

ORIGINAL

Lance J.M. Steinhart, P.C.
Attorney At Law
1720 Windward Concourse
Suite 250
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208

January 28, 2003

030101-TI

VIA OVERNIGHT DELIVERY

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

Check received at [unclear] turned
to Fiscal for deposit. The [unclear] a
deposit information to [unclear].

Initials of person who cashed check:
[Handwritten initials]

Re: Transcom Communications, Inc.

To Whom It May Concern:

Enclosed please find one original and six (6) copies of Transcom Communications, Inc.'s Application for Authority to Provide Interexchange Telecommunications Service Within the State of Florida, along with an original and six (6) copies of Transcom Communications, Inc.'s proposed tariff.

I also have enclosed a check in the amount of \$250.00 payable to the Florida Public Service Commission to cover the cost of filing these documents.

Please return a stamped copy of the extra copy of this letter in the enclosed preaddressed prepaid envelope.

If you have any questions regarding the application or the tariff, please do not hesitate to call me. Thank you for your attention to this matter.

Sincerely,

Lance J.M. Steinhart
Lance J.M. Steinhart, Esq. *by Charlotte Laaf*
Attorney for Transcom Communications, Inc. *with expressed consent*

Enclosures
cc: Jeff Becker

03 JAN 29 AM 10:29

RECEIVED & FILED

FPSC-BUREAU OF RECORDS

DISTRIBUTION CENTER

DOCUMENT NUMBER-DATE

00924 JAN 29 3

FPSC-COMMISSION CLERK

RECEIVED
03 JAN 29 AM 11:00
COMMISSION
CLERK

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030101-77

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Attorney for Transcom Communications, Inc. *with expressed consent*

Enclosures
cc: Jeff Becker

DOCUMENT NUMBER-DATE

00924 JAN 29 8

FPSC-COMMISSION CLERK



THE CHASE MANHATTAN BANK
32-115/1110 115

2418

11/18/2002

PAY TO THE ORDER OF Florida Public Service Commission

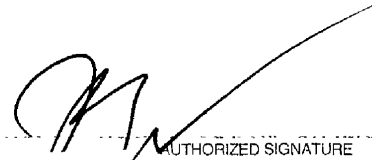
\$ **250.00

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

DOLLARS

Florida Public Service Commission

MEMO



AUTHORIZED SIGNATURE

TRANSCOM COMMUNICATIONS, INC.
Florida Public Service Commission

2418

Date Type Reference

Original Amt.
250.00

Balance Due
250.00

11/18/2002
Discount
Check Amount

Payment
250.00
250.00

Checking - Chase

250.00

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

DIVISION OF REGULATORY OVERSIGHT
CERTIFICATION SECTION

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**

1. This is an application for \checkmark (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:

TRANSCOM COMMUNICATIONS, INC.

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

COMM PORT COMMUNICATIONS, INC.

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

1925 W. John Carpenter Freeway

Suite 500

Irving Texas 75063

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

None

6.
Select type of business your company will be conducting \checkmark (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.
- (x) **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.
- (x) **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 |
| () Other _____ | |

8. **If individual**, provide:

Name: Not Applicable
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:**

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

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

M03000000261

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:**

M03000000261

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): 75-2820004

16. Provide the following (if applicable):

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

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

Name: _____

Title: _____

Address: _____

City/State/Zip: _____

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

(c) How is this information provided?

17. Who will receive the bills for your service?

- | | |
|---|---|
| <input checked="" type="checkbox"/> Residential Customers | <input checked="" type="checkbox"/> Business Customers |
| <input type="checkbox"/> PATs providers | <input type="checkbox"/> PATs station end-users |
| <input type="checkbox"/> Hotels & motels | <input type="checkbox"/> Hotel & motel guests |
| <input type="checkbox"/> Universities | <input type="checkbox"/> Universities dormitory residents |
| <input type="checkbox"/> Other: (specify) _____ | |

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

(a) The application:

Name: Lance J.M. Steinhart

Title: Regulatory Counsel

Address: 1720 Windward Concourse, Suite 250

City/State/Zip: Alpharetta, Georgia 30005

Telephone No.: (770) 232-9200 **Fax No.:** (770) 232-9208

Internet E-Mail Address: lsteinhart@telecomcounsel.com

Internet Website Address: _____

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

Name: Jeff Becker
Title: Vice President of Operations and Finance
Address: 1925 W. John Carpenter Suite 500
City/State/Zip: Irving Texas 75063
Telephone No.: (972) 830-3240 **Fax No.:** (972) 889-2863
Internet E-Mail Address: admin@transcomus.com
Internet Website Address: www.transcomus.com

(c) Complaints/Inquiries from customers:

Name: Chris Johns
Title: VP-Accounts and Enhanced Services
Address: 1925 W. John Carpenter Suite 500
City/State/Zip: Irving Texas 75063
Telephone No.: (972) 830-3240 **Fax No.:** (972) 889-2863
Internet E-Mail Address: admin@transcomus.com
Internet Website Address: www.transcomus.com

19. List the states in which the applicant:

(a) has operated as an interexchange telecommunications company.
District of Columbia, Iowa, Maine, Massachusetts, Michigan, Montana, New Jersey, Oregon, Texas, Utah, Virginia and Wyoming

(b) has applications pending to be certificated as an interexchange telecommunications company.
Applicant is in the process of filing Applications throughout the United States.

