

Telecommunications
E Commerce
Technology
Corporate & Finance
Trademarks
Proprietary Rights
Complex Litigation
General Business Law

The Helein Law Group, LLP **NEW APPLICATION**



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2004 DEC 29 P 12:28

AZ CORP COMMISSION
DOCUMENT CONTROL

Arizona Corporation Commission
DOCKETED
jsm@thlglaw.com

Writer's Direct Dial Number

(703) 714-1313

December 22, 2004

DEC 29 2004

Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

DOCKETED BY

T-03538A-04-0938

Re: Buyers United, Inc
Docket No. T-03538A-03-0491; Administrative Closure No. 66228.
Request to Change Name to UCN, Inc.

Ladies and Gentlemen:

Buyers United, Inc., d/b/a buyersonline, d/b/a United Carrier Networks ("BUI" or the "Company"), respectfully submits an original plus thirteen (13) copies of this letter to notify and request approval from the Arizona Corporation Commission ("Commission") of the Company's name change to UCN, Inc. ("UCN"). A copy of the Amended Certificate of Authority issued by the Arizona Corporation Commission is attached hereto as Exhibit A for your records and reference.

BUI was certified to provide interexchange telecommunications services within Arizona on September 2, 2003 in Docket No. T-03538A-03-0491, Administrative Closure No. 66228.

The aforementioned name change will not in any way inconvenience or cause harm to the Company's customers, and Arizona customers will continue to be provided high-quality, affordable telecommunications services by the Company under the name UCN, Inc. Customers will be provided at least notice of the name change to UCN, Inc. via billing insert.

Pursuant to Commission rules and regulations, UCN has included as Exhibit B a proposed replacement Arizona C.C. No. 3, which cancels and replaces, in its entirety, BUI's Arizona C.C. No. 2. Please note that no information in this tariff, other than the Company name, has been modified.

December 22, 2004
Page 2

The Company respectfully requests Commission approval of its name change to UCN, Inc. and acceptance of its proposed replacement Arizona C.C. No. 3.

An additional copy of this filing is enclosed, to be date-stamped and returned in the postage prepaid envelope provided.

Should any questions arise regarding this matter, kindly contact the undersigned.

Respectfully submitted,

A handwritten signature in cursive script that reads "Jonathan S. Marashlian / J/S".

Jonathan S. Marashlian
Regulatory Counsel

JSM/sr
Enclosures

EXHIBIT A

Amended Certificate of Authority

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting:

I, Brian C. McNeil, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****UCN, INC.*****

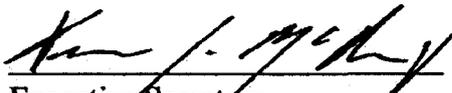
a foreign corporation organized under the laws of Delaware did obtain authority to transact business in the State of Arizona on the 21st day of May 2003.

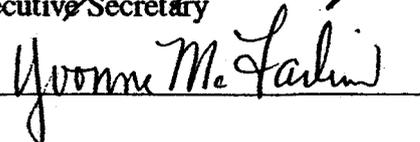
I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation has not had its authority revoked for failure to comply with the provisions of the Arizona Business Corporation Act; that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed an Application for Withdrawal as of the date of this certificate.

This certificate relates only to the legal authority of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 14th Day of December, 2004, A. D.




Executive Secretary

By 

AZ. CORP. COMMISSION
FILED

OCT 26 2004

APPR. Mary Baines
TERM _____
DATE 10/26/04
F-1072458-3

ARIZONA CORPORATION COMMISSION

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CORPORATIONS DIVISION

DO NOT PUBLISH
THIS SECTION

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename or trademark, attach Declaration of Tradename Holder form. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide both a physical and mailing address. If statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location.

APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA

The name of the corporation is: Buyers United, dnc.
A(n) Delaware Corporation
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

We are a foreign corporation currently authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S. § 10-1504 because we have changed the following in our domicile jurisdiction:

- Our actual corporate name (or the name under which we originally obtained authority in Arizona).
- The period of our duration.
- The state, province or country of our incorporation.

1. The exact name of the foreign corporation is:

UCN, dnc. MS MG

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____ (FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Delaware

3. The foreign corporation was incorporated on the 15 day of March

1999 and the period of its duration is: perpetual

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

Corporation Service Company
2711 Centerville Road #400
Wilmington, DE 19808

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

National Registered Agents
1850 N. Central Ave #1160
Phoenix, AZ 85004

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

DO NOT PUBLISH THIS SECTION

5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

N/A

5.b. Indicate to which address the Annual Report should be mailed.

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 or 5a _____.

6. If the purpose of your corporation has any limitations with regard to this section, so indicate. If not, state no limitations or leave blank.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

None

7. The names and usual business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: _____ [title]
 Address: See Attached
 City, State, Zip: _____
 Name: _____ [title]
 Address: _____
 City, State, Zip: _____
 Name: _____ [title]
 Address: _____
 City, State, Zip: _____

8. The total number of authorized shares cannot be "zero" or "NA". Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 115,000,000 shares, itemized as follows: (Attach additional sheets if necessary.)

