

**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

June 25, 1999

**VIA OVERNIGHT DELIVERY**

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

990856-JT

Re: CallManage, Inc.

Dear Sir/Madam:

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

CallManage, 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 CallManage, Inc.'s stated financial capability, a copy of its parent company's financial statements for the years ended December 31, 1997 and December 31, 1998 attached to its application. As a reseller, CallManage, Inc. does not intend to make a capital investment to provide service in the State of Florida, however, CallManage, Inc. intends to fund the provision of service through internally generated cash flow. CallManage, 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.  
Please to forward a copy of check  
to FARR with proof of deposit.

Initials of person who forwarded check:

LS

DOCUMENT NUMBER-DATE

07834 JUN 28 89

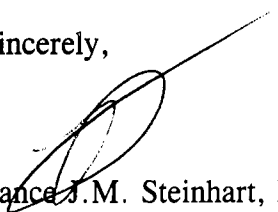
FPSC-REGIONS/REPORTING

Florida Public Service Commission  
June 25, 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,



Lance J.M. Steinhart, Esq.  
Attorney for CallManage, Inc.

Enclosures

cc: Joanna Valentini

**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

June 25, 1999

**VIA OVERNIGHT DELIVERY**

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

Re: CallManage, Inc.

Dear Sir/Madam:

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

CallManage, 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 CallManage, Inc.'s stated financial capability, a copy of its parent company's financial statements for the years ended December 31, 1997 and December 31, 1998 attached to its application. As a reseller, CallManage, Inc. does

**CALLMANAGE, INC.**  
460 SUMMER STREET  
STAMFORD, CT 06901

**BANK LEUMI TRUST COMPANY  
OF NEW YORK**  
NEW YORK CITY, NY 10017  
1-279/260

2932

6/4/99

PAY TO THE  
ORDER OF

\$ 250.00

*Florida Public Service Commission*  
*Two Hundred Fifty and 00/100*

**DOLLARS**  
Security features  
Included.  
Details on back.

MEMO

*Florida Public Service Commission*

*[Signature]*

⑈002932⑈

**\*\* FLORIDA PUBLIC SERVICE COMMISSION \***

**DIVISION OF COMMUNICATIONS  
BUREAU OF SERVICE EVALUATION**

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

---

**Instructions**

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

**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:

**CallManage, Inc.**

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

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

**460 Summer Street, 3rd Floor  
Stanford, CT 06901**

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 type="checkbox"/> Corporation         |
| <input checked="" 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.

- (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: F9900000

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

**Richard A. Murdoch, Esq.**  
**980 N. Federal Hwy., Suite 410**  
**Boca Raton, Florida 33432**

- (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;

Joanna Valentini, Director Carrier Relations  
CallManage, Inc.  
460 Summer Street, 3rd Floor  
Stanford, CT 06901  
(203) 351-0880

(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;

Irit Itzikowitz, Manager Client Services  
CallManage, Inc.  
460 Summer Street, 3rd Floor  
Stanford, CT 06901  
(800) 458-2682

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 in all remaining states.**

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

**Iowa, Michigan, Montana, New Jersey, Pennsylvania, Texas, Utah  
and Virginia**

- (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 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: _____           |                                    |

**None.**

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): _____           |  |

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 use 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:**

\_\_\_\_\_  
Signature

6/23/99  
\_\_\_\_\_  
Date

Joseph Cline

President  
Title

203-351-0880  
Telephone No.





**LIST OF ATTACHMENTS**

**PROPOSED TARIFF**

**FINANCIAL INFORMATION**

**MANAGEMENT INFORMATION**

**PROPOSED TARIFF**

---

TITLE SHEETFLORIDA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service or facilities for Telecommunications Services furnished by CallManage, Inc. ("CMI"), with principal offices at 460 Summer Street, 3rd Floor, Stanford, Connecticut 06901. 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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901





---

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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

**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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

**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 CMI's location or switching center.

Authorization Code - A numerical code, one or more of which may be assigned to a Customer, to enable CMI 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 CMI or purchases a CMI 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 CMI - Used throughout this tariff to mean CallManage, 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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901



---

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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

**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 CMI 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 CMI 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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

- 
- 2.1.2 The rates and regulations contained in this tariff apply only to the resale services furnished by CMI 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 CMI.
- 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 CMI'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 CMI'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 CMI'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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

- 
- 2.2.4 CMI's services are available for use twenty-four hours per day, seven days per week.
- 2.2.5 CMI does not transmit messages, but the services may be used for that purpose.
- 2.2.6 CMI'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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

- 
- 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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

**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 CMI on the Customer's behalf.
- 2.4.3 If required for the provision of CMI's services, the Customer must provide any equipment space, supporting structure, conduit and electrical power without charge to CMI.
- 2.4.4 The Customer is responsible for arranging access to its premises at times mutually agreeable to CMI and the Customer when required for CMI personnel to install, repair, maintain, program, inspect or remove equipment associated with the provision of CMI'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 CMI'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 CMI's facilities or services, that the signals emitted into CMI'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: June 25, 1999****Effective:****By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901**

---

**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, CMI 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 CMI equipment, personnel or the quality of service to other Customers, CMI may, upon written notice, require the use of protective equipment at the Customer's expense. If this fails to produce satisfactory quality and safety, CMI may, upon written notice, terminate the Customer's service.