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

District of Columbia, Iowa, Maine, Massachusetts,
Michigan, Montana, New Jersey, Oregon, Texas, Utah,
Virginia and Wyoming

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

None

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

None

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

None

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

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

No

(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 (check all that apply):

a. _____ **MTS with distance sensitive per minute rates**

- _____ Method of access is FGA
- _____ Method of access is FGB
- _____ Method of access is FGD
- _____ Method of access is 800

b. _____ **MTS with route specific rates per minute**

- _____ Method of access is FGA
- _____ Method of access is FGB
- _____ Method of access is FGD
- _____ Method of access is 800

c. _____ **MTS with statewide flat rates per minute (i.e. not distance sensitive)**

- Method of access is FGA
- Method of access is FGB
- Method of access is FGD
- Method of access is 800

d. **MTS for pay telephone service providers**

e. **Block-of-time calling plan (Reach Out Florida, Ring America, etc.).**

f. **800 service (toll free)**

g. **WATS type service (bulk or volume discount)**

- Method of access is via dedicated facilities
- Method of access is via switched facilities

h. **Private line services (Channel Services)**
(For ex. 1.544 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).

23. Submit the following:

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

See Attached

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.

Applicant will use the network services of its underlying carrier to provide services to customers in the State of Florida.

C. Financial capability.

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

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

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

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

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

1. **A written explanation** that the applicant has sufficient financial capability to provide the requested service 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.

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:

Jeff Becker

Print Name

Vice President of Operations and Finance

Title

(972) 830-3240

Telephone No.

Fax No.

Signature

Date

(972) 889-2863

Address:

1925 W. John Carpenter Freeway

Suite 500

Irving

Texas

75063

FL IXC App

FORM PSC/CMU 31 (12/96)
Required by Commission Rule Nos. 25.24-470,
25-24.471, and 25-24.473, 25-24.480(2).

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:

Jeff Becker

Print Name

Vice President of Operations and Finance

Title

(972) 830-3240

Telephone No.

Address:

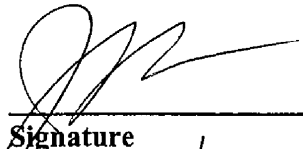
1925 W. John Carpenter Freeway

Suite 500

Irving

Texas

75063



Signature

11/19/02

Date

(972) 889-2863

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 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:

Jeff Becker

Print Name

Vice President of Operations and Finance

Title

(972) 830-3240

Telephone No.


Signature

11/19/07

Date

(972) 889-2863

Fax No.

Address:

1925 W. John Carpenter Freeway Suite 500

Irving

Texas

75063

FL IXC App

CURRENT FLORIDA INTRASTATE SERVICES

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

If the answer is has, fully describe the following:

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

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

UTILITY OFFICIAL:

Jeff Becker

Print Name

Vice President of Operations and Finance

Title

(972) 830-3240

Telephone No.

Address:

1925 W. John Carpenter Freeway

Irving

Signature

Date

(972) 889-2863

Fax No.

Suite 500

Texas

75063

CERTIFICATE TRANSFER, OR ASSIGNMENT STATEMENT

FL IXC App

FORM PSC/CMU 31 (12/96)
Required by Commission Rule Nos. 25.24-470,
25-24.471, and 25-24.473, 25-24.480(2).

LIST OF ATTACHMENTS

PROPOSED TARIFF

FINANCIAL INFORMATION

MANAGEMENT INFORMATION

STATEMENT OF FINANCIAL CAPABILITY

PROPOSED TARIFF

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Transcom Communications, Inc. d/b/a Comm Port Communications, Inc. ("Transcom"), with principal offices at 1925 W. John Carpenter Freeway, Suite 500, Irving, Texas 75063. This tariff applies for telecommunications services furnished within the State of Florida. 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: January 29, 2003 Effective:
By: Jeff Becker, Vice President of Operations and Finance
1925 W. John Carpenter Freeway, Suite 500
Irving, Texas 75063

CHECK SHEET

The sheets 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 on the bottom right-hand side of this sheet.

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

* Original or Revised Sheet Included in the most recent tariff filing

Issued: January 29, 2003 Effective:
By: Jeff Becker, Vice President of Operations and Finance
1925 W. John Carpenter Freeway, Suite 500
Irving, Texas 75063

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Tariff Format.....	5
Section 1 - Technical Terms and Abbreviations.....	6
Section 2 - Rules and Regulations.....	8
Section 3 - Description of Service.....	20
Section 4 - Rates.....	27

Issued: January 29, 2003 Effective:
By: Jeff Becker, Vice President of Operations and Finance
1925 W. John Carpenter Freeway, Suite 500
Irving, Texas 75063

SYMBOLS

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

- D - Delete or Discontinue
- I - Change Resulting In An
Increase to A Customer's Bill
- M - Moved from Another Tariff Location
- N - New
- R - Change Resulting In A
Reduction to A Customer's Bill
- T - Change in Text or Regulation
But No Change In Rate or Charge

Issued: January 29, 2003 Effective:
By: Jeff Becker, Vice President of Operations and Finance
1925 W. John Carpenter Freeway, Suite 500
Irving, Texas 75063

TARIFF FORMAT

A. Sheet Numbering: Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between pages 11 and 12 would be page 11.1.

B. Sheet Revision Numbers: Revision numbers also appear in the upper right corner of each sheet where applicable. These numbers are used to indicate the most current page version on file with the Commission. For example, 4th Revised Sheet 13 cancels 3rd Revised Sheet 13. Consult the Check Sheet for the sheets currently in effect.

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

2.
2.1
2.1.1
2.1.1.A
2.1.1.A.1
2.1.1.A.1.(a)
2.1.1.A.1.(a).I
2.1.1.A.1.(a).I.(i)
2.1.1.A.1.(a).I.(i).(1)

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

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement from a local exchange telephone company or other common carrier, using either dedicated or switched access, which connects a Customer's location to the Company's location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable the Company to identify the origin of the Customer so it may rate and bill the call. Automatic number identification (ANI) is used as the authorization code wherever possible.

Commission - Used throughout this tariff to mean the Florida Public Service Commission.

Customer - The person, firm, corporation or other legal entity which orders the services of the Company or purchases a Company Prepaid Calling Card and/or originates prepaid calls using such cards, and is responsible for the payment of charges and for compliance with the Company's tariff regulations.

Company or Transcom - Used throughout this tariff to mean Transcom Communications, Inc. d/b/a Comm Port Communications, Inc., a Texas Corporation.

