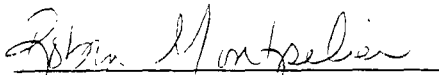
AFFIRMATION

I, Wade Spooner, President of WS Telecom, Inc. d/b/a/ eXpeTel Communications do hereby acknowledge that the information set forth in the attached financial statements is true and correct to the best of my knowledge and belief.



Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications

Sworn to and subscribed before me
this 20 day of November, 2001.



Notary Public

MISSISSIPPI STATEWIDE NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 23, 2004
BONDED THRU STEGALI NOTARY SERVICE

eXpeTel Communications
Statement of Cash Flows
January 1 through October 31, 2001

OPERATING ACTIVITIES		
Net Income	(121,239.94)	
Adjustments to reconcile Net Income to net cash provided by operations:		
Accounts Receivable	(124,931.00)	
Prepaid Expenses	(12,313.13)	
Rent and Utilities Deposits	(15,382.00)	
Lines and Access Deposits	(30,000.00)	
Deferred Liability - BellSouth	(27,667.29)	
Accounts Payable	30,151.77	
Customer Deposits	400.00	
Payroll Liabilities	12,947.40	
Sales and Excise Taxes Payable	16,717.08	
Disputed Charges - BellSouth	27,667.29	
NET CASH PROVIDED BY OPERATING ACTIVITIES		(243,649.82)
 INVESTING ACTIVITIES		
Office Equipment	(45,378.45)	
Office Furniture	(26,474.37)	
Software	(7,569.93)	
NET CASH PROVIDED BY INVESTING ACTIVITIES		(79,422.75)
 FINANCING ACTIVITIES		
Note Receivable from Shareholders	(350,000.00)	
AmSouth Line of Credit	40,000.00	
Note Payable - Wade Spooner	300,000.00	
Common Stock, \$0.001 par value	20,000.00	
Preferred Stock	375,000.00	
Paid In Capital	27,596.87	
NET CASH PROVIDED BY FINANCING ACTIVITIES		412,596.87
 NET CASH INCREASE FOR PERIOD		 89,524.30
 CASH AT END OF PERIOD		 89,524.30

W S Telecom, Inc. dba eXpeTel Communications

Balance Sheet

As of October 31, 2001

ASSETS

Current Assets

AmSouth Checking Account	(5,890.82)	
AmSouth Money Market Account	95,415.12	
Accounts Receivable	120,526.94	
Due from Gulf Coast Utilities	4,404.06	
Note Receivable - Shareholders	350,000.00	
Prepaid Corporate Income Tax	861.53	
Prepaid Marketing Expense	<u>10,292.96</u>	

Total Current Assets 575,609.79

Fixed Assets

Office Equipment	45,378.45	
Office Furniture	26,474.37	
Software	<u>7,569.93</u>	

Total Fixed Assets 79,422.75

Other Assets

Deferrad Liability - BellSouth	27,667.29	
Prepaid Insurance	1,158.64	
Deposits	25,382.00	
Access Deposit	10,000.00	
Local Deposit	<u>10,000.00</u>	

Total Other Assets 74,207.93

TOTAL ASSETS

729,240.47

LIABILITIES & EQUITY

Liabilities

Current Liabilities

Accounts Payable	30,151.77	
AmSouth Line of Credit	40,000.00	
Customer Deposits	400.00	
Payroll Liabilities	12,947.40	
Sales Tax Payable	5,092.10	
Other Fees & Taxes Payable	11,624.98	
Disputed Charges - BellSouth	<u>27,667.29</u>	

Total Current Liabilities 127,883.54

Long Term Liabilities

Note Payable - Wade Spooner	<u>300,000.00</u>	
-----------------------------	-------------------	--

Total Long Term Liabilities 300,000.00

Total Liabilities

427,883.54

Equity

Common Stock, \$0.001 par value, 40,000,000 shares authorized and 20,000,000 shares issued	20,000.00	
Preferred Stock, \$0.50 par value, 2,000,000 shares authorized and 750,000 shares issued	375,000.00	
Paid In Capital	27,596.87	
Net Income	<u>(121,239.94)</u>	

