

ORIGINAL

**Lance J.M. Steinhart**  
Attorney At Law  
6455 East Johns Crossing  
Suite 285  
Duluth, Georgia 30097

Also Admitted in New York  
and Maryland

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

September 23, 1999

**VIA OVERNIGHT DELIVERY**

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

Re: Universal Access, Inc.

991447-TI

Dear Sir/Madam:

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

Universal Access, Inc. has sufficient financial capability to provide the requested service in the State of Florida and has sufficient financial capability to maintain the requested service and to meet its lease or ownership obligations. In support of Universal Access, Inc.'s stated financial capability, copies of its audited financial statements for the year ended December 31, 1998 and the period from October 2, 1997 (inception) to December 31, 1997 & Financial Statements for the quarters ending March 31, 1999 and June 30, 1999 respectively are being submitted under separate cover requesting confidential treatment. Universal Access, Inc. intends to fund the provision of service through current working capital, internally generated cash flow or from outside investors. Universal Access, Inc. also has the ability to borrow funds, if required, based upon its financial capabilities.

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

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:

LL

DOCUMENT NUMBER-DATE

11548 SEP 24 89

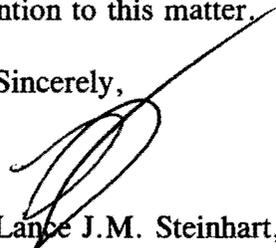
FPSC-RECORDS/REPORTING

Florida Public Service Commission  
September 23, 1999  
Page 2

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

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

Sincerely,

A handwritten signature in black ink, appearing to read "Lance J.M. Steinhart". The signature is written in a cursive style with a long, sweeping line extending upwards and to the right from the end of the signature.

Lance J.M. Steinhart, Esq.  
Attorney for Universal Access, Inc.

Enclosures  
cc: Tina Tygielski

UNIVERSAL ACCESS INC.  
OPERATING ACCOUNT  
100 N. RIVERSIDE STE. 2200  
CHICAGO, IL 60606

2146

DATE 06/25/99

2-34/710

PAY  
TO THE  
ORDER OF

FL PUBLIC SERVICE COMMISSION

\$ 250.00

Two hundred Fifty & 00/100

DOLLARS  Security features  
included.  
Details on back.



COLE TAYLOR BANK Chicago, Illinois 60607

*[Handwritten Signature]*

FOR ALER FILING FEE

⑈002146⑈

**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:

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

- 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 Administration  
2540 Shumard Oak Blvd.  
Gunter Building  
Tallahassee, Florida 32399-0850  
(904) 413-6251**

---

FORM PSC/CMU 31 (11/91)

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

1. 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 rebiller** - company has no switch or transmission facilities but may have a billing computer. Aggregates traffic to obtain bulk discounts from underlying carrier. Rebills end users at a rate above its discount but generally below the rate end users would pay for unaggregated traffic.
- Multi-Location Discount Aggregator** - company contracts with unaffiliated entities to obtain bulk/volume discounts under multi-location discount plans from certain underlying carriers. Then offers the resold service by enrolling unaffiliated customers.
- Prepaid Debit Card Provider** - any person or entity that purchases 800 access from an underlying carrier or unaffiliated entity for use with prepaid debit card service and/or encodes the cards with personal identification numbers.

2. 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 a noncertificated company).
- Approval for transfer of control** (To another certificated company).

3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:

**Universal Access, Inc.**

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

**Universal Access, Inc.**

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

**100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606**

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

**None**

7. Structure of organization;

- |                          |                     |                                     |                     |
|--------------------------|---------------------|-------------------------------------|---------------------|
| <input type="checkbox"/> | Individual          | <input checked="" type="checkbox"/> | Corporation         |
| <input type="checkbox"/> | Foreign Corporation | <input type="checkbox"/>            | Foreign Partnership |
| <input type="checkbox"/> | General Partnership | <input type="checkbox"/>            | Limited Partnership |
| <input type="checkbox"/> | Other, _____        |                                     |                     |

8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners. **Not Applicable**

(a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.160 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.

Corporate charter number: P99000004010

- (b) Name and address of the company's Florida registered agent.