- 2.4.7 The Customer must pay CMI for replacement or repair of damage to the equipment or facilities of CMI 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 CMI equipment installed at Customer's premises.
- 2.4.9 If CMI 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: June 25, 1999****Effective:**

**By: Joanna Valentini, Dir. Carrier Relations**  
**460 Summer Street, 3rd Floor**  
**Stanford, CT 06901**

---

**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, CMI 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 CMI 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 CMI'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 CMI from furnishing its services.
- 2.5.2 Without incurring liability, CMI 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 CMI's equipment and facilities and may continue such interruption until any items of noncompliance or improper equipment operation so identified are rectified.

---

Issued: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901



- 
- 2.5.3 Service may be discontinued by CMI 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 CMI deems it necessary to take such action to prevent unlawful use of its service. CMI 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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901



---

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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

**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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901



---

**3.2 Continued**

Any objection to billed charges should be reported promptly to CMI 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 CMI 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. CMI's name and toll-free telephone number will appear on the Customer's bill.

---

**Issued: June 25, 1999****Effective:**

**By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901**



---

**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: June 25, 1999****Effective:**

**By: Joanna Valentini, Dir. Carrier Relations**  
**460 Summer Street, 3rd Floor**  
**Stanford, CT 06901**

---

3.5.4 CMI Prepaid Calling Cards

This service permits use of Prepaid Calling Cards for placing long distance calls. Customers may purchase CMI Prepaid Calling Cards at a variety of retail outlets or through other distribution channels. CMI Prepaid Calling Cards are available at a variety of face values ranging from five dollars (\$5.00), in one dollar (\$1.00) increments. CMI Prepaid Calling Card service is accessed using the CMI 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. CMI'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 CMI 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 CMI 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 CMI Prepaid Calling Card is insufficient to continue the call and the Customer fails to enter the number of another valid CMI Prepaid Calling Card prior to termination.

---

Issued: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

**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 CMI 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 CMI 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 CMI 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 CMI 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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901



**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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

---

**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: June 25, 1999

Effective:

By: Joanna Valentini, Dir. Carrier Relations  
460 Summer Street, 3rd Floor  
Stanford, CT 06901

**FINANCIAL INFORMATION**



CALLMANAGE LTD.

CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 1998

IN U.S. DOLLARS

INDEX

	<u>Page</u>
Report of Independent Auditors	2
Consolidated Balance Sheets	3 - 4
Consolidated Statements of Operations	5
Statements of Changes in Shareholders' Deficiency	6
Consolidated Statements of Cash Flows	7
Notes to Consolidated Financial Statements	8 - 16

-----

REPORT OF INDEPENDENT AUDITORS

To the Shareholders of

CALLMANAGE LTD.

We have audited the accompanying consolidated balance sheets of CallManage Ltd. ("the company") and its subsidiary as of December 31, 1998 and 1997, and the related consolidated statements of operations, changes in shareholders' deficiency and consolidated cash flows for each of the two years in the period ended December 31, 1998. These financial statements are the responsibility of the Company's board of directors and management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards in Israel, including those prescribed by the Israeli Auditors (Mode of Performance) Regulations, 1973. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, either originating within the financial statements themselves, or due to any misleading statement included therein. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Company's board of directors and management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The aforementioned consolidated financial statements have been remeasured into U.S. dollars on the basis described in Note 2b.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 1998 and 1997, and the consolidated results of their operations, changes in shareholders' deficiency and cash flows for each of the two years in the period ended December 31, 1998 in conformity with generally accepted accounting principles.

Without qualifying our opinion, as written in Note 1, we wish to draw attention to the Company's loss for the year ended December 31, 1998 amounting to \$ 4,728 thousand, and to its working capital deficiency of \$ 3,903 thousand as of December 31, 1998. The Company's ability to continue to operate is dependent upon additional financial support until profitability is achieved.

Pursuant to Section 211 of the Companies Ordinance (New Version), 1983, we hereby state that we have received all the information and explanations which we have requested and that our opinion on the above financial statements is given based on the best of the information and explanations which we received and as reflected in the books of the Company.

Tel-Aviv, Israel  
, 1999

KOST, FORER & GABBAY  
A member of Ernst & Young International

## CONSOLIDATED BALANCE SHEETS

U.S. Dollars in thousands

	December 31,	
	1998	1997
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 92	\$ 488
Accounts receivable	95	96
<u>Total current assets</u>	<u>187</u>	<u>584</u>
<b>FIXED ASSETS (Note 3):</b>		
Cost	571	472
Less - accumulated depreciation	247	90
<u>Total fixed assets</u>	<u>324</u>	<u>382</u>
	<u>\$ 511</u>	<u>\$ 966</u>

The accompanying notes are an integral part of the consolidated financial statements.