15,000,000 shares of Preferred [class or series] stock at
 _____ no par value or par value of \$ 0.0001 per share.
100,000,000 shares of Common [class or series] stock at
 _____ no par value or par value of \$ 0.0001 per share.
 _____ shares of _____ [class or series] stock at
 _____ no par value or par value of \$ _____ per share.

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

UCN, Inc.
Officers and Directors

<u>Name</u>	<u>Position</u>	<u>Business Address</u>
Theodore Stern	Chief Executive Officer and Chairman of the Board of Directors	14870 S. Pony Express Road Bluffdale, UT 84065
Paul Jarman	President and Director	14870 S. Pony Express Road Bluffdale, UT 84065
David Grow	Chief Financial Officer	14870 S. Pony Express Road Bluffdale, UT 84065
G. Douglas Smith	Executive Vice President, Sales	14870 S. Pony Express Road Bluffdale, UT 84065
Kimm Partridge	Corporate Secretary	14870 S. Pony Express Road Bluffdale, UT 84065
Steven Barnett	Director	14870 S. Pony Express Road Bluffdale, UT 84065
James Ozanne	Director	14870 S. Pony Express Road Bluffdale, UT 84065
Paul Koeppe	Director	14870 S. Pony Express Road Bluffdale, UT 84065
Blake Fisher	Director	14870 S. Pony Express Road Bluffdale, UT 84065

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ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

DO NOT PUBLISH THIS SECTION

9. The total number of issued shares cannot be "N/A".

The Application must be accompanied by the following: A Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

Attach a certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, §8) and a certificate of existence or document of similar import duly authenticated (within 60 days) by the official having custody of corporate records in the state, province or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by executing the consent.

9. The foreign corporation has issued 16,142,118 shares, itemized as follows:

1,827,500 shares of Preferred Series A [class or series] stock at no par value or par value of \$ 0.0001 per share.

477,800 shares of Preferred Series B [class or series] stock at no par value or par value of \$ 0.0001 per share.

13,896,918 shares of Common [class or series] stock at no par value or par value of \$ 0.0001 per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

Telecommunications

DATED this 22 day of October, 2004

UCN, dne.

[Name of Corporation]

Executed by

Kimm E Partridge

Duly Authorized Officer or Director

Kimm E. Partridge, Secretary

[print name]

[title]

PHONE 866 541-0000

FAX 866 800-0007

[optional]

[optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation

effective this 21st day of October, 2004

[Signature]
Signature

Daniel N. Miles

[Print Name]

Ass't Secretary of National Registered Agents

[If signing on behalf of a company serving as statutory agent, print company name here]

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DEC 14 2004

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BUYERS UNITED, INC.", CHANGING ITS NAME FROM "BUYERS UNITED, INC." TO "UCN, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 2004, AT 4:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIFTEENTH DAY OF JULY, A.D. 2004, AT 12:01 O'CLOCK A.M.

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ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3016691 8100

AUTHENTICATION: 3411669

040730408

DATE: 10-14-04

**CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
BUYERS UNITED, INC.**

Buyers United, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted by resolutions approved by the Corporation's board of directors and stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware. The amendment will be effective as of 12:01 am Eastern Time on July 15, 2004.

The Certificate of Incorporation of the corporation is amended by striking Article I in its entirety and replacing there for:

**ARTICLE I
NAME**

The name of the Corporation is UCN, Inc.

IN WITNESS WHEREOF, Buyers United, Inc., has caused this Certificate to be signed by its duly authorized officer this 29th day of June 2004.

BUYERS UNITED, INC.

By: /s/ Paul Jarman
Paul Jarman, President

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DEC 14 2004

ARIZONA
CORPORATION

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

Buyers United, Inc.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation.

1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?;
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?;
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes No

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used?
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes No

IF YOUR ANSWER TO THE ABOVE QUESTION IS 'YES', YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated. (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of Bankruptcy, or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is 12/31/02.

Under penalty of law, the undersigned incorporator(s)/officer(s) declare(s) that I/we have examined this Certificate, including any attachments, and to the best of my/our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Paul J. Jarama BY _____
 PRINT NAME: Paul Jarama PRINT NAME _____
 TITLE President DATE 6/2/03 TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

AZ CORP COMMISSION
FOR THE STATE OF AZ
DELIVERED

2003 MAY 21 P 1:05

FILED BY: *Jeri Little*
DATE FILED: *5/21/03* *05/10/03*
TERM: _____
DATE: _____
TIME: _____

F-1072458-3

BUYERS UNITED INC.

201 APR -1 P 2:20

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA**

FILED BY
DATE
10/10/03
10/10/03

The name of the corporation is: Buyers United, Inc. A Delaware Corporation.

We are a foreign corporation applying for authority to transact business in the state of Arizona.

We are a foreign corporation current authorized to transact business in Arizona and must now file this Application for New Authority pursuant to A.R.S § 10-1054 because we have changed the following in our domicile jurisdiction:

- Our actual corporate name (or the name under which we originally obtained authority in Arizona)
- The period of our duration
- The state, province, or country of our incorporation

1. The exact name of the foreign corporation is:

Buyers United, Inc.

