

LAW OFFICES
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May 2, 2000

BY HAND DELIVERY

Ms. Blanca Bayo, Director
Division of Records and Reporting
Room 110, Easley Building
Florida Public Service Commission
2540 Shumard Oak Blvd.
Tallahassee, Florida 32399-0850

000537-TX

Dear Ms. Bayo:

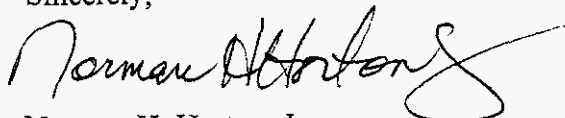
Enclosed for filing are an original and six copies of One Call Communications, Inc.'s Application for Authority to Provide Alternative Local Exchange Service Within the State of Florida. Also enclosed is a check in the amount of \$250.00 for the application fee.

The financial information requested with the application is considered by the applicant to be proprietary and confidential. This information would be of use to competitors and disclosure would impede the activities of the Company. Applicant thus requests that the financial data be treated as confidential material pursuant to section 364.183, Florida Statutes. Redacted versions of the information are attached to the application.

Please acknowledge receipt of these documents by stamping the extra copy of this letter "filed" and returning the same to me.

Thank you for your assistance with this filing.

Sincerely,



Norman H. Horton, Jr.

NHH/amb
Enclosure

cc: Ann Bernard, Esq.

This claim of confidentiality was filed by or on behalf of a "telco" for Confidential DN 05469-00. The document is in locked storage pending advice on handling. To access the material, your name must be on the CASR. If undocketed, your division director must obtain written EXD/Tech permission before you can access it.

DOCUMENT NUMBER-DATE

05469 MAY-28

FPSC-RECORDS/REPORTING

BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In re: Proposed refund of
overcharges by One Call
Communications, Inc. d/b/a
Opticom, a Division of One Call
Communications, Inc.

DOCKET NO. 980552-TI
ORDER NO. PSC-98-0759-FOF-TI
ISSUED: June 1, 1998

The following Commissioners participated in the disposition of
this matter:

JULIA L. JOHNSON, Chairman
J. TERRY DEASON
SUSAN F. CLARK
JOE GARCIA
E. LEON JACOBS, JR.

NOTICE OF PROPOSED AGENCY ACTION
ORDER APPROVING REFUND OF OVERCHARGES

BY THE COMMISSION:

NOTICE is hereby given by the Florida Public Service Commission that the action discussed herein is preliminary in nature and will become final unless a person whose interests are substantially affected files a petition for a formal proceeding, pursuant to Rule 25-22.029, Florida Administrative Code.

On January 13, 1997, One Call Communications, Inc. d/b/a Opticom, a Division of One Call Communications, Inc. (One Call), was notified that it had been selected as one of the interexchange companies (IXCs) to be evaluated as part of the Commission's normal service quality evaluation. Toll timing and billing tests were conducted on January 22 and January 30, 1997. Upon review of the results of the testing an overtiming problem in One Call's billing was discovered. On September 3, 1997, our staff issued the

ORDER NO. PSC-98-0759-FOF-TI
DOCKET NO. 980552-TI
PAGE 2

Interexchange Service Evaluation Report and requested an outline of corrective action taken to resolve the overtime problem discovered during the evaluation. One Call responded on September 22, 1997, explaining the corrective action made to its billing system. Further exchanges of information occurred, culminating on March 23, 1998, when One Call offered a plan to refund the excess revenues from its inadvertent overtime (Attachment A). One Call estimated that \$7,500 was overcharged and offered to refund that amount through a rate reduction for its customers for a period of six months or until the \$7,500 is refunded.

Based on our review of the bills in the evaluation, One Call was overtime fifty five (55) percent of our test calls, which are purposely focused on the beginning and ending of billing increments to evaluate One Call's rounding methodology. One Call states that it has taken corrective measures to prevent overtime in the future. Based on our review and investigation of the overtime, we find \$7,500 to be a reasonable amount for determining the amount to refund for the overcharges.

One Call's primary customer base is pay phone consumers, it cannot easily determine the identity of the callers who were overcharged. Therefore, we find it appropriate to require One Call to refund the amount of revenue related to overtime through a rate reduction method for its customers for a period of six months, or until \$7,500 has been refunded.