Total Equity 301,356.93

TOTAL LIABILITIES & EQUITY

729,240.47

W S Telecom, Inc. dba eXpeTel Communications

Profit & Loss Statement

For the Period Ending October 31, 2001

	<u>October 2001</u>	<u>January through October 2001</u>
Ordinary Profit (Loss)		
Revenue	101,447.22	463,494.40
Cost of Service - Business	<u>42,165.63</u>	<u>210,285.16</u>
Gross Profit	<u>59,281.59</u>	<u>253,209.24</u>
Expense		
Security Expense	0.00	138.21
Accounting Expense	235.00	1,995.00
Advertising & Marketing Expense	321.01	3,770.43
Auto Allowance	0.00	5,430.95
Auto Expense	0.00	1,076.98
Bank Fees Expense	39.00	141.00
Billing Service Expense	5,530.39	29,487.09
Building Maintenance Expense	52.00	752.34
Computer/Internet Expense	1,130.45	4,216.09
Contract Labor	0.00	5,728.60
Contributions	300.00	400.00
Dues & Subscriptions Exp	0.00	(52.00)
Insurance Expense	144.84	4,698.35
Insurance Exp - Group Benefits	4,176.66	12,534.49
Leased Furniture & Equip Exp	396.70	4,259.27
Legal & Regulatory Expense	2,540.00	23,555.29
Meals & Entertainment Expense	458.74	4,814.15
Miscellaneous Expense	531.53	1,158.59
Office Supplies/Printing Exp	2,374.51	9,592.25
Payroll Tax Expense	3,585.02	17,588.69
Postage & Shipping Expense	373.71	1,877.22
Professional Fees	0.00	2,072.00
Rent Expense	4,442.00	21,933.00
Salaries and Commission Expense	38,328.41	185,660.95
Telephone Expense	2,008.32	16,342.39
Travel Expense	2,702.14	15,691.64
Utilities Expense	191.76	2,367.07
Interest Expense	<u>0.00</u>	<u>10.79</u>
Total Expense	<u>69,862.19</u>	<u>377,240.83</u>
Net Ordinary Profit (Loss)	<u>(10,580.60)</u>	<u>(124,031.59)</u>
Other Revenue		
Interest Income	<u>205.30</u>	<u>2,791.65</u>
Earnings Before Interest, Taxes and Depreciation	<u>(10,375.30)</u>	<u>(121,239.94)</u>
Depreciation, Interest and Income Tax		
Depreciation & Amortization Expense	0.00	0.00
Interest Expense	0.00	10.79
Income Tax Expense	<u>0.00</u>	<u>0.00</u>
Total Depreciation, Interest and Income Tax	<u>0.00</u>	<u>10.79</u>
Net Profit (Loss)	<u>(10,375.30)</u>	<u>(121,250.73)</u>

EXHIBIT E

CAPABILITY STATEMENTS

1. Although a start-up corporation, the Applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served. This is evidenced by the current assets set forth in its unaudited financial statements. (The Company has no audited financial statements.)
2. The Applicant will maintain the requested services from revenue generated from its current and ongoing operations. The Company is currently operating in Mississippi, and is pending authority in Alabama and Louisiana.
3. The Company has sufficient financial capability to meet its lease and ownership obligations.

EXHIBIT F

PRICE LIST

Alternative Local Exchange Service

TITLE SHEET

ALTERNATIVE LOCAL EXCHANGE SERVICES PRICE LIST

This price list contains the descriptions, regulations, service standards and rates applicable to alternative local exchange telecommunications services provided by WS Telecom, Inc. d/b/a eXpeTel Communications with principal offices at 2506 Lakeland Drive, Suite 405, Flowood, Mississippi 39232. This price list applies for services furnished within the state of Florida. This price list is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications
2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

Alternative Local Exchange Service

CHECK SHEET

The sheets listed below, which are inclusive of this price list, are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original price list and are currently in effect as of the date of the bottom of this page.

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

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications
2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

Alternative Local Exchange Service

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Section 2 - Rule, Regulations and Service Quality Criteria 8
Section 3 - Basic Service Descriptions and Rates 16

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications
2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

Alternative Local Exchange Service

SYMBOLS SHEET

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 Price List Location

N - New

R - Change Resulting In A Reduction To A Customer's Bill

T - Change in Text Or Regulation But No Change In Rate Or Charge

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications
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Alternative Local Exchange Service

PRICE LIST FORMAT SHEETS

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 price list. 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 their price list approval process, the most current sheet number on file with the Commission is not always the price list page in effect. Consult the Check Sheet for the sheet currently in effect.

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

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

D. Check Sheets - When a price list filing is made with the FPSC, an updated check sheet accompanies the price list filing. The check sheet lists the sheets contained in the price list, 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. remains the same, just revised revision levels on some pages). The price list user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications
2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

Alternative Local Exchange Service

EXCHANGE SERVICE LIST

The Company will provide local exchange service throughout the State of Florida. Local calling areas will coincide with those of the Incumbent Local Exchange Carrier (ILEC), unless otherwise specified.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

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Alternative Local Exchange Service

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to the Company's network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable him/her to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Company or Carrier - WS Telecom, Inc. d/b/a eXpeTel Communications

Customer - the person, firm, corporation or other entity which orders service and is responsible for payment of charges due and compliance with the Company's price list regulations.

