

NEW APPLICATION



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December 20, 2001

To: Docket Control Center  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, Arizona 85007-2927

Re: **DOCKET NO. T-04075A-01-1009**  
Application of X2Comm, Inc. d/b/a  
DC Communications for a  
Certificate of Convenience and Necessity

Dear Sir or Madam:

Submitted herewith for filing, are an original and ten (10) copies of X2Comm, Inc. d/b/a DC Communications' Application for a Certificate of Convenience and Necessity to provide resold long distance services.

Please acknowledge receipt of this filing by date stamp the additional copy of this cover letter and returning it in the self-addressed pre-paid envelope, which was provided for this purpose.

Please contact me if you have any questions regarding this filing.

Sincerely,

Mark Pavol  
Secretary/Treasurer

**If the Applicant wants to provide any type of non-Customer Owned Pay Telephone (“COPT”) or non-Alternative Operator Services (“AOS”) telecommunications services in Arizona, provide the Arizona Corporation Commission (“Commission”) with the information being requested.**

**Remember that information submitted for a Certificate of Convenience and Necessity (“CC&N”) will be made part of the public record (including financial statements). Any information designated as confidential will not be accepted by Docket Control. Mail your original CC&N application plus ten (10) copies to Arizona Corporation Commission, Docket Control, 1200 W. Washington Street, Phoenix, AZ 85007-2927.**

**Make sure each numbered item and each part of the item is answered completely. If it is not, Staff will re-submit the numbered item(s) and/or part(s) of the item in a following data request. In order for Staff to review of your application, the following information must be provided:**

1. Please indicate the type of telecommunications services you want to provide in Arizona and answer the appropriate numbered items.

- Resold long distance services (answer items 1 - 24 and items 25 – 35)
- Resold local exchange services (answer items 1 - 24 and items 36 - 46)
- Facilities-based long-distance services (answer items 1 - 24 and items 47 - 58)
- Facilities-based local exchange services, voice and/or data (answer items 1 - 24 and items 59 – 78)

2. Please provide the name of the Applicant.

X2Comm, Inc. d/b/a DC Communications

Provide the address of the Applicant

270 South Main Street, Flemington, NJ 08822

Provide the telephone number (including area code) of the Applicant.

908-806-4479

Provide facsimile number (including area code) of the Applicant.

908-806-2178

Provide the e-mail address of the Applicant.

Mark@x2comm.com

Provide the Web address (if one is available for customer access) of the Applicant.

Dcclld.com

3. Please provide the d/b/a name, if doing business other than the Applicant's name listed above, specify DC Communications.
4. Please provide the name of the management contact.

Mark Pavol

Provide the address of the management contact.

270 South Main Street, Flemington, NJ 08822

Provide the telephone number (including area code) of the management contact.

908-806-4479

Provide facsimile number (including area code) of the management contact.

908-806-2178

Provide the e-mail address of the management contact.

mark@x2comm.com

5. Please provide the name of the Attorney and/or Consultant representing the Applicant.

N/A- The company will represent itself for purposes of this application.

Provide the address of the Attorney and/or Consultant representing the Applicant.

N/A

Provide the telephone number (including area code) of the Attorney and/or Consultant representing the Applicant.

N/A

Provide facsimile number (including area code) of the Attorney and/or Consultant representing the Applicant.

N/A

Provide the e-mail address of the Attorney and/or Consultant representing the Applicant.

N/A

6. Please provide the name of the Company's complaint contact person.

Mark Pavol

Provide the address of the Company's complaint contact person.

270 South Main Street, Flemington, NJ 08822

Provide the telephone number (including area code) of the Company's complaint contact person.

908-806-4479

Provide facsimile number (including area code) of the Company's complaint contact person.

908-806-2178

Provide the e-mail address of the Company's complaint contact person.

mark@x2comm.com

7. Please identify the type of legal entity the Applicant is:

Sole Proprietorship

Partnership please indicate type:  limited,  general,  
please indicate domicile:  Arizona,  Foreign

Limited Liability Company:   
please indicate domicile:  Arizona,  Foreign

Corporation please indicate type:  "S",  "C",  Non-profit,   
please indicate domicile:  Arizona,  Foreign

*(Note: According to A.R.S. § 40-282 A., "If an Applicant for a Certificate of Convenience and Necessity is a corporation, a certified copy of its Articles of Incorporation shall be filed in the office of the commission before any Certificate of Convenience and Necessity may issue.")*

Other, specify \_\_\_\_\_

8. Please provide a copy of the Applicant's authority to do business in Arizona as Attachment "A". See Attachment A

Provide the names of all owners, partners, limited liability company managers, or corporation officers and directors (specify) in Attachment "A" and;

Provide their respective percentages of ownership in Attachment "A".

9. Please provide us with a copy of your proposed tariffs as Attachment "B".

See Attachment B

Indicate by reference to page number(s) the proposed rates and charges for each service to be provided.

Proposed rates can be found on pages 27 through 29.

Indicate by reference to page number(s) the tariff (maximum) rate as well as the price to be charged.

Maximum rates can be found on pages 21 through 26.

*(Note: If no maximum rates are indicated, then the current prices on file will be considered current and maximum rates.)*

Indicate by reference to page number(s) the terms and conditions that will apply to provision of the service(s) by your Company.

Term and conditions can be found on pages 9 through 18.

Indicate by reference to page number(s) the deposits, advances, and/or prepayments that will apply to provision of the service(s) by your Company.

Deposits, advances, and/or prepayments can be found on page 15.

*(Note: Price list rate changes that result in rates that are lower than the tariff rate are effective upon concurrent notice to the Commission (see Rule R14-2-1109 (B) (2)). See Rule R14-2-1110 for procedures to make price list changes that result in rates that are higher than the tariff rate.)*

10. Please indicate the geographic market you will serve:

Statewide: The company will provide service Statewide.

Other, describe the area by community or rate center name

N/A

11. Please indicate if the Company has been or the Company is concurrently involved in any formal complaint proceedings pending before any State or Federal Regulatory Commission.

N/A

If "yes", in which states is the Company involved in proceedings?

What is the substance of these complaints?

Provide a copy of the Commission order(s) that resolved any of these complaints.

12. Please indicate if the Company has been or the Company is concurrently involved in any civil or criminal investigations related to the delivery of telecommunications services within the last five years.

N/A

If "yes", in which states has the Applicant been involved in investigations?

Indicate why is the Applicant being investigated.

13. Please indicate if the Applicant had judgement entered against it in any civil matter or been convicted of criminal acts related to the delivery of telecommunications services within the last five years.

N/A

If "yes", list the states in which a judgement or conviction was entered.

Provide a copy of the court order.

14. Please indicate if your customers will be able to access alternative toll service providers or resellers via 1+101XXXX access.

The Customers will be able to access alternative toll service providers or resellers via 1-101XXXX access.

15. Please indicate if your Company has financial statements for the two most recent years.

The Company does not have two years of financial statements. The Company began operations in April 2001.

If "no", explain why and give the date your Company began operations.

16. Please provide financial information as Attachment "C".

See Attachment C

Provide us with a copy of your Company's balance sheet in Attachment "C".

Provide us with a copy of your Company's income statement in Attachment "C".

Provide us with a copy of your Company's audit report (if audited) in Attachment "C".

N/A

Provide all related notes to these financial statements for the two most recent years that your Company has been in business in Attachment "C".

17. Please provide retained earnings account information on the balance sheet or on a separate sheet in Attachment "C".

See Attachment C

18. Please indicate if your Company is a subsidiary.

N/A

If "yes", provide a copy of your Parent Company's financial statements, in addition to your Company's financial statements, in Attachment "C".

Repeat items 15, 16 and 17 for your Parent Company. Make sure answers furnished by your Parent Company satisfy each item and request for information.

19. Please indicate if your Company intends to rely on the financial resources of its Parent Company.

N/A

If "yes", provide a written statement from your Parent Company attesting that it will provide complete financial backing if your Company experiences a net loss or business failure. The statement should also affirm that it will guarantee re-payment of customers' advances, prepayments, or deposits held by your Company if, for some reason, your Company cannot provide service or repay the deposits.

20. Please indicate if your customers will be required (or have the option) to pay advances, prepayments, or deposits for any of your products or services.

