



Pronet Communications, Inc.

ORIGINAL

RECEIVED-FPSC
22 SEP 16 AM 10:04
COMMISSION
CLERK

September 5, 2002

Ms. Bianca Bayo, Director
Florida Public Service Commission
Division of Records and Reporting
2540 Shumard Oak Blvd.
Tallahassee, FL 32399-0850

020984-TI

RE: Application for Authority to Provide Interexchange Telecommunications Service Between Points Within the State of Florida.

Dear Ms. Bayo:

Enclosed are an original and 7 copies of ProNet Communications, Inc. Application to Provide Interexchange Telecommunications Service Between Points Within the State of Florida.

ProNet Communications is a non-facilities based interexchange carrier (reseller) of long distance service based in Lexington, Kentucky. We are certificated as such in several states including Kentucky. We have been in operation since July of 2001 and have operated as a profitable carrier since that time.

Enclosed is a self addressed, stamped envelope and an additional copy of the application for file stamping to serve as our acknowledgement of filing. If you would be so kind as to return this copy for our records we would appreciate it. Further questions may be directed to me at (859) 543-2296 or email at cj@pronetcommunications.com

Respectfully submitted,

Coral Johnston
(Mrs.) Coral Johnston
President

Check received and forwarded to Fiscal for deposit. Fiscal to forward deposit information to Records.

Initials of person who forwarded check:

[Handwritten initials]

RECEIVED & FILED
[Handwritten initials]
FPSC-BUREAU OF RECORDS

02 SEP 16 AM 9:06
DISTRIBUTION CENTER

DOCUMENT NUMBER-DATE
09787 SEP 16 02
FPSC-COMMISSION CLERK

**BEFORE THE
FLORIDA PUBLIC SERVICE COMMISSION**

PRONET COMMUNICATIONS, INCORPORATED

APPLICATION

for

**CERTIFICATE OF AUTHORITY TO PROVIDE
INTEREXCHANGE TELECOMMUNICATIONS SERVICE
BETWEEN POINTS WITHIN THE STATE OF FLORIDA**

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

020984-TI

Application Form for Authority to Provide
Interexchange Telecommunications Service
Between Points Within the State of Florida

Instructions

- ◆ This form is used as an application for an original certificate and for approval of 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 16).
- ◆ 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

Note: **No filing fee is required** for an assignment or transfer of an existing certificate to another company.

- ◆ 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

DOCUMENT NUMBER - DATE

09787 SEP 16 88

FPSC-COMMISSION CLERK

1. This is an application for (check one):
- (X) **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:

Pronet Communications, Incorporated

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

Pronet Communications, Incorporated

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

3290 Blazer Parkway

Suite 210

Lexington, Kentucky 40509

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

Our registered agent is William Miller

113 Bigelow Drive, Edgewater, FL 32132 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.
- (x) **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 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;

- | | |
|---------------------------------------|-------------------------|
| () Individual | () Corporation |
| (x) Foreign Corporation | () Foreign Partnership |
| () General Partnership | () Limited Partnership |
| (x) Other <u>C Type Corporation</u> | |

8. **If individual**, provide:

Name: _____
Title: _____
Address: _____
City/State/Zip: _____

Telephone No.: _____ Fax No.: _____
Internet E-Mail Address: _____
Internet Website Address: _____

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

(a) **The Florida Secretary of State Corporate Registration number:**
Certificate of status included as Exhibit A.
The no. is F01000005819

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

(a) **The Florida Secretary of State Corporate Registration number:**

11. **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:**

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

(a) **The Florida Secretary of State registration number:** _____

13. **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: _____

14. **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:** _____

15. Provide **F.E.I. Number** (if applicable): _____

16. Provide the following (if applicable):

(a) Will the name of your company appear on the bill for your services?
(X) Yes () No

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

Telephone No.: _____ **Fax No.:** _____

(c) How is this information provided?

Bills are sent via US mail.

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: (specify)_____.

