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BALTIMORE
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EASTON

DEPOSIT

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FEB 26 1998

February 25, 1998

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FEDERAL EXPRESS

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

RECEIVED
FEB 26 1998
11 17

Re: Application to Provide Interexchange Telecommunications Services

Dear Sir or Madam:

Enclosed please find an original and seven (7) copies of the Application of Western Telecommunications, Inc./Retail Sales Group d/b/a/ People Link by TCI to Provide Interexchange Telecommunications Services in the State of Florida. Also enclosed is the filing fee of \$250.00.

Please date stamp one copy and return it in the enclosed self-addressed, stamped envelope. Should you have any questions regarding the foregoing, please contact the undersigned.

Sincerely,

Julie A. Kaminski

Julie A. Kaminski

/jak
Enclosures

cc: Tiffany Russo, Esq.

Check received with filing and forwarded to Fiscal for deposit. Fiscal to forward a copy of check to RAR with proof of deposit.

Initials of person who forwarded check:

JAK

DOCUMENT NUMBER-DATE

FEB 26 1998

FROD-RECORDS/REPORTING

**** FLORIDA PUBLIC SERVICE COMMISSION ***

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM
for
AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

- A. This form is used for an original application for a certificate and for approval of sale, assignment or transfer of an existing certificate. In case of a sale, assignment or transfer, the information provided shall be for the purchaser, assignee or transferee (See Appendix A).
- B. Respond to each item requested in the application and appendices. If an item is not applicable, please explain why.
- C. Use a separate sheet for each answer which will not fit the allotted space.
- D. If you have questions about completing the form, contact:
- E. Once completed, submit the original and six (6) copies of this form along with a non-refundable application fee of \$250.00 to:

Florida Public Service Commission
Division of Communications
Bureau of Service Evaluation
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6600

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850
(904) 413-6251

FORM PSC/CMU 31 (11/95)
Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

DOCUMENT NUMBER-DATE

02686 FEB 26 88

FPSO-RECORDS/REPORTING

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

- Original Authority (New company).
- Approval of Transfer (To another certificated company).
- Approval of Assignment of existing certificate (To an uncertificated company).
- Approval for transfer of control (To another certificated company).

2. Select what type of business your company will be conducting (check all that apply):

- Facilities based carrier - company owns and operates or plans to own and operate telecommunications switches and transmission facilities in Florida.
- Operator Service Provider - company provides or plans to provide alternative operator services for IXCs; or toll operator services to call aggregator locations; or clearinghouse services to bill such calls.
- Reseller - company has or plans to have one or more switches but primarily leases the transmission facilities of other carriers. Bills its own customer base for services used.
- Switchless Reseller - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship: Western Tele-Communications, Inc. / Retail Sales Group ("WTCI/RSG")

4. Name under which the applicant will do business (fictitious name, etc.):
d/b/a People Link by TCI

5. National address (including street name & number, post office box, city, state and zip code).
5619 DTC Parkway, Englewood, CO 80111

6. Florida address (including street name & number, post office box, city, state and zip code):
18601 Northwest 2nd Avenue, Miami, FL 33169

7. Structure of organization;

Individual Corporation
 Foreign Corporation Foreign Partnership
 General Partnership Limited Partnership
 Other, _____

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners. N/A

(a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.

(b) Indicate if the individual or any of the partners have previously been:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings.

(2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not.

9. If incorporated, please give:

- (a) Proof from the Florida Secretary of State that the applicant has authority to operate in Florida. See Exhibit 1

Corporate charter number: F98002000866

- (b) Name and address of the company's Florida registered agent. The Prentice-Hall Corporation Sys
1201 Nays Street

- Tallahassee, FL 32301
(c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable. See Exhibit 2

Fictitious name registration number: _____

- (c) Indicate if any of the officers, directors, or any of the ten largest stockholders have previously been:

(1) adjudged bankrupt, mentally incompetent, or found guilty of any felony or of any crime, or whether such actions may result from pending proceedings. No.

(2) officer, director, partner or stockholder in any other Florida certificated telephone company. If yes, give name of company and relationship. If no longer associated with company, give reason why not. No.

10. Who will serve as liaison with the Commission in regard to (please give name, title, address and telephone number):

(a) The application;

(b) Official Point of Contact for the ongoing operations of the company;

(c) Tariff;

Randall B. Lowe, Esq. / Julie A. Kaminski, Esq.

Piper & Marbury, L.L.P.

Tele: (202) 861-3900

1200 Nineteenth St., N.W.

Fax: (202) 223-2085

Washington, D.C. 20036

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

14. Will your marketing program:

- Pay commissions?
- Offer sales franchises?
- Offer multi-level sales incentives?
- Offer other sales incentives?

At this time, applicant has not established sales commissions/incentives for the services it plans to offer in Florida.

15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.). Should Applicant develop such programs in the future, it will advise the Commission of the nature of the programs.

16. Who will receive the bills for your service (Check all that apply)?

- Residential customers. Business customers.
- PATS providers. PATS station end-users.
- Hotels & motels. Hotel & motel guests.
- Universities. Univ. dormitory residents.
- Other: (specify) _____.

17. Please provide the following (if applicable):

- (a) Will the name of your company appear on the bill for your services, and if not who will the billed party contact to ask questions about the bill (provide name and phone number) and how is this information provided?

Applicant's name will appear on the bill.

- (b) Name and address of the firm who will bill for your service.

CSG Systems, Inc.
7887 E. Belleview, Suite 1000
Englewood, CO 80111

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service in Florida.

A. Financial capability. See Exhibit 3.

Regarding the showing of financial capability, the following applies:

The application should contain the applicant's financial statements for the most recent 3 years, including:

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

Further, a written explanation, which can include supporting documentation, regarding the following should be provided to show financial capability.

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.
2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.
3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

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

If available, the financial statements should be audited financial statements.

If the applicant does not have audited financial statements, it shall be so stated. The unaudited financial statements should then be signed by the applicant's chief executive officer and chief financial officer. The signatures should affirm that the financial statements are true and correct.

B. Managerial capability.

See Exhibit 4.

C. Technical capability.

See Exhibit 4.

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.485 (example enclosed).

See Exhibit 5.

20. The applicant will provide the following interexchange carrier services (Check all that apply):

MTS with distance sensitive per minute rates

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS with route specific rates per minute

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

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

Method of access is FGA

Method of access is FGB

Method of access is FGD

Method of access is 800

MTS for pay telephone service providers

Block-of-time calling plan (Reach out Florida, Ring America, etc.).

800 Service (Toll free)

- WATS type service (Bulk or volume discount)
- Method of access is via dedicated facilities
- Method of access is via switched facilities

- Private Line services (Channel Services)
(For ex. 1.544 mbs., DS-3, etc.)

- Travel Service
 - Method of access is 950
 - Method of access is 800

- 900 service

- Operator Services
 - Available to presubscribed customers
 - Available to non presubscribed customers (for example to patrons of hotels, students in universities, patients in hospitals.
 - Available to inmates

Services included are:

- Station assistance
- Person to Person assistance
- Directory assistance
- Operator verify and interrupt
- Conference Calling

21. What does the end user dial for each of the interexchange carrier services that were checked in services included (above). Prepaid calling card service is accessed by dialing a toll-free number (888-663-9015), followed by the customer's authorization code. The customer service number for access to
22. Other: traditional long distance service is not available at this time but will be provided to the Commission at a later date.