Customers will not be required to pay advances, prepayment, or deposits for any of the Company's products or services.

If "yes", provide an explanation of how and when these customer advances, prepayments, or deposits will be applied or reference the terms and conditions section of your Company's tariffs (by reference to page number(s)) with this explanation. If this information is not explained in the tariff, provide it on a separate sheet.

If "no",

*(Note: Commission considers prepaid calling cards de facto prepayments.)*

If at a later date, your Company decides it wants to offer or require customer advances, prepayments, or deposits, it may be required to submit updated financial statements as part of the tariff amendment process.

21. Please state the proposed fee that will be charged for returned checks.

The Company proposes to charge a fee of \$25.00 for returned checks.

22. Please clarify and indicate by reference to page number(s) in your tariff your Company's deposit policy.

The Company's deposit policy can be found on page 15.

*(Note: Pursuant to A.A.C. R14-2-503 (B), the amount of a deposit required by the utility shall not exceed 2 times that residential customer's estimated average monthly bill or the average monthly bill for the customer class for*

*that customer which ever is greater. Nonresidential customer deposits shall not exceed 2 ½ times that customer's estimated maximum monthly bill. The term "deposit" refers to all deposits, advance payments, and prepayment.)*

23. Please submit copies of affidavits of publications that the Company has, as required, published legal notice of the application in all counties where services will be provided. Prior to the issuance of a CC&N, the Applicant is to complete and submit the following:

The correspondence letter, Affidavit of publication form and actual copy of the Company's published Legal Notice will be provided to the Commission as soon as it is available.

A correspondence letter. Refer to the Sample Correspondence Letter in the Legal Notice Material;

Affidavits of publication form. Refer to the Sample Proof of Publication and an Affidavit of Publication in the Legal Notice Material; and

The actual copy of your Company's published Legal Notice as noted in the Legal Notice Material.

*(Note: Use the Sample Legal Notice For Resold Telecommunications Services to provide resold long distance and/or resold local exchange telecommunications services. Use the Sample Legal Notice For Facilities-Based Telecommunications Services to provide facilities-based and resold local exchange, long distance and access exchange telecommunications services. All material for preparing and filing Legal Notice in the newspapers is available at the end of item number 78).*

24. Based on the review of the financial information submitted, Staff will determine whether or not the Applicant lacks sufficient financial resources.

If Staff determines the Applicant lacks sufficient financial resources, the Applicant must do one of the following:

1. Staff recommends that the Applicant procure a performance bond equal to \$10,000. The minimum bond amount of \$10,000 should be increased if at any time it would be insufficient to cover prepayments or deposits collected from the Applicant's customers. Staff further recommends that proof of the above mentioned performance bond be docketed within 90 days of the effective date of an order in this matter or 30 days prior to the provision of service, which ever comes first. If the Applicant is currently

providing service, then please docket the performance bond within 60 days of the date of this letter.

*(Note: The minimum bond amount for each type of telecommunication services is as follows: resold long distance \$10,000; resold local exchange \$25,000; facilities-based long distance \$100,000; and facilities-based local exchange, including access service, \$100,000. The amount of performance bond for multiple services is an aggregate of the minimum bond amount for each type of telecommunications services requested by the Applicant.)*

**OR**

2. The Applicant must file a letter stating that it does not currently, and will not in the future, charge its customers for any prepayments, advances, or deposits. If the Applicant is currently collecting prepayments, advances, or deposits, the Applicant must refund those charges to customers to avoid maintaining the above mentioned performance bond. If in the future, the Applicant desires to charge prepayments, advances, or deposits, it must file information with the Commission that demonstrates the Applicant's financial viability. Staff will review the information and forward its recommendation to the Commission for a Decision.

**If the Applicant wants to provide resold long distance telecommunications services, provide information as requested in items 1 - 24 and items 25 - 35.**

25. Please indicate if your Company is currently reselling long distance telecommunications services in Arizona.

No.

If "yes", please provide the date or approximate date you began reselling long distance telecommunications services in Arizona.

Identify the types of long distance telecommunications services you resell.

1+ outbound long distance and toll free service.

Identify whether operator services are provided or resold.

Operator services are resold.

Identify whether operator services are provided or resold to traffic aggregators (as

defined in A.A.C. Rule R14-2-1001 (3)).

Operator services are provided by the Company's underlying carriers, AT&T and Global Crossing, Inc.

*(Note: Commission rule requires that a separate CC&N, issued under Article 10, be obtained in order to provide operator services to traffic aggregators.)*

Identify the number of customers in Arizona for each type of resold long distance telecommunications service.

N/A. The Company does not yet have any customer in Arizona.

Identify the total number of long distance intrastate minutes resold in the latest 12-month period for which data is available.

N/A. The Company does not yet have any customer in Arizona.

If "no", please indicate the date when your Company plans to begin reselling long distance telecommunications services in Arizona.

The Company plans to begin reselling long distance telecommunications services in Arizona, after this Application has been submitted.

26. Please list the states in which you have applied for authority to offer resold long distance telecommunications services.

See Attachment D

27. Please indicate the resold long distance telecommunications services you applied for in each state.

1+ outbound long distance service and toll free service.

28. Please list the states in which you have been approved to offer resold long distance telecommunications services similar to those you intend to resell in Arizona.

See Attachment D

29. Please list the states in which you currently offer resold long distance telecommunications services similar to those you intend to resell in Arizona.

See Attachment D

30. Please provide a list of the states in which you have sought authority to resell long distance telecommunications services and either granted the authority with major changes and conditions, or had your application denied.

N/A

For each state listed, provide a copy of the Commission's decision modifying or denying your application for authority to provide resold long distance telecommunications services.

31. Please indicate if the Company has been granted authority to provide or resell long distance telecommunications services in any state where subsequently the authority was revoked.

N/A

If "yes", provide copies of the State Regulatory Commission's decision revoking its authority.

32. Please list and give a detailed explanation of complaints you have received (if any) regarding resold long distance exchange telecommunications services offered in other states.

N/A

State what actions were taken to remedy these complaints and to prevent them from occurring again.

33. Please indicate if your Company is a switchless reseller of long distance telecommunications services

The Company is a switchless reseller of long distance telecommunications services.

If "yes", provide the name of the company or companies whose long distance telecommunications services you resell.

The Company resells the long distance telecommunications services of AT&T and Global Crossings, Inc.

If "no" include Attachment "E".

*(Note: Attachment "E" needs to provide the following information: A diagram of the Applicant's basic call network used to complete Arizona intrastate resold long distance telecommunications traffic. This diagram should show how a typical call is routed in both its originating and terminating ends (i.e. show the access network and call completion network). Also, include on the diagram the carrier(s) used for each major network component and indicate if the carrier is facilities-based or not. If the carrier is not facilities-based indicate who owns the facilities (within the State of Arizona) that are used to originate and terminate the Applicant's intrastate resold long distance telecommunications traffic (i.e. provide a list of the Arizona facilities-based long distance carriers whose facilities are used to complete the Applicant's intrastate traffic.)*

34. Please list the companies with which you have signed resale agreements for long distance, along with the states in which they were approved.

N/A

35. Please provide us with a copy of the resale agreement or contract between your Company and the applicable local exchange service provider. All applications for resold long distance telecommunications services must include a resale agreement or contract as Attachment "F".

See Attachment F

**If the Applicant wants to provide resold local exchange telecommunications services, provide information as requested items 1 - 24 and items 36 - 46.**

36. Please indicate if your Company is currently reselling local exchange telecommunications services in Arizona.

If "yes", please provide the date or approximate date you began reselling local exchange telecommunications services in Arizona.

Identify the types of local exchange telecommunications services you resell.

Identify whether operator services are provided or resold.

Identify whether operator services are provided or resold to traffic aggregators (as defined in A.A.C. Rule R14-2-1001 (3)).

*(Note: Commission rule requires that a separate CC&N, issued under Article 10, be obtained in order to provide operator services to traffic aggregators.)*

Identify the number of customers in Arizona for each type of resold local exchange telecommunications service.

Identify the total number of local exchange intrastate minutes resold in the latest 12-month period for which data is available.

If "no", please indicate the date when your Company plans to begin reselling local exchange telecommunications services in Arizona.

