

ORIGINAL

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AZ CORP COM REG
DOCKET CONTROL
June 9, 2010

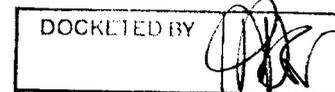
VIA OVERNIGHT DELIVERY

Docket Control
Arizona Corporation Commission
1200 W. Washington Street
Phoenix, Arizona 85007
(602) 542-2237

Arizona Corporation Commission

DOCKETED

JUN 10 2010



Re: 321 Communications, Inc.
Docket No.T-20696A-09-0394

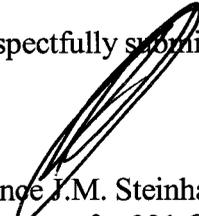
Dear Sir/Madam:

Enclosed please find for filing an original and thirteen (13) copies of 321 Communications, Inc.'s responses to the Commission's second request for information in 321 Communications, Inc.'s Application and Petition for Certificate of Public Convenience and Necessity to Provide Competitive Intrastate Telecommunications.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self-addressed, postage prepaid envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for 321 Communications, Inc.

cc: Leonard Solt

Michael W. Patten, Esq. (facilities based only - via 2-Day Delivery)

Lori Morrison, Staff Attorney

Utilities Division/Via e-mail to: lmorrison@azcc.gov@cc.state.az.us

**ARIZONA CORPORATION COMMISSION
STAFF'S SECOND SET OF DATA REQUESTS TO
321 COMMUNICATIONS, INC. ("321")
Docket No. T-20696A-09-0394**

STF 2.1 Referencing the Company's response to STF 1.1:

- a. Please provide the specific number of years of service Mr. Solt has in the telecommunications industry.

RESPONSE:

Four years.

- b. Please clarify if attachment to the Company's response to STF 1.1, the work experience and background provided by Jay Jones is the same person as Jjkareem Jones

RESPONSE:

Yes.

All Contacts Providing Information/Response for the above question:

Lenny Solt, President
24814 State Road 54, Lutz, Florida 33549
E-Mail: lsolt@321communications.com
Telephone Number: (813) 388-3157

And

Lance J.M. Steinhart, Esq.
Lance J.M. Steinhart, P.C.
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- c. Aside from Mr. Jones, the other two principle members of the Company do not appear to have any technical expertise in telecommunications. Please explain the technical expertise these two members possess or provide the background of the others in the Company, aside from Mr. Jones, that will be providing the necessary technical expertise required to provide the services in the application.

RESPONSE:

Please see Exhibit A – Resumes for Technical Expertise.

**Omar Mendoza, CTO
Phetsauang Insixiengmay, CIO**

All Contacts Providing Information/Response for the above question:

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STF 2.2 Referencing the Company's response to STF 1.2:

- a. The Company provided a copy of the Title Page instead of Page 1 – the Table of Contents. Please provide the required Page 1 with all references to Long Distance removed – specifically, Section 6 should be renamed RESERVED FOR FUTURE USE.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

- b. Page 105 has a heading indicating this section is for Long Distance Services. Since the Company is not requesting a CC&N to provide Long Distance Services, please retitle the section heading as "RESERVED FOR FUTURE USE" or remove the section in its entirety.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

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d. Page 109, the third paragraph states, "The Unlimited Local Calling Products are offered with six different increments of Minutes of Use: 5,000, 10,000, 15,000, 30,000, 50,000 and 100,000.

i. If the local calling product is "unlimited", why is the Company still proposing minutes of use increments for an unlimited local calling product?

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

This section has been deleted.

ii. If the inclusion of these increments is in error, please remove them and submit a revised tariff page.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

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- iii. If the inclusion of these increments is in error, is there any reason to continue to list what appears to be the same product twice on Page 109 and four times on Page 110?

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

- e. Page 110 indicates the product proposed is in SBC/Pacific Bell Area. As SBC/Pacific Bell is not an Incumbent Local Exchange Carrier in the State of Arizona, is the inclusion of SBC/Pacific Bell Area in error?

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

This section has been deleted.

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- f. Page 111, the fourth paragraph states "The Unlimited Local Calling Products are offered with six different increments of Minutes of Use: 5,000, 10,000, 15,000, 30,000, 50,000 and 100,000.
- i. If the local calling product is "unlimited", why is the Company still proposing minutes of use increments for an unlimited local calling product?

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

This section has been deleted.

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- ii. If the inclusion of these increments is in error, please remove them and submit a revised tariff page.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

- iii. If the inclusion of these increments is in error, is there any reason to continue to list what appears to be the same product twice on Page 109 and four times on Page 110?

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

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STF 2.3 Referencing the Company's response to STF 1.3:

- a. Are the accounts always limited to 2 lines as indicated by the proposed definition? If not, please revise the definition. If yes, please explain why there is a 2 line limit for each customer account.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

This section has been deleted.

- b. Would the Company object to removing the definition in its entirety?

RESPONSE: No.

All Contacts Providing Information/Response for the above question:

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STF 2.4 Referencing proposed Tariff No. 2, Original Title Page, the second line, please insert a space between the word "at" and the address of the principle offices.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

STF 2.5 Referencing the Company's response to STF 1.9, since all rates are flat rates, please remove the contents of Section 4.1 (page 51), which discusses call timing for usage sensitive services. In its place, the Company may label this page and section "RESERVED FOR FUTURE USE".