2. The name of the state, province or country in which the foreign corporation is incorporated is:

Delaware

3. The foreign corporation was incorporated on the 9th day of April 1999 and the period of its duration is perpetual.

4. The street address of the principal office of the foreign corporation in the state, province or country of incorporation is:

The company's principal office is not located in its state of incorporation, Delaware. The principal office is located at 14870 South Pony Express Drive, Bluffdale Utah 84065.

Address: National Registered Agents, Inc., 9 E. Lockerman St., #1B, Dover, DE 19901

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

National Registered Agents, Inc.
1850 North Central Avenue #1160
Phoenix, Arizona 85004

PAID
PAID
10/10/03
10/10/03
10/10/03

9. The foreign corporation has issued 7,746,429 shares, itemized as follows:
1,870,000 shares of Preferred Series A stock at par value of \$0.0001 per share.
563,800 shares of Preferred Series B stock at par value of \$0.0001 per share.
5,312,629 shares of Common stock at par value of \$0.0001 per share.
10. The character of business the foreign corporation initially intends to conduct in Arizona is:
Telecommunications Services

DATED this 16th day of September 2002
Buyers United Inc.
[Name of Corporation]
Executed by: Paul Jarman
Paul Jarman
CFO, Treasurer, & Secretary

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 21st day of January 2003.

Regina Clerkin
Signature
Regina Clerkin
[Print Name]

National Registered Agents, Inc.
1850 North Central Avenue, #1160
Phoenix, Arizona 85004

EXHIBIT B

UCN, Inc. Tariff

UCN, Inc.

TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for resold interexchange telecommunication services provided by UCN, Inc., with principal offices at 14870 South Pony Express Road, Bluffdale Utah 84065.

This tariff applies for services furnished within the state of Arizona. This tariff is on file with the Arizona Corporation Commission, and copies may be inspected, during normal business hours, at the Company's principal place of business.

Issued:

Effective:

Paul Jarman, President
14870 South Pony Express Road
Bluffdale, Utah 84065

CHECK SHEET

Pages of this tariff, as indicated below, are effective as of the date shown at the bottom of the respective pages. Original and revised pages, as named below, comprise all changes from the original tariff and are currently in effect as of the date on the bottom of this page.

PAGE NO.	REVISION	PAGE NO.	REVISION
1	Original		
2	Original		
3	Original		
4	Original		
5	Original		
6	Original		
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8	Original		
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Issued:

Effective:

Paul Jarman, President
14870 South Pony Express Road
Bluffdale, Utah 84065

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Issued:

Effective:

Paul Jarman, President
14870 South Pony Express Road
Bluffdale, Utah 84065

SYMBOLS

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

- (C) - Change in Rule or Regulation.
- (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.

Issued:

Effective:

Paul Jarman, President
14870 South Pony Express Road
Bluffdale, Utah 84065

SECTION 1 - TERMS AND ABBREVIATIONS

ACC - Refers to the Arizona Corporation Commission.

Access Line - An arrangement which connects the Subscriber's or Customer's location to the Carrier's designated point of presence or network switching center.

Authorized User - A person, firm or corporation, or any other entity authorized by the Customer or Subscriber to communicate utilizing the Company's services.

Carrier or Company - UCN, Inc., unless otherwise indicated by the context.

Customer - The person, firm or corporation, or other entity which orders, cancels, amends, or uses service and is responsible for the payment of charges and/or compliance with tariff regulations.

Customer Premises Equipment - Terminal equipment, as defined herein, which is located on the Customer's premises.

Dedicated Access - See Special Access Origination/Termination.

Special Access Origination/Termination - Where originating or terminating access between the Customer and the interexchange carrier is provided on dedicated circuits. The Access Provider provides these dedicated circuits from the Customer's location to the Company's point of presence. The rates and charges for dedicated circuits are determined by the Access Provider and the Customer is responsible for payment of these charges to the Access Provider.

Subscriber - The person, firm, corporation, or other legal entity, which arranges for services of the Company on behalf of itself or Authorized Users. The Subscriber is responsible for compliance with the terms and conditions of this tariff. A Subscriber may also be a Customer when the Subscriber uses services of the Company.

Switched Access Origination/Termination - Where originating or terminating access between the Customer and the interexchange carrier is provided on Feature Group D circuits.

Terminal Equipment - Devices, apparatus, and associated wiring, such as teleprinters, telephones, or data sets.

Issued:

Effective:

Paul Jarman, President
14870 South Pony Express Road
Bluffdale, Utah 84065

SECTION 2 - RULES AND REGULATIONS**2.1 Undertaking of the Company**

UCN, Inc. offers intrastate interexchange service originating at specified points within the state of Arizona under terms of this tariff. The Company's services and resold facilities are provided on a monthly basis unless otherwise provided, and are available twenty-four hours per day, seven days per week.

The Company installs, operates, and maintains the *communications services provided herein* in accordance with the terms and conditions set forth under this tariff. The Company may act as the Subscriber's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Subscriber, to allow connection of a Subscriber's location to the Company's network. The Subscriber shall be responsible for all charges due for such service arrangement.