This docket will remain open pending completion of the refund. One Call shall prepare a report to the Commission every thirty days until the refund is complete. One Call will have one hundred and eighty days from the date this Order becomes final to provide documentation of the refund. If, however, One Call Communications fails to timely complete the refund, the Commission will consider issuing an Order to Show Cause why One Call should not be fined for overcharging Florida consumers.

Based on the foregoing, it is

ORDERED by the Florida Public Service Commission that the provisions of this Order, issued as proposed agency action, shall

ORDER NO. PSC-98-0759-FOF-TI
DOCKET NO. 980552-TI
PAGE 3

become final and effective unless an appropriate petition, in the form provided by Rule 25-22.036, Florida Administrative Code, is received by the Director, Division of Records and Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on the date set forth in the "Notice of Further Proceedings or Judicial Review" attached hereto. It is further

ORDERED that One Call Communications, Inc. d/b/a Opticom, a Division of One Call Communications, Inc., shall refund \$7,500 to its customers through the rate reduction method described in the body of this Order. It is further

ORDERED that One Call Communications, Inc. d/b/a Opticom, a Division of One Call Communications, Inc., shall prepare a report to the Commission every thirty days until the refund is complete. It is further

ORDERED that One Call Communications, Inc. d/b/a Opticom, a Division of One Call Communications, Inc. , will have one hundred and eighty days from the date this Order becomes final to provide documentation of the refund. If, however, One Call Communications, Inc. d/b/a Opticom, a Division of One Call Communications, Inc. fails to timely complete the refund, the Commission will consider issuing an Order to Show Cause why One Call Communications, Inc. d/b/a Opticom, a Division of One Call Communications, Inc., should not be fined for overcharging Florida consumers. It is further

ORDERED that this docket will remain open pending completion of the refund.

By ORDER of the Florida Public Service Commission this 1st day of June, 1998.

BLANCA S. BAYÓ, Director
Division of Records and Reporting

ORDER NO. PSC-98-0759-FOF-TI
DOCKET NO. 980552-TI
PAGE 4

/s/ Kay Flynn
Kay Flynn, Chief
Bureau of Records

This is a facsimile copy. A signed copy of the order may be obtained by calling 1-850-413-6770.

(S E A L)

SOME (OR ALL) ATTACHMENT PAGES ARE NOT ON ELECTRONIC DOCUMENT.

CB

NOTICE OF FURTHER PROCEEDINGS OR JUDICIAL REVIEW

The Florida Public Service Commission is required by Section 120.569(1), Florida Statutes, to notify parties of any administrative hearing or judicial review of Commission orders that is available under Sections 120.57 or 120.68, Florida Statutes, as well as the procedures and time limits that apply. This notice should not be construed to mean all requests for an administrative hearing or judicial review will be granted or result in the relief sought.

Mediation may be available on a case-by-case basis. If mediation is conducted, it does not affect a substantially interested person's right to a hearing.

The action proposed herein is preliminary in nature and will not become effective or final, except as provided by Rule 25-22.029, Florida Administrative Code. Any person whose substantial interests are affected by the action proposed by this order may file a petition for a formal proceeding, as provided by Rule 25-22.029(4), Florida Administrative Code, in the form provided by Rule 25-22.036(7)(a) and (f), Florida Administrative Code. This petition must be received by the Director, Division of Records and

ORDER NO. PSC-98-0759-FOF-TI
DOCKET NO. 980552-TI
PAGE 5

Reporting, 2540 Shumard Oak Boulevard, Tallahassee, Florida 32399-0850, by the close of business on June 22, 1998.

In the absence of such a petition, this order shall become effective on the day subsequent to the above date as provided by Rule 25-22.029(6), Florida Administrative Code.

Any objection or protest filed in this docket before the issuance date of this order is considered abandoned unless it satisfies the foregoing conditions and is renewed within the specified protest period.

If this order becomes final and effective on the date described above, any party substantially affected may request judicial review by the Florida Supreme Court in the case of an electric, gas or telephone utility or by the First District Court of Appeal in the case of a water or wastewater utility by filing a notice of appeal with the Director, Division of Records and Reporting and filing a copy of the notice of appeal and the filing fee with the appropriate court. This filing must be completed within thirty (30) days of the effective date of this order, pursuant to Rule 9.110, Florida Rules of Appellate Procedure. The notice of appeal must be in the form specified in Rule 9.900(a), Florida Rules of Appellate Procedure.