## CONSOLIDATED BALANCE SHEETS

U.S. Dollars in thousands

	December 31,	
	1998	1997
<b>LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		
<b>CURRENT LIABILITIES:</b>		
Short-term bank credit (Note 4)	\$ 3,412	\$ 2,016
Trade payables	214	169
Related party (Note 5)	140	-
Employee and payroll accruals	356	283
Other accounts payable	157	126
<u>Total current liabilities</u>	<u>4,279</u>	<u>2,594</u>
<b>LONG-TERM LIABILITIES:</b>		
Long-term loans (Note 6)	70	32
Accrued severance pay, net (Note 7)	38	30
<u>Total long-term liabilities</u>	<u>108</u>	<u>62</u>
<b>CONVERTIBLE LOAN (Note 8)</b>	<u>2,157</u>	<u>-</u>
<b>SHAREHOLDERS' DEFICIENCY:</b>		
Share capital -		
Preferred shares:		
Authorized: 2,500,000 shares of NIS 0.1 par value as of December 31, 1998 and 1997		
Issued and outstanding: 1,008,574 as of December 31, 1998 and 1997	29	20
Ordinary shares:		
Authorized: 5,500,000 shares of NIS 0.1 par value as of December 31, 1998 and 1997		
Issued and outstanding: 3,042,000 as of December 31, 1998 and 1997	94	94
Additional paid-in capital	2,983	2,742
Accumulated deficit	(9,139)	(4,546)
<u>Total shareholders' deficiency</u>	<u>(6,033)</u>	<u>(1,690)</u>
<u>Total liabilities and shareholders' deficiency</u>	<u>\$ 511</u>	<u>\$ 966</u>

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF OPERATIONS**

U.S. Dollars in thousands

	<u>Year ended December 31,</u>	
	<u>1998</u>	<u>1997</u>
Research and development expenses	\$ 1,364	\$ 1,408
Marketing expenses, net	2,517	1,905
General and administrative expenses	<u>655</u>	<u>642</u>
Operating loss	4,536	3,955
Financial expenses, net	<u>57</u>	<u>25</u>
Loss for the year	<u>\$ 4,593</u>	<u>\$ 3,980</u>

The accompanying notes are an integral part of the consolidated financial statements.

**STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY**

U.S. Dollars in thousands

	Preferred shares	Ordinary shares	Additional paid-in capital	Accumulated deficit	Total shareholders' deficiency
Balance at January 1, 1997	\$ -	\$ 1	\$ 309	\$ (566)	\$ (256)
Stock dividend	-	97	(97)	-	-
Issuance of share capital, net	10	6	2,530	-	2,546
Conversion of Ordinary shares into preferred shares	10	(10)	-	-	-
Loss for the year	-	-	-	(3,980)	(3,980)
<b>Balance at December 31, 1997</b>	<b>20</b>	<b>94</b>	<b>2,742</b>	<b>(4,546)</b>	<b>(1,690)</b>
Issuance of share capital, net	9	-	241	-	250
Loss for the year	-	-	-	(4,593)	(4,593)
<b>Balance at December 31, 1998</b>	<b>\$ 29</b>	<b>\$ 94</b>	<b>\$ 2,983</b>	<b>\$ (9,139)</b>	<b>\$ (6,033)</b>

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

U.S. Dollars in thousands

	<u>Year ended December 31,</u>	
	<u>1998</u>	<u>1997</u>
<u>Cash flows from operating activities:</u>		
Loss for the year	\$ (4,593)	\$ (3,980)
Adjustments to reconcile loss to net cash used in operating activities:		
Depreciation	157	81
Changes in assets and liabilities:		
Decrease (increase) in accounts receivable	1	(87)
Increase in other accounts payable	31	111
Increase in accrued severance, net	8	26
Increase in trade payables	45	144
Increase (decrease) in related party	140	(10)
Accrued interest on short-term bank credit and loans	28	-
Increase in employees and payroll accruals	73	213
Net cash used in operating activities	<u>(4,110)</u>	<u>(3,502)</u>
<u>Cash flows from investing activities:</u>		
Purchase of fixed assets	<u>(99)</u>	<u>(406)</u>
Net cash used in investing activities	<u>(99)</u>	<u>(406)</u>
<u>Cash flows from financing activities:</u>		
Proceeds from issuance of shares, net	250	2,546
Short-term bank credit, net	1,368	1,782
Proceeds from convertible loans	2,157	-
Proceeds from long-term loans	38	32
Net cash provided by financing activities	<u>3,813</u>	<u>4,360</u>
Increase (decrease) in cash and cash equivalents	(396)	452
Cash and cash equivalents at the beginning of the year	<u>488</u>	<u>36</u>
Cash and cash equivalents at the end of the year	<u>\$ 92</u>	<u>\$ 488</u>

The accompanying notes are an integral part of the consolidated financial statements.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

U.S. Dollars in thousands

**NOTE 1:- GENERAL**

CallManage Ltd. ("the Company"), was incorporated in March 1996. For the purpose of development communication software and hardware products that perform a phone-carrier selection. CallManage Inc. the Company's wholly-owned subsidiary was incorporated in April, 1996, in the United States for the purpose of marketing and selling the products in the U.S.

We wish to draw attention to the Company's loss for the year ended December 31, 1998 amounting to \$ 4,728 thousand, and to its working capital deficiency of \$ 3,903 thousand as of December 31, 1998. The Company's ability to continue to operate is dependent upon additional financial support until profitability is achieved.

Uncertainty due to the Year 2000 Issue:

The Year 2000 Issue arises because many computerized systems use two digits rather than four to identify a year. Data-Sensitive systems may recognize the Year 2000 as 1900 or some other date, resulting in errors when information using year 2000 dates is processed. In addition, similar problems may arise in some systems which use certain dates in 1999 to represent something other than a date. The effects of the Year 2000 Issue may be experienced before, on or after January 1, 2000, and, if not addressed, the impact on operations and financial reporting may range from minor errors to significant systems failure which could affect an entity's ability to conduct normal business operations.

It is not possible to be certain that all aspects of the Year 2000 Issue affecting the entity, including those related to the efforts of customers, suppliers, or other third parties, will be fully resolved.