**NRAI Services, Inc.  
526 E. Park Avenue  
Tallahassee, Florida 32301**

- (c) Provide proof of compliance with the fictitious name statute (Chapter 865.09 FS), if applicable.

Fictitious name registration number: \_\_\_\_\_

- (d) 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;

Lance J.M. Steinhart, Regulatory Counsel  
6455 East Johns Crossing, Suite 285  
Duluth, GA 30097  
770-232-9200

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

Tina Tygielski, Chief Operating Officer  
Universal Access, Inc.  
100 N. Riverside Place, Suite 2200  
Chicago, Illinois 60606  
312-660-5072

(c) Tariff;

Lance J.M. Steinhart, Regulatory Counsel  
6455 East Johns Crossing, Suite 285  
Duluth, GA 30097  
770-232-9200

(d) Complaints/Inquiries from customers;

Cathy Zygodlo, Director of Regulatory Affairs  
Universal Access, Inc.  
100 N. Riverside Place, Suite 2200  
Chicago, Illinois 60606  
312-660-5010

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.

**None**

(b) Has applications pending to be certificated as an interexchange carrier.

**Applicant is in the process of filing Applications throughout the United States.**

(c) Is certificated to operate as an interexchange carrier.

**None**

(d) Has been denied authority to operate as an interexchange carrier and the circumstances involved.

**None.**

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

**None.**

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

**None.**

12. What services will the applicant offer to other certificated telephone companies:

- |   |                                    |
|---|------------------------------------|
| <input checked="" type="checkbox"/> Facilities  | <input type="checkbox"/> Operators |
| <input type="checkbox"/> Billing and Collection | <input type="checkbox"/> Sales     |
| <input type="checkbox"/> Maintenance            |                                    |
| <input type="checkbox"/> Other: _____           |                                    |

13. Do you have a marketing program?

**Yes.**

14. Will your marketing program:

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

15. Explain any of the offers checked in question 14 (To whom, what amount, type of franchise, etc.).

**Applicant will pay commissions to sales representatives.**

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

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> Residential customers       | <input checked="" type="checkbox"/> Business customers |
| <input type="checkbox"/> PATS providers                         | <input type="checkbox"/> PATS station end-users        |
| <input type="checkbox"/> Hotels & motels                        | <input type="checkbox"/> Hotel & motel guests          |
| <input type="checkbox"/> Universities                           | <input type="checkbox"/> Univ. dormitory residents     |
| <input type="checkbox"/> Other (specify): <u>Other carriers</u> |  |

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 and toll free number will appear on all end-users' bills.**

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

**The Company intends to direct bill customers utilizing real-time completed call detail information from its underlying carriers.**

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

A. Financial capability.

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 earning.

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 Attached.**

C. Technical capability.

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

19. Please submit the proposed tariff under which the company plans to begin operation. Use the format required by Commission Rule 25-24.482 (example enclosed).

**See Attached.**

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).

**1 (or 101XXXX) + area code+number or 1-800-XXX-XXXX**

21.  **Other:**

**\*\* 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 AAV 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.

**UTILITY OFFICIAL:**

Robert Pommer  
Signature

9/23/19  
Date

Robert Pommer

Chief Operating Officer  
Title

312/660-5000  
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:**



9/25/99  
Date

Robert Pommer

Chief Operating Officer  
Title

312-660-5000  
Telephone No.

---

**LIST OF ATTACHMENTS**

**PROPOSED TARIFF**

**FINANCIAL INFORMATION**

**MANAGEMENT INFORMATION**

**PROPOSED TARIFF**

UNIVERSAL ACCESS, INC.

PSC TARIFF NO. 1  
ORIGINAL SHEET 1

---

TITLE SHEET

FLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by Universal Access, Inc. ("UAI"), with principal offices at 100 N. Riverside Plaza, Suite 2200, Chicago, Illinois 60606. This tariff applies for telecommunications services furnished within the State of Florida. This tariff is on file with the Florida Public Service Commission, and copies may be inspected, during normal business hours, at the company's principal place of business.

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

CHECK SHEET

The sheets of this tariff are effective as of the date shown at the bottom of the respective sheet(s). Original and revised sheets as named below comprise all changes from the original tariff and are currently in effect as of the date on the bottom right-hand side of this sheet.