Dedicated Access - The Customer gains entry to the Company's services by a direct path from the Customer's location to the Company's point of presence.

Holiday - New Year's Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. Holidays shall be billed at the evening rate from 8 a.m. to 11 p.m. After 11 p.m., the lower night rate shall go into effect.

Prepaid Account - An inventory of Telecom Units purchased in advance by the Customer, and associated with one and only one Authorization Code as contained in a specific Prepaid Calling Card.

Issued: January 29, 2003 **Effective:**
By: Jeff Becker, Vice President of Operations and Finance
1925 W. John Carpenter Freeway, Suite 500
Irving, Texas 75063

Prepaid Calling Card - A card issued by the Company, containing an Authorization Code which identifies a specific Prepaid Account of Telecom Units, which enables calls to be processed, account activity to be logged, and balances to be maintained, on a prepayment basis.

Resp. Org - Responsible Organization or entity identified by a Toll-Free service Customer that manages and administers records in the toll free number database and management system.

Switched Access - The Customer gains entry to the Company's services by a transmission line that is switched through the local exchange carrier to reach the Company's point of presence.

Telecom Unit - A measurement of telecommunications service equivalent to one minute of usage between any two points within the State of Florida.

Telecommunications - The transmission of voice communications or, subject to the transmission capabilities of the services, the transmission of data, facsimile, signaling, metering, or other similar communications.

Underlying Carrier - The telecommunications carrier whose network facilities provide the technical capability and capacity necessary for the transmission and reception of Customer telecommunications traffic.

Issued: January 29, 2003 Effective:
By: Jeff Becker, Vice President of Operations and Finance
1925 W. John Carpenter Freeway, Suite 500
Irving, Texas 75063

SECTION 2 - RULES AND REGULATIONS

2.1 Undertaking of the Company

This tariff contains the regulations and rates applicable to intrastate interexchange telecommunications services provided by the Company for telecommunications between points within the State of Florida. Services are furnished subject to the availability of facilities and subject to the terms and conditions of this tariff in compliance with limitations set forth in the Commission's rules. The Company's services are provided on a statewide basis and are not intended to be limited geographically. The Company offers service to all those who desire to purchase service from the Company consistent with all of the provisions of this tariff. Customers interested in the Company's services shall file a service application with the Company which fully identifies the Customer, the services requested and other information requested by the Company. The Company 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 a service provided by the Company. The Customer shall be responsible for all charges due for such service arrangement.

2.1.1 The services provided by the Company are not part of a joint undertaking with any other entity providing telecommunications channels, facilities, or services, but may involve the resale of the Message Toll Services (MTS) and Wide Area Telecommunications Services (WATS) of underlying common carriers subject to the jurisdiction of this Commission.

- 2.1.2 The rates and regulations contained in this tariff apply only to the services furnished by the Company and do not apply, unless otherwise specified, to the lines, facilities, or services provided by a local exchange telephone company or other common carriers for use in accessing the services of the Company.
- 2.1.3 The Company reserves the right to limit the length of communications, to discontinue furnishing services, or limit the use of service necessitated by conditions beyond its control, including, without limitation: lack of satellite or other transmission medium capacity; the revision, alteration or repricing of the Underlying Carrier's tariffed offerings; or when the use of service becomes or is in violation of the law or the provisions of this tariff.

2.2 Use and Limitations of Services

- 2.2.1 The Company's services may be used for any lawful purpose consistent with the transmission and switching parameters of the telecommunications facilities utilized in the provision of services, subject to any limitations set forth in this Section 2.2.
- 2.2.2 The use of the Company's services to make calls which might reasonably be expected to frighten, abuse, torment, or harass another or in such a way as to unreasonably interfere with use by others is prohibited.
- 2.2.3 The use of the Company's services without payment for service or attempting to avoid payment for service by fraudulent means or devices, schemes, false or invalid numbers, or false calling or credit cards is prohibited.

- 2.2.4 The Company's services are available for use twenty-four hours per day, seven days per week.
- 2.2.5 The Company does not transmit messages, but the services may be used for that purpose.
- 2.2.6 The Company's services may be denied for nonpayment of charges or for other violations of this tariff subject to Section 2.5.1 herein.
- 2.2.7 Customers shall not use the service provided under this tariff for any unlawful purpose.
- 2.2.8 The Customer is responsible for notifying the Company immediately of any unauthorized use of services.

2.3 Liability of the Company

- 2.3.1 The Company shall not be liable for any claim, loss, expense or damage for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by an act of God, fire, war, civil disturbance, act of government, or due to any other causes beyond the Company's control.
- 2.3.2 The Company shall not be liable for, and shall be fully indemnified and held harmless by the Customer against any claim, loss, expense, or damage for defamation, libel, slander, invasion, infringement of copyright or patent, unauthorized use of any trademark, trade name or service mark, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data or information transmitted.
- 2.3.3 No agent or employee of any other carrier or entity shall be deemed to be an agent or employee of the Company.

- 2.3.4 The Company's liability, resulting in whole or in part from or arising in connection with the furnishing of service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors, or other defects shall not exceed an amount equal to the charges provided for under this tariff for the long distance call for the period during which the call was affected. No other liability in any event shall attach to the Company, except as ordered by the Commission.
- 2.3.5 The Company shall not be liable for and shall be indemnified and saved harmless by any Customer or by any other entity from any and all loss, claims, demands, suits, or other action or any liability whatsoever, whether suffered, made, instituted, or asserted by any Customer or any other entity for any personal injury to, or death of, any person or persons, and for any loss, damage, defacement or destruction of the premises of any Customer or any other entity or any other property whether owned or controlled by the Customer or others.
- 2.3.6 The Company shall not be liable for any indirect, special, incidental, or consequential damages under this tariff including, but not limited to, loss of revenue or profits, for any reason whatsoever, including the breakdown of facilities associated with the service, or for any mistakes, omissions, delays, errors, or defects in transmission occurring during the course of furnishing service.
- 2.3.7 The remedies set forth herein are exclusive and in lieu of all other warranties and remedies, whether express or implied, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