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

(a) The application:

Name: Coral Johnston

Title: President

Address: 3290 Blazer Parkway, Suite 201

City/State/Zip: Lexington, Kentucky 40509

Telephone No.: 859-543-2296 **Fax No.:** 859-543-1820

Internet E-Mail Address: cj@pronetcommunications.com

Internet Website Address: www.pronetcommunications.com

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

Name: Coral Johnston

Title: President

Address: 3290 Blazer Parkway, Suite 210

City/State/Zip: Lexington, Kentucky 40509

Telephone No.: 859-543-2296 Fax No.: 859-543-1820

Internet E-Mail Address: cj@pronetcommunications.com

Internet Website Address: www.pronetcommunications.com

(c) Complaints/Inquiries from customers:

Name: Ted Pack

Title: Customer Service Coordinator

Address: 3290 Blazer Parkway, Suite 210

City/State/Zip: Lexington, Kentucky 40509

Telephone No.: 859-543-2296 Fax No.: 859-543-1820

Internet E-Mail Address: service@pronetcommunications.com

Internet Website Address: www.pronetcommunications.com

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.

Arizona, Colorado, Indiana, Kentucky, Michigan,

Alabama, California, Mississippi, Ohio, Montana

North Carolina, Utah and West Virginia

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

Illinois

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

Arizona, Colorado, Indiana, Kentucky, Michigan,
Alabama, California, Mississippi, Ohio, Montana,
North Carolina, Utah, and West Virginia

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

Pronet Communications, Incorporated has not been
denied authority to operate as an IEC in any state.

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

Pronet Communications, Incorporated has never
had regulatory penalties imposed.

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

Pronet Communications, Incorporated has never
been involved in civil court proceedings.

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 officers of Pronet Communication, Incorporated
have been found guilty in the above stated 20 (a).

(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

21. The applicant will provide the following interexchange carrier services \checkmark (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. X _____ **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 mbs., 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, to patrons of hotels, students in universities, patients in hospitals).
- Available to inmates

1. **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).

Included as Exhibit B

23. Submit the following:

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

Included as Exhibit C

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.

Included as Exhibit D

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.

Included as Exhibit E

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 in the geographic area proposed to be served.
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.

Included as Exhibit F

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:** I understand that a non-refundable application fee of \$250.00 must be submitted with the application.

UTILITY OFFICIAL:

Coral Johnston

Print Name

President

Title

859-543-2296/859-543-1820

Telephone No.

Fax No.

Coral Johnston

Signature

Sept. 5, 2002

Date

Address: 3290 Blazer Parkway, Suite 201

Lexington, Kentucky 40509

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 payments in excess of one month.

(The bond must accompany the application.)

UTILITY OFFICIAL:

Coral Johnston
Print Name

President
Title

859-543-2296
Telephone No.

Address: 3290 Blazer Parkway, Suite 201

Lexington, Kentucky 40509

Coral Johnston
Signature

Sept. 5, 2002
Date

859-543-1820
Fax No.

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 interexchange telecommunications 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:

Keith D. Johnston

Print Name

Chief Executive Officer
Title

859-543-2296

Telephone No.


Signature

Sept. 5, 2002
Date

859-543-1820

Fax No.

Address: 3290 Blazer Parkway Suite 201
Lexington, Kentucky 40509

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:

Coral Johnston

Print Name

Coral Johnston

Signature

President

Title

Sept. 5, 2002

Date

859-543-2296

Telephone No.

859-543-1820

Fax No.

Address: 3290 Blazer Parkway, Suite 201

Lexington, Kentucky 40509

CERTIFICATE 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:

() transfer

() assignment

of the above-mentioned certificate.

UTILITY OFFICIAL:

Print Name

Signature

Title

Date

Telephone No.

Fax No.

Address:

Exhibit A

State of Florida



Department of State

I certify from the records of this office that PRONET COMMUNICATIONS, INCORPORATED is a Kentucky corporation authorized to transact business in the State of Florida, qualified on November 8, 2001.

The document number of this corporation is F01000005819.

I further certify that said corporation has paid all fees due this office through December 31, 2002, that its most recent annual report/uniform business report was filed on May 14, 2002, and its status is active.

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



CR2EO22 (1-99)

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-first day of May, 2002

Katherine Harris

Katherine Harris
Secretary of State

Exhibit B

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by ProNet Communications, Incorporated, with principal offices at 3290 Blazer Parkway, Suite 201, Lexington, KY. 40509. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

CHECK SHEET

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

SHEET	REVISION
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

TABLE OF CONTENTS

Title Sheet.....1

Check Sheet.....2

Table of Contents.....3

Symbols Sheet.....4

Tariff Format Sheets.....5

Section 1 - Technical Terms and Abbreviations.....6

Section 2 - Rules and Regulations.....7

Section 3 - Description of Service.....12

Section 4 - Rates.....16

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
 3290 Blazer Parkway, Suite 201
 Lexington, KY 40509

SYMBOLS SHEET

D - Delete or Discontinue

I - Change Resulting In An Increase to A Customer's Bill

M - Moved From Another Tariff Location

N - New

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

T - Change in Text of Regulation But No Change In Rate or Charge

Issued: September 9, 2002

Effective:

By:

Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

TARIFF 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 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 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 tariff approval process, the most current sheet number on file with the commission is not always the tariff page 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 Subserving 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 FPSC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new 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 tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the FPSC.