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

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

Issued: September 30, 1999

Effective:

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

---

TABLE OF CONTENTS

	Page
Title Sheet.....	1
Check Sheet.....	2
Table of Contents.....	3
Symbols.....	4
Tariff Format.....	5
Section 1 - Technical Terms and Abbreviations.....	6
Section 2 - Rules and Regulations.....	8
Section 3 - Description of Service.....	20
Section 4 - Rates.....	27

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

SYMBOLS

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

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

TARIFF FORMAT

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

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

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

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

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

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

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

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

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

Company or UAI - Used throughout this tariff to mean Universal Access, Inc., a Delaware corporation.

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

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

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

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

Resp. Org - Responsible Organization or entity identified by an 800 service Customer that manages and administers records in the 800 database and management system.

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

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

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

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

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

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

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

---

**Issued: September 30, 1999****By:****Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606****Effective:**

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

## **2.2 Use and Limitations of Services**

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

Issued: September 30, 1999

By:

Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

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

### 2.3 Liability of the Company

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

---

Issued: September 30, 1999

By:

Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

**2.4 Responsibilities of the Customer**

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

---

**Issued: September 30, 1999****By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606****Effective:**

---

**Section 2.4.6 Continued**

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

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

---

**Issued: September 30, 1999****By:**

**Robert Pommer, Chief Operating Officer**  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

**Effective:**

---

**2.5 Cancellation or Interruption of Services**

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

2.6 Credit Allowance - Interruption of Service

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

Credit Formula:

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

"A" - outage time in hours

"B" - monthly charge for affected activity

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

**2.7 Deposit**

The Company does not require deposits.

**2.8 Advance Payments**

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

**2.9 Payment and Billing**

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

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

#### **2.10 Collection Costs**

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

#### **2.11 Taxes**

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

**2.12 Late Charge**

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

**2.13 Returned Check Charge**

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

**2.14 Location of Service**

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

**2.15 Sale of Telecommunications Services to Uncertified IXCs Prohibited**

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

**2.16 Reconnection Charge**

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

SECTION 3 - DESCRIPTION OF SERVICE3.1 Computation of Charges

- 3.1.1 The total charge for each completed call may be a variable measured charge dependent on the duration, distance and time of day of the call. The total charge for each completed call may also be dependent only on the duration of the call, i.e. a statewide flat rate per minute charge. The variable measured charge is specified as a rate per minute which is applied to each minute. All calls are measured in increments as set forth in the Rates Section of this tariff. All calls are rounded up to the next whole increment.
- 3.1.2 Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call. The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The Company uses the rate centers that are produced by Bell Communications Research in the NPA-NXX V&H Coordinates Tape and Bell's NECA Tariff No. 4.

Formula:

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

Issued: September 30, 1999

Effective:

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

---

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

3.1.4 UAI will not bill for uncompleted calls.

3.2 Customer Complaints and/or Billing Disputes

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

100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606  
(888) 747-1744

---

Issued: September 30, 1999

By:

Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

**3.2 Continued**

Any objection to billed charges should be reported promptly to UAI or its billing agent. Adjustments to Customers' bills shall be made to the extent that records are available and/or circumstances exist which reasonably indicate that such charges are not in accordance with approved rates or that an adjustment may otherwise be appropriate. A Customer who is unable to resolve a billing dispute with the Company may contact the Commission by telephone at 1-800-342-3552 to intervene in the billing dispute.

**3.3 Level of Service**

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

**3.4 Billing Entity Conditions**

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

---

**Issued: September 30, 1999**

**By: Robert Pommer, Chief Operating Officer**  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

**Effective:**

---

**3.5 Service Offerings****3.5.1 1+ Dialing**

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

**3.5.2 Travel Cards**

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

**3.5.3 800 Service (Toll-Free)**

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

---

**Issued: September 30, 1999**

**By: Robert Pommer, Chief Operating Officer**  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

**Effective:**

---

**3.5.4 UAI Prepaid Calling Cards**

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

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

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

---

**Issued: September 30, 1999**

**By: Robert Pommer, Chief Operating Officer**  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

**Effective:**

---

**Section 3.5.4 Continued**

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

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

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

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

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

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

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

## 3.5.5 Directory Assistance.

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

## 3.5.6 Emergency Call Handling Procedures

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

## 3.5.7 Promotional Offerings

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

---

Issued: September 30, 1999

By:

Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

SECTION 4 - RATES

**4.1 1+ & 101XXXX Dialing**

\$0.15 per minute

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

**4.2 Travel Cards**

\$.0199 per minute

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

**4.3 800 Service (Toll Free)**

\$0.15 per minute

A \$10.00 per month per number service charge applies.