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

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

Holidays - The Company's recognized holidays are New Year's Day, Martin Luther King, Jr. Day, Presidents Day, Memorial Day, July 4th, Labor Day, Thanksgiving Day, Christmas Day.

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.

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Alternative Local Exchange Service

SECTION 2 - RULES, REGULATIONS AND SERVICE QUALITY CRITERIA

2.1 Undertaking of the Company.

The Company's services and facilities are furnished for communications originating at specified points within the state of Florida under terms of this price list.

The Company's installs, operates, and maintains the communications services provided herein in accordance with the terms and conditions set forth under this price list. It 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 Company's 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 ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.

2.2 Limitations.

2.2.1 Service is offered subject to the availability of facilities and provisions of this price list.

2.2.2 The Company's reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control; or when the customer is using service in violation of the law or the provisions of this price list.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
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Flowood, Mississippi 39232

Alternative Local Exchange Service

SECTION 2 - RULES AND REGULATIONS continued

2.2 Limitations (Cont.)

- 2.2.3 All facilities provided under this price list are directly controlled by the Company and the customer may not transfer or assign the use of service or facilities, except with 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.
- 2.2.4 Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this price list shall apply to all such permitted assignees or transferees, as well as all conditions for service.
- 2.2.5 Customers reselling or rebilling services must have a Certificate of Public Convenience and Necessity as an ALEC carrier from the Florida Public Service Commission.

2.3 Liabilities of the Company.

- 2.3.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.
- 2.3.2 The Company shall be indemnified and held harmless by the customer against claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.

ISSUED: March 8, 2002

EFFECTIVE:

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Wade Spooner, President
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Alternative Local Exchange Service

SECTION 2 - RULES AND REGULATIONS continued

2.4 Interruption of Service.

2.4.1 Credit allowance for the interruption of service which is not due to The Company's testing or adjusting, negligence or the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the customer's obligation to notify the Company immediately of any service interruption for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, if any, furnished by the customer and connected to the Company's facilities. No refund or credit will be made for the time that the Company stands ready to repair the service and the subscriber does not provide access to the Company for such restoration work.

2.4.2 No credit shall be allowed for an interruption of a continuous duration of less than twenty-four hours after the subscriber notifies the Company.

2.4.3 The customer shall be credited for an interruption of more than twenty-four hours as follows:

Credit Formula:

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

"A" - outage time in days

"B" - total days in month

"C" - total monthly charge for affected facility

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications
2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

Alternative Local Exchange Service

SECTION 2 - RULES AND REGULATIONS continued

2.5 Disconnection of Service by Carrier.

The Company, upon five (5) working days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- 2.5.1 Non-payment of any sum due to carrier for regulated service for more than thirty days beyond the date of rendition of the bill for such service.
- 2.5.2 A violation of any regulation governing the service under this price list.
- 2.5.3 A violation of any law, rule, or regulation of any government authority having jurisdiction over such service.
- 2.5.4 The company has given the customer notice and has allowed a reasonable time to comply with any rule, or remedy, and deficiency as stated in Rule 25-4.113, F.A.C., Refusal or Discontinuance of Service by Company.
- 2.5.5 Service may be disconnected without notice for tampering with company equipment or interfering with service to other customers or for fraud.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications
2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

Alternative Local Exchange Service

SECTION 2 - RULES AND REGULATIONS continued

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, 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 if necessary a new advance payment will 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 Billing of Calls

All charges due by the subscriber are payable at any agency duly authorized to receive such payments. Any objection to billed charges should be promptly reported to the Company. Adjustments to customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate.

2.10 Equipment

2.10.1 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 PBX, key systems or Pay Telephone. 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. The Customer is responsible to ensuring that customer-provided equipment connected to Company equipment and facilities is compatible with such equipment and facilities.

ISSUED: March 8, 2002

EFFECTIVE:

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Alternative Local Exchange Service

SECTION 2 - RULES AND REGULATIONS continued

2.10 **Equipment** (contd.)