37. Please list the states in which you have applied for authority to offer resold local exchange telecommunications services.
38. Please indicate the resold local exchange telecommunications services you applied for in each state.
39. Please list the states in which you have been approved to offer resold local exchange telecommunications services similar to those you intend to resell in Arizona.
40. Please list the states in which you currently offer resold local exchange telecommunications services similar to those you intend to resell in Arizona.
41. Please provide a list of the states in which you have sought authority to resell local exchange telecommunications services and either granted the authority with major changes and conditions, or had your application denied.

For each state listed, provide a copy of the Commission's decision modifying or denying your application for authority to provide resold local exchange telecommunications services.

42. Please indicate if the Company has been granted authority to provide or resell local exchange telecommunications services in any state where subsequently the authority was revoked.

If "yes", provide copies of the State Regulatory Commission's decision revoking its authority.

43. Please list and give a detailed explanation of complaints you have received (if any) regarding resold local exchange telecommunications services offered in other states.

State what actions were taken to remedy these complaints and to prevent them from occurring again.

44. Please indicate if your Company is a switchless reseller of local exchange telecommunications services

If "yes", provide the name of the company or companies whose local exchange telecommunications services you resell.

If "no" include Attachment "E".

*(Note: Attachment "E" needs to provide the following information: A diagram of the Applicant's basic call network used to complete Arizona intrastate resold local exchange telecommunications traffic. This diagram should show how a typical call is routed in both its originating and terminating ends (i.e. show the access network and call completion network). Also, include on the diagram the carrier(s) used for each major network component and indicate if the carrier is facilities-based or not. If the carrier is not facilities-based indicate who owns the facilities (within the State of Arizona) that are used to originate and terminate the Applicant's intrastate resold local exchange telecommunications traffic (i.e. provide a list of the Arizona facilities-based long distance carriers whose facilities are used to complete the Applicant's intrastate traffic.)*

45. Please list the companies with which you have signed resale agreements for local exchange, along with the states in which they were approved.
46. Please provide us with a copy of the resale agreement or contract between your Company and the applicable local exchange service provider. All applications for resold local exchange telecommunications services must include a resale agreement or contract as Attachment "F".

**If the Applicant wants to provide facilities-based long distance telecommunications services, provide information as requested in items 1 - 24 and items 47 - 58.**

47. Please indicate if your Company is currently selling facilities-based long distance telecommunications services in Arizona. This item applies to Applicant requesting a geographic expansion of their CC&N.

If "yes", please provide the date or approximate date you began selling facilities-based long distance telecommunications services in Arizona.

Identify the types of facilities-based long distance telecommunications services you sell.

Identify whether operator services are provided or sold.

Identify whether operator services are provided or sold to traffic aggregators (as defined in A.A.C. Rule R14-2-1001 (3)).

*(Note: Commission rule requires that a separate CC&N, issued under Article 10, be obtained in order to provide operator services to traffic aggregators.)*

Identify the number of customers in Arizona for each type of facilities-based long distance telecommunications service.

Identify the total number of facilities-based long distance intrastate minutes sold in the latest 12-month period for which data is available.

If "no", please indicate the date when your Company plans to begin selling facilities-based long distance telecommunications services in Arizona.

48. Please list the states in which you have applied for authority to offer facilities-based long distance telecommunications services.
49. Please indicate the facilities-based long distance telecommunications services you applied for in each state.
50. Please list the states in which you have been approved to offer facilities-based long distance telecommunications services similar to those you intend to sell in Arizona.
51. Please list the states in which you currently offer facilities-based long distance telecommunications services similar to those you intend to sell in Arizona.
52. Please provide a list of the states in which you have sought authority to sell facilities-based long distance telecommunications services and either granted the authority with major changes and conditions, or had your application denied.

For each state listed, provide a copy of the Commission's decision modifying or denying your application for authority to provide facilities-based long distance telecommunications services.

53. Please indicate if the Company has been granted authority to provide or sell facilities-based long distance telecommunications services in any state where subsequently the authority was revoked.

If "yes", provide copies of the State Regulatory Commission's decision revoking its authority.

54. Please list and give a detailed explanation of complaints you have received (if any) regarding facilities-based long distance telecommunications services offered in other states.

State what actions were taken to remedy these complaints and to prevent them from occurring again.

55. Please indicate if your Company is a switchless seller of facilities-based long distance telecommunications services

If "yes", provide the name of the company or companies whose facilities-based long distance telecommunications services you sell.

If "no" include Attachment "G".

*(Note: Attachment "G" needs to provide the following information: A diagram of the Applicant's basic call network used to complete Arizona intrastate facilities-based long distance telecommunications traffic. This diagram should show how a typical call is routed in both its originating and terminating ends (i.e. show the access network and call completion network). Also, include on the diagram the carrier(s) used for each major network component and indicate if the carrier is facilities-based or not. If the carrier is not facilities-based indicate who owns the facilities (within the State of Arizona) that are used to originate and terminate the Applicant's intrastate telecommunications traffic (i.e. provide a list of the Arizona facilities-based long distance carriers whose facilities are used to complete the Applicant's intrastate traffic.)*

56. Please indicate that your Company intends to abide by all the Commission decisions and policies regarding Caller ID and other Custom Local Area Signaling Services ("CLASS").

*(Note: In its decision related to USWC's proposal to offer Caller ID and other CLASS features in the State, the Commission addressed a number of issues regarding the appropriateness of offering these services and under what circumstances it would approve the proposals to offer them. The Commission concluded that Caller ID could be offered provided that per call and line blocking, with the capability to toggle between blocking and unblocking the transmission of the phone number, should be provided as options to which customers could subscribe with no charge. The Commission also approved a Last Call Return service that will not return calls to telephone numbers that have the privacy indicator activated, which indicates that the number has been blocked. The Commission further required that USWC engage in education programs when introducing or providing the service(s). Staff does not believe that it is necessary for the Applicant to engage in the education*

*program that was ordered for USWC as long as customers in the areas where the Applicant intends to serve have already been provided with educational material and aware that they can have their numbers blocked on each call or at all times with line blocking.)*

57. Please indicate by reference to page number(s) in your Company's tariff that there is no Call Blocking charge.
58. Please furnish, for facilities-based long distance telecommunications services your Company intends to provide, a petition for competitive classification by describing the conditions within the relevant market that demonstrate that the telecommunications service is competitive, providing, at the minimum the following information:

A description of the general economic conditions that exist which make the relevant market for the service one that is competitive;

The number of alternative providers of the service;

The estimated market share held by each alternative provider of the service;

The names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801;

The ability of alternative providers to make functionally equivalent or substitute services readily available at competitive rates, terms, and conditions; and

Other indicators of market power, which may include growth and shifts in market share, ease of entry and exit, and any affiliation between and among alternative providers of services.

**If the Applicant wants to provide facilities-based local exchange telecommunications services, provide information as requested in items 1 - 24 and items 59 - 78.**

59. Please indicate if your Company is currently selling facilities-based local exchange telecommunications services in Arizona. This applies to Applicant requesting a geographic expansion of their CC&N.

If "yes", please provide the date or approximate date you began selling facilities-based local exchange telecommunications services in Arizona.

Identify the types of facilities-based local exchange telecommunications services you resell.

Identify whether operator services are provided or sold.

Identify whether operator services are provided or sold to traffic aggregators (as defined in A.A.C. Rule R14-2-1001 (3)).

*(Note: Commission rule requires that a separate CC&N, issued under Article 10, be obtained in order to provide operator services to traffic aggregators.)*

Identify the number of customers in Arizona for each type of facilities-based local exchange telecommunications service.

Identify the total number of facilities-based local exchange intrastate minutes sold in the latest 12-month period for which data is available.

If "no", please indicate the date when your Company plans to begin selling facilities-based local exchange telecommunications services in Arizona.

60. Please list the states in which you have applied for authority to offer facilities-based local exchange telecommunications services.
61. Please indicate the facilities-based local exchange telecommunications services you applied for in each state.
62. Please list the states in which you have been approved to offer facilities-based local exchange telecommunications services similar to those you intend to sell in Arizona.
63. Please list the states in which you currently offer facilities-based local exchange telecommunications services similar to those you intend to sell in Arizona.
64. Please provide a list of the states in which you have sought authority to sell facilities-based long distance telecommunications services and either granted the authority with major changes and conditions, or had grant your application for those services denied.