**** APPLICANT ACKNOWLEDGEMENT STATEMENT ****

1. **REGULATORY ASSESSMENT FEE:** I understand that all telephone companies must pay a regulatory assessment fee in the amount of .15 of one percent of its gross operating revenue derived from intrastate business. Regardless of the gross operating revenue of a company, a minimum annual assessment fee of \$50 is required.
2. **GROSS RECEIPTS TAX:** I understand that all telephone companies must pay a gross receipts tax of two and one-half percent on all intra and interstate business.
3. **SALES TAX:** I understand that a seven percent sales tax must be paid on intra and interstate revenues.
4. **APPLICATION FEE:** A non-refundable application fee of \$250.00 must be submitted with the application.
5. **RECEIPT AND UNDERSTANDING OF RULES:** I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Orders relating to my provision of interexchange telephone service in Florida. I also understand that it is my responsibility to comply with all current and future Commission requirements regarding interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.
Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL:


Signature

2/23/98
Date

Robert J. Lemming

Executive Vice President and
Title
Chief Operating Officer

(303) 267-5500
Telephone No.

**** APPENDIX A ****

CERTIFICATE TRANSFER STATEMENT

Not Applicable

I, (TYPE NAME) _____,
(TITLE) _____, of (NAME OF COMPANY)
_____, and current
holder of certificate number _____, have reviewed
this application and join in the petitioner's request for a
transfer of the above-mention certificate.

UTILITY OFFICIAL:

_____	_____
Signature	Date

_____	_____
Title	Telephone No.

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

A statement of how the Commission can be assured of the security of the customer's deposits and advance payments may be responded to in one of the following ways (applicant please check one):

- (X) The applicant will not collect deposits nor will it collect payments for service more than one month in advance.
- () The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

UTILITY OFFICIAL:



Signature

2/23/98
Date

Robert J. Lemming

Exec. VP and COO
Title

(303) 267-5500
Telephone No.

**** APPENDIX C ****

INTRASTATE NETWORK

1. **POP:** Addresses where located, and indicate if owned or leased. N/A

1) 2)

3) 4)

2. **SWITCHES:** Address where located, by type of switch, and indicate if owned or leased. N/A

1) 2)

3) 4)

3. **TRANSMISSION FACILITIES:** Pop-to-Pop facilities by type of facilities (microwave, fiber, copper, satellite, etc.) and indicate if owned or leased. N/A

1) POP-to-POP TYPE OWNERSHIP

2)

4. **ORIGINATING SERVICE:** Please provide the list of exchanges where you are proposing to provide originating service within thirty (30) days after the effective date of the certificate (Appendix D).
Applicant intends to provide resold service throughout the State of Florida.

5. **TRAFFIC RESTRICTIONS:** Please explain how the applicant will comply with the EAEA requirements contained in Commission Rule 25-24.471 (4) (a) (copy enclosed).

Applicant's customers will access prepaid calling card services through a toll-free number and access code. Applicant will not change or augment the dialing pattern of end users.

6. **CURRENT FLORIDA INTRASTATE SERVICES:** Applicant has () or has not (X) previously provided intrastate telecommunications in Florida. If the answer is has, fully describe the following:

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

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

UTILITY OFFICIAL:



Signature

2/23/98
Date

Robert J. Leming

Exec. VP and COO
Title

(303) 267-5500
Telephone No.

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

Describe the service area in which you hold yourself out to provide service by telephone company exchange. If all services listed in your tariff are not offered at all locations, so indicate.

In an effort to assist you, attached is a list of major exchanges in Florida showing the small exchanges with which each has extended area service (EAS).

**** FLORIDA EAS FOR MAJOR EXCHANGES ****

<u>Extended Service Area</u>	<u>with</u>	<u>These Exchanges</u>
PENSACOLA:		Cantonment, Gulf Breeze Pace, Milton Holley-Navarre.
PANAMA CITY:		Lynn Haven, Panama City Beach, Youngstown-Fountain and Tyndall AFB.
TALLAHASSEE:		Crawfordville, Havana, Monticello, Panacea, Sopchoppy and St. Marks.
JACKSONVILLE:		Baldwin, Ft. George, Jacksonville Beach, Callahan, Maxville, Middleburg Orange Park, Ponte Vedra and Julington.
GAINESVILLE:		Alachua, Archer, Brooker, Hawthorne, High Springs, Melrose, Micanopy, Newberry and Waldo.
OCALA:		Belleview, Citra, Dunnellon,

Forest Lady Lake (B21),
McIntosh, Oklawaha,
Orange Springs, Salt Springs and
Silver Springs Shores.

DAYTONA BEACH:

New Smyrna Beach.

TAMPA:

Central	None
East	Plant City
North	Zephyrhills
South	Palmetto
West	Clearwater

CLEARWATER:

St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

Bartow, Mulberry, Plant City,
Polk City and Winter Haven.

ORLANDO:

Apopka, East Orange, Lake Buena
Vista, Oviedo, Windermere,
Winter Garden,
Winter Park, Montverde, Reedy
Creek, and Oviedo-Winter
Springs.

WINTER PARK: Apopka, East Orange, Lake Buena Vista,
Orlando, Oviedo, Sanford, Windermere,
Winter Garden, Oviedo-Winter Springs
Reedy Creek, Geneva and Montverde.

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie,
Melbourne and Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

Cape Coral, Ft. Myers Beach, North Cape
Coral, North Ft. Myers, Pine Island, Lehigh
Acres and Sanibel-Captiva Islands.

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

POMPANO BEACH:

**Boca Raton, Coral Springs,
Deerfield Beach and Ft.
Lauderdale.**

FT. LAUDERDALE:

**Coral Springs, Deerfield Beach,
Hollywood and Pompano Beach.**

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

**Homestead, North Dade and
Perrine**

**** APPENDIX E ****

**** GLOSSARY ****

ACCESS CODE: The term denotes a uniform four or seven digit code assigned to an individual IXC. The five digit code has the form 10XXX and the seven digit code has the form 950-XXXX.

BYPASS: Transmission facilities that go direct from the local exchange end user to an IXC point of presence, thus bypassing the local exchange company.

CARRIERS CARRIER: An IXC that provides telecommunications service, mainly bulk transmission service, to other IXC only.

CENTRAL OFFICE: A local operating unit by means of which connections are established between subscribers' lines and trunk or toll lines to other central offices within the same exchange or other exchanges. Each three (3) digit central office code (NXX) used shall be considered a separate central office unit.

CENTRAL OFFICE CODE: The term denotes the first three digits (NXX) of the seven (7) digit telephone number assigned to a customer's telephone exchange service.

COMMISSION: The Florida Public Service Commission.

COMPANY, TELEPHONE COMPANY, UTILITY: These terms may be used interchangeably herein and shall mean any person, firm, partnership or corporation engaged in the business of furnishing communication service to the public under the jurisdiction of the Commission.

DEDICATED FACILITY: The term denotes a transmission circuit which is permanently for the exclusive use of a customer or a pair of customers.

END USER: The term denotes any individual, partnership, association, corporation, governmental agency or any other entity which (A) obtains a common line, uses a pay telephone or obtains interstate service arrangements in the operating territory of the company or (B) subscribes to interstate services provided by an IXC or uses the services of the IXC when the IXC provides interstate service for its own use.

EQUAL ACCESS EXCHANGE AREAS: EAEA means a geographic area, configured based on 1987 planned toll center/access tandem areas, in which local exchange companies are responsible for providing equal access to both carriers and customers of carriers in the most economically efficient manner.

EXCHANGE: The entire telephone plant and facilities used in providing telephone service to subscribers located in an exchange area. An exchange may include more than one central office unit.