2.2 Limitations

- 2.2.1** Service is offered subject to the availability of the necessary resold facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.
- 2.2.2** The Company reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Subscriber or Customer is using service in violation of provisions of this tariff, or in violation of the law.
- 2.2.3** The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.
- 2.2.4** All services and resold facilities provided under this tariff are directly or indirectly controlled by the Company and the Subscriber may not transfer or assign the use of service or facilities without 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.
- 2.2.5** Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

Issued:

Effective:

Paul Jarman, President
14870 South Pony Express Road
Bluffdale, Utah 84065

SECTION 2 - RULES AND REGULATIONS**2.3 Use**

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

2.4 Liabilities of the Company

2.4.1 The Company's liability for damages arising out of mistakes, interruptions, omissions, delays, errors, or defects in transmission which occur in the course of furnishing service or facilities, shall be determined in accordance with AAC R14-2-507 and any other applicable law.

2.4.2 The Company shall not be liable for claim or loss, expense or damage (including indirect, special or consequential damage), for any interruption, delay, error, omission, or defect in any service, facility or transmission provided under this tariff, if caused by any person or entity other than the Company, by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, civil disturbance, or act of government, or by any other cause beyond the Company's direct control.

2.4.3 The Company shall not be liable for, and shall be fully indemnified and held harmless by Customer and Subscriber against any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement of copy-right or patent, unauthorized use of any trademark, trade name or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted, or used by the Company under this tariff; or for any act or omission of the Customer or Subscriber; or for any personal injury or death of any person caused directly or indirectly by the installation, maintenance, location, condition, operation, failure, presence, use or removal of equipment or wiring provided by the Company, if not directly caused by negligence of the Company.

2.4.4 The Company shall not be liable for any defacement of or damages to the premises of a Subscriber resulting from the furnishing of service, which is not the direct result of the Company's negligence.

Issued:

Effective:

Paul Jarman, President
14870 South Pony Express Road
Bluffdale, Utah 84065

SECTION 2 - RULES AND REGULATIONS**2.5 Taxes**

All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

2.6 Terminal Equipment

The Company's facilities and service may be used with or terminated in Subscriber-provided terminal equipment or Subscriber-provided communications systems, such as a PBX or Pay Telephone. Such terminal equipment shall be furnished and maintained at the expense of the Subscriber, except as otherwise provided. The Subscriber is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria standards of the telecommunications industry as endorsed by the Federal Communications Commission.

2.7 Installation and Termination

Service is installed upon mutual agreement between the Subscriber and the Company. The agreement will determine terms and conditions of installation, termination of service, any applicable sales commission structure, and sales commission payment schedule. The service agreement does not alter rates specified in this tariff.

When Customers are members of the transient public, they do not contract directly with the Company for provision of service. Subscribers contract for service on behalf of themselves and/or their transient patrons. Service provided to Customers (patrons of the contracting party) is governed by the terms of this tariff schedule and the lawful terms of the billing agency. No contractual agreements are required of the Customer.

Issued:

Effective:

Paul Jarman, President
14870 South Pony Express Road
Bluffdale, Utah 84065

SECTION 2 - RULES AND REGULATIONS**2.8 Cancellation by the Company**

Without incurring liability, the Company may immediately discontinue services to a Subscriber or End User or may withhold the provision of ordered or contracted services:

- 2.8.1 For nonpayment of any sum due for more than thirty days after issuance of the bill for the amount due,
- 2.8.2 For violation of any of the provisions of this tariff,
- 2.8.3 For violation of any law, rule, regulation or policy of any governing authority having jurisdiction over the Company's services, or
- 2.8.4 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.

2.9 Interruption of Service by the Company

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 subscriber and the Company's equipment and facilities and may continue such interruption until any items of non-compliance or improper equipment operation so identified are rectified.

The Company may discontinue Service without notice to the subscriber, by blocking traffic to certain countries, 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.

2.10 Termination of Service by Subscriber

Unless otherwise specified by contractual commitment, any Subscriber may terminate service with the Company upon thirty days written notice.

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SECTION 2 - RULES AND REGULATIONS**2.11 Payment for Service**

All charges due by the Customer are payable to any agency duly authorized to receive such payments. The billing agency may be a local exchange telephone company, credit card company or other billing service. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the ACC. Any objections to billed charges must be reported within 180 days to the Company's billing agent. Adjustments to Customer's bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

Customer inquiries regarding service or billing may be made in writing or by calling the toll free number listed below:

Kimm Partridge
14870 S. Pony Express Rd.
Bluffdale, UT 84065
(866) 541-0000
kimm.partridge@ucn.net

Customers who are dissatisfied with the response to their complaint may contact the Arizona Corporation Commission for resolution of the issues at the following address:

Arizona Corporation Commission

Phoenix Office:
1200 W. Washington St.
Metro Phoenix, AZ 85007
(602) 542-4251
(800) 222-7000 (AZ residents only)

Tucson Office:
400 W. Congress, Room 218
Metro Tucson, AZ 85701-1347
(520) 628-6550
(800) 535-0148 (AZ residents only)

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SECTION 2 - RULES AND REGULATIONS

2.12 Other Rules

2.12.1 Regulatory Changes

The Company reserves the right to discontinue service, limit service, or to impose requirements on Subscribers as required to meet changing regulatory rules and standards of the ACC and the Federal Communications Commission.