For each state listed, provide a copy of the Commission's decision modifying or denying your application for authority to provide facilities-based local exchange telecommunications services.

65. Please indicate if the Company has been granted authority to provide or sell facilities-based local exchange telecommunications services in any state where subsequently the authority was revoked.

If "yes", provide copies of the State Regulatory Commission's decision revoking its authority.

66. Please list and give a detailed explanation of complaints you have received (if any) regarding facilities-based local exchange telecommunications services offered in other states.

State what actions were taken to remedy these complaints and to prevent them from occurring again.

67. Please indicate if your Company is a switchless seller of facilities-based local exchange telecommunications services

If "yes", provide the name of the company or companies whose facilities-based local exchange telecommunications services you sell.

If "no" include Attachment "H".

*(Note: Attachment "H" needs to provide the following information: A diagram of the Applicant's basic call network used to complete Arizona intrastate facilities-based local exchange telecommunications traffic. This diagram should show how a typical call is routed in both its originating and terminating ends (i.e. show the access network and call completion network). Also, include on the diagram the carrier(s) used for each major network component and indicate if the carrier is facilities-based or not. If the carrier is not facilities-based indicate who owns the facilities (within the State of Arizona) that are used to originate and terminate the Applicant's intrastate telecommunications traffic (i.e. provide a list of the Arizona facilities-based long distance carriers whose facilities are used to complete the Applicant's intrastate traffic).*

68. Please provide a detailed description of the interconnection agreement(s) your Company has with other facilities-based local exchange carriers to ensure your network is properly connected to other facilities-based local exchange company networks. Unless the Company provides services solely through the use of its own facilities, the Company needs to procure an interconnection agreement that is consistent with established guidelines before being allowed to offer facilities-based local exchange service.

*(Note: The Commission approved the parameters under which interconnection between the Applicant and other providers will take place (Decision No. 59761, dated July 22, 1996, in Docket No. RT-00000F-96-0001.) The 1996 Telecommunications Act set forth general guidelines for interconnection).*

69. Please indicate how your Company plans to have its customers' telephone numbers included in the incumbent's Directories and Directory Assistance databases before it

begins to provide local exchange service. Since callers should be able to determine the telephone numbers belonging to customers of alternative local exchange companies, such as the Applicant; please make sure your plan answers the following questions:

Indicate the need for one or more Directory Assistance database administrators.

If there is one Directory Assistance database administrator, what should the rates be to include customers' telephone numbers in the directories?

Indicate the specific items that should be included in the Directory Assistance database.

70. Please provide a detailed description of how your Company will administer the portability of telephone numbers.

*(Note: Local exchange competition may not be vigorous if customers, especially business customers, must change their telephone numbers to obtain the service offerings of a competitive local exchange carrier.)*

If your service area will include rate centers in one of the top 100 Metropolitan Statistical Areas, please confirm that your switches will be equipped with Local Number Portability ("LNP").

Indicate in your description the permanent LNP arrangements made with other local exchange carriers ("LECs"), the Number Portability Administrative Center ("NPAC") or other industry agency that are consistent with federal laws, federal rules and state orders or rules.

71. Please indicate that your Company intends to abide by the quality of service standards that were approved by the Commission for USWC in Docket No. T-01051B-93-0183 (Decision No. 59421).

*(Note: Penalties that were developed in this docket were initiated because USWC's level of service was not satisfactory. Staff does not recommend that those penalties apply to the Applicant. In the competitive market that the Applicant wishes to enter, the Applicant generally will have no market power and will be forced to provide a satisfactory level of service or risk losing customers. Therefore, Staff believes that it is unnecessary to apply those penalties to the applicant at this time.)*

72. Please indicate that your Company will provide all customers with 911 and E911 service, where available and will coordinate with incumbent local exchange carriers ("ILECs") and emergency service providers to provide the service.

*(Note: Staff believes that the Applicant should be required to work cooperatively with local governments, public safety agencies, telephone companies, the National Emergency Number Association, and all other concerned parties to establish a*

*systematic process in the development of a universal emergency service telephone number system. Staff recommends that the Applicant be required to certify, through the 911 service provider in the area in which it intends to provide local exchange service, that all issues associated with the provision of 911 service have been resolved with the emergency service providers before it begins to provide facilities-based local exchange service.)*

73. Please indicate that your Company intends to abide by all the Commission decisions and policies regarding Caller ID and other Custom Local Area Signaling Services ("CLASS").

*(Note: In its decision related to U S West Corporation's ("USWC's") proposal to offer Caller ID and other CLASS features in the State, the Commission addressed a number of issues regarding the appropriateness of offering these services and under what circumstances it would approve the proposals to offer them. The Commission concluded that Caller ID could be offered provided that per call and line blocking, with the capability to toggle between blocking and unblocking the transmission of the phone number, should be provided as options to which customers could subscribe with no charge. The Commission also approved a Last Call Return service that will not return calls to telephone numbers that have the privacy indicator activated, which indicates that the number has been blocked. The Commission further required that USWC engage in education programs when introducing or providing the service(s). Staff does not believe that it is necessary for the Applicant to engage in the education program that was ordered for USWC as long as customers in the areas where the Applicant intends to serve have already been provided with educational material and aware that they can have their numbers blocked on each call or at all times with line blocking.)*

74. Please indicate by reference to page number(s) in your Company's tariff that there is no Call Blocking charge.
75. Please provide your Operating Company Number ("OCN").
76. Please indicate the rate centers you plan on requesting initial codes for.

Please provide the number of codes you plan on requesting in each rate center.

77. Please furnish, for facilities-based local exchange telecommunications services your Company intends to provide, a petition for competitive classification by describing the conditions within the relevant market that demonstrate that the facilities-based local exchange telecommunications service is competitive, providing, at the minimum the following information:

A description of the general economic conditions that exist which make the relevant market for the service one that is competitive;

The number of alternative providers of the service;

The estimated market share held by each alternative provider of the service;

The names and addresses of any alternative providers of the service that are also affiliates of the telecommunications company, as defined in R14-2-801;

The ability of alternative providers to make functionally equivalent or substitute services readily available at competitive rates, terms, and conditions; and

Other indicators of market power, which may include growth and shifts in market share, ease of entry and exit, and any affiliation between and among alternative providers of services.

78. Please indicate that your Company's switch is "fully equal access capable" (i.e. would provide equal access to facilities-based long distance companies).

*(Note: The Commission requires facilities-based local exchange companies to provide 2-Primary Interexchange Carriers ("2-PIC") equal access. The 2-PIC equal access allows customers to choose different carriers for interLATA and intraLATA toll service and would allow customers to originate intraLATA calls using the preferred carrier on a 1+ basis.)*

**ATTACHMENT A**

**Arizona Secretary of State Authority  
Officer and Director Information**

AZ CORP COMMISSION  
FOR THE STATE OF AZ.  
DELIVERED

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.

Oct 19 3 30 PM '01

DATE FILED 10-19-01  
TERM \_\_\_\_\_  
DATE \_\_\_\_\_ TIME \_\_\_\_\_

APPLICATION FOR AUTHORITY  
TO TRANACT BUSINESS  
IN ARIZONA

F-1006267-1

The name of the corporation is: X2Comm, INC.  
A(n) NEVADA 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:

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

1. The exact name of the foreign corporation is:

X2Comm, INC.  
UNCL

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:

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

NEVADA

3. The foreign corporation was incorporated on the 20 day of December, 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:

National Registered Agents, Inc. of NV  
202 South Minnesota Street  
Carson City, Nevada 89703

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

NATIONAL REGISTERED AGENTS, INC.  
302 NORTH FIRST AVE. SUITE 440  
PHOENIX, AZ. 85003

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:

N/A  
\_\_\_\_\_  
\_\_\_\_\_

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

Name: MARK PAVOL Sec/Treas/Dir (title)  
 Address: 270 SOUTH MAIN STREET  
 City, State, Zip: FLEMINGTON, NJ 08822

Name: MANNY DE MAIO President (title)  
 Address: 270 SOUTH MAIN STREET  
 City, State, Zip: FLEMINGTON, NJ 08822

Name: \_\_\_\_\_ (title)  
 Address: \_\_\_\_\_  
 City, State, Zip: \_\_\_\_\_

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

8. The foreign corporation is authorized to issue 1,500 shares, itemized as follows: (Attach additional sheets if necessary.)