**NOTE 2:- SIGNIFICANT ACCOUNTING POLICIES**

a. Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

b. Financial statements in U.S. Dollars:

The Company believes that the U.S. Dollar ("dollar") is the currency of the primary economic environment in which it operates. Therefore, the functional and reporting currency for the Company is the dollar.

The Company's transactions and balances denominated in dollars are presented at their original amounts. Non dollar transactions and balances have been remeasured into dollars in accordance with the requirements of Statement No. 52 of the Financial Accounting Standards Board (FASB). All transaction gains and losses from remeasurement of monetary balance sheet items denominated in non-dollar currencies are reflected in the statement of operations as financial expenses or income, as appropriate.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands

## c. Principles of consolidation:

The consolidated financial statements include the financial statements of the Company and its wholly owned subsidiary, CallManage Inc. Significant intercompany transactions and balances have been eliminated in the consolidation.

## d. Cash equivalents:

The Company considers all highly liquid investments originally purchased with maturities of three months or less to be cash equivalents.

## e. Fixed assets:

Fixed assets are stated at cost. Depreciation is calculated using the straight-line method over the estimated useful lives at the following annual rates:

The annual depreciation rates are as follows:

	%
Computers and peripheral equipment	33
Motor vehicles	15
Office furniture and equipment	6-15
Leasehold improvements	over the term of the lease

## f. Research and development costs:

Research and development costs are charged to the statement of operations as incurred. Statement of Financial Accounting Standards ("SFAS") No. 86 "Accounting for the Costs of Computer Software to be Sold, Leased or Otherwise Marketed", requires capitalization of certain software development costs subsequent to the establishment of technological feasibility.

Based on the Company's product development process, technological feasibility is established upon completion of a working model. Costs incurred by the Company between completion of the working model and the point at which the product is ready for general release have been insignificant and, therefore, all research and development costs have been expensed.

## g. Stock option plan:

The Company has elected to follow Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25"), in accounting for its employee stock options plans. Under APB 25, when the exercise price of the Company's employee stock options equals the market price of the underlying stock on the date of grant, no compensation expense is recognized.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

U.S. Dollars in thousands

The Company has adopted SFAS No. 123, "Accounting for Stock-Based Compensation" with respect to warrants issued to non-employees. SFAS No. 123 requires use of option valuation models to measure the fair value of the warrants at the grant date.

**NOTE 3:- FIXED ASSETS**

	December 31,	
	1998	1997
Comprised as follows:		
Cost:		
Computers and peripheral equipment	\$ 392	\$ 371
Motor vehicles	107	39
Office furniture and equipment	44	34
Leasehold improvements	28	28
	<u>571</u>	<u>472</u>
Accumulated depreciation:		
Computers and peripheral equipment	202	80
Motor vehicles	16	2
Office furniture and equipment	7	2
Leasehold improvements	22	6
	<u>247</u>	<u>90</u>
Depreciated cost	<u>\$ 324</u>	<u>\$ 382</u>

As for charges, see Note 10.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands

## NOTE 4:- SHORT-TERM BANK CREDIT

Short-term loans consist of bank credit of which, as of December 31, 1998, stand for:

- (1) The amounts of \$ 1,653 which bears interest at the rate of 5.375% to 10% and is linked to the U.S. dollar.
- (2) The amount of \$ 1,759 which bears interest at the rate of 10.65% to 19% and is in unlinked NIS.

## NOTE 5: RELATED PARTY

The balance is linked to the U.S. dollars.

The balance is due to management services received from a related party.

## NOTE 6:- LONG TERM-LOANS

- a. Composed as follows:

	Interest rate %	December 31,	
		1998	1997
Linked to Israeli CPI	5.75	\$ 90	\$ 40
Less - current maturities		20	8
		<u>\$ 70</u>	<u>\$ 32</u>

- b. Aggregate maturities of long-term capital leases:

First year (current maturities)	\$ 20	\$ 8
Second year	23	8
Third year	26	9
Thereafter	21	15
	<u>70</u>	<u>32</u>
	<u>\$ 90</u>	<u>\$ 40</u>

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

U.S. Dollars in thousands

**NOTE 7:- ACCRUED SEVERANCE PAY, NET**

According to Israeli law, the Company is required to make severance payments to dismissed employees (including officers) and to employees leaving employment under certain other circumstances. This liability is calculated based on the salary of each employee for the month prior to the balance sheet date, multiplied by the period of employment of each employee. The Company's liability for required severance payment is covered by payments to insurance policies and by an accrual. The accrual for severance pay reflected in the balance sheets is in respect of the uncovered liability.

The amounts accrued and funded in Israel are as follows:

	December 31,	
	1998	1997
Amounts accrued	\$ 137	\$ 87
Less - amounts funded	99	57
	<u>\$ 38</u>	<u>\$ 30</u>

**NOTE 8:- CONVERTIBLE LOAN**

During 1998, the Company issued convertible loans to several outside lenders in the total amount of \$ 2,400. The loans bears an annual interest of 10% to 24% and are convertible into preferred share.

In addition each of the lenders are also entitled to warrants that vary from 1% to 13% of the value of the outstanding convertible loans, for each month until conversion accrues, calculated on a daily basis.