2.12.2 Refunds or Credits for Service Outages or Deficiencies

Credit allowances for interruptions of service caused by service outages or deficiencies are limited to the initial minimum period call charges for re-establishing the interrupted call.

2.13 800 Numbers

2.13.1 The Company will make every effort to reserve "800" vanity numbers on behalf of customers, but makes no guarantee or warrantee that the requested "800" number(s) will be available or assigned to the customer requesting the number.

2.13.2 If a Customer accumulates undisputed past-due charges, the Company reserves the right not to honor the Customer's request for a change in 800 service to another carrier (e.g., "porting" of the 800 number), including a request for a Responsible Organization (Resp Org) change, until such time as all charges are paid in full.

2.13.3 800 numbers shared by more than one Customer, whereby individual customers are identified by a unique Personal Identification Number, may not be assigned or transferred for use with service provided by another carrier. The Company will only honor Customer requests for change in Resp Org or 800 service provider for 800 numbers dedicated to the sole use of that single Customer.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.1 General Description of Rates and Charges****3.1.1 Application of Charges**

Long Distance Communications Service includes recurring and non-recurring charges. Stabilized recurring charges may be offered on a Customer specific basis where service demands or competitive necessity justify such charges. Recurring charges consist of flat-rated monthly and usage-sensitive charges. Service also may include a Minimum Charge. Nonrecurring charges for installation of a service and additions to service, as well as a Termination Charge and Cancellation Charge, are also included.

(a) Non-Recurring Charges: Non-Recurring Charges are billed in advance.

(b) Recurring Charges: Recurring Charges, including usage-sensitive charges, are billed in arrears.

3.1.2 Taxes

The Customer will be billed for, and is responsible for payment of any taxes, surcharges, fees or assessments (excluding taxes on the Company's net income) imposed on or based upon provision, sale or use of the Company's services.

3.1.2.1 Arizona Universal Service Fund:

0.1565% of all invoiced intrastate charges, not including certain taxes.

3.1.3 Jurisdiction

When the location of the calling and the called stations is a factor in rate determination, the rate is calculated according to whether the termination of the call is intrastate, interstate or international. This tariff contains rates for intrastate calls only.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.2 Timing of Calls**

3.2.1 Timing for all calls begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.

3.2.2 Chargeable time for all calls ends when either one of the parties disconnects from the call.

3.2.3 The minimum call duration and additional billing increments are specified on a per product basis in this section of the tariff.

3.2.4 The Company will not bill for incomplete calls.

3.3 Special Access Channels

Special access channels (i.e.: dedicated facilities), if utilized, are provided and billed to the Customer by the local exchange telephone company. Charges for the special access channel are determined by the local access provider and the Customer is responsible for payment of these charges to the local exchange telephone company. The Company will, at the Customer's request, act on behalf of the Customer in the ordering and installation of the special access channel with the access provider. The Company may also request the access provider to bill them for the account in the name of the Customer. If this option is utilized, the Company will pass the charges, including a billing service fee, through to the Customer.

3.4 Quality and Grade of Service Offered

Minimum Call Completion Rate - Customers can expect a call completion rate of not less than 98% during peak use periods. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.5 Service Offerings****3.5.1 Switched Long Distance Service**

Switched Long Distance Service is a usage based direct dialed interexchange service, which utilizes switched access facilities, from equal access locations, on the originating end of each call. Calls are billed in a maximum of 60 second increments. All charges are billed monthly in arrears.

3.5.2 Switched Toll-Free Service

Switched Toll-Free Service provides Toll-Free calls to terminating points throughout the state of Arizona, which utilizes switched access facilities from equal access locations, on the terminating end of each call. Charges for the Toll-Free calls are billed to the Company's customers rather than the caller. Calls are billed in a maximum of 60 second increments with initial call duration of 60 seconds. All charges are billed monthly in arrears.

3.5.3 Dedicated Long Distance Service

Dedicated Long Distance Service is a flat rate direct dialed interexchange service, which utilizes dedicated access facilities on the originating end of each call. Calls are billed in 6 second increments with initial call duration of 6 seconds. All charges are billed monthly in arrears.

3.5.4 Dedicated Toll Free Service

Dedicated Toll Free Service provides inbound '800/888/877/866' calling to points terminating within the State of Arizona utilizing dedicated access facilities on the terminating end of each call. Charges for the '800/888/877/866' calls are billed to the Company's Customers rather than to the originating caller. Calls are billed in 6 second increments with initial call duration of 18 seconds. All charges are billed monthly in arrears.

3.5.5 Calling Card

Calls are billed in a maximum of 60 second increments with initial call duration of 60 seconds. All calls are billed in arrears.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges**

Customers may receive service from differing underlying carriers and may choose Outbound 1+ and/or Inbound toll free options from Plans 10 - 17.

3.6.1 Plan 1

Plan 1 is a small business service. It provides Outbound 1+ switched and Inbound toll free calling. Calls are billed in 6 second increments.