EXCHANGE (SERVICE) AREA: The territory, including the base rate suburban and rural areas served by an exchange, within which local telephone service is furnished at the exchange rates applicable within that area.

EXTENDED AREA SERVICE: A type of telephone service furnished under tariff provision whereby subscribers of a given exchange or area may complete calls to, and receive messages from, one or more other contiguous exchanges without toll charges, or complete calls to one or more other exchanges without toll message charges.

FACILITIES BASED: An IXC that has its own transmission and/or switching equipment or other elements of equipment and does not rely on others to provide this service.

FOREIGN EXCHANGE SERVICES: A classification of exchange service furnished under tariff provisions whereby a subscriber may be provided telephone service from an exchange other than the one from which he would normally be served.

FEATURE GROUPS: General categories of unbundled tariffs to stipulate related services.

Feature Group A: Line side connections presently serving specialized common carriers.

Feature Group B: Trunk side connections without equal digit or code dialing.

Feature Group C: Trunk side connections presently serving AT&T-C.

Feature Group D: Equal trunk access with subscription.

INTEREXCHANGE COMPANY: means any telephone company, as defined in Section 364.02(4), F.S. (excluding Payphone Providers), which provides telecommunication service between exchange areas as those areas are described in the approved tariffs of individual local exchange companies.

INTER-OFFICE CALL: A telephone call originating in one central office unit or entity but terminating in another central office unit or entity both of which are in the same designated exchange area.

INTRA-OFFICE CALL: A telephone call originating and terminating within the same central office unit or entity.

INTRASTATE COMMUNICATIONS: The term denotes any communications in Florida subject to oversight by the Florida Public Service Commission as provided by the laws of the State.

INTRA-STATE TOLL MESSAGE: Those toll messages which originate and terminate within the same state.

LOCAL ACCESS AND TRANSPORT AREA: LATA means the geographic area established for the administration of communications service. It encompasses designated exchanges, which are grouped to serve common social, economic and other purposes.

LOCAL EXCHANGE COMPANY (LEC): Means any telephone company, as defined in Section 364.02(4), F.S., which, in addition to any other telephonic communication service, provides telecommunication service within exchange areas as those areas are described in the approved tariffs of the telephone company.

OPTIONAL CALLING PLAN: An optional service furnished under tariff provisions which recognizes a need of some subscribers for extended area calling without imposing the cost on the entire body of subscribers.

900 SERVICE: A service similar to 800 service, except this service is charged back to the customer based on first minute plus additional minute usage.

PIN NUMBER: A group of numbers used by a company to identify their customers.

PAY TELEPHONE SERVICE COMPANY: Means any telephone company, other than a Local Exchange Company, which provides pay telephone service as defined in Section 364.335(4), F.S.

POINT OF PRESENCE (POP): Bell-coined term which designates the

FORM PSC/CMU 31 (11/95)

Required by Commission Rule Nos. 25-24.471, 25-24.473, and 25-24.480(2).

actual (physical) location of an IXC's facility. Replaces some applications of the term "demarcation point."

PRIMARY SERVICE: Individual line service or party line service.

RESELLER: An IXC that does not have certain facilities but purchases telecommunications service from an IXC and then resells that service to others.

STATION: A telephone instrument consisting of a transmitter, receiver, and associated apparatus so connected as to permit sending and/or receiving telephone messages.

SUBSCRIBER, CUSTOMER: These terms may be used interchangeably herein and shall mean any person, firm, partnership, corporation, municipality, cooperative organization, or governmental agency supplied with communication service by a telephone company.

SUBSCRIBER LINE: The circuit or channel used to connect the subscriber station with the central office equipment.

SWITCHING CENTER: Location at which telephone traffic, either local or toll, is switched or connected from one circuit or line to another. A local switching center may be comprised of several central office units.

TRUNK: A communication channel between central office units or entities, or private branch exchanges.

Exhibit 1 - Certificate of Authority



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1998

CSC

Qualification documents for WESTERN TELE-COMMUNICATIONS, INC/RETAIL SALES GROUP were filed on February 13, 1998 and assigned document number F98000000866. Please refer to this number whenever corresponding with this office.

Your corporation is now qualified and authorized to transact business in Florida as of the file date.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. If you do not already have an FEI number, please apply NOW with the Internal Revenue by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding this matter, please telephone (850) 487-6091, the Foreign Qualification/Tax Lien Section.

Michael Mays
Document Specialist
Division of Corporations

Letter Number: 598A00008451

Account number: 07210000032

Account charged: 70.00

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Western Tele-Communications, Inc./Retail Sales Group
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Colorado 3. 84-1337128
(State or country under the law of which it is incorporated) (FB number, if applicable)
4. 10-19-95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 03-01-98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 5619 DTC Parkway
Englewood, CO 80111
(Current mailing address)
8. Resale of long distance services and sale of prepaid calling cards
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: The Prentice-Hall Corporation System, Inc.
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

FILED
SECRETARY OF STATE
DIV. OF CORPORATE REGISTRATION
98FEB 3 AM 10:09

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____


Address: _____

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 13 AM 11:09

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Robert J. Lemning, Executive Vice President
(Typed or printed name and capacity of person signing application)

WESTERN TELE-COMMUNICATIONS, INC./RETAIL SALES GROUP

Larry E. Romrell*	Chief Executive Officer/ President	5619 DTC Parkway Englewood, CO 80111
John C. Malone*	Director	5619 DTC Parkway Englewood, CO 80111
Robert J. Lemming	Executive Vice President/ Chief Operating Officer	5619 DTC Parkway Englewood, CO 80111
C.C. Thomas	Senior Vice President	5619 DTC Parkway Englewood, CO 80111
Donald D. Whiteman	Senior Vice President	5619 DTC Parkway Englewood, CO 80111
Stephen M. Brett*	Vice President/Secretary	5619 DTC Parkway Englewood, CO 80111
David Boileau	Chief Financial Officer/ Vice President	5619 DTC Parkway Englewood, CO 80111
Marie Kalness	Vice President	5619 DTC Parkway Englewood, CO 80111
Jerry Pittman	Vice President	5619 DTC Parkway Englewood, CO 80111
Bernard W. Schotters, II	Vice President/Treasurer	5619 DTC Parkway Englewood, CO 80111
B. Summers	Vice President	5619 DTC Parkway Englewood, CO 80111
Patricia Beckley	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Gary Blaylock	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Nolan Gookin	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Dave Nosler	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Colin R. Stoner	Assistant Vice President	5619 DTC Parkway Englewood, CO 80111
Mary M. McChesney	Assistant Secretary	5619 DTC Parkway Englewood, CO 80111
Mary S. Willis	Assistant Secretary	5619 DTC Parkway Englewood, CO 80111

* Directors

Exhibit 2 - Fictitious Name Registration

Attached hereto is Applicant's Application for Registration of Fictitious Name. At such time that the Application for Registration of Fictitious Name is approved, a copy of the same will be provided.