One Call Communciations, Inc.
Statement of Income
(Audited)

12/31/99

Income

Customer billing
Customer allowances
Total Income

Cost of Sales

Transmission expense
Switch expense
Depreciation expense
Dialer expense
Operator service expense
Other cost of sales expense
Total Cost of Sales
Gross Profit

Selling Expenses

Sales salaries and commissions
Advertising and promotion
Total Selling Expenses

General and Administrative Expenses

Total Expenses
Income from Operations

Other Income (Expenses)

Service Charges
Interest income
Miscellaneous
Gain (loss) on sale of assets
Interest expense
Total Other Income (Expense)
Income before State and City Income Tax
State and City Income Tax

Net Income

One Call Communications, Inc.
Balance Sheets
(Audited)

12/31/99

Assets

Current Assets

Cash
Accounts receivable
(net of allowance for doubtful accounts)
Inventory
Prepaid expenses

Total Current Assets

Property and Equipment

Furniture, fixtures and equipment
Equipment under capital lease
Leasehold improvements
Buildings
Land

Total

Less accumulated Depreciation

Net Property and Equipment

Other Assets

Goodwill
(net of accumulated amortization)
Deposits
License acquisition costs
Customer acquisition costs
(net of accumulated amortization)
Prepaid installation fee
Insurance premiums receivable
Divisional start-up costs
(net of accumulated amortization)

Total Other Assets

Total Assets

Liabilities and Stockholders' Equity

Current Liabilities

Accounts payable
Current portion of long-term debt
Line of credit
Accrued expenses
Accrued payroll and withheld payroll
and other taxes

Total Current Liabilities

Long-Term Liabilities

Long-term debt, net of current portion

Total Long-Term Liabilities

Stockholders' Equity

Common Stock, no par value, 1,000
shares authorized; 500 shares issued
and 500 shares outstanding in 1997

Contributed Capital

Retained Earnings

Total Stockholders' Equity

Total Liabilities and Stockholders' Equity

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**MANAGERIAL QUALIFICATIONS
ONE CALL COMMUNICATIONS, INC., d/b/a OPTICOM
DIRECTORS AND OFFICERS**

LARRY E. DUNIGAN, CHIEF EXECUTIVE OFFICER AND OWNER, Mr. Dunigan's business expertise and interests focus primarily on the service sector, with over twelve years specifically devoted to the telecommunications industry.

GERALD BESING, SECRETARY AND TREASURER, Mr. Besing is a 1969 graduate of the University of Evansville. His experience includes Military Pay, United States Air Force, from 1969 to 1973; the Indiana Department of Revenue as a filed auditor from 1974 to 1983; and also presently the controller of Holiday Home Care since 1984. He has been involved with One Call Communications since 1983.

JOSEPH A. PENCE, PRESIDENT, Mr. Pence has specialized in the telecommunications industry for over twenty years. During Mr. Pence's employment with ALLTEL of Hudson, Ohio, he held various positions including Sales Manager, Traffic and Network Engineer and General Manager. Thereafter, Mr. Pence accepted the responsibility of General Manager of an alternative long distance company in Detroit Michigan. Mr. Pence has held various positions since his employment with One Call Communications including Regional Manager, Vice President, Executive Vice President and currently holds the responsibility of President, all of which provide One Call's management, departments and divisions with the knowledge and direction essential for growth throughout the 90's and beyond.

KEVIN KEATHLEY, CHIEF INFORMATION OFFICER, Mr. Keathley holds an AAS degree in Accounting, and ABA degree in Management, a BBA in Finance and is currently finishing his MBA in Information Systems. During his employment with One Call Communications, Mr. Keathley accepted the responsibility of managing all aspects of the technical divisions including Systems and Networking, Research and Development, PIC and Data Processing/Order Entry. Prior to joining One Call Communications in 1993, Mr. Keathley served as the Assistant Vice President of Financial Information Systems at Michigan National Corporation. Mr. Keathley currently assists with the direct management of all operational aspects of the Company.