Billed in one minute increments

**4.4 Prepaid Calling Cards**

\$.25 Per Telecom Unit

Connection Fee of \$.59 per call

---

Issued: September 30, 1999

By: Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

4.5 Directory Assistance

\$.95 per each number requested

4.6 Returned Check Charge

\$25.00

4.7 Rate Periods

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

\* To, but not including  
When a message spans more than one rate period, total charges for the minutes in each rate period are calculated and the results for each rate period are totaled to obtain the total message charge. If the calculation results in a fractional charge, the amount will be rounded down to the lower cent.

Issued: September 30, 1999

By:

Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

**4.8 Rates Applicable for Hearing/Speech Impaired Persons**

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

Intrastate toll calls received from the relay service, each local exchange and interexchange telecommunications company billing relay call will be discounted by 50 percent of the applicable rate for a voice nonrelay call except that where either the calling or called party indicates that either party is both hearing and visually impaired, the call will be discounted 60 percent off the applicable rate for voice nonrelay calls.

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

**4.9 Employee Concessions**

The Company does not offer employee concessions.

**4.10 Late Charge**

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

**4.11 Payphone Dial Around Surcharge**

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

**4.12 Reconnection Charge**

\$25.00

Issued: September 30, 1999

By:

Robert Pommer, Chief Operating Officer  
100 N. Riverside Plaza, Suite 2200  
Chicago, Illinois 60606

Effective:

---

—

—

**FINANCIAL INFORMATION**

---

**MANAGEMENT INFORMATION**

# Biographies

## **Patrick C. Shutt: President and Chief Executive Officer**

Mr. Shutt is the President and CEO of Universal Access; he is co-founder of the UAI concept and model and primarily responsible for the company's vision and strategic objectives.

Mr. Shutt has over eleven years of telecommunications experience including management positions with Arista Communications, TCG, Cable and Wireless and Sprint where Mr. Shutt began his career. Mr. Shutt also served as Vice President of Strategic Development with a Chicago based M & A firm, VCG.

Since founding Universal Access, Mr. Shutt has successfully led the company to its \$112 million market capitalization and has built the company from 5 employees to over 75 full time employees in eighteen months. Mr. Shutt has successfully recruited an experienced management team to implement the company's mission.

Mr. Shutt has successfully led the finance team through four strategic equity rounds of financing raising over \$35 million in private equity. Additionally, Mr. Shutt and the finance team have secured \$20 million in bank and lease financing to date.

Mr. Shutt immigrated to the United States from Great Britain in 1982. Educated at the University of Nevada, Mr. Shutt received a full four year athletic scholarship to play soccer for UNLV. Other achievements include representing the US Jr. Olympic team in soccer in 1984, 85, 86.

## **Robert Pommer: Chief Operating Officer**

A proven entrepreneur, Mr. Pommer co-founded Universal Access with the singular goal: to fulfill the promise of true end to end connectivity. As COO and a member of the Board of Directors, Mr. Pommer oversees all aspects of the company's business operations, including network strategy, development and deployment.

Mr. Pommer's technology expertise and industry experience enabled him lead the development of the company's core business strategies, which are the proprietary Universal Transport Exchange facilities and the Universal Information Management systems model.

Backed by more than ten years of industry experience, Mr. Pommer has held positions with Arista Communications, TCG, Omega Telecom and Cable & Wireless. Mr. Pommer holds a BS from Drake University.

**Ms. Donna Shore: Chief Financial Officer**

Donna Shore is Universal Access' Chief Financial Officer. In this role, she is charged with managing all components of the Finance Department, including accounting, human resources, and administration.

Ms. Shore's responsibilities encompass many of Universal Access' business and funding strategy. She is involved in the company's strategic analysis, capital management, treasury management, accounting, joint venture/acquisition, systems integration, financial and investor reporting, and equity/lease financing.