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

Section 1

1. People Link by TCI
Fictitious Name to be Registered

2. 18601 N.W. 2nd Avenue
Mailing Address of Business

City Miami, Florida 33169
Zip Code

3. Florida County Dade

4. FEI Number: 84-1337128

This space for office use only

Section 2

A. Owner(s) of Fictitious Name if Individual(s): (Use an attachment if necessary):

1. Last _____ First _____ M.I. _____ Address _____ City _____ State _____ Zip Code _____ SS# _____	2. Last _____ First _____ M.I. _____ Address _____ City _____ State _____ Zip Code _____ SS# _____
---	---

B. Owner(s) of Fictitious Name if other than an individual: (Use attachment if necessary):

1. <u>Western Tele-Communications</u> Entity Name Inc./Retail Sales Group <u>5619 DTC Parkway</u> Address <u>Englewood CO 80111</u> City State Zip Code Florida Registration Number <u>F98000000866</u> FEI Number: <u>84-1337128</u> <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable	2. _____ Entity Name Address City State Zip Code Florida Registration Number _____ FEI Number: _____ <input type="checkbox"/> Applied for <input type="checkbox"/> Not Applicable
--	---

Section 3

I (we) the undersigned, being the sole (all the) party(ies) owning interest in the above fictitious name, certify that the information indicated on this form is true and accurate. I (we) further certify that the fictitious name shown in Section 1 of this form has been advertised at least once in a newspaper as defined in chapter 80, Florida Statutes, in the county where the applicant's principal place of business is located. I (we) understand that the signature(s) below shall have the same legal effect as if made under oath. (At Least One Signature Required)

<u>[Signature]</u> Signature of Owner	<u>2/20/98</u> Date	_____ Signature of Owner	_____ Date
Phone Number: _____		Phone Number: _____	

Section 4

**FOR CANCELLATION COMPLETE SECTION 4 ONLY:
FOR FICTITIOUS NAME OR OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:**

I (we) the undersigned, hereby cancel the fictitious name _____
_____, which was registered on _____ and was assigned
registration number _____

_____ Signature of Owner	_____ Date	_____ Signature of Owner	_____ Date
-----------------------------	---------------	-----------------------------	---------------

Mark the applicable boxes Certificate of Status \$10 Certified Copy \$30

FILING FEE: \$50

Note: Acknowledgments/certificates will be sent to the address in Section 1 only

CR4E-001 (12/95)

Notice is hereby given that the undersigned, a corporation incorporated under the laws of Colorado, desiring to engage in business at 18601 N.W. 2nd Avenue in the City of Miami, County of Dade, State of Florida, under the fictitious name of People Link by TCI, hereby advertises its intention to register said name with the Secretary of State of the State of Florida.

Western Tele-Communications, Inc./
Retail Sales Group
[name of corporation]

By: Robert Lemming
[name and title of officer]

Robert Lemming,
Executive Vice President and Chief
Operating Officer

Exhibit 3 - Financial Capability

As a newly formed entity, Applicant does not have any current audited financial statements. Attached hereto, however, is a recent unaudited balance sheet and income statement for Applicant. The executed Applicant Acknowledgement Statement at the end of the Application attests to the accuracy of the substance of the Application, including the financial statement. In addition, a copy of Applicant's parent company's, Tele-Communications, Inc. ("TCI"), most recent audited financial statement and balance sheet is attached hereto.

The attached financial statements indicate that Applicant is capable of providing on a continuous and proper basis the resold services it is requesting in this Application and safeguarding the public interest. TCI's financial strength is reflected on the attached financials, which shows assets in excess of \$30 million and a net earnings of \$243 million for the year ended 1996.

As a non-facilities-based reseller of interexchange telecommunications services, Applicant does not require construction of its own facilities nor has plans to construct facilities of its own. Therefore, Applicant requires no additional capitalization or financing nor does it expect to incur significant expenses to provide intrastate service. Accordingly, Applicant will be able to provide the resold services for which it requests authority throughout the State of Florida.

UNAUDITED

Currency: USD
 GLS-V43304 (WTCI RETAIL SVC GRP INC 97 CONS)

ACCT	PROD	CURRENT MONTH			YEAR TO DATE			% ACTUAL TOT REVEN
		ACTUAL	BUDGET	VARIANCE	ACTUAL	BUDGET	VARIANCE	
REVENUE:								
3011	SERVICE REVENUE 4602 DS-0	0	0	0	(5,490)			1.20
3011	SERVICE REVENUE 4603 DS-1	5,772	0	(5,772)	(130,954)			28.69
3011	SERVICE REVENUE 4601 POINT TO POIN	0	0	0	(151,376)			33.16
3012	I/C SERVICE 4601 POINT TO POIN	0	0	0	(44,328)			9.71
3101	SALES-EQUIPMENT 6101 RESELLER SOFT	0	0	0	(30,852)			6.76
3151	RENTALS 3009 CUSTOMER PREM	0	0	0	(978)			0.21
3151	RENTALS 3010 TRANSMISSION	0	0	0	(978)			0.21
3213	CONSTRUCTION REVEN 0000 DEFAULT	0	0	0	(11,399)			50
3213	CONSTRUCTION REVEN 5401 ONE TIME CHAR	0	0	0	(71,070)			74
3299	OTHER REVENUE 0000 DEFAULT	0	0	0	(8,255)			1.01
TOTAL REVENUE		5,772	0	(5,772)	(456,480)			100.00
EXPENSES:								
4041	LEASEBACK FACILITY 0000 DEFAULT	0	0	0	40,923			(8.96)
4041	LEASEBACK FACILITY 4602 DS-0	0	0	0	3,017			(0.66)
4041	LEASEBACK FACILITY 4603 DS-1	(1,861)	0	1,861	146,824			(32.16)
4041	LEASEBACK FACILITY 4701 INTERNET ACCE	0	0	0	42,232			(9.25)
4041	LEASEBACK FACILITY 4601 POINT TO POIN	0	0	0	189,878			(41.60)
4011	PRODUCTION COSTS 0000 DEFAULT	0	0	0	31,564			(6.91)
4011	PRODUCTION COSTS 5401 ONE TIME CHAR	0	0	0	69,875			(15.31)
4011	PRODUCTION COSTS 6101 RESELLER SOFT	542	0	(542)	7,423			(1.63)
4013	VIDEOTAPE COSTS 0000 DEFAULT	0	0	0	0			0.00
4171	COST OF GOODS SOLD 0000 DEFAULT	0	0	0	28,270			(6.19)
4421	SELF INSURANCE EXP 0000 DEFAULT	0	0	0	714			(0.16)
4529	OTHER EXPENSES - 0 5018 ANCILLARY SER	0	0	0	1,681			(0.37)
4529	OTHER EXPENSES - 0 0000 DEFAULT	0	0	0	(1,681)			0.37
TOTAL OPERATING EXPENSE		(1,319)	0	1,319	560,720			(120.04)
SG&A EXPENSE:								
5011	SALARIES-REGULAR 0000 DEFAULT	0	0	0	85,945			(18.83)
5013	SALARIES-BONUSES 0000 DEFAULT	0	0	0	6,672			(1.46)
5014	COMMISSIONS 0000 DEFAULT	0	0	0	26			(0.01)
5031	BENEFITS 0000 DEFAULT	0	0	0	11,136			(2.44)
5032	BENEFITS-ESPP 0000 DEFAULT	0	0	0	1,568			(0.34)
5033	BENEFITS-EMPLOYEE 0000 DEFAULT	0	0	0	0			0.00
5051	EMPLOYEE COSTS 0000 DEFAULT	0	0	0	503			(0.11)
5052	RELOCATION 0000 DEFAULT	0	0	0	301			(0.07)

UNAUDITED

Agency: USD
 ZLB-V43304 (WTCI RETAIL SVC GRP INC 97 CONS)