To the extent that lender shall elect not to convert the loan or to convert only part of the loan, then the Company shall repay lender the balance of the loan which was not so converted up on the earlier of (i) promptly after such time that the company receives, in one transaction or a series of transactions, the proceeds of a private placement in the amount mentioned in the agreements. (ii) the sale of all or substantially all the outstanding shares or assets of the company, and (iii) 12 months after the payment date.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

U.S. Dollars in thousands

## NOTE 9:- SHARE CAPITAL

## a. Pertinent rights and privileges of shares:

The rights attached to the different classes of shares of the company are as follows:

Ordinary shares

**Voting rights** - The holders of the ordinary shares shall be entitled to one vote for each share held by such holders in all matters submitted to the shareholders of the Company.

**Dividends** - shall be paid on all outstanding capital shares of the Company contemporaneously and the same percentage of dividend rate will be paid on each outstanding share.

**Liquidation** - After the holders of the preferred shares received their preference amount, the holders of the ordinary shares are entitled to receive from the remaining assets legally available for distribution their pro rata share, together with the holders of the preferred share.

Class A ordinary shares

Class A shares are non-voting shares, and do not entitle the holders thereof to vote in matters brought to the shareholders. Upon the IPO, such shares shall automatically convert into the same number of ordinary shares.

Preferred shares

**Voting rights** - The holders of preferred shares shall be entitled to vote on all matters submitted to the shareholders with such number of votes which is equal to the number of ordinary shares into which such preferred share could be converted.

**Liquidation** - The holders of preferred shares shall be entitled to receive from the assets legally available for distribution the amount of consideration per preferred share paid to the Company upon issuance and sale to the initial holder, and thereafter to participate pro rata with the holders of ordinary shares in the distribution of any excess assets. In the event such amount is not paid in full, the holders shall share ratably in proportion to the full respective preferential amounts to which they are entitled.

**Dividends** - similar to the ordinary shares.

**Conversion** - automatically converted upon the earlier of: (i) IPO or (ii) consummation of a merger, consolidation or sale of assets.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

U.S. Dollars in thousands

**b. Stock Option Plan:**

Under the Company's Stock Option Plan ("the Plan"), options granted under the plan are exercisable into class "A" ordinary shares and may be granted to employees, officers, directors and consultants of the Company or of any subsidiary. The exercise price of the options granted under the Plan may not be less than the nominal value of the share into which such options is exercisable.

In 1998 and 1997, 91,212 and 600,882 options were granted and 795,860 and 732,452 are outstanding at each year-end, respectively.

Each option granted under the plan will expire no later than 10 years from the date of the grant unless previously exercised. Options granted under the plan are generally exercisable in payments during the option term. Any options which are cancelled or not exercised within the option period become available for future grants.

All Options vest over a four-year period commencing on the first anniversary of employment.

**MANAGEMENT INFORMATION**

# Gil Almog

---

## Education

1997 - Tel-Aviv University Tel-Aviv, Israel

### MBA

- Currently enrolled in the Marketing and Technology Management programs.
- In Dean's List.

1991 - 1995 Bar-Ilan University Ramat-Gan, Israel

### BA in Economics and Computer Science

- Graduated with Honors.

## Professional experience

1996 - CallManage Ltd. Kfar-Saba, Israel

### Software Group Leader/Project Manager

- In charge of PBX and Universal PBX development projects.
- Senior developer in charge of development of many of CallManage's strategic applications.
- Designed and implemented a system for automatic software updates through the Internet.

1994 - 1995 A.C.S. Ltd. Natania, Israel

### Database Administration Consultant

- Consulting for the Local Municipality Automation Group of Israel.
- Database administration for Coca-Cola including technical support for all database programmers.

1987 - 1994 I.D.F. (Navy) Israel

### DBA Group Leader/Chief Programmer

- Group leader of 2 infrastructure-programming groups (DBA and Chief Programmer).
- In charge of all of the Navy's databases on all platforms.
- Responsible for setting programming standards, security and training.
- Development of complicated infrastructure applications. Highlights: NMDS - Navy Message Distribution System: A project involving message distribution between different computer platforms, DL - Database Dual Logging: A project which allowe the Navy's databases to have 24\*7 uptime including automatic hot backup and restor

## Languages

Hebrew, English



160 Fairfield Woods Rd.  
Fairfield, CT 06432  
USA

Home: (203) 372-5932  
Work : (203) 351-0880

## RESUME

Barry Chusid

---

### Objective:

Software development manager, coordinate and lead software teams in developing projects in the communications and telephony fields. Software engineer specializing in system application programming on PCs.

**Qualification:** 6 years of experience in Leading development teams and managing projects. Ten years of experience in developing software products in computer systems, communications, real time, databases and MIS applications, on a variety of computer platforms. Extensive experience in system programming on MS-DOS including good knowledge of WINDOWS environments. Experience in system programming in XENIX and other UNIX environments.

*Systems* : MS-DOS, XENIX, UNIX SYS-V, UNIX BSD, VAX-VMS, DESQVIEW, MS-WINDOWS, RTKernel.

*Networks* : DECNET(PATHWORKS), Novell NetWare, TCP/IP.

*Languages* : C, C++, Pascal, Assembler-86, Visual Basic, Magic.

*Familiarity* : PL/1, Assembler 370, Lisp, Prolog.

### Employment History:

1/1997-present: **Callmanage Inc. Stamford USA**  
Chief Technology Officer.

Incharge of all technical aspects of the company's activity in the US.

12/1995-1996: **Callmanage Ltd. Kfar Saba, Israel**  
Head of development team.