BRAD BENGE, EXECUTIVE VICE PRESIDENT, Mr. Bengé's telecommunications career began in 1982 with Allnet as a Marketing Representative. Other positions held at Allnet were Senior Account Representative, Sales Manager and Branch Manager. Before his tenure at One Call Communications, Mr. Bengé was also employed by MCI as a National Account Sales Representative and with Compucom as National Sales of Billing and Network Design. In 1989, Mr. Bengé was hired by One Call Communications as the Director of Retail Sales. He has held various positions with the company including Assistant Vice President of Sales and Marketing, Vice President of Sales and Marketing, Senior Vice President and is currently Executive Vice President. He also serves as a Board Member of the American Public Communications Council (APCC).

MARK A. SPETH, CHIEF FINANCIAL OFFICER, Mr. Speth is a 1981 graduate from Brigham Young University with a BS in Micro Biology and a minor in Business. In 1996 Mr. Speth received his MBA from the University of Indianapolis; he was top scholar and graduated with honors. Mr. Speth has five and a half years of experience in the Telecom industry and an additional eighteen years in Accounting and Information Systems.

ONE CALL COMMUNICATIONS, INC., d/b/a OPTICOM

TECHNICAL QUALIFICATIONS

One Call's network technicians and systems specialists hold a multitude of degrees and certificates and are required to attend and pass numerous industry related courses, seminars and training classes specializing in the technical and engineering specifications on the standards of the industry architecture for the public switched phone network. In addition to switching and networking telephony curriculum, One Call's technicians and systems specialists attend courses and seminars pertaining to all forms and aspects of telecommunications, such as voice, data and video communications; voice, data and video processing; computer telephony programming and software interfacing; ordering and billing forums; and new, improved and upgraded technology introductions and deployments.

One Call Communications, Inc.

Officers

Larry E. Dunigan, Chairman of the Board
1202 West Buena Vista Road
Evansville, Indiana 47710

Gerald Besing, Secretary and Treasurer
1202 West Buena Vista Road
Evansville, Indiana 47710

Karla K. Cook, Assistant Secretary
1202 West Buena Vista Road
Evansville, Indiana 47710

Joseph A. Pence, President
801 Congressional Boulevard
Carmel, Indiana 46032

Kevin Keathley, Senior Vice President
801 Congressional Boulevard
Carmel, Indiana 46032

Derek Dunigan, Senior Vice President
1202 West Buena Vista Road
Evansville, Indiana 46032

Brad Benge, Executive Vice President
801 Congressional Boulevard
Carmel, Indiana 46032

Mark A. Speth, Chief Financial Officer and
Executive Vice President
801 Congressional Boulevard
Carmel, Indiana 46032

Ron Harris, Vice President
801 Congressional Boulevard
Carmel, Indiana 46032

Directors

Larry E. Dunigan, Chairman
1202 West Buena Vista Road
Evansville, Indiana 47710

Derek Dunigan
1202 West Buena Vista Road
Evansville, Indiana 47710

Gerald Besing
1202 West Buena Vista Road
Evansville, Indiana 47710

FINANCIAL CAPABILITY

One Call Communications, Inc. has the sufficient financial capability to provide the requested service, sustain the service and meet all its financial obligations. First, One Call's balance sheet speaks for itself. Second, One Call has filed with the *Federal Communications Commission* its annual gross income which exceeded \$100,000,000.00 last year. Further, One Call currently provides service in all states. Therefore, One Call Communications, Inc. submits that it has sufficient resources to provide local service in Florida.

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE: ONE CALL COMMUNICATIONS D/B/A/) DOCKET NO. 95-03035
OPTICOM REQUEST FOR AUTHORITY)
TO PROVIDE OPERATOR SERVICES/OR)
RESELL INTEREXCHANGE SERVICE)

REC'D TN
REGULATORY AUTH.
'97 FEB 21 PM 4 51
OFFICE OF THE
EXECUTIVE SECRETARY

AGREED ORDER

THIS AGREED ORDER is submitted by One Call Communications, Inc. doing business as Opticom, also known as Central Indiana Telemarketing Corporation of Carmel, Indiana ("Opticom") to the Tennessee Regulatory Authority ("Authority") and filed this __ day of February, 1997.