ACT	PROD	CURRENT MONTH			YEAR TO DATE			% ACTUAL TO TOT REVENUE
		ACTUAL	BUDGET	VARIANCE	ACTUAL	BUDGET	VARIANCE	
071	PAYROLL TAXES 0000	941	0	(941)	8,397		(1.84)	
091	CONTRACT LABOR 0000	0	0	0	0		0.00	
101	TRAVEL 0900	998	0	(998)	34,414		(7.54)	
102	MEALS AND ENTERTAIN 0000	0	0	0	5,855		(1.28)	
141	COMPUTER MAINTENAN 0000	0	0	0	325		(0.07)	
149	OUTSIDE COMPUTER C 0000	0	0	0	110		(0.02)	
161	OFFICE SUPPLIES 0000	0	0	0	653		(0.14)	
162	PRINTED FORMS 0000	0	0	0	405		(0.09)	
181	MAINTENANCE/REPAIR 0000	0	0	0	(34)			
101-5200	TELEPHONE COSTS	131	0	(131)	9,276			
121	TRADE DUES 0000	0	0	0	940		(0.21)	
122	SUBSCRIPTIONS 0000	0	0	0	0		0.00	
101	ADVERTISING - PROM 0000	0	0	0	285		(0.06)	
123	TRADE SHOW EVENTS 0000	0	0	0	2,300		(0.50)	
171	PROFESSIONAL SERVI 0000	0	0	0	0		0.00	
191	POSTAGE 0000	0	0	0	1,571		(0.34)	
119	OTHER LICENSES/TAX 0000	0	0	0	3,227		(0.71)	
131	BANK SERVICE CHARG 0000	0	0	0	404		(0.09)	
129	OTHER EXPENSES - S 0000	0	0	0	2,602		(0.57)	
YEAR SGA EXPENSE		2,070	0	(2,070)	176,883		(38.75)	
NET (INCOME)/LOSS		6,523	0	(6,523)	281,123		(61.58)	
OTHER (INCOME)/EXPENSE:								
INTEREST EXPENSE		0	0	0	0		0.00	
OTHER EXPENSES		0	0	0	0		0.00	
GAIN/LOSS		0	0	0	0		0.00	
YEAR OTHER (INCOME)/EXPENSE		0	0	0	0			
NET (INCOME)/LOSS		6,523	0	(6,523)	281,123		(61.58)	

TELE-COMMUNICATIONS, INC.
 SYSTEM BALANCE SHEET
 CURRENT PERIOD 13-97
 December 31, 1997

UNAUDITED

Currency : USD
 GL# V43304 (WTCI RETAIL SALES GRP INC 97 CONS)

	<u>YEAR-TO-DATE</u>
<u>ASSETS</u>	
CURRENT ASSETS	
CASH & INVESTMENTS	1,169.87
RECEIVABLES:	
TRADE RECEIVABLES	(4,786.75)
OTHER RECEIVABLES	(215.38)
TOTAL RECEIVABLES	<u>(5,002.13)</u>
LESS ALLOW FOR DOUBTFUL REC.	
NET RECEIVABLES	<u>(5,002.13)</u>
INVENTORY HOME SHOPPING NETWORK	0.00
PREPAID EXPENSES	0.00
INVESTMENTS:	
FIXED ASSETS:	
LAND	0.00
DISTRIBUTION SYSTEMS - OWNED	(1,000.00)
TOTAL PROPERTY & EQUIPMENT	<u>(1,000.00)</u>
LESS ACCUMULATED DEPRECIATION & AMORTIZATION	
NET PROPERTY & EQUIPMENT	<u>(1,000.00)</u>
FRANCHISE COSTS:	
FRANCHISE & ROUTE COSTS	0.00
ACCUMULATED AMORTIZATION FRANCHISE COSTS	<u>0.00</u>
NET FRANCHISE COSTS	0.00
EXCESS COSTS	0.00
ACCUMULATED AMORTIZATION EXCESS COSTS	0.00
OTHER ASSETS	0.00
NEW ASSETS DISCONTINUED OPERATIONS	0.00
TOTAL ASSETS	<u>(4,832.26)</u>
<u>LIABILITIES & EQUITY</u>	
LIABILITIES:	
INTERCOMPANY	(250,665.80)
ACCOUNTS PAYABLE	(1,052.29)
ACCRUED LIABILITIES	(17,492.62)
ACCRUED INTEREST PAYABLE	0.00
SUBSCRIBER ADVANCE PAYMENTS	(6,079.57)
INCOME TAX PAYABLE	0.00
DEBT	0.00
DEBT DUE AFFILIATE	0.00
DEFERRED INCOME TAXES	0.00
OTHER LIABILITIES	<u>0.00</u>
TOTAL LIABILITIES	(275,290.28)
STOCKHOLDER'S EQUITY:	
SUBSIDIARIES EQUITY	(1,000.00)
RETAINED EARNINGS	0.00
CURRENT EARNINGS	<u>281,122.54</u>
TOTAL STOCKHOLDER'S EQUITY	280,122.54
TOTAL LIABILITY & EQUITY	<u>4,832.26</u>

TELE-COMMUNICATIONS, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

December 31, 1996 and 1995

Assets	1996	1995
	amounts in millions	
Cash and cash equivalents	\$ 394	118
Trade and other receivables, net	448	407
Inventories, net	—	104
Prepaid expenses	81	65
Prepaid program rights	49	47
Committed film inventory	136	122
Investments in affiliates, accounted for under the equity method, and related receivables (note 4)	3,012	2,372
Investment in Time Warner, Inc. ("Time Warner") (note 5)	2,027	—
Investment in Turner Broadcasting System, Inc. ("TBS") (note 5)	—	955
Property and equipment, at cost:		
Land	77	88
Distribution systems	10,078	9,545
Support equipment and buildings	1,541	1,429
	11,696	11,062
Less accumulated depreciation	4,168	3,653
	7,528	7,409
Franchise costs	17,875	14,322
Less accumulated amortization	2,439	2,092
	15,436	12,230
Other assets, at cost, net of amortization	1,133	1,748
	<u>\$30,244</u>	<u>25,577</u>

(continued)

TELE-COMMUNICATIONS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS — (Continued)
December 31, 1996 and 1995

<u>Liabilities and Stockholders' Equity</u>	1996	1995
	amounts in millions	
Accounts payable	\$ 216	243
Accrued interest	274	233
Accrued programming expense	347	318
Other accrued expenses	812	1,114
Debt (note 8)	14,926	13,211
Deferred income taxes (note 14)	6,012	4,584
Other liabilities	253	195
Total liabilities	22,840	19,898
Minority interests in equity of consolidated subsidiaries	1,493	651
Redeemable preferred stocks (note 9)	658	478
Company-obligated mandatorily redeemable preferred securities of subsidiary trusts ("Trust Securities") holding solely subordinated debt securities of TCI Communications, Inc. ("TCIC") (note 10)	1,000	—
Stockholders' equity (note 11):		
Series Preferred Stock, \$0.01 par value	—	—
Class B 6% Cumulative Redeemable Exchangeable Junior Preferred Stock, \$0.01 par value	—	—
Tele-Communications, Inc. Series A TCI Group common stock, \$1 par value. Authorized 1,750,000,000 shares; issued 696,325,478 shares in 1996 and 672,211,009 shares in 1995	696	672
Tele-Communications, Inc. Series B TCI Group common stock, \$1 par value. Authorized 150,000,000 shares; issued 84,647,065 shares in 1996 and 84,691,554 shares in 1995	85	85
Tele-Communications, Inc. Series A Liberty Media Group common stock, \$1 par value. Authorized 750,000,000 shares; issued 227,844,437 shares in 1996 and 224,942,830 shares in 1995	228	225
Tele-Communications, Inc. Series B Liberty Media Group common stock, \$1 par value. Authorized 75,000,000 shares; issued 21,189,369 shares in 1996 and 21,196,868 shares in 1995	21	21
Additional paid-in capital	3,672	3,986
Cumulative foreign currency translation adjustment, net of taxes	26	(9)
Unrealized holding gains for available-for-sale securities, net of taxes	15	338
Accumulated deficit	(176)	(454)
	4,567	4,864
Series A TCI Group common stock, at cost, held by subsidiaries (116,853,196 shares and 100,524,364 shares in 1996 and 1995, respectively)	(314)	(314)
Total stockholders' equity	4,253	4,550
Commitments and contingencies (note 15)	\$30,244	25,577

See accompanying notes to consolidated financial statements.