2.4 Responsibilities of the Customer

- 2.4.1 The Customer is responsible for placing any necessary orders and complying with tariff regulations. The Customer is also responsible for the payment of charges for services provided under this tariff.
- 2.4.2 The Customer is responsible for charges incurred for special construction and/or special facilities which the Customer requests and which are ordered by the Company on the Customer's behalf.
- 2.4.3 If required for the provision of the Company's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to the Company.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to the Company and the Customer when required for Company personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of the Company's services.
- 2.4.5 The Customer shall cause the temperature and relative humidity in the equipment space provided by Customer for the installation of the Company's equipment to be maintained within the range normally provided for the operation of microcomputers.
- 2.4.6 The Customer shall ensure that the equipment and/or system is properly interfaced with the Company's facilities or services, that the signals emitted into the Company's network are of the proper mode, bandwidth, power and signal level for the intended use of the subscriber and in compliance with criteria set forth in this tariff, and that the signals do not damage equipment, injure

Section 2.4.6 Continued

personnel, or degrade service to other Customers. If the Federal Communications Commission or some other appropriate certifying body certifies terminal equipment as being technically acceptable for direct electrical connection with the telephone network, the Company will permit such equipment to be connected with its channels without the use of protective interface devices. If the Customer fails to maintain the equipment and/or the system properly, with resulting imminent harm to Company equipment, personnel or the quality of service to other Customers, the Company may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, the Company may, upon written notice, terminate the Customer's service.

- 2.4.7 The Customer must pay the Company for replacement or repair of damage to the equipment or facilities of the Company caused by negligence or willful act of the Customer or others, by improper use of the services, or by use of equipment provided by Customer or others.
- 2.4.8 The Customer must pay for the loss through theft of any Company equipment installed at Customer's premises.
- 2.4.9 If the Company installs equipment at Customer's premises, the Customer shall be responsible for payment of any applicable installation charge.
- 2.4.10 The Customer must use the services offered in this tariff in a manner consistent with the terms of this tariff and the policies and regulations of all state, federal and local authorities having jurisdiction over the service.

2.5 Cancellation or Interruption of Services

- 2.5.1 Without incurring liability, upon five (5) working days' (defined as any day on which the company's business office is open and the U.S. Mail is delivered) written notice to the Customer, the Company may immediately discontinue services to a Customer or may withhold the provision of ordered or contracted services:
- 2.5.1.A For nonpayment of any sum due the Company for more than thirty (30) days after issuance of the bill for the amount due,
 - 2.5.1.B For violation of any of the provisions of this tariff,
 - 2.5.1.C For violation of any law, rule, regulation, policy of any governing authority having jurisdiction over the Company's services, or
 - 2.5.1.D By reason of any order or decision of a court, public service commission or federal regulatory body or other governing authority prohibiting the Company from furnishing its services.
- 2.5.2 Without incurring liability, the Company may interrupt the provision of services at any time in order to perform tests and inspections to assure compliance with tariff regulations and the proper installation and operation of Customer and the Company's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.

- 2.5.3 Service may be discontinued by the Company without notice to the Customer, by blocking traffic to certain counties, cities or NXX exchanges, or by blocking calls using certain Customer authorization codes, when the Company deems it necessary to take such action to prevent unlawful use of its service. The Company will restore service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new authorization code to replace the one that has been deactivated.
- 2.5.4 The Customer may terminate service upon verbal or written notice for the Company's standard month to month contract. Customer will be liable for all usage on any of the Company's service offerings until the Customer actually leaves the service. Customers will continue to have Company usage and be responsible for payment until the Customer or its agent notifies its local exchange carrier and changes its long distance carrier.

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By: Jeff Becker, Vice President of Operations and Finance
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Irving, Texas 75063

2.6 Credit Allowance - Interruption of Service

- 2.6.1 Credit may be given for disputed calls, on a per call basis.
- 2.6.2 Credit shall not be issued for unavailability of long distance services.
- 2.6.3 The Customer shall be credited for an interruption of two hours or more at the rate of 1/720th of any monthly service charges for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = \frac{A}{720} \times B$$

"A" - outage time in hours

"B" - monthly charge for affected activity

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2.7 Deposit

The Company does not require deposits.

2.8 Advance Payments

The Company requires advance payments for recurring and non-recurring charges. This will be applied against the next month's charges, and if necessary, a new advance payment will be collected for the next month.

2.9 Payment and Billing

2.9.1 Service is provided and billed on a billing cycle basis, beginning on the date that service becomes effective. Billing is payable upon receipt.

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2.9.2 The customer is responsible for payment of all charges for services furnished to the Customer, as well as to all persons using the Customer's codes, exchange lines, facilities, or equipment, with or without the knowledge or consent of the Customer. The security of the Customer's Authorization Codes, subscribed exchange lines, and direct connect facilities is the responsibility of the Customer. All calls placed using direct connect facilities, subscribed exchange lines, or Authorization Codes will be billed to and must be paid by the Customer. Recurring charges and non-recurring charges are billed in advance. Charges based on actual usage during a month and any accrued interest will be billed monthly in arrears.

2.10 Collection Costs

In the event Company is required to initiate legal proceedings to collect any amounts due to Company for regulated services, or for the enforcement of any other provision of this tariff or applicable law, Customer shall, in addition to all amounts due, be liable to Company for all reasonable costs incurred by Company in such proceedings and enforcement actions, including reasonable attorneys' fees, collection agency fees or payments, and court costs. In any such proceeding, the amount of collection costs, including attorneys' fees, due to the Company, will be determined by the court.