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

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STF 2.6 Referencing the Company's response to STF 1.11 and 1.12, Page 62:

- a. Please correct the spelling of "RESERVEED" on the replacement page attached to the response to STR 1.11.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

- b. Please clarify if any connection fees apply to new residential customers.

RESPONSE:

No, the company will not provide service to residential customer end users.

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STF 2.7 Referencing the Company's response to STF 1.16, in response to Staff's inquiry if the Company would be willing to charge a maximum rate of \$0.60, as is Staff's current practice. The Company responded by changing its tariff page 81 to not only continue to include its proposed maximum rate of \$1.00, but added a Current Rate of \$0.75. To reiterate Staff's request, would the Company please change the Maximum rate on Page 81 to be \$0.60 and set the Current Rate to no more than the maximum rate of \$0.60. If the Company is not willing to comply with this request and make the requested changes as directed, please explain in detail why not.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

All Contacts Providing Information/Response for the above question:

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STF 2.8 Referencing the Company's response to STF 1.19:

- a. When asked to explain what usage charges were being referred to in Page 89 and where those rates were listed in the proposed tariff, the Company indicated there are no usage rates and to see the attached revised page 89. The attached revised page 89, having removed the phrase "usage rates apply" from the affected sentence now states "In addition to the per call service charge." This sentence is now incomplete. Please either remove this sentence altogether or rephrase the sentence so that it complete.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

All Contacts Providing Information/Response for the above question:

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- b. The last paragraph on Page 89 states, "Usage charges for local operator assisted calls are those usage charges that would normally apply to the calling party's service. In addition to usage charges, an operator assistance charges applies to each call." Please explain in detail what usage charges that would normally apply to the calling party's service are being referred to in this context. If the inclusion of this sentence is in error, please correct the error by removing this paragraph.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

This section has been deleted.

All Contacts Providing Information/Response for the above question:

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STF 2.9 Referencing the Company's response to STF 1.20 and 2.21, the revised tariff Pages 107 and 108 contains ICB rates for the nonrecurring charges for Each Additional Line. Please remove all references to ICB and replace with actual proposed rates.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

All Contacts Providing Information/Response for the above question:

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STF 2.10 Referencing the Company's response to STF 1.29, the Company indicates it will not be marketing its product to end users and that is a wholesale provider that sells to retailers who market the product to its customers and is not privy to its customers' marketing materials. Please explain in detail how the Company will market its services to its target customers, specifically retailers, and provide any marketing material the Company will be using.

RESPONSE:

Please see Exhibit C - Marketing Material.

321 obtain customers through Tradeshows, professional relationships and sales agents.

All Contacts Providing Information/Response for the above question:

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STF 2.11 According to the Company's website, it states "321 Communications is the resource for Toll-free VoIP carriers and Toll-free service providers. From technology to infrastructure to tactical deployment and delivery of service provider VoIP infrastructures."

- a. What services does the Company provide to Toll-free VoIP carriers and Toll-free service providers?

RESPONSE:

The above mentioned services.

- b. Are the services provided by the Company to Toll-free VoIP carriers and Toll-free service providers provisioned differently than services provided by an ILEC such as Qwest? If yes, please explain in detail how they are different.

RESPONSE:

No.

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- c. The website indicates that the Company provides termination service that covers 100% for the US. Will the Company be providing switched access services in Arizona? If not, please explain in detail how the Company will be providing call termination for all its VoIP provider customers in Arizona.

RESPONSE:

Wherever 321 does not have direct facilities, they utilize relationships with their ILECs (Qwest, Verizon and GX) for transport of services to provide switch access to customers.

- STF 2.12 As there have been numerous tariff page changes requested in both Staff's First and Second Data Request to 321 Communications, Inc., please provide all revised tariff pages in their most updated version in response to this question.

RESPONSE:

Please see attached - Exhibit B - Revised Tariff Pages

Pages have been submitted in chronological order as requested in Staff's second set of data requests to 321 Communications, Inc.

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STF 2.13 Is the Company aware, based on the certification it is seeking, a performance bond or irrevocable sight draft Letter of Credit ("ISDLOC") in the total amount of \$125,000 will be required prior to the commencement for providing service to any customer?

RESPONSE:

Yes.

STF 2.14 Are any of the owners, managers or corporate officers of the Company also owners, managers or corporate officers of any other telecommunications companies currently operating in any other jurisdiction? If yes, please identify each company, the jurisdiction the other telecommunications companies operate in, the name of the owners, managers or corporate officer and their function/role in each company.

RESPONSE:

No.

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STF 2.15 Has the Company ever operated under any other names? If yes, please provide each and every name under which the company has operated.

RESPONSE: No.

STF 2.16 Has the Company ever withdrawn an application for certification to provide telecommunications services in any other jurisdiction? If so, please identify each and every jurisdiction and explain in detail why the application was withdrawn.

RESPONSE: An application was submitted to the State of Iowa and was inadvertently withdrawn (without prejudice). We are in process of resubmitting the same application.