Co founder of Callmanage. Designed and developed the Callmanager product. Built and managed the development team of the company.

1994 - 1995: **Sogo Electronics**, Or-Yehuda Israel  
Consultant.

Directing a team and leading the development of a multi line voicemail system on an embedded platform using "Real Time Kernel (RTK)" and "ROM Dos".

1989 - 1994: **TADIRAN Information Systems**, Giva'at Shmuel Israel  
**TADIRAN Telecommunication Switching LTD.**, Petah-Tikva Israel.  
Head of PC software development team.  
Project Manager.  
Senior Software Engineer in the PC group.

Working primarily on IBM-PCs in MS-DOS/WINDOWS environment. Leading projects in communications and telephony and participating in the development,

coordinating PC utilization in the company and advising on various PC and communications issues.

1987 - 1988 **Cybermation**, Cambridge Mass., U.S.A.  
Software Engineer. In charge of software release and customer support.

Working primarily in a UNIX environment, developing software for a CAD/CAM workstation for use in the sign industry. Writing drivers for peripheral devices (Graphics boards, Mouse, Plotters etc.). Porting software between different UNIX flavors and machines. Participating in a development of a new graphics library written in C++.

1985 - 1986 **Moran Systems**. Ramat-Gan, Israel.

Software Engineer.

Working in MS-DOS environment on IBM-PCs. Designing and writing an inventory system for an import company. Designing and writing a database with a hierarchical structure and a user-defined user-interface. Participating in several projects dealing with communication and MS-DOS system programming.

**Education:**

B.Sc. 1985. Bar-Ilan University, Ramat-Gan Israel.  
Mathematics and Computer Science.

## Detailed project description:

### At Tadiran:

- Writing a system, for managing contracts of a government office, in Magic.
- Writing a Fax-server using the PC as a server for sending faxes, originating on an Electronic Mailing System in a Mainframe. The project used a Gamma-Fax card and interfaced to the IBM-Mainframe via an IRMA emulation card.
- Participating in a development group of the "Rav-Menia" project for BEZEK (Israel Telephone Company), connecting an S12 telephone exchange to an IBM-Mainframe using the PC as a communication server. My part included implementing a DDCMP communication protocol. The project used a DESQVIEW multitasking environment and was based on the DESQVIEW API.
- Implementing the same communication module on a VAX-VMS system for connecting a VAX workstation to the S12 exchange.
- Implementing the same communication module on a UNIX HP system for connecting a UNIX workstation to the S12 exchange.
- Leading the PC development team of TTS Ltd. in projects such as:
  - Developing a phone-operator position. Writing a Client position in a Client-Server environment in the DECNET network.
  - Developing a N7 protocol analyzer on a PC.
  - Absorbing a platform for development of applications for operating a Public Exchange. The platform is based on WINDOWS. Managing development of applications on that platform.
- Participating in development of military/defense bound products.

### Activity included:

- Receiving requests for product development from in-house/ customer personnel.
- Preparing a "requirement document" for the request.
- Assessing time and resources requirements for implementation using Project for Windows.
- Assigning programmers to the task.
- Monitoring of the planning, development, testing phases.
- Helping in the delivery to the customer and the managing the maintenance activity.

### At Cybermation:

- Writing Drivers in XENIX for a Graphics-Card with a graphics processor, Including A full implementation of a CURSOR library for it.
- Writing Drivers an communication libraries for mice, plotters, digitizers and scanners.
- Porting software between UNIX flavors on different machines.
- Participating in a group that developed advanced graphic libraries in C++. The libraries were a foundation for making a UNIX driven PC into a full scale workstation.

### At Moran systems:

- Writing a Database system
- Analyzing Designing and Writing an inventory and sales management system
- Participating in a project to create a secretary system, including a phone dialer, a time scheduler, and a file organizer. The system used the PC's real-time clock to create a multitasking environment. It was written partially in Assembler exploiting the BIOS and DOS calls directly.

### Final University Project:

- Developing a Robot control system.

Joseph W. Cline  
267 High Plains Drive  
Orange, CT. 06477  
203-795-3380/799-7890(fax)

**PROFESSIONAL EXPERIENCE:**

**INTELIDATA ( formerly COLONIAL DATA TECHNOLOGIES CORP.)**

**1/95 to Present**

New Milford CT.

A leading provider of telecommunications equipment (i.e. caller-id, screen phones, key systems,...), information services and marketing programs to the telecommunications and high technology industries. (NASDAQ - INTD)

**EXECUTIVE VICE PRESIDENT - SALES AND MARKETING**

Responsible for the marketing, sales & business development efforts on a national / international basis as well as managing two operating subsidiaries and developing a joint venture ( Worldwide Telecom Partners) with full P & L responsibilities.

- Doubled the business to \$74Million, earned record profits and expanded the business internationally.
- Managed a staff of 40+ professionals located in seven offices throughout the US and Canada.
- Acquired and integrated two businesses into Colonial Data Technologies with full P & L responsibility..
- Developed a joint venture to expand our Key System business into a \$30 Million revenue opportunity.
- Established a " best in class " joint venture to sell telecommunications services (i.e. local, long distance and wireless) on a pay for performance basis to the leading providers in the industry. Have grown this private venture to \$50 million in revenues with full P & L responsibilities. Extensive direct response TV, direct mail, telemarketing, cost of acquisition analysis and program management experience.
- Support over 30 telecommunications companies, 50 retail, catalogue & distributor groups and 5 million customers. Received "product of the year" award from the ISA and CES for innovative CPE.