1500 shares of Common [class or series] stock at  
 \_\_\_\_\_ no par value or par value of \$ 1.00 per share.

\_\_\_\_\_ shares of \_\_\_\_\_ [class or series] stock at  
 \_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.

\_\_\_\_\_ shares of \_\_\_\_\_ [class or series] stock at  
 \_\_\_\_\_ no par value or par value of \$ \_\_\_\_\_ per share.

**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 1500 shares, itemized as follows:

1,500 shares of Common [class or series] stock at no par value or par value of \$ 1.00 per share.  
\_\_\_\_ shares of \_\_\_\_\_ [class or series] stock at no par value or par value of \$ \_\_\_\_\_ per share.  
\_\_\_\_ shares of \_\_\_\_\_ [class or series] stock at no par value or par value of \$ \_\_\_\_\_ per share.

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

Long Distance Services

DATED this 31 day of August 01.

X? Comm, INC.

[Name of Corporation]

Executed by [Signature], Sec/Treas.

Duly Authorized Officer or Director

MARK PAROL Sec/Treas

[print name]

[title]

PHONE 908-806-4479 FAX 908-806-2178

[optional]

[optional]

**ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT**

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

effective this 18<sup>th</sup> day of October 2001

[Signature]

Signature

Margaret Timmins

[Print Name]

Dec 21 99 03:29p

Philip K. Akalp

818-800-5186

P.3

REVISED 5 C 32729-99

DEC 21 1999

2018 OFFICE OF  
Philip KALP  
SOUTHERN SECRETARY OF STATE

Articles of Incorporation  
For  
**X2COMM, Inc.**  
(Pursuant to NRS 78)  
State of Nevada  
Secretary of State

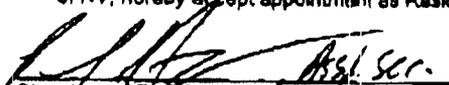
- 1. Name of Corporation:** X2COMM, Inc.
- 2. Resident Agent:** The name and street address in Nevada of the Resident Agent for this Corporation where process may be served is:  
  
National Registered Agents, Inc. of NV  
202 South Minnesota Street  
Carson City, Nevada 89703
- 3. Shares:** The corporation is authorized to issue 1,500 shares of common stock, all of one class, at \$1.00 per value per share.
- 4. Governing Board:** The governing board shall be styled as Directors. The First Board of Directors shall consist of 1 Member(s) whose name and address information is as follows:

<u>Name</u>	<u>Address</u>
Emanuel DeMaio	808 Atkinson Circle Neenah Station, New Jersey 08853

- 5. Purpose:** The purpose of the corporation shall be to engage in any and all lawful business.
- 6. Signatures of Incorporator(s):** The name and address information of the incorporator signing the Articles of Incorporation is as follows:

  
 Philip K. Akalp/Incorporator  
 28500 West Agoura Road, #572  
 Calabasas, California 91302

- 7. Certificate of Acceptance of Appointment of Resident Agent:** I, National Registered Agents, Inc. of NV, hereby accept appointment as Resident Agent for the above-named corporation.

  
 Signature of Resident Agent

12/16/99  
 Date

12/21/1999 03:47P KAGS1AS FY99-000-36910

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **X2COMM, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 21, 1999, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on August 21, 2001.



*Dean Heller*

Secretary of State

By *Jocelyn Johnson*  
Certification Clerk

# STATE OF ARIZONA

## Department of State



### TRADE NAME CERTIFICATION

DC COMMUNICATIONS

I, Betsey Bayless, Secretary of State, do hereby certify that in accordance with the Trade Name Application filed in this Office, the Trade Name herein certified has been duly registered pursuant to Section 44-1460, Arizona Revised Statutes, in behalf of:

X2COMM, INC.  
270 SOUTH MAIN ST.  
ST. FLEMINGTON NJ 08822-

12/7/01 Application



Registration Date: 12/07/2001

Expiration Date: 12/7/06

Date First Used: 11/6/01

Trade Name No.: 259539

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Arizona. Done at Phoenix, the capitol, this 12 day of December, 2001.

*Betsey Bayless*  
BETSEY BAYLESS

**X2Comm, Inc. d/b/a DC Communications Officers and Directors**

**Emanuel DeMaio**                      **President-Director**  
Address:                                      270 South Main Street, Flemington, NJ 08822  
Phone:                                         908-806-7127  
Percentage Owned:                        30%

**Mark Pavol**                                **Secretary/Treasurer**  
Address:                                      270 South Main Street, Flemington, NJ 08822  
Phone:                                         908-806-4479  
Percentage Owned:                        30%

**ATTACHMENT B**

**Proposed Tariff**

TARIFF SCHEDULES  
APPLICABLE TO  
INTEREXCHANGE TELECOMMUNICATIONS  
NAMING  
RATES, RULES AND REGULATIONS  
GOVERNING OPERATIONS  
OF

**X2Comm, Inc.**  
**d/b/a**  
**DC Communications**

270 South Main Street  
Flemington, NJ 08822  
Phone: 908-806-4479  
Toll Free: 866-330-4322

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Issued:

Effective:

Issued By: Mark Pavol, Secretary/Treasurer  
X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

---

**CHECK SHEET**

Sheets of this tariff indicated below 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 of this sheet.

<b>SHEET</b>	<b>REVISION LEVEL</b>	<b>SHEET</b>	<b>REVISION LEVEL</b>
1	Original *	26	Original *
2	Original *	27	Original *
3	Original *	28	Original *
4	Original *	29	Original *
5	Original *		
6	Original *		
7	Original *		
8	Original *		
9	Original *		
10	Original *		
11	Original *		
12	Original *		
13	Original *		
1	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 *		

\* - indicates those pages included with this filing

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X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

**OTHER CARRIERS**

None

**CONCURRING CARRIERS**

None

**CONNECTING CARRIERS**

None

**OTHER PARTICIPATING CARRIERS**

None

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Issued:

Effective:

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X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

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**TABLE OF CONTENTS**

Check Sheet.....1

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SECTION 2 - Rules and Regulations.....9

SECTION 3 - Description of Service and Rates .....19

SECTION 4 - Current Price List.....27

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Issued:

Effective:

Issued By: Mark Pavol, Secretary/Treasurer  
X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

---

**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.

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X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

**X2COMM, INC.**  
d/b/a DC Communications

Arizona Tariff No. 1  
Original Page No. 5

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**APPLICATION OF TARIFF**

This tariff contains the regulations and rates applicable to the provision of intrastate resale common carrier communications service by X2Comm, Inc. d/b/a DC Communications in the State of Arizona.

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Issued:

Effective:

Issued By: Mark Pavol, Secretary/Treasurer  
X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

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**TARIFF FORMAT**

- A. Sheet Numbering** - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers** - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the Commission. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Consult the Check Sheet for the sheet currently in effect.
- C. Paragraph Numbering Sequence** - There are nine levels of paragraph coding. Each level of coding is subservient to its next higher level:
- 2.
  - 2.1.
  - 2.1.1.
  - 2.1.1.A.
  - 2.1.1.A.1.
  - 2.1.1.A.1.(a).
  - 2.1.1.A.1.(a).I.
  - 2.1.1.A.1.(a).I.(i).
  - 2.1.1.A.1.(a).I.(i).(1).
- D. Check Sheets** - When a tariff filing is made with the 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. remain the same, just revised revision levels on some sheets.)

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Issued:

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270 South Main Street  
Flemington, NJ 08822

---

**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS**

**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.

**Business Line Termination** - For use with inbound service only. Incoming calls are routed directly to the Customer's existing local exchange line. No dedicated access terminations are required.

**Carrier or Company** - X2Comm, Inc. d/b/a DC Communications unless otherwise indicated by the context.

**Commission** - The Arizona Corporation Commission.

**Customer or End-User** - 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.

**Equal Access** - The ability of the Carrier to serve End Users on a presubscribed basis rather than through the use of dial access codes.