2.11 Taxes

All federal, state and local taxes, assessments, surcharges, or fees, including sales taxes, use taxes, gross receipts taxes, and municipal utilities taxes, are billed as separate line items and are not included in the rates quoted herein.

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2.12 Late Charge

A late fee will be charged on any past due balances as set forth in Section 4.10 of this tariff.

2.13 Returned Check Charge

A fee, as set forth in Section 4.6 of this tariff, will be charged whenever a check or draft presented for payment for service is not accepted by the institution on which it is written.

2.14 Location of Service

The Company will provide service to Customers within the State of Florida.

2.15 Sale of Telecommunications Services to Uncertified IXCs Prohibited

Customers reselling or rebilling the Company's telecommunications services must have a Certificate of Public Convenience and Necessity as an interexchange carrier from the Commission.

2.16 Reconnection Charge

A reconnection fee per occurrence as set forth in Section 4.12 of this tariff, will be charged when service is reestablished for Customers which have been disconnected due to non-payment. Payment of the reconnection fee and any other outstanding amounts will be due in full prior to reconnection of service

SECTION 3 - DESCRIPTION OF SERVICE

3.1 Computation of Charges

3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. Fractions of a billing increment are rounded up to a full billing increment on a per call basis. Fractions of a cent per minute are rounded up to a full cent on a per call basis.

3.1.2 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:

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

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3.1.3 Timing begins when the called party answers and two way communication is possible, as determined by standard industry methods generally in use for ascertaining answer, including hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. Timing for each call ends when either party hangs up.

3.1.4 The Company will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

Customer inquiries or complaints regarding service or accounting may be made in writing or by telephone to the Company at:

1925 W. John Carpenter Freeway, Suite 500
Irving, Texas 75063
(800) 710-3965

3.2 Continued

Any objection to billed charges should be reported promptly to the Company or its billing agent. 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. A Customer who is unable to resolve a billing dispute with the Company may contact the Commission by telephone at 1-800-342-3552 to intervene in the billing dispute.

3.3 Level of Service

A Customer can expect end to end network availability of not less than 99% at all times for all services.

3.4 Billing Entity Conditions

When billing functions on behalf of the Company or its intermediary are performed by local exchange telephone companies or others, the payment of charge conditions and regulations of such companies and any regulations imposed upon these companies by regulatory bodies having jurisdiction apply. The Company's name and toll-free telephone number will appear on the Customer's bill.

3.5 Service Offerings

3.5.1 1+ Dialing

This service permits Customers to originate calls via switched or dedicated access lines, and to terminate intrastate calls. The customer dials "1+" followed by "ten digits" or dials "101XXXX" followed by "1+ ten digits".

3.5.2 Travel Cards

The Customer utilizes an 11 digit "toll-free" access number established by the Company to access a terminal. Upon receiving a voice prompt, the Customer uses push button dialing to enter an identification code assigned by the Company, and the ten digit number of the called party.

3.5.3 Toll-Free Service

This service is inbound calling only where an 800, 888 or other toll-free prefix number rings into a Customer's premise routed to a specific telephone number or terminated over a dedicated facility.

3.5.4 Company Prepaid Calling Cards

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase Company Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. Company Prepaid Calling Cards are available at a variety of face values. Company Prepaid Calling Card service is accessed using the Company toll-free number printed on the card. The caller is prompted by an automated voice response system to enter his/her Authorization Code, and then to enter the terminating telephone number. The Company's processor tracks the call duration on a real time basis to determine the number of Telecom Units consumed. The total consumed Telecom Units and applicable taxes for each call are deducted from the remaining Telecom Unit balance on the Customer's Company Prepaid Calling Card.

All calls must be charged against Prepaid Calling Card that has a sufficient Telecom Unit balance. A Customer's call will be interrupted with an announcement when the balance is about to be depleted.

When the balance is depleted, the Customer can either call the toll-free number on the back of the Company Prepaid Calling Card and "recharge" the balance on the card using a nationally recognized credit card, or the Customer can throw the card away and purchase a new one. Calls in progress will be terminated by the Company if the balance on the Company Prepaid Calling Card is insufficient to continue the call.

Section 3.5.4 Continued

A card will expire on the date indicated on the card, or if no date is specified, 12 months from the date of first usage, or the date of last recharge, whichever is later. The Company will not refund unused balances.

A credit allowance for Company Prepaid Calling Card Service is applicable to calls that are interrupted due to poor transmission, one-way transmission, or involuntary disconnection of a call. To receive the proper credit, the Customer must notify the Company at the designated toll-free customer service number printed on the Company Prepaid Calling Card and furnish the called number, the trouble experienced (e.g. cut-off, noisy circuit, etc.), and the approximate time that the call was placed.

When a call charged to a Company Prepaid Calling Card is interrupted due to cut-off, one-way transmission, or poor transmission conditions, the Customer will receive a credit equivalent of one Telecom Unit.

Credit allowances for calls pursuant to the Company Prepaid Card Service do not apply for interruptions not reported promptly to the Company or interruptions that are due to the failure of power, equipment or systems not provided by the Company.

Credit for failure of service shall be allowed only when such failure is caused by or occurs due to causes within the control of the Company.

The Company will block all calls beginning with the NPA "900" and NXX "976" calls, therefore such calls can not be completed.

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3.5.5 Directory Assistance.

Access to long distance directory assistance is obtained by dialing 1 + (area code) + 555-1212. When more than one number is requested in a single call, a charge will be applicable for each number requested, whether or not the number is listed or published.

3.5.6 Emergency Call Handling Procedures

Emergency "911" calls are not routed to company, but are completed through the local network at no charge.

3.5.7 Promotional Offerings

The Company may offer approved special promotions of new or existing services or products for limited time periods as approved by the Commission. These promotions will include specific tariffed starting and ending dates. All such promotions will be offered on a completely non-discriminatory basis. All such tariffed promotions must be approved by the Commission and must state exactly what charges are being reduced or waived, who is eligible, and what Customers have to do to be eligible.