- 2.10.2 The Company shall use reasonable efforts to maintain facilities and equipment that it furnishes to the Customer. The Customer may not, nor may the Customer permit others, to disconnect, rearrange, remove, attempt to repair or otherwise interfere with any of the facilities or equipment installed by the Company, except upon the written consent of the Company.
- 2.10.3 Equipment the Company provides or installs at the Customer premises for use in connection with services the Company offers shall not be used for any purpose other than that for which the Company provided it.
- 2.10.4 The Customer shall be responsible for payment of service charges, as set forth herein, for visits by the Company's agents or employees to the premises of the Customer when the service difficulty or trouble report results from the use of equipment or facilities provided by any party other than the Company, including but not limited to the Customer.
- 2.10.5 The Company shall not be responsible for the installation, operation or maintenance of any customer-provided equipment. Where such equipment is connected to the facilities furnished pursuant to this price list, the responsibility of the Company shall be limited to the furnishing of facilities offered under this price list and to the maintenance and operation of such facilities. Subject to this responsibility, the Company shall not be responsible for the transmission of signals by customer-provided equipment or for the quality of, or defects in, such transmission; or the reception of signals by customer-provided equipment.
- 2.10.6 Upon reasonable notification to the Customer and at a reasonable time, the Company may make such tests and inspections as may be necessary to determine that the customer is complying with the requirements set forth in the section for the installation, operation and maintenance of customer-provided facilities, equipment and wiring in the connection of such facilities and equipment to Company-provided facilities and equipment.
- 2.10.7 Title to all facilities provided by the Company under this price list shall remain in the Company's name or in the name of the carrier supplying the services and facilities being resold.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
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Flowood, Mississippi 39232

Alternative Local Exchange Service

SECTION 2 - RULES AND REGULATIONS continued

2.11 Installation

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

2.12 Service Implementation

Absent a promotional offering, service implementation charges will apply to new service orders or to orders to change existing service. Implementation charges for business services are listed in Section 3.

2.13 Reconnection Charge

A reconnection fee may be charged when service is re-established for customers who have been disconnected for non-payment, and is payable at the time that the restoration of suspended service and facilities is arranged.

2.14 Operator Service Rules

The Company will enforce the operator service rules specified by the Commission and by the FCC.

2.15 Access to Telephone Relay Services

Where required by the Commission, the Company will participate in telephone relay services for handicapped and/or hearing impaired end users, and will comply with all regulations and requirements. The Company shall impose any monthly surcharge or any other related charge upon its local exchange telecommunications subscribers as may be required by state law.

2.16 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.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

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Alternative Local Exchange Service

SECTION 2 - RULES AND REGULATIONS continued**2.17 Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The company uses the rate centers and associated vertical and horizontal coordinates that are produced by Bell Communication Research in their NPA-NXX V&H Coordinate Tape and AT&T Tariff.

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

2.18 Cancellation of Service by Customer

Customers can cancel basic local exchange service by providing written or oral notification to the Company.

For cancellation of Private Branch Exchange (PBX) service, the customer must provide five (5) working days written notice of cancellation to the Company.

2.19 Minimum Call Completion Rate

Customers can expect a call completion rate (number of calls completed divided by the number of calls attempted) of 90% during peak use periods for all FG D services (1+ dialing).

2.20 Access to 911 Emergency Services

The Company will provide, at no cost to the customer, 911 emergency services access at levels equal to the service provided by the ILEC.

2.21 Service Quality Statement

As a reseller, the quality of service provided to the company's end users will be equal to that received from the company's underlying carrier.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

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Alternative Local Exchange Service

SECTION 3 - BASIC SERVICE DESCRIPTIONS AND RATES

3.1 Timing of Calls

3.1.1 When Billing Charges Begin and End For Phone Calls

The customer's usage charge is based on the actual usage of the Company's network. Usage begins when the called party picks up the receiver, (i.e. when 2 way communication, often referred to as "conversation time" is possible.). When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling or called party hangs up.

3.1.2 Billing Increments

The billing increments for each service is set forth in the individual product rate section.

3.1.3 Per Call Billing Charges

Billing will be rounded up to the nearest penny for each call.

3.1.4 Uncompleted Calls

There shall be no charges for uncompleted calls.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
WS Telecom, Inc. d/b/a eXpeTel Communications
2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

Alternative Local Exchange Service

SECTION 3 - BASIC SERVICE DESCRIPTIONS AND RATES continued

3.2 Determining Applicable Rate in Effect.

For the initial minute, the rate applicable at the start of chargeable time at the calling station applies. For additional minutes, the rate applicable is that rate which is in effect at the calling station when the additional minute(s) begin. That is, if chargeable time begins during the Day Period, the Day Rate applies to the initial minute and to any additional minutes that the call continues during the rate period. If the call continues into a different rate period, the appropriate rates from that period apply to any additional minutes occurring in that rate period. If an additional minute is split between two rate periods, the rate period applicable at the start of the minute applies to the entire minute.