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Issued:

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270 South Main Street  
Flemington, NJ 08822

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**SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS, (CONT'D.)**

**LEC** - Local Exchange Company

**Premises** - A building or buildings on contiguous property.

**Special Access Origination** - Where originating access between the Customer and the interexchange carrier is provided via a dedicated circuit. The cost of the dedicated circuit is billed by the access provider directly to the end-user.

**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** - Where access between the Customer and the Carrier is provided on switched Feature Group circuits. The cost of Switched Access is billed to the Carrier.

**X2Comm, Inc.** - Used throughout this tariff to refer to X2Comm, Inc. d/b/a DC Communications unless otherwise indicated by the text.

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

**Travel Card** - A proprietary calling card offered by the Company which enables the Customer to use the Company's service by dialing a Company-provided access number.

**V & H Coordinates** - Geographic points which define the originating and terminating points of a call in mathematical terms so that the airline mileage of the call may be determined. Call mileage is used for the purposed of rating calls.

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Issued:

Effective:

Issued By: Mark Pavol, Secretary/Treasurer  
X2Comm, Inc. d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

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**SECTION 2 - RULES AND REGULATIONS**

**2.1 Undertaking of X2Comm, Inc.**

X2Comm, Inc. is a resale common carrier providing intrastate telecommunications services within the State of Arizona.

Service is provided twenty-four (24) hours per day, seven (7) days a week.

**2.2 Limitations**

**2.2.1** Service is offered subject to the availability of the necessary facilities and equipment, or both facilities and equipment, and subject to the provisions of this tariff.

**2.2.2** X2Comm, Inc. reserves the right to discontinue or limit service when necessitated by conditions beyond its control, or when the Customer is using service in violation of provisions of this tariff, or in violation of the law.

**2.2.3** All facilities provided under this tariff are directly or indirectly controlled by X2Comm, Inc. and the Customer may not transfer or assign the use of service or facilities without the prior express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

**2.2.4** Prior written permission from the Company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions of service.

**2.3 Use**

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

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Issued:

Effective:

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X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.4 Liabilities of Company**

2.4.1 The liability of the Company for its willful misconduct or gross negligence which is the sole legal cause of damage or injury is not limited by this tariff. With respect to any other claim or suit, by a Customer or by any others, for damages associated with acts or omissions involving initiation, installation, provision, termination, maintenance, repair, interruption or restoration of any service or facilities offered under this tariff, the Company's liability, if any, is limited to 1/30 of the monthly charge for service affected for each 24-hour period during which such failure of service occurs and is reported to or known by the Company. For services for which no monthly charge applies, the Company's liability, if any, is limited to an amount equal to the charges applicable to the initial period charge for re-establishing a connection.

2.4.2 In no event will Company be responsible for consequential damages or lost profits suffered by Customer on account of interrupted or unsatisfactory service unless Company is found to have been willfully negligent.

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Issued:

Effective:

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X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

---

**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.4 Liabilities of Company, (cont'd.)**

**2.4.3** The Company is not liable for any act or omission of any other company or companies furnishing a portion of the service.

**2.4.4** The Company shall be indemnified and held harmless by the Customer against:

- a. Claims for libel, slander, infringement of copyright or unauthorized use of any trade mark, trade name or service mark arising out of the material, data, information, or other content transmitted by the Customer over the Company's facilities; and
- b. Claims for patent infringement arising from combining or connecting the Company's facilities with apparatus and systems of the Customer; and
- c. All other claims arising out of any act or omission of the Customer in connection with any service provided by the Company.

**2.4.5** The Company will make no refund of overpayments by a Customer unless the claim for such overpayment together with proper evidence be submitted within one (1) year from the date of alleged overpayment unless billing records prepared by the Company can be produced which would justify a credit beyond one year.

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Issued:

Effective:

Issued By: Mark Pavol, Secretary/Treasurer  
X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.7 Taxes and Fees**

- 2.7.1 All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items on the Customer's bill and are not included in the quoted rates and charges set forth in this tariff.
- 2.7.2 To the extent that a municipality, other political subdivision or local agency of government, or Commission imposes upon and collects from the Company a gross receipts tax, occupation tax, license tax, permit fee, franchise fee, or regulatory fee, such taxes and fees shall, insofar as practicable and allowed by law, be billed pro rata to Customers receiving service from the Company within the territorial limits of such municipality, other political subdivision or local agency of government.
- 2.7.3 The Company may adjust its rates and charges or impose additional rates and charges on its Customers in order to recover amounts it is required by governmental or quasi-governmental authorities to collect from or pay to others in support of statutory or regulatory programs.

**A. Public Pay 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. The Public Pay Telephone 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).

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Issued:

Effective:

Issued By: Mark Pavol, Secretary/Treasurer  
X2Comm, Inc.d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.7 Taxes and Fees, Cont'd.**

**A. Public Pay Telephone Surcharge, con'd.**

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.

Rate per Call, maximum	\$0.35
------------------------	--------

**B. Universal Service Fund**

A monthly Universal Service Fund charge will be added to each bill based upon the total intrastate billed revenues. This charge shall in no event exceed the amount of the Arizona Corporation Commission assessment levied upon the Company.

**2.6 Terminal Equipment**

The Company's facilities and service may be used with or terminated in Customer-provided terminal equipment or Customer-provided communications systems, such as a telephone set, PBX or key system. Such terminal equipment shall be furnished and maintained at the expense of the Customer, except as otherwise provided. The Customer is responsible for all costs at his or her premises, including personnel, wiring, electrical power, and the like, incurred in the use of the Company's service. 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.

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Issued:

Effective:

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.7 Installation**

No installation is required to use the Company's service. Service is initiated by request of the Customer. The Company may refuse to provision service when the Company cannot verify that the party requesting the Company's service is not authorized to make the change.

**2.8 Payment for Service**

**2.8.1** The Customer is responsible for payment of all charges for services and equipment furnished to the Customer or to an Authorized User of the Customer by X2Comm, Inc. All charges due by the Customer are payable to the Company or to the Company's authorized billing agent (such as a local exchange telephone company). Any objections to billed charges must be reported to the Company or its billing agent within six months after receipt of bill. Adjustments to the Customer's bill shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

**2.8.2** The Company's bills are due upon receipt. Amounts not paid within 30 days from the due date of the invoice will be considered past due. Customers may be assessed a late fee on past due amounts in the maximum lawful rate under applicable state law but shall not exceed a late fee of 1.5%. If a Customer presents an undue risk of nonpayment at any time, the Company may require that Customer to pay its bills within a specified number of days and to make such payments in cash or the equivalent of cash. If a customer's check is returned due to non-sufficient funds, the Company shall charge a fee of \$25.00.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.8 Payment for Service, Cont'd.**

2.8.4 The Customer shall be responsible for all calls placed by or through Customer's equipment by any person. In particular and without limitation to the foregoing, the Customer is responsible for any calls placed by or through the Customer's equipment via any remote access features.

**2.9 Deposits**

The Company does not require deposits of Customers.

**2.10 Advance Payments**

The Company does not require advance payments of Customers.

**2.11 Cancellation by Customer**

Customer may cancel at any time.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.12 Refusal or Discontinuance by Company**

Without incurring liability, the Carrier may immediately discontinue or cancel service: Service may be disconnected without advance written notice under the following conditions:

- a) the existence of an obvious hazard to the safety or health of the consumer of the general population or the Company's personnel or facilities;
- b) the Company has evidence of tampering or the evidence of fraud.

Service may be disconnected provided that the Company has provided five days' written notice as established by the AZ C.C. under the following conditions:

- a) Customer violation of any of the utility's tariffs filed with the Commission and/or violation of the Commission's rules and regulations.
- b) Failure of the Customer to pay a bill for service.
- c) Failure to meet or maintain the Company's credit and deposit requirements (if any).
- d) Failure of the Customer to provide the utility reasonable access to its equipment and property.
- e) Customer breach of contract for service between the Company and Customer
- f) When necessary for the Company to comply with an order of any governmental agency having such jurisdiction.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.13 Interconnection**

Service furnished by X2Comm, Inc. may be connected with the services or facilities of other carriers. Such service or facilities, if used, are provided under the terms, rates and conditions of the other carrier. The Customer is responsible for all charges billed by other carriers for use in connection with X2Comm, Inc.'s service.