Prior to joining Universal Access, Ms.Shore accrued approximately 10 years of financial and accounting expertise with PricewaterhouseCoopers. As a member of their Mergers and Acquisitions team her industry focus was predominately in the arena of media and communications. During her tenure, Ms. Shore primarily partnered with communications companies during their startup and high growth period. Specific phases of development included early-stage financing, Initial Public Offerings, SEC reporting and acquisition strategy and structuring.

Ms. Shore is a CPA, and was awarded a BS degree in Accounting and an MBA from Florida State University in Tallahassee, Florida.

**Ken Napier: Executive Vice President of Client Svc.**

Executive Vice President of Client Service, Ken brings Universal Access a strong technical background in Sales and Marketing and in general management. He is instrumental in driving day-to-day client service operations and strategic partnerships.

Napier comes to UAI from Klein Technologies, Inc. (KTI), which he joined in 1997. In his two-year tenure with KTI, Napier established major government contract vehicles for the deployment of LAN/WAN products and services, created a separate commercial subsidiary, established 18 national vendor partnerships, and developed a national IP network consisting of 51 points of presence (POPS) in 35 cities covering 22 states. This national IP network has a potential reach of 17 million customers. KTI rolled out this network, under the trade name IP-Tone, on June 1, 1999 as a competitive alternative to IP wholesale vendors with similar products.

Napier began his hi-tech career at General Telephone (later to become GTE) and then went to AT&T, where he focused on telecommunications, computer and related high technology industries. He has held senior management positions with a number of technology and telecommunications companies, including Tracor Aerospace and Automation Research Systems.

Napier holds a BS in Computer Science from the University of Southern Mississippi and a Masters in Management from Central Michigan University.

### **Holly Weller: Executive Vice President of Marketing**

Holly Weller is the Executive Vice President of Marketing for Universal Access. Ms. Weller is responsible for the management and positioning of the company's marketing and communications strategies. The marketing team's role is to provide Universal Access's customers, partners and investors with essential market information for its products and services.

Ms. Weller is a visionary senior executive with extensive market leadership and experience in telecommunications. She has over twenty-four years of experience in marketing, sales, business development and finance with communications, systems integration and software solutions. Prior to joining Universal Access, Ms. Weller held executive positions at Amteva Technologies, recently acquired by Cisco Systems as the Vice President of Business Development and Marketing, ADC Telecommunications as Vice President of Marketing and Sales for the wireless division and Comcast Cellular Communications as the Vice President and General Manager of the Wireless Data Group, where she was also elected to the Board of Directors of the Wireless Data Forum. She also held various senior management positions during her ten years at NYNEX Corporation including Vice President of the Venture Company and began her career with IBM and Wang Laboratories.

Ms. Weller has a BS in Accounting from Syracuse University, was a lecturer at SUNY College of Technology in Telecommunications and has attended numerous executive programs at Penn State, Harvard and Syracuse Universities.

### **Mr. Tom Hadden: Chief Network Officer**

Tom Hadden is currently responsible for the building of Universal Access' state-of-the-art exchange facilities, otherwise referred to as the Universal Transport Exchanges (UTXSM), advanced, high-security data centers offering large customers not only vendor neutral network services, but also inventory tracking and circuit monitoring through a proprietary information system. He is also charged with strategic product development to ensure the advancement of the Universal Access mission.

Mr. Hadden has over 14 years experience in designing, developing and marketing wide-area networking, software and storage management solutions, working at both established market leaders and at early-stage ventures. Prior to joining Universal Access, Mr. Hadden founded Vaultline, an innovative telecommunications company dedicated to delivering a scalable global network to both enterprise and carrier customers. He was also responsible for Synergistic Networking, a company he co-founded in 1993. During his tenure there, he directed the company's development efforts and strategic business partnerships with a host of industry-leading OEMs. Before then, as director of product marketing at Intel, he supervised integrated hubs and network products, assessing market needs and directing all strategic product developments.

Also notable among Mr. Hadden's professional accomplishments is his work on the design and installation of the network for NASA at Kennedy Space Center headquarters.