SECTION 4 - RATES

4.1 1+ & 101XXXX Dialing

\$0.15 per minute

A \$4.95 per month per number service charge applies.
Billed in one minute increments

4.2 Travel Cards

\$.199 per minute

A \$.25 per call service charge applies.
Billed in one minute increments

4.3 Toll Free Service

\$0.15 per minute

A \$10.00 per month per number service charge applies.
Billed in one minute increments

4.4 Prepaid Calling Cards

\$.499 Per Telecom Unit

\$1.00 per call charge

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4.5 Directory Assistance

\$.95 per each number requested

4.6 Returned Check Charge

\$25.00

4.7

	Monday - Friday	Sat.	Sun.
8 a.m. to 5 p.m.*	Daytime Rate Period		
5 p.m. to 11 p.m.*	Evening Rate Period		Evening Rate Period
11 p.m. to 8 a.m.*	Night/Weekend Rate Period		

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4.8 Rates Applicable for Hearing/Speech Impaired Persons

For intrastate toll messages which are communicated using a telecommunications device for the deaf (TDD) by properly certified business establishments or individuals equipped with TDDs for communications with hearing or speech impaired persons, the rates shall be evening rates for daytime calls and night rates for evening and night calls.

Intrastate toll calls received from the relay service, each local exchange and interexchange telecommunications company billing relay call will be discounted by 50 percent of the 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 will be discounted 60 percent off the applicable rate for voice nonrelay calls.

Florida Public Service Commission Rules and Regulations require the Company to provide the first 50 directory assistance calls initiated per billing cycle by handicapped persons free of charge.

4.9 Employee Concessions

The Company does not offer employee concessions.

4.10 Late Charge

1.5% monthly or the amount otherwise authorized by law, whichever is lower.

4.11 Payphone Dial Around Surcharge

A dial around surcharge of \$.35 per call will be added to any completed INTRASTATE toll access code and subscriber toll-free 800/888 type calls placed from a public or semi-public payphone.

4.12 Reconnection Charge

\$25.00

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FINANCIAL INFORMATION

TRANSCOM COMMUNICATIONS, INC.
FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2001 AND 2000

MAYS, DEWEY & ASSOCIATES L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

RICHARD MAYS, C.P.A.
LARRY DEWEY, C.P.A.

**MEMBERS OF AMERICAN INSTITUTE
OF CERTIFIED PUBLIC ACCOUNTANTS**



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**To the Board of Directors
Transcom Communications, Inc.
Arlington, Texas**

We have audited the accompanying balance sheets of Transcom Communications, Inc. as of December 31, 2001 and 2000 and the related statements of operations, stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Transcom Communications, Inc. as of December 31, 2001 and 2000, and the results of its operations and its cash flows for the years then ended, in conformity with generally accepted accounting principles.

Mays, Dewey & Associates
Mays, Dewey & Associates, L.L.P.

August 30, 2002

TRANSCOM COMMUNICATIONS, INC.
BALANCE SHEETS
DECEMBER 31, 2001 AND 2000

ASSETS	<u>2001</u>	<u>2000</u>
CURRENT ASSETS		
Cash in Bank	\$ 167,891	294,248
Money Market Account	201,149	912,925
Accounts Receivable	541,823	205,130
Receivable from Stockholders	-	22,883
Prepaid Expenses	<u> </u>	<u>47,000</u>
Total Current Assets	<u>910,863</u>	<u>1,482,186</u>
EQUIPMENT, at Cost Less		
Accumulated Depreciation (Note 3)	<u>577,633</u>	<u>152,552</u>
OTHER ASSETS		
Receivable from Stockholders (Note 6)	37,883	22,883
Rent Deposit	<u>3,413</u>	<u>3,413</u>
Total Other Assets	<u>41,296</u>	<u>26,296</u>
TOTAL ASSETS	<u>1,529,792</u>	<u>1,661,034</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	\$ 787,266	1,390,330
Accrued Expenses	44,310	79,351
Income Taxes Payable (Note 5)	177,383	-
Deferred Revenues	5,000	27,450
Current Portion of Long-term Debt	<u> </u>	<u>6,728</u>
Total Current Liabilities	<u>1,013,959</u>	<u>1,503,859</u>
LONG-TERM DEBT (Note 4)	<u> </u>	<u>12,273</u>
DEFERRED INCOME TAXES	<u>67,000</u>	<u>51,000</u>
STOCKHOLDERS' EQUITY (Note 6)		
Common Stock of .001 Par Value; 1,000,000 Shares authorized; 840,000 shares issued	840	1,500
Additional Paid-in Capital	660	-
Retained Earnings	<u>447,333</u>	<u>92,402</u>
Total Stockholders' Equity	<u>448,833</u>	<u>93,902</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 1,529,792</u>	<u>1,661,034</u>

See accompanying accountants' report and notes to financial statements.

TRANSCOM COMMUNICATIONS, INC.
STATEMENTS OF OPERATIONS
YEARS ENDED DECEMBER 31, 2001 AND 2000

	<u>2001</u>	<u>2000</u>
REVENUES		
Telecommunications Services and Fees	\$ 11,410,498	3,614,060
Less Cost of Telecommunications Services	<u>8,502,910</u>	<u>2,519,767</u>
 Gross Margin	 2,907,588	 1,094,293
EXPENSES		
Salaries and Wages	1,140,400	343,500
Consulting Fees	412,474	265,294
Profit Sharing Contribution	-	52,500
Payroll Taxes	63,279	16,738
Office and Facilities Rent	155,156	30,271
Office Expenses	28,641	7,359
Insurance	42,832	4,470
Professional Fees	45,722	59,812
Travel Expenses	230,588	137,530
Franchise Taxes	25,125	-
Telephone	46,197	20,704
Training Fee	50,050	-
Bad Debts	31,905	63,456
Charitable Contribution	20,000	-
Depreciation	61,491	20,424
Miscellaneous Expenses	<u>20,901</u>	<u>9,151</u>
 Total Expenses	 <u>2,374,761</u>	 <u>1,031,209</u>
INCOME FROM OPERATIONS	<u>532,827</u>	<u>63,084</u>
OTHER INCOME (EXPENSE)		
Interest Income	20,720	26,505
Loss on Sale of Vehicles	<u>(5,233)</u>	<u>-</u>
 Total Other Income (Expense)	 <u>15,487</u>	 <u>26,505</u>
INCOME BEFORE INCOME TAXES	548,314	89,589
INCOME TAX EXPENSE (Note 5)	<u>193,383</u>	<u>33,000</u>
NET INCOME	<u>\$ 354,931</u>	<u>56,589</u>