Rates:

Outbound 1+ Switched:

Monthly Minutes of Use	Rate
0 - 999	\$0.0808
1,000 - 1,999	0.0768
2,000 - 2,999	0.0687
3,000 - 3,999	0.0663
4,000 - 4,999	0.0654
5,000 - 5,999	0.0614
6,000 - 6,999	0.0606
7,000 - 7,999	0.0566
8,000 - 8,999	0.0525
9,000 - 9,999	0.0485
10,000 - 10,999	0.0445
11,000 +	0.0331

Inbound Toll Free: \$0.095

Directory Assistance: Plan 1 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.2 Plan 2**

Plan 2 is a residential service. It provides Outbound 1+ switched calling. Calls are billed in 60 second increments.

Rates:

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 - 999	\$0.090
1,000 - 1,999	0.085
2,000 - 2,999	0.077
3,000 - 3,999	0.072
4,000 - 4,999	0.069
5,000 - 5,999	0.068
6,000 - 6,999	0.063
7,000 - 7,999	0.054
8,000 - 8,999	0.050
9,000 +	0.037

Directory Assistance: Plan 2 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.3 Plan 3**

Plan 3 is a residential service. It provides Outbound 1+ switched calling and Inbound toll free calling. Calls are billed in 60 second increments.

Rates:

Outbound 1+ Switched:

Monthly Minutes of Use	Rate
0 - 999	\$0.0800
1,000 - 1,999	0.0744
2,000 - 2,999	0.0680
3,000 - 3,999	0.0600
5,000 - 5,999	0.0560
6,000 - 6,999	0.0520
4,000 - 4,999	0.0504
7,000 - 7,999	0.0480
8,000 +	0.0440

Inbound Toll Free: \$0.18

Monthly fee: \$2.50

Directory Assistance: Plan 3 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.4 Plan 4**

Plan 4 is a switched plan of long distance services available to residential customers. Plan 4 Option plans include the following services: Outbound 1+ switched and Inbound toll-free services. Calls are billed in 60 second increments.

Rates:

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 - 2,999	\$0.070
3,000 - 5,999	0.068
6,000 - 8,999	0.063
9,000 - 11,999	0.054
12,000 +	0.050

Inbound Toll Free: \$0.10

Monthly fee: \$4.95

Directory Assistance: Plan 4 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.5 Plan 5**

Plan 5 is a small business switched long distance service offering consisting of 1+ outbound and toll free inbound service. Calls are billed in 6 second increments.

Rates:

Outbound 1+ Switched

Monthly Minutes of Use	Rate
0 - 999	\$0.1150
1,000 - 1,999	0.1093
2,000 - 2,999	0.1081
3,000 - 3,999	0.1070
5,000 - 5,999	0.0978
6,000 - 6,999	0.0943
4,000 - 4,999	0.1035
7,000 - 7,999	0.0932
8,000 - 8,999	0.0920
9,000 - 9,999	0.0874
10,000 - 10,999	0.0863
11,000 - 11,999	0.0751
12,000 - 12,999	0.0727
13,000 - 13,999	0.0646
14,000 +	0.0472

Inbound Toll Free: \$0.1299

Directory Assistance: Plan 5 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.6 Plan 6**

Plan 6 is a switched long distance offering of services available to business/commercial customers. Plan 6 includes the following services: 1+ outbound and calling card services. Outbound 1+ switched calls are billed in 6 second increments. Calling card calls are billed for a 60 second minimum increment and 6 second additional increments.

Rates

Outbound 1+ Switched

Monthly Minutes of Use	Rate
0 - 999	\$0.0850
1,000 - 1,999	0.0808
2,000 - 2,999	0.0805
3,000 - 3,999	0.0765
4,000 - 4,999	0.0723
5,000 - 5,999	0.0683
6,000 - 6,999	0.0680
7,000 - 7,999	0.0638
8,000 - 8,999	0.0595
9,000 - 9,999	0.0566
10,000 - 10,999	0.0536
11,000 +	0.0509

Calling Card: \$0.10

Directory Assistance: Plan 6 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.7 Plan 7**

Plan 7 is a residential service. It provides Outbound 1+ switched calling. Calls are billed in 60 second increments.

Monthly minutes of Use	Rates
0 - 999	0.090
1,000 - 1,999	0.080
2,000 - 2,999	0.077
3,000 - 3,999	0.072
4,000 - 4,999	0.069
5,000 - 5,999	0.054
6,000 - 6,999	0.050
7,000 +	0.037

Directory Assistance: Plan 7 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.8 Plan 8**

Plan 8 is a small business service that provides Inbound toll free calling. Calls are billed in 6 second increments.