TELE-COMMUNICATIONS, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

Years ended December 31, 1996, 1995 and 1994

	1996	1995	1994
	amounts in millions except per share amounts		
Revenue (note 16):			
Communications and programming services (note 6)	\$ 7,038	5,586	4,250
Net sales from electronic retailing services	984	920	432
	<u>8,022</u>	<u>6,506</u>	<u>4,682</u>
Operating costs and expenses:			
Operating	2,917	2,161	1,507
Cost of sales from electronic retailing services	605	603	263
Selling, general and administrative	2,224	1,754	1,114
Compensation (adjustment to compensation) relating to options and stock appreciation rights	(13)	57	(8)
Restructuring charges	41	17	—
Depreciation	1,093	899	700
Amortization	523	473	318
	<u>7,390</u>	<u>5,964</u>	<u>3,894</u>
Operating income (note 16)	632	542	788
Other income (expense):			
Interest expense	(1,096)	(1,010)	(785)
Interest and dividend income	64	52	36
Share of losses of affiliates, net (note 4)	(473)	(193)	(112)
Share of earnings of Liberty Media Corporation	—	—	128
Loss on early extinguishment of debt (note 8)	(71)	(6)	(9)
Minority interests in losses (earnings) of consolidated subsidiaries, net	(56)	17	2
Gain on sale of subsidiary stock (note 13)	—	123	—
Gain on sale of stock by equity investors (note 4)	12	165	161
Gain (loss) on disposition of assets	1,593	49	(10)
Other, net	(65)	(30)	(17)
	<u>(92)</u>	<u>(833)</u>	<u>(606)</u>
Earnings (loss) before income taxes	540	(291)	182
Income tax benefit (expense) (note 14)	(262)	120	(120)
Net earnings (loss) (note 16)	278	(171)	62
Dividend requirements on preferred stocks	(35)	(34)	(8)
Net earnings (loss) attributable to common stockholders (note 6)	\$ 243	(205)	54
Net earnings (loss) attributable to common stockholders (note 2):			
TCI Class A and Class B common stock	\$ —	(71)	54
TCI Group Series A and Series B common stock	(813)	(107)	—
Liberty Media Group Series A and Series B common stock	1,056	(27)	—
	<u>\$ 243</u>	<u>(205)</u>	<u>54</u>
Primary net earnings (loss) attributable to common stockholders per common and common equivalent share (notes 2 and 6):			
TCI Class A and Class B common stock	\$ —	(.11)	10
TCI Group Series A and Series B common stock	\$ (1.22)	(.16)	—
Liberty Media Group Series A and Series B common stock	\$ 3.97	(.11)	—
Fully diluted net earnings (loss) attributable to common stockholders per common and common equivalent share (notes 2 and 6):			
TCI Class A and Class B common stock	\$ —	(.11)	10
TCI Group Series A and Series B common stock	\$ (1.22)	(.16)	—
Liberty Media Group Series A and Series B common stock	\$ 3.88	(.11)	—

See accompanying notes to consolidated financial statements.

Exhibit 4 - Managerial and Technical Competency

Applicant has the technical and managerial resources and ability to provide the resale of intrastate and interLATA telecommunications services as required under the laws of Florida . Applicant is a wholly-owned subsidiary of Western Tele-Communications, Inc. ("WTCI"), which in turn, is a wholly-owned subsidiary of TCI Ventures Group, LLC. TCI Ventures Group, LLC, a Delaware limited liability company, is a wholly-owned, direct subsidiary of Tele-Communications, Inc. ("TCI"). TCI, through its subsidiaries and affiliates, is engaged in the construction, acquisition, ownership, and operation of cable television and telecommunications systems throughout the United States and overseas, as well as the development of new communications technologies. In particular, the engineering, technical, and operating expertise of the parent company and its affiliates will be made available to the Applicant.

The Applicant's parents and affiliates have been in the communications business since the early 1950s. Beginning with the development of cable technologies and cable television systems, TCI and its affiliates currently have extensive investments in cable and telecommunications technologies. For example, WTCI is currently providing point-to-point, dedicated circuits to interexchange carriers such as AT&T, MCI, and Sprint. TCI and U.S. West provide combined telephone and cable services to consumers throughout the United Kingdom. TCI has also built, maintained, and operated competitive access providers throughout the United States. Through four separate subsidiaries, TCI Wireline, Inc. currently provides competitive local exchange services, competitive access services and intrastate toll service in Illinois, Connecticut and California, and has received authority to provide similar services in Texas. In short, Applicant and its affiliates form a corporate structure with substantial technological skills and capabilities not only in the realm of cable television, but also telecommunications. As a result, TCI has been, and will continue to be, a leader in the communications market.

A brief description of the background and experience of Applicant's senior management team is presented below.

Robert Lemming, Executive Vice President and Chief Operating Officer

Mr. Lemming has been with Western Tele-Communications, Inc. ("WTCI") since 1973, when he began his career in microwave construction for Tele-Communications, Inc. ("TCI"). Mr. Lemming managed the initial involvement in the Company's major market competitive access business and is currently directing WTCI's development of rural business opportunities and private data network business.

Tim Leddy, Vice President of Marketing

Mr. Leddy has 14 years of experience in the telecommunications business, including local, long distance, and data communications. Mr. Leddy has held a wide variety of senior management positions in sales and marketing, customer service, and operations before accepting his current position.

Van Macatee, Director of Operations

Mr. Macatee has over 27 years of experience in telecommunications. He has managed Department of Defense combat support and fight operations networks; local exchange networks, large fiber optic and switching systems for an inter-exchange; and private and public data networks. Mr. Macatee has also directed the operations of large call centers and market development programs.

Mr. Macatee joined the cable television industry in 1996 and currently is responsible for Tele-Communications, Inc.'s development of network management strategy in support of its advanced digital networks.

Jerry Pittman, Vice President of Network Planning

Mr. Pittman has been with WTCI since 1989. In his role as Vice President of Network Planning, Mr. Pittman develops long distance and switched services as well as local exchange initiatives. Prior to joining WTCI, Mr. Pittman worked for ATC Time Warner as both the Engineering Director of an ATC cable division, and the Corporate Project Engineer for the telecommunications division.

Peter Stapp, Vice President of Regulatory Policy and Compliance

Mr. Stapp has been with WTCI since its inception. Mr. Stapp is a former attorney for the Colorado Public Utilities Commission who has extensive legal expertise in the area of telecommunications.