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- STF 2.17 Referencing Sections (A-18) and (A-19) of the application, in tabular or spreadsheet form please provide the following for each jurisdiction in which the Company has requested to provide telecommunications:
- a. List the jurisdiction;
 - b. Provide the Docket/Case/Registration number of the application;
 - c. Provide the status of the application, including the Order/Decision Number granting approval of the Company's application (where applicable), or pending or withdrawn; and
 - d. Date approval/activation/registration accepted was granted (where applicable)

RESPONSE:

Please see attached – Exhibit D

All Contacts Providing Information/Response for the above question:

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STF 2.18 The Company applied for IXC and CLEC registration in Illinois on May 12, 2009 and its status as such was activated in July 8, 2009. Since the Company did not file its application with the Arizona Commission until August 14, 2009, please explain in detail why the Company did not include Illinois in its response to Sections (A-18) and (A-19) of the application.

RESPONSE:

Illinois was inadvertently omitted.

STF 2.19 Will the Company be providing its customers intrastate termination in Arizona?

RESPONSE:

Yes, both intra and inter state.

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List of Exhibits

Exhibit A

Resumes for Technical Expertise.

Exhibit B

Revised Tariff Pages

Exhibit C

Marketing Material.

Exhibit D

List of States in which the Applicant has had an application approved or denied to offer telecommunications and currently offers telecommunications services similar to those that the Applicant will or intends to offer in Arizona.

Exhibit A

Resumes for Technical Expertise

OMAR MENDOZA
CHIEF TECHNICAL OFFICER
321 COMMUNICATIONS

Omar has over 16 Years of experience working in the Telecommunications Area.

He Graduated from Electronic Engineering

Previous to joining 321 Communications, he worked for Companies like Texcom-Datacom, IFX in Designing and Implementing Telecommunications Networks

In recent years, Omar worked for Bellshouth-AT&T providing support to VPN and DIA(Direct Internet Access), and helping to Local Government group.

- While with AT&T, Omar was promoted to Engineer V and moved to AT&T wireless.

Phetsavang Insixiengmay

University of North Florida, Class of 1994

***Bachelor of Science in Computer Science**

***Minor in Mathematics**

Since the early 90's, Phetsavang has been developing and architecting software with full life cycle application. This included analysis, design, development, testing and deployment of the software.

Phetsavang has over 19 years of experience and in various positions. Some of these positions included developer, team lead, architect and Chief Information Officer.

He's had multiple opportunities to craft software solutions in sectors such as the following:

***Utility**

***Manufacturing**

***Workers' Compensation**

***Call Center**

***Banking**

***Telecom**

Phetsavang specializes in Microsoft technologies and has now come full circle. With Software development being his passion, he is excited to be part owner of 321 Communications, Inc. as the **Chief Information Officer**.

Together, the Officers will chart great opportunities in the telecom space.

Exhibit B

Revised Tariff Pages

TABLE OF CONTENTS

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Preface

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 Application of Tariff 5

 Tariff Format 6

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Regulations Section 2

Service Areas Section 3

Basic Services and Rates Section 4

Miscellaneous Services and Rates Section 5

Reserved for future use Section 6

Advanced Services Section 7

Special Arrangements Section 8

Promotional Offerings Section 9

Current Price List Section 10

SECTION 6.0 – RESERVED FOR FUTURE USE

Issued: August 13, 2009
Issued by:

Leonard Solt
Treasurer
24814 State Road 54
Lutz, Florida 33549

Effective: September 13, 2009

SECTION 7 – ADVANCED SERVICES
7.2 Advanced Service Packages, (Cont'd.)**7.2.3 ISDN PRI Service with Unlimited Local Calling**

ISDN PRI offers an array of value-added features, such as calling number identification and call-by-call selection that enhance productivity. ISDN PRI is configured with 23 64 Kbps bi-directional B (Bearer) channels and one 64 Kbps D (Data) channel. Unique to ISDN PRI is its ability to designate the D channel to handle all of the signaling and call control requirements and leave the remaining 23 B channels free for any mix of circuit-switched voice and data.

This product is offered under a 12, 24 or 36 month term agreement. Rates include unlimited local calling for sent-paid, directly dialed calls. Rates do not include calling card calls, information type calls to Time and Weather, 555, 700, 900, 976 Services, Directory Assistance or any other type of Operator Handled call.

ISDN PRI with Unlimited Local

This package includes unlimited local minutes of use. Also included is Inbound Calling Line ID-Name & Number & Call-by-Call Selection.

	Monthly Recurring Charge		
	12 Months	24 Months	36 Months
	\$850	\$800	\$750

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SECTION 7 – RESERVED FOR FUTURE USE

Issued: August 13, 2009
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SECTION 7 – ADVANCED SERVICES**7.2 Advanced Service Packages, (Cont'd.)****7.2.4 Digital DS-1 PBX Service with Unlimited Local Calling Service**

This service provides a trunk side DS1 electrical interface from the customer's digital PBX system to a digital port on a local Company switch for the origination and termination of calls. Traffic to and from the digital PBX can be received or dialed directly from any PBX station without the need for an attendant.

These digital trunks deliver a high-speed DS1 (T1) connection between your PBX and the Company network. There are up to 24 channels on one facility, each of which can be used to place or receive calls. This multi-channel capability dramatically reduces the need for additional PBX circuit cards.

Each of these products is offered under a 12, 24 or 36 month term agreement. Rates include unlimited local calling for sent-paid, directly dialed calls. Rates do not include calling card calls, information type calls to Time and Weather, 555, 700, 900, 976 Services, Directory Assistance or any other type of Operator Handled call.

ISDN DS1 with Unlimited Local MOU

This package includes unlimited local minutes of use. Also included is Inbound Calling Line ID-Name & Number.