WITNESSETH:

Some of the facts and circumstances surrounding the execution of this Order are as follows:

A. Opticom has petitioned the Authority for authority to provide Operator Services and/or Resell Interexchange Services in Tennessee. In conjunction with this request, the Authority conducted an investigation of the telecommunications operations of Opticom in this state. As a result of the investigation, the Authority Staff determined that certain acts and practices of Opticom have violated the Rules and Regulations of the Authority governing the provision of Customer Owned Coin Operated Telephone service (COCOT) in this state and in particular, the provisions of TPSC Rule 1220-4-2-.45(8). This rule section limits intrastate toll charges to no more than the rates approved by the Authority for the dominant carrier. Opticom was providing toll services from numerous Tennessee COCOTs and overcharging on intrastate calls. The overcharging resulted from Opticom adding an additional "property

imposed fee" of one dollar (\$1.00) to each operator- assisted intrastate toll call. Opticom estimates that sixty thousand dollars (\$60,000) was collected as a result of the property imposed fee on intrastate toll calls. The Consumer Advocate Division subsequently filed a notice of appearance.

B. Opticom neither admits nor denies any wrongdoing.

C. Opticom enters into this Order, and the Authority agrees to accept it, in order to avoid the costs and expense of protracted litigation.

D. Opticom, the Authority and the Consumer Advocate agree that with this Agreed Order, all issues involving Opticom's request for authority to provide *Operator Services and/or Resell Interexchange Services* are settled.

NOW, THEREFORE, Opticom, the Authority and all parties of record whose signatures are affixed to this Order agree as follows:

I. **AUTHORITY RULES**

A. Opticom shall fully comply with the rules and regulations of the Authority. Without limiting the scope of this provision, Opticom shall fully comply with the Authority's *Interexchange Reseller Rules and Regulations*.

B. Opticom shall be prohibited from directly or indirectly charging rates to Tennessee consumers that exceed the maximum rate approved by the Authority.

C. Opticom shall fully comply with all Federal Communication Commission rules and regulations. Without limiting the scope of this provision, Opticom shall not charge rates to consumers that exceed rates approved by the Federal Communications Commission.

D. Opticom shall be prohibited from directly or indirectly adding, including or billing additional charges, costs or fees to any operator assisted telephone call charge, unless (a) Opticom has clearly and conspicuously disclosed any such fees to the consumer prior to providing the service that involves such fees and (b) such fee complies with all federal and state laws, rules regulations, and tariffs.

E. Opticom shall be prohibited from directly or indirectly billing or collecting or attempting to bill or collect from consumers, using Opticom's operator services, for any additional charges, cost or fees added, included or placed to operator assisted telephone call, unless (a) Opticom has clearly and conspicuously disclosed any such fees to the consumer prior to providing the service that involves such fees and (b) such fee must comply with all federal, state or regulatory laws, rules, regulations and tariffs.

F. Opticom shall not directly or indirectly send, forward, or provide incorrect billing information to BellSouth Telephone, Citizens Telecom, Sprint-United Telephone or any other Tennessee telephone or long distance company or any other billing agent which results in the billing party billing, collecting or charging consumers for any amounts that would violate any provision of this Order.

G. Opticom shall be prohibited from directly or indirectly billing or collecting or attempting to bill or collect for any charges or services which would violate any provision of this Order.

H. Opticom shall not directly or indirectly charge, bill or otherwise attempt to collect from consumers any amounts in excess of any limit, cap or maximum set by the Authority or the Federal Communications Commission.

II. FINANCIAL SETTLEMENT

A. Opticom shall pay the sum of sixty thousand dollars (\$60,000) to the Authority to the credit of the public utility account, pursuant to TCA §65-4-119.

B. Upon receipt of the Sixty Thousand Dollar (\$60,000.00) financial settlement under the terms of this Order, the sum of Twenty Thousand Dollars (\$20,000.00) shall be dedicated and reserved by the Authority for the funding of a telecommunications consumer education project. The purpose of this consumer education project would be to enhance consumer knowledge of various telecommunications issues. Further, the selection of any programs that will be offered through the consumer education project will be within the discretion of the Division Chief of the Authority's Utility Services Division. In addition, the Director of the Division of Consumer Affairs may assist with the selection and implementation of programming offered as part of the above-described project(s), if he so elects.