TRANSCOM COMMUNICATIONS, INC.
STATEMENTS OF STOCKHOLDERS' EQUITY
YEARS ENDED DECEMBER 31, 2001 AND 2000

	<u>Common Stock</u>	<u>Additional Paid in Capital</u>	<u>Retained Earnings</u>
Balances at December 31, 1999	\$ 1,000	\$ -	\$ 35,813
Issuance of 500 shares for Services Rendered	500		
Net Income for the Year Ended December 31, 2000	<u> </u>	<u> </u>	<u>\$ 56,589</u>
Balances at December 31, 2000	1,500		92,402
Stock Dividend (Note 6)	(660)	660	-
Net Income for the Year Ended December 31, 2001	<u> </u>	<u> </u>	<u>354,931</u>
Balances at December 31, 2001	<u>\$ 840</u>	<u>\$ 660</u>	<u>\$ 447,333</u>

See accompanying accountants' report and notes to financial statements

TRANSCOM COMMUNICATIONS, INC.
STATEMENTS OF CASH FLOWS
YEARS ENDED DECEMBER 31, 2001 AND 2000

	<u>2001</u>	<u>2000</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	\$ 354,931	56,589
Adjustments to reconcile Net Income to Net Cash Provided by Operating Activities		
Depreciation	61,491	20,424
Loss on Sales of Vehicles	5,233	-
(Increase) Decrease in Receivables	(336,693)	(139,767)
(Increase) Decrease in Prepaid Expenses	47,000	(47,000)
Increase (Decrease) in Accounts Payable	(603,064)	1,328,850
Increase (Decrease) in Accrued Expenses	(35,041)	79,351
Increase (Decrease) in Deferred Revenues	(22,450)	27,450
Increase (Decrease) in Income Taxes Payable	<u>177,383</u>	<u>-</u>
Total Adjustments	<u>(706,141)</u>	<u>1,269,308</u>
Net Cash Provided (Used) by Operating Activities	<u>(351,210)</u>	<u>1,325,897</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from Sale of Vehicles	14,953	-
Purchases of Equipment	(506,758)	(148,444)
Increase in Rent Deposit	<u>-</u>	<u>(3,413)</u>
Net Cash Provided (Used) by Investing Activities	<u>(491,805)</u>	<u>(151,857)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of Common Stock	-	500
(Increase) Decrease in Stockholder Receivable	7,883	(45,766)
Increase (Decrease) Deferred Income Taxes	16,000	33,000
Principal Payments on Long-term Debt	<u>(19,001)</u>	<u>(6,577)</u>
Net Cash Provided (Used) by Financing Activities	<u>4,882</u>	<u>(18,843)</u>
NET INCREASE (DECREASE) IN CASH AND EQUIVALENT	<u>(838,133)</u>	<u>1,155,197</u>
CASH AND EQUIVALENT, BEGINNING OF YEAR	<u>1,207,173</u>	<u>51,976</u>
CASH AND EQUIVALENT, END OF YEAR	<u>\$ 369,040</u>	<u>1,207,173</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash Paid During the Year For Interest	<u>\$ 366</u>	<u>653</u>
Cash Paid During the Year For Income Taxes	<u>\$ -</u>	<u>-</u>

See accompanying accountants' report and notes to financial statements

TRANSCOM COMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001 AND 2000

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Operations

Transcom Communications, Inc. (TCI, the Company) was incorporated in the State of Texas on May 4, 1999 for the purpose of transacting any or all lawful business. The Company currently operates as a telecommunications wholesaler with satellite stations in the United States of America and in various foreign locations. In addition, the Company also performs consultation services with other telecommunication firms. The Company is subject to the economic risks associated with the telecommunications industry.

Revenue Recognition

The Company records revenues from data transmissions services in the period such services are used by its customers. Fees from consultation services are recorded in the period such services are rendered.

Telecommunication Equipment Installation Costs

The costs of installing telecommunication equipment in foreign countries and locations, including construction costs and other costs associated with enabling construction in a foreign country and equipment costs, are capitalized and depreciated over their estimated useful lives.

Cash Equivalent

For purposes of determining cash flows, the Company's money market account is considered a cash equivalent.

Allowance for Doubtful Accounts

The Company establishes an allowance for doubtful accounts when a review by management determines such allowance is necessary. At December 31, 2001 and 2000 no such allowance was deemed necessary.

Equipment and Depreciation

The Company records purchases of equipment at cost and depreciates such costs over the estimated useful lives of the assets, which range from 3 to 7 years.

Deferred Income Taxes

For income tax reporting, the Company uses accounting methods that recognize depreciation sooner than for financial statement reporting. As a result, the basis of equipment for financial reporting exceeds its tax basis by the cumulative amount that accelerated depreciation exceeds straight-line depreciation. Deferred income taxes have been recorded for the excess, which will be taxable in future periods through reduced depreciation deductions for tax purposes. In addition certain revenues and expenses were recognized in different periods for financial and income tax reporting.

**TRANSCOM COMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001 AND 2000**

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES. Continued

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Reclassifications

Certain classifications, amounts and disclosures appearing in the accompanying financial statements may not agree with prior presentations to owners or other interested parties. As such differences arise primarily from the timing of the recognition of income and expenses, and are known to the Board of Directors of the Company, no consideration has been given to detail disclosure of any differences.