**SOUTHERN NEW ENGLAND TELECOMMUNICATIONS CORP. (SNET)**

**1972 to Jan. '95**

New Haven CT.

SNET, the leading telecommunications firm in CT., provides the nations broadest range of telecommunications services including local, long distance, cellular, cable TV, alarm services and information services. (NYSE - SNE)

**PRESIDENT - SNET DIVERSIFIED GROUP (Subsidiary of SNET)**

**1993 to Jan. '95**

Selected to lead SNET's \$110 million deregulated business units. These technology based businesses included SNET's Information Services (i.e. Voice Mail, E-Mail, Audio / Video Conferencing, Fax Store and Forward, Packet Switching) and their Customer Premises Equipment Businesses (i.e. Key Systems, Centrex, ISDN, Data, Structured Wiring, Security Systems). Directed 150+ professionals with full P & L responsibilities.

- Turned around a \$40 million negative business within 6 months.
- Earned record profits along with a 20% revenue growth.
- Introduced three new business ventures (i.e. structured wiring, network based communications equipment and home security).
- Managed SNET's Interactive Response Joint Venture.
- Introduced SNET's Video Conferencing and Packet Switching product lines.

**VICE PRESIDENT SALES AND MARKETING - SNET DIVERSIFIED GROUP**

**1991 to 1993**

Led SNET's marketing, sales, operations and new business efforts for their leading edge Information Services and Customer Premises Equipment businesses.

- Initiated SNET's entry into the interstate long distance business, this \$100+ Million business is an industry success story.
- Introduced three new businesses ( i.e. SNET Conferencing, SNET Faxworks, Consumer Set Rental) resulting in a \$20 Million revenue stream with significant contribution.
- Developed / introduced SNET's Interactive Voice Response joint venture which is national in scope.
- Expanded sales efforts via regional and national programs. Managed 40+ professionals.

**DIVISION MANAGER - PRODUCT MANAGEMENT AND DEVELOPMENT (SNET)** **1987 to 1993**

Led SNET's total product development, life cycle management and business development efforts for a very diverse, highly complex \$1.5 Billion portfolio of telecommunications based products and services. This included all of the Corporation's business, consumer, operator services, public coin and inter-exchange carrier products which were sold to 1.3 million customers. Managed 80+ marketing professionals.

- Nationally recognized for new product development (e.g. CENTREX, ISDN, CLASS, CCS, Toll Plans, LIDB , Credit / Calling Card, Digital Services, Special Networks, Carrier Access, ...). Extensive knowledge of local exchange services, long distance, digital transport, carrier services, operator services, billing..
- An industry leader in cost of acquisition analysis for new customers and developing creative marketing programs to increase penetration of existing network products.
- Established a national Operator Services business with over 150 employees.
- Established a national Telecommunications Billing platform for SNET to Provide "HUB" billing services to the long distance providers.
- Directed SNET's marketing communications efforts (TV, mail, print ads,...) and their sales and distribution strategies.

**DIVISION MANAGER - INFORMATION SYSTEMS PLANNING AND TECHNOLOGY** **1983 to 1987**

Led a very complex and diverse corporate wide EDP planning and technology effort for SNET, which represented one of the nations top 150 EDP computing environments. This responsibility entailed developing an evolutionary corporate EDP mechanization plan, establishing and selecting SNET's technology architecture ( hardware and software), implementing leading edge technology applications at SNET, managing the voice/data communications efforts and creating an EDP venture organization to market software, consulting services and service bureau functionality. Directed the efforts of 100+ EDP professionals.

**DIVISION MANAGER - COMPUTER OPERATIONS (SNET)** **1982 to 1983**

Directed SNET's corporate Data Center operations and technology architecture in support of 13,500 employees and 1.3 million customers. Responsible for 350+ employees and a \$40 million budget.

**DISTRICT MANAGER - EDP APPLICATIONS DEVELOPMENT (SNET)** **1976 to 1982**

Directed a wide range of SNET's EDP application systems associated with toll processing, customer records and billing, marketing support systems, network provisioning and service order negotiation. Managed application development groups of 90+ programmers.

**EDUCATIONAL BACKGROUND:**

- MBA in Management/Computer Science ( 4.0 QPA) -- University of New Haven 1983
- BA in Quantitative Business Analysis ( 2<sup>nd</sup> in class) -- Manhattan College 1970
- Executive Education programs at Columbia, Wharton, UCLA, Brookings, IBM Institute 1985 -1995
- Computer/Systems Technology Certification -- RCA Systems Institute 1970

Irit Itzikowitz  
216 East 90<sup>th</sup> St, Apt 4FE  
New York, NY 10028  
Tel: 212-860-0931  
EMAIL: iriti@callmanage.com

**Languages** English (fluent)  
Hebrew (fluent)  
Chinese (basic University course)

**Education**  
1995-1998 BA Degree in Economics and Management from the Tel Aviv University, Israel  
1994 Word Processing course at "Sivan" Computer Training Center.  
1992-1995 Army Service in the Intelligence Corp.- headed a work force of approximately 6 people.  
1992 Graduated from "Ostrovsky" High School, Ra'anana (Physics, Chemistry, Maths Stream).