	Monthly Recurring Charge		
	12 Months	24 Months	36 Months
	\$850	\$800	\$750

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SECTION 1.0 – DEFINITIONS

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

Account Codes - Permits Centrex Stations and attendants to dial an account code number of up to eight digits. For use when placing calls over facilities arranged for Automatic Message Accounting (AMA) recording. The account or project number must be input prior to dialing the called number.

Advance Payment - Part or all of a payment required before the start of service.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable Carrier to identify the origin of service of the Customer so it may rate and bill the call. All authorization codes shall be the sole property of Carrier and no Customer shall have any property or other right or interest in the use of any particular authorization code. Automatic numbering identification (ANI) may be used as or in connection with the authorization code.

Authorized User - A person, firm or corporation authorized by the Customer to be an end-user of the service of the Customer.

Automatic Numbering Identification (ANI) - A type of signaling provided by a local exchange telephone company which automatically identifies the local exchange line from which a call originates.

Commission - Arizona Corporation Commission.

Common Carrier - An authorized company or entity providing telecommunications services to the public

Company - 321 Communications, Inc., the issuer of this tariff.

Customer - The person, firm or corporation that orders service and is responsible for the payment of charges and compliance with the terms and conditions of this tariff.

Customer Premises - A location designated by the Customer for the purposes of connecting to the Company's services.

Customer Terminal Equipment - Terminal equipment provided by the Customer.

Arizona
LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES TARIFF
OF
321 Communications, Inc.

This tariff contains the descriptions, regulations, and rates applicable to the provision of local exchange telecommunications services provided by 321 Communications, Inc. with principal offices at 24814 State Road 54, Lutz, Florida 33549 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: August 13, 2009
Issued by:

Leonard Solt
Treasurer
24814 State Road 54
Lutz, Florida 33549

Effective: September 13, 2009

SECTION 4.0 - RESERVED FOR FUTURE USE

Issued: August 13, 2009
Issued by:

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Treasurer
24814 State Road 54
Lutz, Florida 33549

Effective: September 13, 2009

SECTION 4.0 – RESERVED FOR FUTURE USE

Issued: August 13, 2009
Issued by:

Leonard Solt
Treasurer
24814 State Road 54
Lutz, Florida 33549

Effective: September 13, 2009

SECTION 5.0 - MISCELLANEOUS SERVICES AND RATES, (CONT'D.)**5.5 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 intrastate calls that originate from any pay telephone, not presubscribed to the Company, used to access Company provided services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with service, applies for the use of the instrument used to access Company provided service and is unrelated to the service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call. 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.

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.

Maximum Rate Per Call: \$0.60

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Lutz, Florida 33549

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SECTION 5.0 - MISCELLANEOUS SERVICES AND RATES, (CONT'D.)**5.8 Local Operator Service**

The Company's operator services, available to presubscribed Customers, are accessible on a twenty-four (24) hour per day seven (7) days per week basis. The types of calls handled are as follows:

Customer Dialed Calling/Credit Card Call - This charge applies in addition to usage charges for station to station calls billed to an authorized Calling Card or Commercial Credit Card. The Customer must dial the destination telephone number where the capability exists for the Customer to do so. A separate rate applies in the event operator assistance is requested for entering the Customer's card number for billing purposes.

Operator Dialed Calling/Credit Card Call - This charge applies in addition to usage charges for station to station calls billed to an authorized telephone Calling Card or Commercial Credit Card and the operator dials the destination telephone number at the request of the Customer.

Operator Station - These charges apply in addition to usage charges for non-Person-to-Person calls placed using the assistance of a Company operator and billed Collect, to a Third Party, by deposit of coins in Pay Telephones, or via some method other than a Calling Card or Commercial Credit Card.

Person-to-Person - This charge applies in addition to usage charges for calls placed with the assistance of a Company operator to a particular party at the destination number. This charge applies regardless of billing method, including but not limited to billing to a Calling Card, Commercial Credit Card, Collect, by deposit of coins in Pay Telephones, or to a Third Party. Charges do not apply unless the specified party or an acceptable substitute is available.

SECTION 7 – ADVANCED SERVICES**7.2 Advanced Service Packages****7.2.1 ISDN PRI Service with Unlimited Local Calling**

ISDN PRI offers an array of value-added features, such as calling number identification and call-by-call selection that enhance productivity. ISDN PRI is configured with 23 64 Kbps bi-directional B (Bearer) channels and one 64 Kbps D (Data) channel. Unique to ISDN PRI is its ability to designate the D channel to handle all of the signaling and call control requirements and leave the remaining 23 B channels free for any mix of circuit-switched voice and data.

Each of these products is offered under a 12, 24 or 36 month term agreement. Rates include unlimited local calling for sent-paid, directly dialed calls. Rates do not include calling card calls, information type calls to Time and Weather, 555, 700, 900, 976 Services, Directory Assistance or any other type of Operator Handled call.

ISDN PRI includes the following non-optional Feature Package: Inbound Calling Line ID-Name & Number and Call by Call Selection.

Recurring Charges

	Monthly Recurring Charge		
	12 Months	24 Months	36 Months
	\$650	\$600	\$550

Non-Recurring Charges

	Non-Recurring Charge		
	12 Months	24 Months	36 Months
First Line	\$500	\$250	\$250
Each Add'l Line	\$500	\$250	\$250
Expedite Service Charge ¹	Per PRI \$1,000		
Order Supplement Charge ²	First Change \$150	Subsequent Change \$150	
Order Cancellation Charge	Per PRI \$750		

¹ Expedite Service Charges apply when customer requests installation of service in less time than normal installation interval of 30 business days.