2. ACCOUNTS RECEIVABLE

Accounts receivable at December 31, 2001 and 2000 consists of billings for telecommunication services and include data transmission charges and consulting fees.

3. EQUIPMENT

Equipment at December 31, 2001 and 2000 consisted of the following:

	<u>2001</u>	<u>2000</u>
Vehicles	\$ -	\$ 31,484
Office Equipment	21,619	-
Computers and Peripherals	39,911	13,316
Licensed Software	171,296	-
Telecommunication Equipment	403,979	129,928
Leasehold Improvements	<u>13,283</u>	<u>-</u>
Total	650,088	174,728
Less Accumulated Depreciation	<u>(72,455)</u>	<u>(22,176)</u>
Net Equipment	<u>\$ 577,633</u>	<u>\$152,552</u>

At December 31, 2001, telecommunication equipment with depreciated cost of \$ 90,928 was located outside United States jurisdiction and subject to the risk of expropriation.

TRANSCOM COMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001 AND 2000

4. NOTE PAYABLE

Note payable at December 31, 2000 consisted of a 2.9% installment note payable to Ford Credit secured by a certain vehicle. The vehicle was sold in 2001 and the note was paid off.

5. INCOME TAXES

The provision for income taxes consists of the following components:

	<u>2001</u>	<u>2000</u>
Current	177,383	-
Deferred	<u>16,000</u>	<u>33,000</u>
	<u>\$193,383</u>	<u>33,000</u>

The income tax provision differs from the expense that would result from applying Federal Statutory rates to income before income taxes due to non deductible expenses for tax purposes.

6. RELATED PARTY TRANSACTIONS

The Company utilized the services of certain other telecommunication operations in which certain stockholders and directors have a beneficial interest. The cost of services purchased from companies related to officers and directors of the Company follow:

	<u>2001</u>	<u>2000</u>
Consulting Fees	113,400	250,300
Telecommunication Services	-	277,490

Incentive bonuses paid to officers and employees are determined by management each year based on the Company's profitability. Included in salaries and wages in the accompanying financial statements include bonuses to officers of \$500,000 in 2001 and \$100,000 in 2000. In addition, a stock bonus of 502 shares of the Company's stock was declared in September 2001.

In December 2001, the Company amended its articles of incorporation to authorize the issuance of up to 1,000,000 shares and changed its no-par stock to common stock with a par value of .001. In conjunction with this amendment, 560 shares of the newly authorized shares were issued for each share of no par stock held by stockholders of record at the date of the amendment.

The Company loaned the principal stockholders \$ 45,766 in 2000 and \$ 15,000 in 2001. One of the stockholders repaid his loan of \$ 22,883 in 2001.

TRANSCOM COMMUNICATIONS, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2001 AND 2000

7. SUBSEQUENT EVENTS

In July 2002 the Company acquired 51% of the outstanding common stock of DTVN Holdings, Inc. for \$100,000. The Company's directors plan to merge Transcom Communications, Inc. and DTVN upon the determination of the values of the respective entities.

In May 2002, one of the principal stockholders of the company tendered his resignation as board member, President, Secretary and Treasurer. The Company purchased 279,300 shares of its stock from such stockholder for \$13,000. In addition, the Company entered into employment and non-compete agreements with Mr. & Mrs. Reed as 'European Associates'. Under the terms of the agreements, Mr. & Mrs. Reed will be paid a total salary of \$13,000 per month for a period of 47 months plus a commission of 40% of gross profit derived from new routes generated in Europe and sales of the Company's products.

8. COMMITMENTS AND CONTINGENCIES

The Company leases its office space and equipment operating sites under operating leases with lease terms of 36 months. Future minimum rentals under such leases are \$142,000 in 2002 and \$81,000 in 2003.

At December 31, 2001, the Company had cash deposits with a bank of \$269,000 in excess of FDIC coverage.

In August 2002, a supplier filed an arbitration claim against the Company seeking damages of approximately \$ 1,100,000. The Company intends to vigorously deny this claim and cannot accurately quantify the likelihood of any potential damages that might result from this action. The accompanying financial statements do not include any allowance for this potential claim.

MANAGEMENT INFORMATION

Resume's of a few of Transcom's officers and Director's

Mr. Scott Birdwell has served as CEO and is a director of Transcom Communications, Inc. Mr. Birdwell founded Transcom in 1999. Prior to founding Transcom, Mr. Birdwell was president of Enhanced Communications, Inc., which he founded in 1993 and sold to World Access Service Corp. in 1999.

Mr. Britt Birdwell has served as a director of the Company since 2001. Prior to July 2002, Mr. Birdwell was vice president and director of international operations for Transcom Communications, Inc. Mr. Birdwell remains as a director of Transcom. Before joining Transcom in 1999, Mr. Birdwell was president of various entrepreneurial companies in Texas. Mr. Scott Birdwell and Mr. Britt Birdwell are brothers.

Mr. Jeff Becker has served as Vice President of Operations and Director of the Company since 2001. Prior to his employment with Transcom in October 2001, Mr. Becker held various operational and financial positions at NetVoice Technologies, Inc., World Access Service Corp., and Encom Communications Corp.

STATEMENT OF FINANCIAL CAPABILITY

Transcom Communications, Inc. has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of Transcom Communications, Inc.'s stated financial capability, a copies of its Balance Sheets as of December 31, 2000 and December 31, 2001; Statements of Operation, Stockholder's Equity, Cash Flow for the periods ending December 31, 2000 and December 31, 2001 are attached to its application. Transcom Communications, Inc. intends to fund the provision of service through internally generated cash flow. Transcom Communications, Inc. also has the ability to borrow funds, if required, based upon its financial capabilities, and the principals of the company are committed to providing any necessary capital if needed to provide service in the State of Florida.