---

**Mr. Brett Mitchell: Chief Technology Officer**

Brett Mitchell is Vice President of Technology for Universal Access. Brett is responsible for UAI's overall technology strategy, blending his expertise with access services with a unique approach to application, information and network design. Prior to joining the team in April, Brett was President/CEO of Pacific Crest Networks, a successful broadband network service company that was recently acquired by Universal Access.

Brett has over 12 years experience in the Data & Telecommunications industry, ranging from programming/systems design to Senior Management. Brett attended Cal Poly, San Luis Obispo and the University of Oregon in Eugene.

**Mr. James Yates: Chief Information Officer**

Bachelors degree in Civil Engineering and Masters degree in Business Administration from Washington University, St. Louis. Previous Member of the New York Stock Exchange and other exchanges. Registered principal of New York Stock Exchange Member firm. Worked on the floor of the NYSE. Developed, marketed and operated securities industry programs and databases including municipal bond evaluation, stock market information, portfolio accounting and evaluation. Established the premiere last sale device used by all major securities industry companies, institutional, exchanges and broker/dealers (Bridge Data Company). President and Founder of Bridge Holding Corporation and President or Chairman of 8 related companies including companies in the areas of import/export, electronics equipment manufacture, satellite and terrestrial telecommunications. Value of the Bridge Holding company grew in 12 years from inception to \$400 million. Special Skills; Data collection and integrated data base design and implementation. System and design integration. Establishing an attractive work atmosphere for skilled employees to improve productivity and reduce turnover. Establishing a high degree of customer service and satisfaction.

**Mark Dickey: Sr. Vice President of Sales/Marketing**

Mr. Dickey has joined the Universal Access Team after a successful 16-year track record in the telecommunications field focused on Local, Long Distance and Phone System Sales. Recently, Mr. Dickey held a Director of Sales Position with USN, a large Chicago based reseller. Mr. Dickey recruited and trained over 250 employees including managers and field representatives. Prior to USN, Mr. Dickey worked with Mr. Shutt at TCG in Chicago where Mr. Dickey managed the other sales team channel.

Mr. Dickey first met Mr. Shutt and Mr. Pommer at Cable and Wireless in Chicago, where Mr. Dickey was a sales manager with Mr. Shutt and Mr. Pommer. Prior to C & W, Mr. Dickey was a Sales Manager for Cincinnati Bell Telephone Company responsible for the Northern part of Indiana and Michigan. Mr. Dickey has always led great sales teams and accomplished many of his goals. Mr. Dickey joined the UAI team because of the uniqueness of the plan and the ability to execute on the mission.

### **Cathy Zygadlo: Vice President of Client Services**

Ms. Zygadlo joins the Universal Access team after a successful career in the local telecommunications market place. Ms. Zygadlo held a director's position with USN focusing on Customer care. While an employee of USN, Ms. Zygadlo developed the internal and external processes that USN uses to supply client support. Prior to USN, Ms Zygadlo was a Technical Consultant Manager with Teleport Communications responsible for technical project management and installation of high-end local broad bandwidth applications. Some of Ms. Zygadlo' accomplishments include the fastest TCG installation of a complex Centrex application for the Internal Revenue Service.

Prior to joining TCG, Ms. Zygadlo held a position with Metropolitan Fiber Systems as a service and support manager, responsible for client installations of voice and data applications. Ms Zygadlo' twelve years of experience will be called upon to deliver UAI quality to the market.

### **Peter R. Berns: Vice President of Business Development**

Peter R. Berns has worked in the communications industry for 10 years. Mr. Berns was this visionary founder of Colomotion, Inc. of California in 1996. Mr. Berns led Colomotion, from its inception through its second funding round. As CEO of Colomotion he oversaw the early growth of the organization. Prior to his departure Mr. Berns had designed and brought Colomotion's San Francisco facility to 80% occupancy in 12 months. In addition, Peter Berns was a Regional Director for Phoenix Communications, later known as Brooks Fiber Properties, and began his career in Communications with MFS in fiber deployment and ultimately with Cable and Wireless.

Peter R. Berns received his BS in Business and Market Management from California State University. Mr. Berns and his views on communications have been featured on television with Vinton Cerf, and in Publications such as tele.com, Interactive Week, Telephony, and a feature in the San Francisco Chronicle.