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

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 - ProNet Communications, Incorporated

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 tariff regulations.

Day - From 8:00 AM up to but not including 5:00 PM local time Sunday 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, July 4th, Memorial 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.

Issued: September 9, 2002

Effective:

By:

Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 2 - RULES AND REGULATIONS

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 tariff.

The Company's installs operates, and maintains the communications services provided herein accordance with the terms and conditions set forth under this tariff. 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 tariff.

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 tariff.

Issued: September 9, 2002

Effective:

By:

Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 2 - RULES AND REGULATIONS continued

2.2 Limitations (Cont.)

- 2.2.3 All facilities provided under this tariff 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 All regulations and conditions contained in this tariff 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 interexchange carrier from the Florida Public Service Commission.

2.3 Liabilities of the Company

- 2.3.1 The Company's liability 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, unless ordered by the Commission.
- 2.3.2 The Company shall be indemnified and held harmless by the customer against:
- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over the Company's facilities.
 - (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by the company.

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 2 - RULE 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 of the customer, or due to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in Subsection 2.3.1. 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, or equipment, 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:

$$\text{Credit} = A/720 \times C$$

"A" - outage time in hours

"B" - each month is considered to have 720 hours

"C" - total monthly charge for affected facility

Issued: September 9, 2002

Effective:

By:

Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 2 - RULES AND REGULATIONS continued

2.5 Disconnection of Service by Carrier

The company (carrier), upon 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 tariff.
- 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, for interfering with the service to other customers, for fraud, or in the event of a hazardous condition.

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

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 on customer bills 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.

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 3 - DESCRIPTION OF SERVICE

3.1 **Timing of Calls**

3.1.1 **When Billing Charges Begin and End For Phone Calls**

The customer's long distance 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 minimum call duration for billing purposes is 1 minute for a connected call and calls beyond 1 minute are billed in 1 minute increments.

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 charge for uncompleted calls.

Issued: September 9, 2002

Effective:

By:

Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 3 - DESCRIPTION OF SERVICE continued**3.2 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 that are produced by Bell Communications Research in the NPA-NXX V&H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA:

The square root of:
$$\frac{(V1-V2)^2 + (H1 - H2)^2}{10}$$

3.3 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed/ number of calls attempted) of not less than 90% during peak use periods for all feature Group D services ("1+" dialing).

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 3 - DESCRIPTION OF SERVICE continued**3.4 Service Offerings****3.4.1 ProNet Long Distance Service**

ProNet Long Distance Service is offered to residential and business customers. The service permits direct dialed outbound calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments with 18 second minimum call duration. Minimum monthly billing requirements apply.

3.4.2 ProNet 800/888 (Inbound) Long Distance Service

ProNet 800/888 (Inbound) Long Distance Service is offered to residential and business customers. The service permits inbound 800/888 calling at a single per minute rate. Service is provided from presubscribed, dedicated or shared use access lines. Calls are billed in six second increments, with a 18 second minimum call duration. No minimum billing applies. A monthly service charge of \$1.00 applies.

3.4.3 ProNet Calling Card Service

ProNet Calling Card Service is a calling card service offered to residential and business customers who subscribe to the ProNet Long Distance Service calling plan. Customers using the Carrier's calling card service access the service by dialing a 1-800 number followed by an account identification number and the number being called. This service permits subscribers utilizing the Carrier's calling card to make calls at a single per minute rate. Calls are billed in one (1) minute increments after the initial minimum period of one (1) minute. There are no nonrecurring or monthly recurring charges.

3.4.3.A Prepaid Calling Cards

The Company does not issue, distribute, sell or make any prepaid calling cards.