C. Opticom represents and warrants that it will stand ready to make refunds of any costs of a call that exceeded maximum rates permitted by any tariff, law, regulation or rule to any person that comes forward within one (1) year of the entry of this Order and provides suitable proof that he or she has paid an excessive rate at one of Opticom's COCOT telephones during the time period that Opticom advised its COCOT's that the one dollar (\$1.00) property imposed fee (PIF) was permissible.

D. Opticom shall file with the Authority every thirty (30) days for a period of twelve (12) months a list of consumers who have requested a refund. The list will include: Name, address and amount of refund for each consumer; or, in the event that Opticom denies a consumer's request for a refund, justification for denying a refund; and

E. Opticom shall notify, by letter, each consumer who is denied a refund that the consumer may seek recourse by filing with the Authority for a review of the consumer's case and Opticom's justification for denying said refund.

III. MONITORING AND COMPLIANCE

Opticom agrees to authorize BellSouth to supply to the Authority's director of Consumer

Services two (2) statistically random samples of two hundred (200) of Opticom's intrastate toll calls. The samples will be submitted at six (6) month intervals from the date this order is signed. The samples will identify the originating and terminating telephone numbers, the date and the time of day the call was made, the minutes of usage and the rate charged.

Upon request, Opticom also agrees to provide books, records and/or documents to the Authority at any time, and further, to informally, or formally under oath, provide testimony and/or other information to the Authority relating to this compliance with this Order. Opticom shall make any requested information available within fourteen (14) days of the request by delivery to the offices of the Authority.

IV. ATTORNEY GENERAL SETTLEMENT

Opticom understands that its settlement with the Office of the Attorney General entitled Assurance of Voluntary Compliance is incorporated into this Agreed Order as Exhibit A. Opticom agrees to be bound by all the terms set forth in Exhibit A as part of this Order.

V. PRIVATE RIGHT OF ACTION

Nothing in this Order shall be construed to affect any private right of action that a person may hold against Opticom.

VI. PENALTY FOR FAILURE TO COMPLY

Opticom agrees to pay all court costs and attorneys' fees associated with any successful petitions to enforce this Order against Opticom.

VII. DEFAULT

In the event that Opticom defaults under the terms of this Order by failing to meet any financial or reporting obligations arising from this Order's terms the total amount remaining shall be immediately due and payable. At the time of default, all remaining amounts are immediately due and owing and shall be immediately subject to simple interest of one percent (1%) per month. Additionally, Opticom agrees to pay reasonable attorneys' fees and court costs associated with any collection efforts required to collect the remaining amounts owed at the point of default. Default also constitutes grounds for revocation of Opticom's Operator Services and/or Reseller Interexchange Service Authority in Tennessee.

VIII. VENUE

Venue as to all matters between the parties relating hereto or arising out of this Order is solely in the Authority or the Chancery Court of Davidson County, Tennessee.

IX. ADDITIONAL REPRESENTATIONS AND WARRANTIES

Opticom represents and warrants that the execution and delivery of this Order is its free and voluntary act, that this Order is the result of good faith negotiations, and that Opticom believes that the Order and terms hereof are fair and reasonable. The parties warrant that they will implement the terms of this Order in good faith. The Authority agrees that it will notify Opticom in writing of any alleged default and will give Opticom ten (10) days to cure the default. In addition:

1. Opticom represents that signatories to this Order have authority to act for and bind it.
2. Opticom will not participate, directly or indirectly, in any activity to form a separate entity for the purpose of engaging in acts set forth and prohibited in this Order or for any other purpose which would otherwise circumvent any part of this Order.
3. Neither Opticom nor anyone acting on its behalf shall state and/or imply and/or cause to be stated or implied that the Attorney General, Authority, or any other governmental unit

of the State of Tennessee has approved, sanctioned, or authorized any practice, act, or conduct of Opticom.

4. Acceptance of this Order by the State shall not be deemed approval by the State of any of Opticom's advertising or other business practices.
5. One Call Communications, Inc. represents that it is the true legal name of the entity entering into this Agreed Order. It understands that the Authority and the Attorney General expressly rely upon this representation and if said representations are false or misleading the State may move to vacate or set aside this Agreed Order or request that Opticom be held in contempt.