Exhibit 5 - Proposed Tariff

INTRASTATE LONG DISTANCE MESSAGE SERVICE

**REGULATIONS AND SCHEDULE OF CHARGES
APPLICABLE TO INTRASTATE LONG DISTANCE MESSAGE
TELECOMMUNICATIONS SERVICE FURNISHED BY**

**WESTERN TELE-COMMUNICATIONS, INC./RETAIL SALES GROUP,
d/b/a People Link by TCI**

**BETWEEN POINTS WITHIN THE STATE OF FLORIDA, AS SPECIFIED HEREIN.
SERVICE IS PROVIDED BY MEANS OF WIRE, RADIO, TERRESTRIAL OR
SATELLITE FACILITIES OR ANY COMBINATION THEREOF, AS SPECIFIED
HEREIN.**

This tariff contains the regulations and rates applicable to the provision of Intrastate Long Distance Message Telecommunications Service (ILDMTS) by Western Tele-Communications, Inc./Retail Sales Group, d/b/a People Link by TCI (hereinafter referred to as "the Company"), within the State of Florida as specified herein. The Company's Service is furnished subject to transmission, atmospheric and like conditions. This tariff is on file with the Florida Public Service Commission, and copies may also be inspected, during normal business hours, at the following location: 5619 DTC Parkway, Terrace Tower II, Denver, Colorado 80111-3000.

Issued: January 16, 1998

Effective: January 20, 1998

Issued by: Vice President of Regulatory Policy and Compliance
Western Tele-Communications, Inc./Retail Sales Group,
d/b/a People Link by TCI
5619 DTC Parkway
Englewood, Colorado 80111

INTRASTATE LONG DISTANCE MESSAGE SERVICE

CHECK SHEET

The Title page and pages 1 through 18, inclusive, of this tariff are effective as of the date shown.

<u>Page</u>	<u>Number of Revision</u>
Title	Original
1	Original
2	Original
3	Original
4	Original
5	Original
6	Original
7	Original
8	Original
9	Original
10	Original
11	Original
12	Original
13	Original
14	Original
15	Original
16	Original
17	Original
18	Original

Issued:

Effective:

Issued by: Vice President of Regulatory Policy and Compliance
Western Tele-Communications, Inc./Retail Sales Group,
d/b/a People Link by TCI
5619 DTC Parkway
Englewood, Colorado 80111

INTRASTATE LONG DISTANCE MESSAGE SERVICE

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Issued:

Effective:

Issued by: Vice President of Regulatory Policy and Compliance
Western Tele-Communications, Inc./Retail Sales Group,
d/b/a People Link by TCI
5619 DTC Parkway
Englewood, Colorado 80111

INTRASTATE LONG DISTANCE MESSAGE SERVICE

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Issued:

Effective:

Issued by: Vice President of Regulatory Policy and Compliance
Western Tele-Communications, Inc./Retail Sales Group,
d/b/a People Link by TCI
5619 DTC Parkway
Englewood, Colorado 80111

INTRASTATE LONG DISTANCE MESSAGE SERVICE

EXPLANATION OF SYMBOLS

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

- (D) - Delete or discontinue
- (I) - Change resulting in an increase to a customer's bill
- (M) - Moved from another tariff location
- (N) - New
- (R) - Change resulting in a reduction to a customer's bill
- (T) - Change in text or regulation, but no change in rate or charge

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Western Tele-Communications, Inc./Retail Sales Group,
d/b/a People Link by TCI
5619 DTC Parkway
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TARIFF FORMAT

A. **Sheet Numbering** -- Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 8 and 9 would be sheet 8.1.

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 Florida Public Service Commission. For example, the 3rd revised Sheet 8 cancels the 2nd revised Sheet 8.

C. **Paragraph Numbering Sequences** -- 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).(1).
- 2.1.1.A.1.(a).(1).(i).
- 2.1.1.A.1.(a).(1).(i).(1).

D. **Check Sheets** -- When a tariff filing is made with the Florida Public Service 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 pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (*i.e.*, the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the Florida Public Service Commission.

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INTRASTATE LONG DISTANCE MESSAGE SERVICE

1. APPLICATION OF TARIFF

This tariff contains the regulations and rates applicable to the provision of Intrastate Long Distance Message Telecommunications Service (ILDMTS) by Western Tele-Communications, Inc./Retail Sales Group, d/b/a People Link by TCI (hereinafter referred to as "the Company"), within the State of Florida as specified herein. The Company's Service is furnished subject to transmission, atmospheric and like conditions. This tariff is on file with the Florida Public Service Commission, and copies may also be inspected, during normal business hours, at the following location: 5619 DTC Parkway, Terrace Tower II, Denver, Colorado 80111-3000.

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2. DEFINITIONS

Authorization Code: An identification number, usually an eight to twelve digit number, that identifies the user as a Customer.

Company: The term "Company" denotes Western Tele-Communications, Inc./Retail Sales Group, d/b/a People Link by TCI.

Customer: The term "Customer" denotes the person who or the firm or corporation that purchases Service and is responsible for the payment of charges and compliance with the Company's regulations.

Service: The term "Service" refers to the Intrastate Long Distance Message Telecommunications Service offered by the Company.

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INTRASTATE LONG DISTANCE MESSAGE SERVICE

3. REGULATIONS

3.1 Undertaking of the Company

3.1.1 Scope

The Company undertakes to provide ILDMTS in accordance with the terms and conditions set forth in this tariff.

3.1.2 Shortage of Facilities

The Company's Service is subject to the availability of suitable facilities. The Company reserves the right to limit the length of communications or to discontinue furnishing Service when necessary because of the lack of satellite or other transmission medium capacity or because of any force majeure condition.

3.1.3 Liability of the Company

- (A) Except as stated in this Section 3.1.3, the Company shall have no liability for damages of any kind arising out of or related to events, acts, rights or privileges contemplated in this tariff. This tariff does not limit the liability of the Company for willful misconduct.
- (B) The liability of the Company for damage resulting in whole or in part from, or arising in connection with, the furnishing of Service under this tariff, including but not limited to mistakes, omissions, interruptions, delays, errors or other defects or misrepresentations shall not exceed the dollar amount of the call in which the Service disruption occurred. Such dollar amount shall be credited to the Customer's Prepaid Calling Card.

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3. REGULATIONS (Cont'd.)

3.1.3 Liability of the Company (Cont'd)

- (C) The Company shall not be liable for any failure of performance hereunder due to causes beyond its control, including but not limited to acts of God, fires, flood or other catastrophes, or any law, order, regulation, directive, action or request of the United States Government, or any other government, including state and local governments having jurisdiction over the Company, or of any department, agency, commission, bureau, corporation or other instrumentality of any one or more of said governments, or of any civil or military authority; national emergencies, insurrections, riots, wars or other labor difficulties.
- (D) The Company shall not be liable for any act or omission of any other entity furnishing facilities, equipment, or services used to provide the Company's Service. Nor shall the Company be liable for any damage or losses due to the failure or negligence of the Customer or due to the failure of Customer-provided equipment, facilities or services.
- (E) The Company reserves the right to discontinue furnishing Service without notice to the Customer when necessitated by conditions beyond its control or when the Customer is believed to be using the Service in violation of the provisions of this tariff or in violation of the law.

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3. REGULATIONS (Cont'd.)

3.1.3 Liability of the Company (Cont'd.)

- (F) The Company, at its discretion, may discontinue or suspend all or a portion of its Service without notice to the Customer, by blocking facilities to certain locations, or by blocking calls placed using certain Authorization Codes, when the Company deems it necessary to take such action to prevent unlawful use of its Service. The Company will restore Service as soon as it can be provided without undue risk, and will, upon request by the Customer affected, assign a new Authorization Code to replace one that may have been deactivated.

- (G) All or any portion of the Company's Service may be provided over facilities of third parties, and the Company shall not be liable to Customer or any other person, firm or entity in any respect whatsoever arising out of defects caused by or acts or omissions of any such third parties.

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3. REGULATIONS (Cont'd.)