**2.14 Inspection, Testing and Adjustment**

Upon reasonable notice, the facilities provided by the Company shall be made available to the Company for tests and adjustments as may be deemed necessary by the Company for maintenance.

**2.15 Tests, Pilots, Promotional Campaigns and Contests**

The Company may conduct special tests, pilot programs, waivers and promotions to demonstrate the ease of use, quality of service and to promote the sale of its services.

**2.16 Reservation of Toll Free "800/888" Numbers**

The Company will make every effort to reserve Toll Free "800/888" vanity numbers for customers, but makes no guarantee or warranty that the requested number(s) will be available.

**2.17 Portability of Toll Free "800/888" Numbers**

The Company will participate in porting Toll Free "800/888" numbers only if the account balance is zero and all charges incurred as a result of the Toll Free "800/888" number have been paid.

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**SECTION 2 - RULES AND REGULATIONS, (CONT'D.)**

**2.18 Complaint Procedures**

Customer complaints and inquiries regarding their bills may be directed to the toll-free number provided by the billing agent on the bill. In addition, inquiries and complaints may also be directed to:

Customer Service Department  
X2Comm, Inc.  
d/b/a DC Communications  
270 South Main Street  
Flemington, NJ 08822  
(866) 330-4322

If not satisfied with the Company's response, customers may contact:

Consumer Service Section  
Arizona Corporation Commission  
1200 West Washington Street  
Phoenix, AZ 85007  
(602) 542-4251

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**SECTION 3 - DESCRIPTION OF SERVICE AND RATES**

**3.1 General**

Service is offered to residential or business customers and is available from equal access originating end offices only.

**3.2 Timing of Calls**

**3.2.1** Long distance usage charges are based on the actual usage of X2Comm, Inc.'s network. Chargeable time begins when a connection is established between the calling station and the called station. Chargeable time ends when either party "hangs up" thereby releasing the network connection.

**3.2.2** Minimum call duration and rounding of calls for measurement and billing purposes is specified for each product in this tariff.

**3.2.3** Except for charges that use a special access line, when a call is established in one rate period and ends in another rate period, the rate in effect at the calling station applies to the portion of the call occurring within that rate period. When a unit of time is split between two rate periods, the rate applicable to that unit of time is based on the rate period in which it began.

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**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**

**3.3 Calculation of Distance**

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

The distance between the originating and terminating points is calculated by using the "V" and "H" coordinates of the Rate Centers as defined by BellCore (Bell Communications Research), in the following manner:

- Step 1 - Obtain the "V" and "H" coordinates for the Rate Center of the originating and the destination points.
- Step 2 - Obtain the difference between the "V" coordinates of each of the Rate Centers. Obtain the difference between the "H" coordinates.
- Step 3 - Square the differences obtained in Step 2.
- Step 4 - Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5 - Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6 - Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the originating and terminating points of the call.

Formula:

The square  
root of:

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

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**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**

**3.4 Residential Long Distance Plan (Applies to Switched and Dedicated Services)**

This Residential long distance service applies to residential customers who access X2Comm, Inc. via local exchange company provided switched access line or a dedicated access line. Each call is billed in one-minute increments. The minimum call duration for billing purposes is one minute. No monthly recurring charge applies if the customer elects to receive their invoice via E-mail with the electronic payment option. Monthly recurring charges will apply if the customer elects any other option, as listed in Section 4. Monthly recurring charges apply to toll-free calling service.

**Residential Long Distance Plan**

**MAXIMUM**

<b>Residential 1+ Usage Rates</b>	<b><u>InterLATA</u></b>	<b><u>IntraLATA</u></b>
Switched Per Minute Rate:	\$0.30	\$0.30
Dedicated Per Minute Rate:	\$0.20	\$0.20

No monthly recurring charge applies if the customer elects to receive their invoice via E-mail with the electronic payment option.

**1+ Billing Option Descriptions With Monthly Recurring Charges**

Online Call Detail 1: Paper remittance with summary and call detail online.

Online Call Detail 2: Summary invoice and paper remittance with call detail online.

Paper Invoice: Paper invoice with call detail, no call detail online.

<b>Monthly Recurring Charges</b>	<b>MAXIMUM</b>
Online Call Detail 1:	\$3.00
Online Call Detail 2:	\$3.00
Paper Invoice:	\$3.00

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**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**

**3.4 Residential Long Distance Plan (Applies to Switched and Dedicated Services) CON'T**

**MAXIMUM**

**Switched Toll-Free Usage Rates**

	<u>InterLATA</u>	<u>IntraLATA</u>
Per Minute Rate:	\$0.30	\$0.30
Monthly Recurring Charge: \$15.00		

**MAXIMUM**

**Dedicated Toll-Free Usage Rates**

	<u>InterLATA</u>	<u>IntraLATA</u>
Per Minute Rate:	\$0.20	\$0.20
Monthly Recurring Charge \$15.00		

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**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**

**3.5 Business Long Distance Plan (Applies to Switched and Dedicated Services)**

This Business long distance service applies to business customers who access X2Comm, Inc. via local exchange company provided switched access line or a dedicated access line. The minimum call duration for billing purposes is thirty (30) seconds. Call timing is rounded up to the nearest six (6) second increment after the initial 30 seconds. No monthly recurring charge applies if the customer elects to receive their invoice via E-mail with the electronic payment option. Monthly recurring charges will apply if the customer elects any other option, in Section 4. Monthly recurring charges apply to toll-free calling service unless the Customer also subscribes to X2Comm, Inc. 1+ Business Long Distance Plan.

**Business Long Distance Plan**

**MAXIMUM**

**Business Usage Rates**

**InterLATA    IntraLATA**

Switched Business Plan Per Minute Rate:	\$0.30	\$0.30
Dedicated Business Plan Per Minute Rate:	\$0.20	\$0.20

No monthly recurring charge applies if the customer elects to receive their invoice via E-mail with the electronic payment option.

**1+ Billing Option Descriptions With Monthly Recurring Charges**

Online Call Detail 1: Paper remittance with summary and call detail online.

Online Call Detail 2: Summary invoice and paper remittance with call detail online.

Paper Invoice: Paper invoice with call detail, no call detail online.

**Monthly Recurring Charges**

**MAXIMUM**

Online Call Detail 1:	\$3.00
Online Call Detail 2:	\$3.00
Paper Invoice:	\$3.00

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**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**

**3.6 Switched Inbound Service**

Switched Toll-Free Service provides an in-bound calling service to the Company's Customers. The Company's Customer is billed for each toll-free (i.e., 800/888) call, rather than the call originator. Calls terminate to the X2Comm, Inc. Customer via switched access lines. For billing purposes, call timing is rounded up to the nearest six (6) second increment after the initial minimum period of thirty (30) seconds for Business Customers, for Residential Customers, call timing is rounded up to the nearest full minute after the initial minimum period of one minute.

**Rates:**

Rate Per Minute of Use

**MAXIMUM**

\$0.30

**3.7 Dedicated Inbound Service**

Dedicated Toll-Free Service provides an in-bound customer provided calling service to the Company's Customers. The Company's Customer is billed for each toll-free (i.e., 800/888) call, rather than the call originator. Calls terminate to the X2Comm, Inc. Customer via customer-provided dedicated access lines. For billing purposes, call timing is rounded up to the nearest six (6) second increment after the initial minimum period of thirty (30) seconds for Business Customers, for Residential Customers, call timing is rounded up to the nearest full minute after the initial minimum period of one minute.

**Rates:**

Rate Per Minute of Use

**MAXIMUM**

\$0.20

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**SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**

**3.8 Directory Assistance**

Directory Assistance is available to Customers of DC Communications Service. A Directory Assistance charge applies to each call to the Directory Assistance Bureau. A maximum of one request may be made on each call to Directory Assistance. The Directory Assistance charge applies to each call regardless of whether the Directory Assistance Bureau is able to furnish the requested telephone number.

**MAXIMUM**

Directory Assistance, Maximum Per Call: \$1.90

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**SECTION 4 - CURRENT PRICE LIST**

**4.1 Residential Long Distance Plan**

**CURRENT**

<b>Residential 1+ Usage Rates</b>	<b><u>InterLATA</u></b>	<b><u>IntraLATA</u></b>
Switched Per Minute Rate:	\$0.16	\$0.16
Dedicated Per Minute Rate:	\$0.10	\$0.10

No monthly recurring charge applies if the customer elects to receive their invoice via E-mail with the electronic payment option.