Monthly Minutes of Use	Rate
0 - 999	\$0.1400
1,000 - 1,999	0.1150
2,000 - 2,999	0.1080
3,000 - 3,999	0.1039
4,000 - 4,999	0.0979
5,000 - 5,999	0.0874
6,000 - 6,999	0.0863
7,000 - 7,999	0.0850
8,000 - 8,999	0.0809
9,000 - 9,999	0.0759
10,000 - 10,999	0.0723
11,000 - 11,999	0.0649
12,000 - 12,999	0.0638
13,000 - 13,999	0.0614
14,000 - 14,999	0.0606
15,000 - 15,999	0.0599
16,000 - 16,999	0.0566
17,000 - 17,999	0.0525
18,000 - 18,999	0.0509
19,000 - 19,999	0.0485
20,000 - 20,999	0.0445
21,000 +	0.0331

Monthly access fee: \$2.50

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.9 Plan 9**

Plan 9 is a residential service that provides Inbound toll free calling. Calls are billed in 60 second increments.

Monthly Minutes of Use	Rate
0 – 999	\$0.077
1,000 – 1,999	0.070
2,000 +	0.068

Monthly access fee: \$2.50

3.6.10 Plan 10

Plan 10 is a residential service that provides Outbound 1+, Inbound toll free and calling card service at flat rates. Calls are billed in 60 second increments.

Outbound 1+ Switched: \$0.139

Monthly Access Fee: \$4.95

Inbound Toll-Free: \$0.139

A monthly fee of \$1.00 applies

Calling Card: \$0.149

Directory Assistance: Plan 10 customers will be charged \$0.95 per call for intrastate Directory Assistance.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.11 Plan 11**

Plan 11 is a small business service that provides Outbound 1+ and Inbound toll free service. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 - 999	\$0.2010
1,000 - 1,999	0.1824
2,000 - 2,999	0.1669
3,000 - 3,999	0.1589
4,000 - 4,999	0.1539
5,000 - 5,999	0.1492
6,000 +	0.1448

A monthly access fee of \$2.50 applies if monthly usage is less than \$50.00

Inbound Toll Free

Monthly Minutes of Use	Rates
0 - 999	\$0.2288
1,000 - 1,999	0.2076
2,000 - 2,999	0.1900
3,000 - 3,999	0.1808
4,000 - 4,999	0.1752
5,000 - 5,999	0.1699
6,000 +	0.1649

A monthly fee of \$1.00 applies.

Directory Assistance: Plan 11 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.12 Plan 12**

Plan 12 is a small business service that provides Outbound 1+ and Inbound toll free service. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 - 999	\$0.3444
1,000 - 1,999	0.3053
2,000 - 2,999	0.2741
3,000 - 3,999	0.2583
4,000 - 4,999	0.2487
5,000 - 5,999	0.2398
6,000 +	0.2316

A monthly access fee of \$2.50 applies if monthly usage is less than \$50.00

Inbound Toll Free

Monthly Minutes of Use	Rates
0 - 999	\$0.2659
1,000 - 1,999	0.2356
2,000 - 2,999	0.2116
3,000 - 3,999	0.1994
4,000 - 4,999	0.1920
5,000 - 5,999	0.1852
6,000 +	0.1788

A monthly fee of \$1.00 applies.

Directory Assistance: Plan 12 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES

3.6 Rates and Charges (Cont.)

3.6.13 Plan 13

Plan 13 is a business service that provides Outbound 1+, Inbound toll free and calling card service, based on monthly usage and mileage. Customers must meet the minimum volume usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free calls are billed in 6 second increments. Calling card calls are billed in 60 second increments.

Outbound 1+ Dedicated:

Monthly Minutes of Use

Tier Called/Rates

	A	B	C
0 - 999	\$0.1700	\$0.5111	\$0.3361
1,000 - 1,999	0.1507	0.4530	0.2979
2,000 - 2,999	0.1353	0.4068	0.2675
3,000 - 3,999	0.1275	0.3833	0.2521
4,000 - 4,999	0.1228	0.3691	0.2428
5,000 - 5,999	0.1184	0.3560	0.2341
6,000 - 6,999	0.1143	0.3437	0.2260
7,000 - 7,999	0.1105	0.3322	0.2185
8,000 - 8,999	0.1070	0.3215	0.2114
9,000 +	0.1036	0.3115	0.2048

Inbound Toll Free:

Monthly Minutes of Use

Originating Tier/Rates

	A	B	C
0 - 999	\$0.1154	\$0.3407	\$0.2250
1,000 - 1,999	0.1023	0.3020	0.1995
2,000 - 2,999	0.0918	0.2711	0.1791
3,000 - 3,999	0.0865	0.2555	0.1688
4,000 - 4,999	0.0833	0.2460	0.1625
5,000 - 5,999	0.0804	0.2372	0.1567
6,000 - 6,999	0.0776	0.2291	0.1513
7,000 - 7,999	0.0750	0.2214	0.1463
8,000 - 8,999	0.0726	0.2143	0.1416
9,000 +	0.0703	0.2076	0.1371

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 13 customers will be charged \$0.85 for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.14 Plan 14**

Plan 14 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed in 6 second increments. Calling Card usage is billed in 60 second increments.