X. COMPLIANCE WITH OTHER LAWS

Nothing in this Order shall be construed as relieving Opticom from complying with any other state or federal law(s), regulation(s), or rule(s), nor shall any of the provisions of this Order be deemed to be permission to engage in any acts or practices prohibited by such law(s), regulation(s), or rule(s).

XI. APPLICABILITY OF ORDER TO OPTICOM AND ITS SUCCESSORS

Opticom agrees that the duties, responsibilities, burdens and obligations undertaken in connection with this Order shall apply to Opticom, as well as its agents, assigns, representatives, employees, successors, sales staff and any and all other persons or entities acting directly or indirectly on its behalf.

XII. NOTIFICATION TO STATE

For five (5) years following execution of this Order, Opticom shall notify the Authority, in writing at least thirty (30) days prior to the effective date of any proposed changes in its corporate structure, such as dissolution, assignment, or sale resulting in the emergence of a successor corporation or firm, the creation or dissolution or subsidiaries, a change of address or any other changes in Opticom's status that may effect compliance with obligations arising out of this Order.

XIII. JURISDICTION

Jurisdiction of this Authority over the subject matter herein and over Opticom for the purposes of entering into and enforcing this Agreed Order is admitted. Jurisdiction is retained by this Authority for the purpose of enabling the State to apply to this Authority for such further orders and directions as may be necessary or appropriate for the construction, modification or execution of this Agreed Order, including the enforcement of compliance therewith and penalties for violation thereof. Opticom agrees to pay all court costs and attorneys' fees associated with any successful petitions to enforce any provision of this Agreed Order against Opticom.

ENTERED THIS ____ DAY OF FEBRUARY, 1997.

CHAIRMAN

DIRECTOR

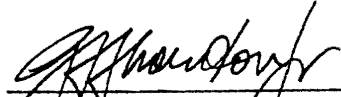
DIRECTOR

ATTEST:

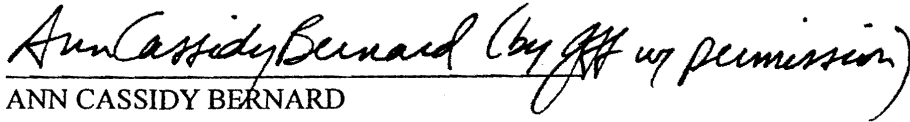
EXECUTIVE SECRETARY

APPROVED FOR ENTRY:

FOR OPTICOM:

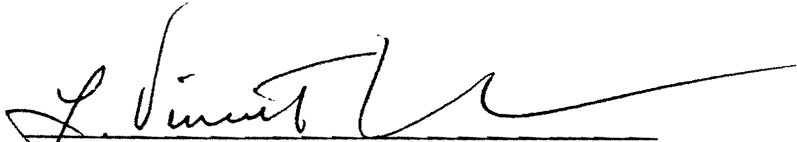


GUILFORD F. THORNTON, JR.
Stokes & Bartholomew, P.A.
424 Church Street, Suite 2800
Nashville, TN 37219



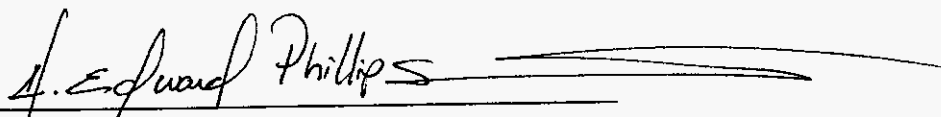
ANN CASSIDY BERNARD
One Call Communications, Inc.
801 Congressional Boulevard
Carmel, IN 46032

FOR THE CONSUMER ADVOCATE DIVISION
OFFICE OF THE ATTORNEY GENERAL



L. VINCENT WILLIAMS
Consumer Advocate Division
G-27 Cordell Hull Building
Nashville, TN 37243

FOR THE TENNESSEE REGULATORY AUTHORITY STAFF

A handwritten signature in cursive script that reads "H. Edward Phillips III". The signature is written in black ink and is positioned above a horizontal line. To the right of the signature, there are several long, horizontal, wavy lines that appear to be part of the signature or a decorative flourish.

H. EDWARD PHILLIPS III
460 James Robertson Parkway
Nashville, TN 37243