Issued: September 9, 2002

Effective:

By:

Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 3- DESCRIPTION OF SERVICE continued**3.4.4. Operator Services**

The Company's operator services are provided to residential and business customers who "presubscribe" to this service for intrastate calling. Operator services include the completion of collect, station-to-station, person-to-person, third party billing and credit card calls with the assistance of a Carrier operator. Each completed operator assisted call consists of two charge elements (except as otherwise indicated herein) : (i) a fixed operator charge, which will be dependent on the type of billing selected (e.g., calling card, collect or other) and/or the completion restriction selected (e.g., station-to-station or person-to-person); and (ii) a measured usage charge dependent upon the duration, distance and/or time of the day of the call.

3.4.4.A Operator Dialed Surcharge

This surcharge applies to calls when the customer has the capability of dialing all the digits necessary to complete a call, but elects to dial only the appropriate operator code and requests the operator to dial the called station. The surcharge does not apply to:

- 1) Calls where a customer cannot otherwise dial the call due to defective equipment or trouble on the ProNet Communications, Incorporated network; and
- 2) Calls in which a Company operator places a call for a calling party who is identified as being handicapped and unable to dial the call because of his/her handicap.

The Operator Dialed Surcharge applies in addition to any other applicable operator charges.

3.4.5 Directory Assistance

Access to long distance directory assistance is obtained by dialing 1+555-1212 for listings within the originating area code and 1+ (area code) + 555-1212 for other listings. When more than one number is requested in a single call, a charge will apply for each number requested, whether or not the number is listed or published. The Company will not provide, nor bill, for operator services.

Issued: September 9, 2002

Effective:

By:

Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

SECTION 4 - RATES

4.1 **ProNet Long Distance Service**

\$0.199 per minute

A \$3.95 per month per number service charge applies.
Billed in six-second increments with a thirty-second minimum.

4.1.1 **ProNet Outbound Service Plan**

4.1.1.A **ProNet In-State Super Saver Rate & Change:**

\$0.179 per minute (Carries a reduced inter-state rate)

Billed in 6-second increments with a 30-second minimum.

A \$3.95 per month service charge applies.

A \$3.50 per additional line charge applies after the first three lines.

4.1.1.B **ProNet State-to-State Super Saver Rate & Change:**

\$0.199 per minute (Carries a deeply discounted inter-state rate)

Billed in 6-second increments with a 30-second minimum.

A \$3.95 per month service charge applies.

A \$3.50 per additional line charge applies after the first three lines.

4.2 **ProNet 800/888 (Inbound) Long Distance Service**

\$0.199 per minute

A \$1.00 per month per number services charge applies.

Billed in six-second increments with a thirty-second minimum.

4.3 **ProNet Calling Card Service**

\$.129 per minute

Billed in one minute increments

Issued: September 9, 2002

Effective:

By: Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

4.4 **Operator Services (For presubscribed customers)**

\$2.00 per call

SECTION 4 – RATES continued

4.5 **Payment of Calls**

4.5.1 **Late Payment Charges**

A late payment charge of 1.5% per month will be assessed on all unpaid balances more than thirty days old.

4.5.2 **Returned Check Charges**

A returned check charge of \$25.00 will be assessed for checks returned for insufficient funds.

4.5.3 **Directory Assistance**

A charge of \$.85 will be assessed for directory assistance calls.

4.6 **Restoration of Service**

A reconnection fee of \$25.00 per occurrence is charged when service is re-established for customers who had been disconnected for non-payment.

Issued: September 9, 2002

Effective:

By:

Keith D. Johnston, Chief Executive Officer
3290 Blazer Parkway, Suite 201
Lexington, KY 40509

Exhibit C

Question 23.A Managerial Capability

PRONET COMMUNICATIONS, INCORPORATED

Profiles of Officer Experience

Keith D. Johnston,

Chairman of the Board and Chief Executive Officer

Mr. Johnston began his career in business in 1974 when he purchased a shoe company and built Johnston Footworks into a chain of shoe stores in the Morehead, Kentucky area. After the sale of that enterprise he served as a US district sales manager for KIS Corporation, Grenoble, France, managing the sales of capitol equipment for photographic laboratories. In 1985 he founded his own company, Professional Photo Liquidators, Inc., Longwood, FL, which sold photographic laboratory equipment and supplies through out the US and South America. In 1994 he sold the company. Thereafter he sold long distance for Excel Telecommunications, Inc, Dallas, TX, at one time being one of their largest volume producers. He established ProNet Communications, Inc. in May of 2001, an interexchange long distance reseller. ProNet Communications, Inc. was granted authority in Kentucky, Ohio, West Virginia, Arizona, Alabama, Mississippi, California, and Texas as well as several unregulated states. At present the company has 3400 business and residential customers. He maintains his office at 3290 Blazer Parkway, Suite 201, Lexington, KY 40509.