Outbound 1+ Dedicated

Monthly Minutes of Use	Rates
0 - 1,999	\$0.2000
2,000 - 3,999	0.1773
4,000 - 5,999	0.1592
6,000 - 7,999	0.1500
8,000 - 9,999	0.1444
10,000 - 11,999	0.1393
12,000 - 13,999	0.1345
14,000 - 15,999	0.1300
16,000 - 17,999	0.1258
18,000 +	0.1219

Inbound Toll Free:

Monthly Minutes of Use	Rates
0 - 1,999	\$0.1698
2,000 - 3,999	0.1505
4,000 - 5,999	0.1351
6,000 - 7,999	0.1274
8,000 - 9,999	0.1226
10,000 - 11,999	0.1183
12,000 - 13,999	0.1142
14,000 - 15,999	0.1104
16,000 - 17,999	0.1068
18,000 +	0.1035

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 14 customers will be charged \$0.85 for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.6 Rates and Charges (Cont.)****3.6.15 Plan 15**

Plan 15 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed in 6 second increments. Calling Card usage is billed in 60 second increments.

Outbound 1+ Dedicated

Monthly Minutes of Use	Rates
0 - 1,999	\$0.1656
2,000 - 3,999	0.1468
4,000 - 5,999	0.1318
6,000 - 7,999	0.1242
8,000 - 9,999	0.1196
10,000 - 11,999	0.1154
12,000 - 13,999	0.1114
14,000 - 15,999	0.1077
16,000 - 17,999	0.1042
18,000 +	0.1009

Inbound Toll Free:

Monthly Minutes of Use	Rates
0 - 1,999	\$0.1479
2,000 - 3,999	0.1311
4,000 - 5,999	0.1178
6,000 - 7,999	0.1110
8,000 - 9,999	0.1069
10,000 - 11,999	0.1030
12,000 - 13,999	0.0995
14,000 - 15,999	0.0962
16,000 - 17,999	0.0931
18,000 +	0.0902

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 15 customers will be charged \$0.85 for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES

3.6 Rates and Charges (Cont.)

3.6.16 Plan 16

Plan 16 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments. Calling card usage is billed in 60 second increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 - 999	\$0.2010
1,000 - 1,999	\$0.1824
2,000 - 2,999	\$0.1669
3,000 - 3,999	\$0.1589
4,000 - 4,999	\$0.1539
5,000 - 5,999	\$0.1492
6,000 +	\$0.1448

Inbound Toll Free

Monthly Minutes of Use	Rates
0 - 999	\$0.2288
1,000 - 1,999	\$0.2076
2,000 - 2,999	\$0.1900
3,000 - 3,999	\$0.1808
4,000 - 4,999	\$0.1752
5,000 - 5,999	\$0.1699
6,000 +	\$0.1649

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 16 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.7 Rates and Charges (Cont.)****3.6.17 Plan 17**

Plan 17 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments. Calling card usage is billed in 60 second increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 - 999	\$0.3444
1,000 - 1,999	0.3053
2,000 - 2,999	0.2741
3,000 - 3,999	0.2583
4,000 - 4,999	0.2487
5,000 - 5,999	0.2398
6,000 +	0.2316

Inbound Toll Free

Monthly Minutes of Use	Rates
0 - 999	\$0.2659
1,000 - 1,999	0.2356
2,000 - 2,999	0.2116
3,000 - 3,999	0.1994
4,000 - 4,999	0.1920
5,000 - 5,999	0.1852
6,000 +	0.1788

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 17 customers will be charged \$0.95 for intrastate Directory Assistance calls.

 Issued:

Effective:

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES**3.7 Public Telephone Surcharge**

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

3.7.1 Public Telephone Surcharge

Rate per Call	\$0.30
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SECTION 4 - MISCELLANEOUS

4.1 General

Each Customer is charged individually for each call placed through the Company. Charges will vary by service offering, class of call, time of day, day of week, class of call and/or call duration.

4.2 Late Payment Charge

The company will charge a one-time 1.5% late payment fee on all invoices not paid by the due date identified on the Company bill.

4.3 Return Check Charge

The Company will assess a return check charge of up to \$20.00 whenever a check or draft presented for payment of service is not accepted by the institution on which it is written. This charge applies each time a check is returned to the Company by a bank for insufficient funds.

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SECTION 5 - PROMOTIONS

5.1 Promotions - General

From time to time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some of all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration, not to exceed 90 days, or by offering premiums or refunds of equivalent value. Such promotions shall be made available to all similarly situated Customers in the target market area. All promotions will be filed with and approved by the Commission prior to offering them to Customers.

5.2 Demonstration of Calls

From time to time the Company shall demonstrate service by providing free test calls of up to four minutes duration over its network.

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SECTION 6 - CONTRACT SERVICES**6.1 General**

At the option of the Company, service may be offered on a contract basis to meet specialized requirements of the Customer not contemplated in this tariff. The terms of each contract shall be mutually agreed upon between the Customer and Company and may include discounts off of rates contained herein, waiver of recurring or nonrecurring charges, charges for specially designed and constructed services not contained in the Company's general service offerings, or other customized features. The terms of the contract may be based partially or completely on the term and volume commitment, type of originating or terminating access, mixture of services or other distinguishing features. Service shall be available to all similarly situated Customers for six months after the initial offering to the first contract Customer for any given set of terms.

Each contract will be filed with the Arizona Corporations Commission.

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