² Order Supplement Charges apply when a change of the Requested Service Date is requested by customer. A change of requested service date must be within 30 days of the previous requested service date. In no event will the Company be obligated to accept more than three (3) changes to a requested service date. The service will be deemed canceled upon the fourth (4) such request and applicable Order Cancellation Charges will apply.

SECTION 7 – ADVANCED SERVICES**7.2 Advanced Service Packages, (Cont'd.)****7.2.2 Digital DS-1 PBX Service with Unlimited Local Calling**

This service provides a trunk side DS1 electrical interface from the customer's digital PBX system to a digital port on a local Company switch for the origination and termination of calls. Traffic to and from the digital PBX can be received or dialed directly from any PBX station without the need for an attendant.

These digital trunks deliver a high-speed DS1 (T1) connection between your PBX and the Company network. There are up to 24 channels on one facility, each of which can be used to place or receive calls. This multi-channel capability dramatically reduces the need for additional PBX circuit cards.

Each of these products is offered under a 12, 24 or 36 month term agreement. Rates include unlimited local calling for sent-paid, directly dialed calls. Rates do not include calling card calls, information type calls to Time and Weather, 555, 700, 900, 976 Services, Directory Assistance or any other type of Operator Handled call.

Monthly Recurring Charges

	Monthly Recurring Charge		
	12 Months	24 Months	36 Months
	\$650	\$600	\$550

Non-Recurring Charges

	Non-Recurring Charge		
	12 Months	24 Months	36 Months
First Line	\$500	\$250	\$250
Each Add'l Line	\$500	\$250	\$250
Expedite Service Charge ³	Per DS1 \$1,000		
Order Supplement Charge ⁴	First Change \$150	Subsequent Change \$150	
Order Cancellation Charge	Per DS1 \$750		

³ Expedite Service Charges apply when customer requests installation of service in less time than normal installation interval of 30 business days.

⁴ Order Supplement Charges apply when a change of the Requested Service Date is requested by customer. A change of requested service date must be within 30 days of the previous requested service date. In no event will the Company be obligated to accept more than three (3) changes to a requested service date. The service will be deemed canceled upon the fourth (4) such request and applicable Order Cancellation Charges will apply.

Exhibit C

Marketing Material

*How can 321 TLS
benefit your company?*

- Low cost
- Maximum talk time for customers
- Government reimbursement

321 Communications prides itself on being one of the lowest cost TLS providers in the industry today. We give our customers the maximum amount of talk time for minimal cost, which is eligible for government reimbursement. Allowing your company to have a huge competitive advantage in the Telecom market, increasing productivity and profits!



321 Communications

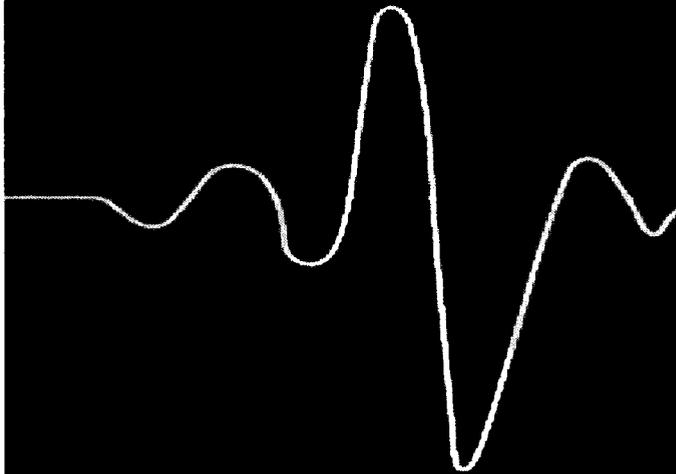
Telecommunications solutions for today & tomorrow

www.321communications.com

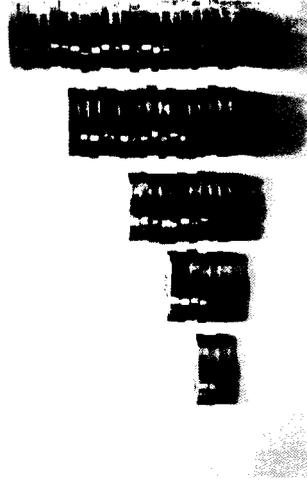
24814 State Road 54 Lutz, FL 33559

813-774-6902

Are you a life line provider?



Cost Reduction



321Communication's **termination** service allows you to lower your cost in both domestic and international markets. We offer termination services that covers 100% of the US.

321Communication's **8xx** service allows you to lower your cost on your tollfree origination products.

Experience

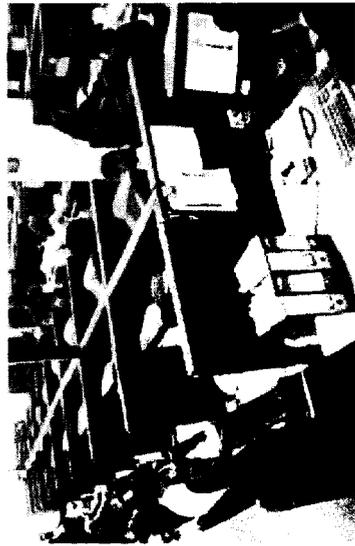
321Communication's expertise in broadband, IP, and telephony make 321Communications the ideal company to provide you with Internet Protocol (IP) domestic termination and 8XX origination services. 321Communications's IP Voice domestic termination and 8XX Origination service is a cost-effective way for service providers to receive inbound 1-8XX (toll free) PSTN originated calls in IP format and terminate voice traffic using VOIP. 321Communications can also provide TDM interconnections for non VOIP enabled customers.