Coral L. Johnston, President

Mrs. Johnston was a psychotherapist from 1975 to 1994, establishing a private practice in Indianapolis, IN. She also owned and operated a drill designing company, Drill Technology, Inc. , Indianapolis, IN, from 1985 to 1989 supplying custom tooling to the auto and aerospace industry. In 1990 she assisted Mr. Johnston in the overall management of Professional Photo Liquidators, Inc. and later also sold long distance for Excel Telecommunications, Inc, for eight years, at one time being one of their largest volume producers. Her duties include overall management of the Company and overseeing regulatory compliance.

Exhibit D

Question 23.B Technical Capability

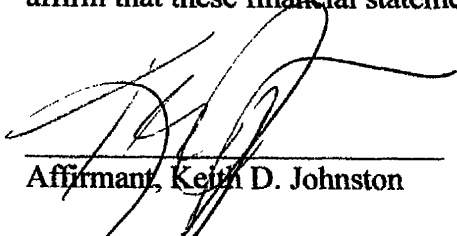
Technical maintenance conducted by Pronet Communications, Incorporated is conducted by their wholesale carrier, Global Crossing, Bandwidth, Inc.

Exhibit E

Question 23.C Financial Capability

Pronet Communications, Incorporated does not have audited financial statements and has only been operating since July of 2001.

Included are our financial statements for June 30, 2002 and December 31, 2001. I affirm that these financial statements are true and correct.



Affirmant, Keith D. Johnston

Chief Executive Officer

Title

Sept. 5, 2002
Date

PRONET COMMUNICATIONS, INC
BALANCE SHEET
December 31, 2001 and June 30, 2002

	From Date Of Inception 5/21/2001 Through 12/31/2001	From Date Of Inception 5/21/2001 Through 6/30/2002
ASSETS		
CURRENT ASSETS		
Cash in Bank	\$ 471	\$ 2,020
Accounts Receivable	20,215	97,796
Accounts Receivable - Other		4,970
Deposits-Long Distance Service	50,800	50,800
Total Assets	\$ 71,487	\$ 155,586
LIABILITIES AND CAPITAL		
CURRENT LIABILITIES		
Accounts Payable	\$ 6,144	\$ 24,634
Taxes Payable	1,997	23,737
Total Liabilities	\$ 8,141	\$ 48,371
CAPITAL		
Capital	100	100
Retained Earnings	4,079	107,115
Total Capital	4,179	107,215
Total Liabilities and Capital	\$ 12,320	\$ 155,586

*Shareholder is Keith D. Johnston, CEO, owning 100% of stock

PRONET COMMUNICATIONS, INC
STATEMENT OF INCOME

	From Date of Inception 5/21/01 Through 12/31/01	For the Periods 1/1/02 through 6/30/2002	From Date of Inception 5/21/01 Through 6/30/02
INCOME			
**Sales from Services	\$ 18,218	\$ 237,267	\$ 255,485
 COST OF GOODS SOLD			
Long Distant Service	<u>9,144</u>	<u>129,458</u>	<u>138,602</u>
Gross Profit	9,074	107,809	\$ 116,883
 EXPENSES			
Advertising	\$ 45	\$ 985	\$ 1,030
Bank Service Charge	92	876	968
Filing Fees	3,601	948	4,549
Office Supplies	29	236	265
Printing	194	-	194
Postage and Shipping	-	485	485
Professional Fees	<u>1,035</u>	<u>1,243</u>	<u>2,278</u>
Total Expenses	<u>4,996</u>	<u>4,773</u>	<u>9,769</u>
 NET INCOME	 <u><u>\$ 4,079</u></u>	 <u><u>\$ 103,036</u></u>	 <u><u>\$ 107,115</u></u>

* First Billing was November 18, 2001

Exhibit F

Question 23 Written Explanations 1,2,3

1. Applicant does not incur significant additional costs to offer services in Florida.
2. Applicant has successfully operated a profitable long distance company for more than one year in several other states.
3. Applicant has a profitable long distance company that has met all referenced obligations quite successfully for the past 14 months. Applicant now possesses a very reliable and growing customer base with which to meet all commitments.