3.1.3 Liability of the Company (Cont'd.)

- (I) THE COMPANY SHALL NOT BE LIABLE FOR ANY DIRECT, INDIRECT, CONSEQUENTIAL, SPECIAL, ACTUAL, OR PUNITIVE DAMAGES, OR FOR ANY LOST PROFITS OF ANY KIND OR NATURE WHATSOEVER ARISING OUT OF ANY DEFECTS OR ANY OTHER CAUSE. THIS WARRANTY AND THESE REMEDIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OR REMEDIES, WHETHER EXPRESS, IMPLIED OR STATUTORY, INCLUDING WITHOUT LIMITATION, IMPLIED WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE.
- (J) In the event parties other than Customer (e.g., Customer's authorized users) shall have use of the Service directly or indirectly through Customer, then Customer agrees to forever indemnify and hold the Company harmless from and against any and all claims, demands, suits, actions, losses, damages, assessments or payments which may be asserted by said parties arising out of or relating to any defects.

3.1.4 Claims

The Company shall be indemnified and saved harmless by the Customer from and against all loss, liability, damage and expense, including reasonable counsel fees, due to claims for libel, slander, or infringement of copyright, service mark, trademark, trade name or patent resulting from use of the Company's Service; and any other claim resulting from any act or omission of the Customer or Customer's authorized user relating to the use of the Company's Service.

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3. REGULATIONS (Cont'd.)

3.2 Use of Service

The Company's Service may be used to transmit communications of the Customer in a manner consistent with the terms of this tariff and the policies and regulations of the Federal Communications Commission. The Company's Service shall not be used for any unlawful purpose.

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3. REGULATIONS (Cont'd.)

3.3 Payment for Service

The Customer is responsible for payment of all charges for Service provided by the Company. The per-minute rates for the Prepaid Calling Card contained in Section 4.1.2 herein include all applicable Federal, state and local sales, use and excise taxes, and universal service fund assessments. In all other cases, applicable taxes appear as separate line items on the Customer's invoice.

3.4 Discontinuance of Service

- (A) Upon violation of any of the provisions governing the furnishing of Service under this tariff, the Company may, upon written notification to the Customer, without incurring any liability, immediately discontinue the Service.
- (B) The Company reserves the right to discontinue furnishing Service, without written notice to the Customer, when necessitated by conditions beyond its reasonable control.
- (C) Service may be discontinued by the Company, without notice to the Customer, by blocking traffic to certain locations, or by blocking calls using certain Customer Authorization Codes, when the Company deems it necessary to take such action to prevent unlawful use of its Service. The Company will restore Service as soon as it can be provided without undue risk.
- (D) Without incurring any liability, the Company may discontinue the furnishing of Service to a Customer immediately and without notice if the Company deems that such action is necessary to prevent or to protect against fraud or to otherwise protect its personnel, agents, or Service.

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3. REGULATIONS (Cont'd.)

3.4 Discontinuance of Service (Cont'd.)

- (E) The remedies set forth herein shall not be exclusive and the Company shall at all times be entitled to all rights available to it under either law or equity.

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4. SERVICE OFFERINGS

4.1 Prepaid Calling Card Service

4.1.1 Description of Service

The Company offers a Prepaid Calling Card, which may be purchased and used by the Customer to place an intrastate toll call. The Prepaid Calling Card may be used twenty-four (24) hours a day, seven (7) days a week.

4.1.2. Terms and Conditions

The Company's Prepaid Calling Card is obtained by paying the Company in advance an amount that the Customer wishes to have placed on the Prepaid Calling Card. Prepaid Calling Cards are available in denominations which are designated by the Company from time to time. When a Prepaid Calling Card is purchased, it is valued at a fixed dollar amount. In the six month period following the original purchase of a card or until the card is replenished, whichever comes first, that fixed dollar amount is decremented from the Prepaid Calling Card based upon the denomination of the card purchased (*i.e.*, the higher the dollar value of the card, the lower the per-minute rate charged), and the duration of the call. When a Prepaid Calling Card is replenished, regardless of the dollar amount on the card when originally purchased or the dollar amount placed on the card when it is replenished, a flat per-minute rate applies to all calls and the card is decremented based on the duration of the call.

The Prepaid Calling Card Service is accessed by dialing a toll-free number, followed by the Customer's Authorization Code, followed by the appropriate area code and the desired telephone number. All calls must be charged against the Customer's Prepaid Calling Card that has a sufficient available balance. By means of a facility-prompted interrupt, the Customer will be notified during a call in progress of the balance on the Prepaid Calling Card, prior to such balance being depleted. Calls in progress will then be terminated by the Company when the balance is

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depleted. Calls must be touch tone dialed and completed without the assistance of an operator, and exclude such premium type calls as Person-to-Person, Collect, Third Party Billed, Directory Assistance, or any other calls requiring the assistance of an operator. The Company is not responsible for loss or theft of a Prepaid Calling Card or Authorization Code.

The minimum billing increment when using the Prepaid Calling Card is one minute and all subsequent fractions of a minute will be rounded up to the next full minute. There is no additional surcharge for calls made by use of a Prepaid Calling Card and all applicable taxes are included in the per-minute rate. For a fee of \$2.50, the dollar value of a Prepaid Calling Card may be replenished in the same manner as it is originally purchased. A Prepaid Calling Card is valid for six (6) months from the original date of purchase or from the last date of replenishment, whichever is later. Any amount not used on the Prepaid Calling Card is forfeited after that six (6) month period.

Usage begins when the called party picks up the receiver (i.e., when 2-way communication is possible). When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 60 seconds of ringing is allowed before it is billed as "use". A call is terminated when either the calling or called party hangs up. There shall be no charge for uncompleted calls.

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4.1.3. Rates

A. Rates Applicable to Original Purchase of Card

<u>Card Denomination</u>	<u>Per-Minute Rate</u>
\$5.00	\$0.350
\$10.00	\$0.325
\$25.00	\$0.300
\$50.00	\$0.275
\$100.00	\$0.250

B. Rates Applicable to All Replenishments Following Original Purchase of Card

When a Prepaid Calling Card is replenished, regardless of the dollar amount on the card when originally purchased or the dollar amount placed on the card when it is replenished, a flat per-minute rate applies to all calls and the card is decremented based on the duration of the call.

Rate Per-Minute: \$0.30

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5. SPECIAL PROMOTIONS

The Company may, from time to time, offer special promotions. These promotions will be approved by the FPSC with specific starting and ending dates and under no circumstances run for longer than 90 days in any 12 month period.

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DEPOSIT

DATE

February 25, 1998 **D7 17** FEB 26 1998

FEDERAL EXPRESS

Florida Public Service Commission
Division of Administration
2540 Shumard Oak Blvd.
Gunter Building
Tallahassee, Florida 32399-0850

RECEIVED
FEB 25 1998 17

Re: Application to Provide Interexchange Telecommunications Services

Dear Sir or Madam:

Enclosed please find an original and seven (7) copies of the Application of Western Telecommunications, Inc./Retail Sales Group d/b/a/ People Link by TCI to Provide Interexchange Telecommunications Services in the State of Florida. Also enclosed is the filing fee of \$250.00.

Please date stamp one copy and return it in the enclosed self-addressed, stamped envelope. Should you have any questions regarding the foregoing, please contact the undersigned.

Sincerely

PIPER & MARBURY
L.L.P.
1200 NINETEENTH ST. N.W.
WASHINGTON, D.C. 20036-2430

FIRST UNION NATIONAL BANK
OF WASHINGTON D.C.
WASHINGTON, D.C. 20403

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FLA. PUBLIC SERVICE COMMISSION

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TWO HUNDRED FIFTY AND 00/100

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