3.3 Payment of Calls

3.3.1 Late Payment Charges

Interest charges of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

3.3.2 Return Check Charges

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, \$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 of the check, which ever is greater.

3.4 Restoration of Service

A per occurrence reconnection fee is charged when service is re-established for customers who had been disconnected for non-payment. See Sections 3.7.17 and 3.8.10 for applicable restoration charges.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
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2506 Lakeland Drive, Suite 405
Flowood, Mississippi 39232

Alternative Local Exchange Service

SECTION 3 - BASIC SERVICE DESCRIPTIONS AND RATES continued

3.5 Local Service Areas

The Company will provide Local Exchange Service in the Florida BellSouth territories. Local calling service areas will coincide with those of BellSouth, unless otherwise specified.

Installation, monthly recurring and per minute usage charges will apply to the Company's local exchange services. An addition per-call operator service charge will apply for operator-assisted calling.

3.6 Product Descriptions

3.6.1 Business Services

Business Services are offered for local calling using the facilities of the Company and/or those of other authorized Local Exchange Carriers. Business Services are offered primarily to the following:

1. Offices, stores, factories, mines and all other places of a strictly business nature;
2. Offices of hotels, boarding houses, apartment houses, colleges, quarters occupied by clubs and fraternal societies, public, private or parochial schools, hospitals, nursing homes, libraries, churches, and other institutions; and
3. Services terminating solely on the secretarial facilities of a telephone answering bureau.

ISSUED: March 8, 2002

EFFECTIVE:

BY:

Wade Spooner, President
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Alternative Local Exchange Service

SECTION 3 - BASIC SERVICE DESCRIPTIONS AND RATES continued

3.6 Product Descriptions, cont.

3.6.2 Residential Local Exchange Service

Residential local exchange service provides the Customer with a single, voice-grade, DTMF communications channel. Each Local Line will include a telephone number, as well as access to the service.

Residence Service is furnished in private homes or apartments, including all parts of the subscriber's domestic establishment, for domestic use and not for substantial occupational use; in the study of a clergyman located in a church, in a college fraternity or sorority house, college dormitories, convents and monasteries for domestic rather than occupational use in residential quarters.

3.6.3 Directory Listings

For each Customer of Exchange Access Service(s), the Company shall arrange for the listing of the Customer's main billing telephone number in the directory(ies) published by the dominant Local Exchange Carrier in the area at no additional charge. At a Customer's option, the Company will arrange for additional listings at an additional charge.

3.6.4 Operator-Assisted Services

Operator-assisted services are provided to Customers on a presubscribed basis. Services are also provided to Customers and Users of exchange access lines which are presubscribed to the Company's interexchange outbound calling services. Various billing arrangements are available with the Company's operator-assisted service including Calling Card, Commercial Credit Card, Collect, Person-to-Person and Third Party. Monthly and/or usage-sensitive charges apply, as well as per call operator charges.

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SECTION 3 - BASIC SERVICE DESCRIPTIONS AND RATES continued

3.6.5 Directory Assistance

Customers and users of the Company's services may obtain directory assistance in determining telephone numbers within the state by calling the Directory Assistance operator.

A credit will be given for calls to Directory Assistance when;

1. The Customer experiences poor transmission or is cut-off during the call,
2. The Customer is given an incorrect telephone number, or
3. The Customer inadvertently misdials an incorrect Directory Assistance NPA.

To receive a credit, the customer must notify the Company operator or Business Office of the problem experienced.

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SECTION 3 - BASIC SERVICE DESCRIPTIONS AND RATES continued

3.7 Local Service Rates

The Company will offer the BellSouth Services and Features listed in its UNE-P Interconnection Agreement with BellSouth. All BellSouth services and features will be charged at the rates stated in the applicable BellSouth tariff, and will be passed through to the end user, subject to the discounts stated herein.

3.8 Local Business Services

The Company will offer local business services to all customers on a month-to-month basis at the BellSouth rates for the specified service.

Zone 1 and Zone 2 customers signing term contracts will receive the following discounts off of the stated rates:

<u>Term</u>	<u>Zone 1 Discount</u>	<u>Zone 2 Discount</u>
1 Year	20%	15%
2 Year	22%	17%
3 Year	25%	20%

3.8 Local Residential Services

The Company will offer local residence services to customers on a month-to-month basis at a fifteen percent (15%) discount from the BellSouth rates for the specified service.

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