Global Provider

321 Communications is a Global provider of unified IP business communications software. Contact our sales department to see how 321 can meet your enterprise needs.



Call Center Solutions



321 Communications' call center solutions allow you to reduce your overhead and maximize your profits. Our call center solutions provide you with:

- Detailed reporting
- Network monitoring
- Bilingual staff (English, Spanish)

Contact 321 Communications Today

Visit Us on the Web

www.321communications.com

Request more information

info@321communications.com

Call us

866-763-5197



321 Communications

Telecommunications solutions for today & tomorrow

Looking for
reliable, affordable,
VOIP Services?

Products

- Prepaid LD
- Toll Limitation Service (TLS)
- Origination
- Termination
- DID Services
- Switch Services
- 1Plus
- Virtual Switch Solutions

How can 321 Communications
benefit your company?

- Cost Reduction
- Market Expansion
- Experience
- Growth

With 321 Communications' experience and continual growth, your company will have the ability to expand it's markets while reducing product and overhead costs while maximizing profits.

At 321 communications we believe in providing the most efficient, modern and cost effective **Telecommunications solutions for today and tomorrow.**



321 Communications
Telecommunications solutions for today & tomorrow

www.321communications.com
24814 State Rd. 54 Lutz, FL 33559
813-774-6902



321 Communications
Telecommunications solutions for today & tomorrow

321 TLS Packages & Products

All TLS packages have 3 charges:

- Non-Reoccurring Charge
- Monthly Reoccurring Charge
- Long Distance Charge

The NRC is a one time charge for all new customers. The MRC is a monthly charge for the TLS service and the LDC is the charge for the Long Distance service. ** Both the NRC and MRC are completely

reimbursable from the government for Life Line providers**.

Products

- Prepaid LD
- Toll Limitation Service (TLS)
 - Origination
 - Termination
 - DID Services
 - Switch Services
- 1 plus

What is TLS?

TLS stands for: Toll Limitation Service. TLS allows CLEC companies to limit the customers long distance talk time. Certain TLS charges are reimbursable to the CLEC by the Government.

321 TLS Advantage

321 Communications offers 3 different TLS packages at extremely low rates to Life Line providers. 321 also provides 8xx access, this means that the end user must dial an 8xx number to use the LD services. This allows you to track your customer's usage, restrict overages and control costs. 321 is in the process of gaining 1+ dialing which will allow customers to dial 1+ the LD number with the same TLS restrictions.

What is Life Line?

Life Line is a government subsidized program that provides phone service to low income households. The government reimburses the CLEC for providing the services. For more information on Life Line or how to become a provider please visit USAC.org.



321 Communications

Telecommunications solutions for today & tomorrow

How do I implement TLS services?

Contact 321 Communications today to start using TLS services.

Visit us on the web:

www.321communications.com

Request more information:

Info@321communications.com

Call us:

866-763-5197



321 Communications
Serving the needs of businesses in the tri-state area

321 Voip Services

Local DID Pricing

Package	Monthly Price	Monthly Minutes	Over Usage PPM	DID Cost
Voip2000	19.99	2000	2.2	\$1.00

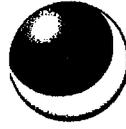
Toll Free Pricing

Monthly Price	PPM	Toll Free Cost
\$5.00	2.5 cents	\$1.00

Misc Charges

Directory Asst - \$1.25 per call

Activation Charges - \$29.95



321 Communications

Telecommunications solutions for today & tomorrow

Toll Limitation Service (TLS)

321 Offers a Toll Limitation Service for ETC Qualified CLEC's. The following is an explanation of the services.

Components

1. NRC (Non Recurring Charge)
2. MRC (Monthly Recurring Charge)
3. LD – Metered Package of Minutes that customer can use for 30 Days

Charges

NRC - (Non Recurring Charge) is charged to ALL new ETC customers per ANI. An example of the NRC is located in our TLS Pricing Exhibit. This is billed net 30 days from the end of the data month. (Example - Data month January is due end of February)

MRC - (Monthly Recurring Charge) can be found in our TLS Pricing Exhibit. The MRC is charged to ALL new and recurring ANI's for each TLS order received in a given month. This is billed net 30 days from the end of the data month. (Example - Data month January is due end of February)

LD – Long Distance Minutes purchased in a metered package. This is billed net 3 days from the end of the week of purchases. Weeks are from Monday to the following Sunday, thus LD Invoices are due by the following Wednesday.

Deposit's and Setup Fee's - are subject to the terms and conditions found in our **Master Service Agreement_2010**.