**1+ Billing Option Descriptions With Monthly Recurring Charges**

Online Call Detail 1: Paper remittance with summary and call detail online.

Online Call Detail 2: Summary invoice and paper remittance with call detail online.

Paper Invoice: Paper invoice with call detail, no call detail online.

**Monthly Recurring Charges**

Online Call Detail 1: \$1.00  
Online Call Detail 2: \$1.50  
Paper Invoice: \$2.00

**CURRENT**

<b>Switched Toll-Free Usage Rates</b>	<b><u>InterLATA</u></b>	<b><u>IntraLATA</u></b>
Per Minute Rate:	\$0.16	\$0.16
Monthly Recurring Charge: \$8.95		

**Dedicated Toll-Free Usage Rates**

**CURRENT**

	<b><u>InterLATA</u></b>	<b><u>IntraLATA</u></b>
Per Minute Rate:	\$0.10	\$0.10
Monthly Recurring Charge \$8.95		

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**SECTION 4 - CURRENT PRICE LIST, (CONT'D)**

**4.2 Business Long Distance Plan**

**CURRENT**

<b>Business Usage Rates</b>	<b><u>InterLATA</u></b>	<b><u>IntraLATA</u></b>
Switched Business Plan Per Minute Rate:	\$0.16	\$0.16
Dedicated Business Plan Per Minute Rate:	\$0.10	\$0.10

No monthly recurring charge applies if the customer elects to receive their invoice via E-mail with the electronic payment option.

**1+ Billing Option Descriptions With Monthly Recurring Charges**

Online Call Detail 1: Paper remittance with summary and call detail online.

Online Call Detail 2: Summary invoice and paper remittance with call detail online.

Paper Invoice: Paper invoice with call detail, no call detail online.

**Monthly Recurring Charges**

Online Call Detail 1: \$1.00  
Online Call Detail 2: \$1.50  
Paper Invoice: \$2.00

**CURRENT**

<b>Switched Toll-Free Usage Rates</b>	<b><u>IntraLATA</u></b>	<b><u>InterLATA</u></b>
Per Minute Rate:	\$0.16	\$0.16
Monthly Recurring Charge: \$5.00*		

**Dedicated Toll-Free Usage Rates**

**CURRENT**  
**IntraLATA   InterLATA**

Per Minute Rate:	\$0.10	\$0.10
Monthly Recurring Charge \$5.00*		

\*Monthly fee is waived when the customer is also presubscribed to X2Comm, Inc.'s Business 1+ plan

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**SECTION 4 - CURRENT PRICE LIST, (CONT'D.)**

<b>4.3</b>	<b>Switched Inbound</b>	<b>CURRENT</b>
		<u>Rate Per Minute of Use</u>
		\$0.16
<b>4.4</b>	<b>Dedicated Inbound</b>	<b>CURRENT</b>
		<u>Rate Per Minute of Use</u>
		\$0.10
<b>4.5</b>	<b>Directory Assistance</b>	<b>CURRENT</b>
	Directory Assistance, Per Call:	\$0.95

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**ATTACHMENT C**

**Financials**

**Direct Connect Communications**  
**Balance Sheet**  
As of September 30, 2001

	Sep 30, 01
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
1001 · Checking-First Union	196,239.48
1002 · Payroll-First Union	-1,461.22
1004 · LockBox-First Union	1,000.00
1010 · Checking-PNC	40,991.82
Total Checking/Savings	236,770.08
Total Current Assets	236,770.08
Fixed Assets	
1500 · Computer Eq-NJ	98,650.00
1510 · Software Costs-NJ	44,425.52
1600 · Computer Eq-FL	10,000.00
1620 · Furniture & Eq-FL	4,802.93
Total Fixed Assets	157,878.45
Other Assets	
1900 · Security Deposits-AT&T	75,000.00
Total Other Assets	75,000.00
<b>TOTAL ASSETS</b>	<b>469,648.53</b>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Other Current Liabilities	
2600 · Payroll Liabilities	648.48
2650 · NJ Withholding Payable	933.73
2670 · NJUC Payable	290.44
2690 · FUTA Payable	1,872.65
Total 2600 · Payroll Liabilities	1,872.65
Total Other Current Liabilities	1,872.65
Total Current Liabilities	1,872.65
Long Term Liabilities	
2800 · Note Pay-Emanuel DeMaio	80,000.00
2810 · Note Pay-Pete Morrison	60,000.00
2820 · Note Pay-Daniel Kaufmann	80,000.00
2830 · Note Pay-Paul Telenson	80,000.00
2840 · Note Pay-Beverly Fortfar	15,000.00
2850 · Note Pay-Robert Salvo	20,000.00

Direct Connect Communications  
**Balance Sheet**  
As of September 30, 2001

	Sep 30, 01
2860 · Note Pay-Drew Tanenbarn	20,000.00
2870 · Note Pay-Michael Schutz	20,000.00
<b>Total Long Term Liabilities</b>	<b>375,000.00</b>
<b>Total Liabilities</b>	<b>376,872.65</b>
<b>Equity</b>	
3000 · Common Stock	325,000.00
Net Income	-232,224.12
<b>Total Equity</b>	<b>92,775.88</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>469,648.53</b>

**Direct Connect Communications  
Profit & Loss  
August 2000 through September 2001**

	Aug '00 - Sep 01
Income	0.00
Cost of Goods Sold	
5010 · AT&T-ANC-Interstate	1,229.96
5990 · Bad Debts-Other	10.00
<b>Total COGS</b>	<b>1,239.96</b>
<b>Gross Profit</b>	<b>-1,239.96</b>
<b>Expense</b>	
6000 · Advertising-NJ	10,412.00
6020 · Bank Charges-NJ	1,970.75
6070 · Consultants-NJ	2,586.18
6090 · Dues and Subscriptions-NJ	30,307.72
6091 · Dues and Subscriptions-FL	255.75
6150 · Insurance-NJ	1,648.00
6151 · Insurance-FL	3,176.38
6200 · Legal Fees-NJ	13,157.76
6400 · Office Supplies-NJ	9,737.91
6401 · Office Supplies-FL	10,023.83
6500 · Salaries-NJ	23,076.96
6501 · Salaries-FL	46,457.04
6520 · Payroll Taxes-NJ	6,339.12
6550 · Employee Benefits-NJ	4,677.01
6590 · Temp Help-NJ	2,000.00
6600 · Postage-NJ	288.10
6641 · Security-FL	23.54
6700 · Taxes-NJ	399.92
6750 · Travel-NJ	337.27
6760 · Entertainment-NJ	159.39
6800 · Rent-NJ	48,000.00
6801 · Rent-FL	4,730.28
6820 · Utilities-NJ	781.39
6821 · Utilities-FL	982.21
6850 · Telephone-NJ	5,515.16
6851 · Telephone-FL	3,940.49
<b>Total Expense</b>	<b>230,984.16</b>
<b>Net Income</b>	<b>-232,224.12</b>

**ATTACHMENT D**

**State Certification Status**

## ATTACHMENT D

<b>STATE</b>	<b>STATUS date authority granted or pending</b>
ALABAMA	pending
ARKANSAS	12/12/2001
COLORADO	10/4/2001
WASHINGTON DC	n/a
FLORIDA	9/11/2001
GEORGIA	12/4/01 Interim
HAWAII	Pending
IDAHO	pending
INDIANA	10/31/2001
IOWA	10/4/2001
KANSAS	pending
KENTUCKY	12/2/2001
MICHIGAN	9/11/2001
MONTANA	9/14/2001
NEVADA	12/29/2001
NEW JERSEY	approved
NORTH CAROLINA	10/9/2001
OHIO	12/10/2001
OREGON	12/3/2001
PENNSYLVANIA	9/26/2001
TENNESSEE	pending
TEXAS	10/15/2001
UTAH	10/19/2001
VIRGINIA	n/a
WISCONSIN	9/20/2001
WYOMING	9/17/2001

**ATTACHMENT F**

**Resale Agreements**

**N/A. X2Comm, Inc. will utilize and resell the services of AT&T and Global Crossings, Inc. as their underlying carrier.**