321 Communications
Telecommunications solutions for today & tomorrow

TLS Pricing Exhibit - 2010

MRC	NRC	DD Minutes Package	DD Charge
\$4.99	\$7.50	240	\$0.99
\$4.99	\$7.50	340	\$1.99
\$4.99	\$7.50	440	\$2.99

321 Communications, Inc.:

By: _____

Its: _____

Customer:

By: _____

Sign: _____

Title: _____

Telephone: _____

Exhibit A

Description of Services

Prepaid Services furnished by Provider permit Purchaser to establish an account for telephone toll services within the 48 contiguous United States and the District of Columbia "CONUS" for each End User telephone number "ANI" so provisioned by Purchaser. This Agreement is restricted for **Residential Use ONLY**. Business Use of this service constitutes a Breach of the Agreement and may result in termination of the agreement.

Purchaser will submit to Provider the ANIs to be provisioned under this Agreement; Provider will not submit any order to any Local Exchange Carrier in connection with this Agreement.

End users will access long distance services by dialing a Local Access or Toll Free number in relationship to the End-Users ANI. 321 Communications reserves the right to issue either an 8xx Toll Free Number or a Local DID as an Access Number. 321 Communications also reserves the right to change the Access Number. In the event that 321 Communications finds it necessary to change a Local Access Number or replace a Toll Free Access Number with a Local Access Number, 321 Communications is required to notify the purchaser within thirty (30) days prior to the change. The purchasers End Users must not block or otherwise restrict their ANI when dialing the Provider network switch, as ANI Recognition requires the subscriber ANI to be passed to the network switch. Calls to Directory Assistance will be blocked. The minutes provisioned are available only from the end user ANI as reflected in provisioning records from Purchaser.

Purchaser agrees that it will: (a) provision all toll Services to End Users upon the basis of Purchaser's regulatory certifications to provide such services and (b) provide customer service and billing to its End Users.

Provider may, at its option, offer additional services to Purchaser. Such additional Services will be separately described and priced.

Exhibit "B"

Rates, Terms and Conditions

Metered Package(s) 60, 450, 750, 1000 and 1500 Minutes

Each end user ANI provisioned to this account will be credited with the wholesale value as indicated in the provisioning file sent to Provider. The number of domestic toll minutes shall correlate to the value as indicated in Exhibit "C". The end user shall be entitled to a subscription period of no more than thirty-one (31) calendar days, and unused time shall expire at the end of the subscription period. A subscription period may be fewer than 31 days at the discretion of the Purchaser without compensation by Provider. Unused values are not refunded nor carried forward. It is the Purchaser's responsibility to identify the "valid from" date and "valid to" date within the order entry format specified by Provider within the terms of the Agreement. Renewals are affected only the submission of a file to Provider; renewals overwrite any existing value. Once properly provisioned, no refunds are allowed except in the case of administrative error and where the end user has not made chargeable calls nor been able to access the available balance after the most recent provisioning of Service. The end user's failure to remit payment to Purchaser to retain Service does not qualify for a refund.

321 Communications offers 60, 450, 750, 1000 and 1500 minute metered packages. The purchaser can choose one of these (5) packages as an initial order based on what the purchaser believes their "End Users" Long Distance consumption will be for a thirty-one (31) day period. Each end user ANI provisioned to this account will be credited with the total minutes of usage as indicated in the provisioning file sent to Provider. The number of domestic toll minutes shall correlate to the value as indicated in Exhibit "C".

Provisioning of Additional Packages within a Subscription Period for "Metered" subscriptions may be done by the purchaser sending an FTP file to 321 Communications requesting the additional purchase. The cost of the additional package(s) purchased is indicated on EXHIBIT "C", and will be billed weekly as indicated in Section (1) of the "Service Agreement".

"Unlimited" Metered Package(s) 750, 1000 and 1500 Minutes.

321 Communications "unlimited" packages allows the purchaser the ability to offer an "unlimited" product to their end users, by purchasing additional minutes to the account only after the end user has used all of their initial minutes. This helps eliminate the purchaser from "overbuying" ensuring that only those end users that require additional minutes get refreshed additional minutes.

The term "Unlimited" is not defined as unlimited usage from the provider to the purchaser but rather a marketing term that the purchaser may choose to use when marketing the following packages to its "End Users". The term "Unlimited" in this agreement also refers to the purchaser's authorization for 321 Communications to automatically credit/refresh the end users account with 450 additional minutes (Metered "450" Package – See EXHIBIT "C") at the scheduled additional charge to the purchaser to ensure the customer will not experience a service disruption.

How the "unlimited" package(s) works

321 Communications offers "unlimited" 750, 1000 and 1500 minute packages. The purchaser can choose one of these 3 packages as an initial order based on what the purchaser believes their "End Users" Long Distance consumption will be for a thirty-one (31) day period. Each end user ANI provisioned to this account will be credited with the total minutes of usage as indicated in the provisioning file sent to Provider. The number of domestic toll minutes provisioned shall correlate to the value indicated in Exhibit "C".

In the event the end user "uses up" the initial number of minutes on their account for the said thirty-one (31) calendar day period, the purchaser authorizes 321 Communications to **automatically** credit/refresh the end users account with 450 additional minutes (Metered "450" Package – See EXHIBIT "C") to ensure the customer will not experience a service disruption. The purchaser will be charged per credit/refresh as per the agreed amount for the Metered "450" Package at the end of each calendar month. The purchaser may convert at any time an "unlimited" end user to a metered end user to prevent automatic credits to the accounts. This conversion is done via FTP to the provider.

Subscription Period

The end user shall be entitled to a subscription period of no more than thirty-one (31) calendar days, regardless of the number of packages purchased for the ANI of said end user in that thirty-one (31) calendar day period and ANY unused time shall expire at the end of the subscription period. A subscription period may be of fewer than 31 days at the discretion of the Purchaser without compensation by Provider. Unused values are not refunded nor carried forward. It is the Purchaser's responsibility to identify the "valid from" date and "valid to" date within the order entry format specified by Provider within the terms of the Agreement. Renewals are affected only with the submission of a file to the Provider; renewals overwrite any existing value. Once properly provisioned, no refunds are allowed except in the case of administrative error and or where the end user has not made chargeable calls or been able to access the available balance after the most recent provisioning of Service. The end user's failure to remit payment to Purchaser to retain Service does not qualify for a refund.

Monthly Recurring Charge.

Purchaser agrees to a minimum monthly service fee of \$50.00 which will only be applied if Purchaser's total monthly charges are less than \$50.00.

Statement Period.

The statement period shall be from the first calendar day of each month through the last calendar day of each month. There is no proration for partial month's subscription. Provider will render a statement to Purchaser within a commercially reasonable period after the close of each period. Interim statements are available from Provider upon request. Nothing in this paragraph shall be construed as relieving Purchaser from the funding requirements as described in Section 1 of the Agreement.

Billing Increments.

Provider will measure all completed calls in an initial increment of one minute, with subsequent increments of one minute, with partial increments rounded up to the next increment.

Implementation. Provider and Purchaser mutually agree to implement the following items:

1. Purchaser will FTP orders to an FTP site using the agreed upon format provided by 321 Communications.
2. Purchaser must provide start and end date of service to be added to their customer account. The start and end date cannot be greater than any one calendar period.
3. Provider will ensure funds are made available within 30 minutes of receiving Purchaser order via FTP.

Exhibit "C"

Rates, Terms and Conditions

Schedule of Charges

<u>Metered Product</u>	<u>Monthly Price Per Subscription</u>
Metered "60" Minutes	\$0.85
Metered "450" Minutes	\$6.00
Metered "750" Minutes	\$10.00
Metered "1000" Minutes	\$13.00
Metered "1500" Minutes	\$15.99

<u>"Unlimited" Metered Product</u>	<u>Monthly Price Per Subscription</u>
**Metered "450" Minutes	\$6.00
"Unlimited" Metered "750" Minutes	\$10.00
"Unlimited" Metered "1000" Minutes	\$13.00
"Unlimited" Metered "1500" Minutes	\$15.99

****Package used to add additional minutes to an "unlimited" account**

The term "Unlimited" is not defined as unlimited usage from the provider to the purchaser but rather a marketing term that the purchaser may choose to use when marketing the following packages to its "End Users". The term "Unlimited" in this agreement also refers to the purchaser's authorization for 321 Communications to automatically credit/refresh the end users account with 450 additional minutes (Metered "450" Minutes Package – See EXHIBIT "C") at the scheduled additional charge to the purchaser to ensure the customer will not experience a service disruption.

Any change to these items by either the Provider's vendor(s) or regulatory changes resulting in charges to Provider will result in a charge to the Purchaser, under the terms of the Agreement.

Exhibit D

List of States in which the Applicant has had an application approved or denied to offer telecommunications and currently offers telecommunications services similar to those that the Applicant will or intends to offer in Arizona.

321 Communications, Inc.				
STATES	FILED DATE / DOCKET #	Status	APPROVED ON	
Alabama	5/14/09 Docket No. 31160 (CLEC) Hearing 6/10/09— 11:00 CST in person		Approved 8/28/09	
Arizona	8/14/09 Docket No. T-20696A-09-0394 (CLEC)	Data Responses received 2/4/10		
Florida	(CLEC)	Filed 6/7/10		
Georgia	12/9/09 Docket No. 28785-U (CLEC)		Approved 5/5/09 Certificate No. L0462 Effective 5/8/09	
	12/9/09 Docket No. 28784-U (IXC)		Approved 3/3/09 Certificate No. R-1061 Effective 3/11/09	
Illinois	5/12/09 Docket No. 09-0237 (CLEC) Hearing: 6/18/09		Approved 7/8/09	
Iowa	10/16/09 (CLEC) Docket No. TCU-2009-0016		Withdrawn 12/22/09	
Kentucky	10/28/08 (CLEC) Filing No. TFS2008- 00795		Effective 10/29/08	
Louisiana	7/10/09 Docket No. S-31096 (CLEC)		Approved 9/17/09 Certificate No.	

		Published in 7/24/09 Bulletin		TSP00642
Missouri		1/30/09 Case No. CA-2009-0281 Staff Rec. Approval 3/16/09		Approved 3/20/09 Effective 3/30/09
New York		10/28/08 (CLEC) Case No. 08-C-1276		Approved 11/17/08
Pennsylvania		5/12/09 Docket A-2009-2109275 & A- 2009-2109276 (CLEC)		Provisional Authority 5/26/09 Certification issued 7/23/09
South Dakota		12/19/08 Docket No. TC08-141 (CLEC)		Approved 1/27/09 Order Issued 2/5/09
Texas		3/16/10 Docket No. 38059 (CLEC) Intervention Date 4/9/10	(Staff Extended Statutory deadline until 7/16/10)	
Washington		7/30/09 Docket UT-091228 (CLEC)		Effective 8/29/09
Wisconsin		5/19/09 Docket No. 5902-NC-100 (CLEC)		Approved 11/11/09