**Computer Skills** Office – Access, Word, Excel, Powerpoint, Outlook, Visio, Works, Lotus Organizer, Nisus (Macintosh)  
Internet – HTML, Netscape, Explorer  
Statistical Computer Programs – Eviews, Stata  
Linear Programming – LINDO

**Work Experience**  
1998 – To Date Manager of Client Services – "CallManage Inc", USA  
In charge of building the company's Resellers Channel.  
Maintains contact with existing Resellers and OEM Partners.  
In charge of Marketing Training and represents CallManage at Trade Shows and Seminars.

1997 – 1998 Quality Assurance Tester - "CallManage Ltd", Israel.  
An Israeli based Computer-Telecommunication Company. Within this framework, specialized in the Telephony field and acquired expertise in Technical Writing.

1996-1997 Bilingual Secretary at VDonet Corp. Ltd., an Israeli based Video-Conferencing-Internet Company. Within the framework numerous contacts with foreign companies.

1996 Editing and Typing of a Primary School Science Program in the auspices of the Tel Aviv University.

1995 Bilingual Secretary for the Vice President of the "Merhav" Company, Dr.Nimrod Novik. "Merhav" deals with many Economic Projects, including the "MIDOR" Project – The Middle East Oil Refinery Project – a joint Egyptian-Israeli venture.

1995 Medical Secretary for an Israeli Plastic Surgeon, Dr. Haim Rasner, at the Herzliya Medical Center. Emphasis was placed on Superior Personal Contacts.

1995 Bilingual Secretary at the "Teva Pharmaceutical Company".

Recommendations will be given upon request

CAROLYN J. KELLY  
57 BROOKLAWN AVENUE  
STAMFORD, CT 06901  
Tel: (203) 325-9304

**EMPLOYMENT:**

March '97 - Present *Office Manager, CALLMANAGE, INC., Stamford, CT*

Office Manager for start-up Telecommunications Company that develops least cost routing technologies designed to help small to mid-size business and residential customers significantly save on long-distance services. Responsibilities include:

- Ensure that office and office equipment is well maintained and functional at all times.
- Monitor payables and cash flow. Approve monthly bills, expenditures, employee expense reports, and seek ways to reduce spending/costs. Work with CPA to ensure all financials, variances and budgetary reporting are submitted on a timely basis. Handle BI-monthly payroll and quarterly bonuses with Paychex. Monitor bank balance and maintain Petty Cash Fund.
- Handle all Human Resources issues, i.e., benefits, 401k, maintain files, record vacation and sick time, etc.
- Created employee handbook outlining policies and procedures and revise as necessary.
- Purchase office supplies, equipment and furniture and schedule repair service as needed. Maintain/update office equipment inventory list. Handle and manage shipping/tracking of equipment and vendors.
- Coordinate and obtain approval from building management for all leasehold improvements and modifications.
- Expedite special reports/projects as requested by President/CEO.
- Work with travel agency to ensure we are receiving lowest corporate rates for hotels, car rentals and airfare. Supervise travel plans and cost.
- Coordinate trade shows, business meetings, and luncheons.
- Handle employee concerns, suggestions and problems on a day to day basis.

July '96- Feb. 97 *Assistant to the Chairman, VOICEPRINT SECURITY SYSTEMS, INC., Stamford, CT*

- Office Administrator and Corporate Secretary of biometric (voice verification) door, telephone and computer access security system company in private placement reporting directly to the Chairman.
- Attend trade shows, assist with product demonstrations, process promotional mailings and advertising.
- Interface with marketing and sales force, clients, and investors.
- Manage accounts payable, receivable.
- Assist in preparation of budgets and financial projections.

May '92 - July '96 *Assistant to the President/Chairman, LEXINGTON DEVELOPMENT GROUP/OVERSEAS INVESTMENT SERVICES, LTD., Greenwich, CT*

- Corporate Secretary/Director of sixteen subsidiaries of Lexington Development Group. Correspondent/liaison for Lexington Development and Overseas Investment Services.
- Office Manager
- Prepared monthly financial reports, corporate presentations and annual report.

- Prepared monthly draw requests from bank and monitored cash flow for ongoing renovations of local hotel, the Greenwich Harbor Inn. Assisted President and VP Planning with hotel promotions, remodeling and design.
- Assisted Greenwich Harbor Inn General Manager and Banquet Manager with hotel promotions, banquet and restaurant sales, themes and menus.

July '85 - Sept. '91     ***Engineering Administrator/Office Manager, Real Estate Division, INTEGRATED RESOURCES, INC. NYC (Aug. '98 - Sept. '91)***

- Composed correspondence for President of Engineering and assisted with production of all inspection and preacquisition reports.
- Implemented Real Estate Management take-over transaction
- Acted as liaison for Acquisition and Property Management Departments.
- Invoiced partnerships monthly for Engineering operational costs.
- Organized Engineering Seminars
- Handled all confidential data and personal duties as requested by President

***Administrative Assistant to President & Senior V.P./Office Manager, Engineering Department (July '85 - July '89)***

- Heavy phone interaction with Property Management offices, Asset Managers, General Partners, contractors and tenants.
- Attended Division weekly meetings and composed Engineering weekly progress reports.
- Hired/supervised clerical staff and Administrative Assistants to VPs.
- Prepared, monitored and analyzed variances in Department budgets.
- Scheduled inspections for Engineers.
- Managed payables and receivables.
- Planned departmental relocations.
- Supervised office purchasing.
- Reorganized Department.

Jan. '84 - June '85     ***Administrative Assistant to VP Finance, HALSTON ENTERPRISES, INC. NYC.***

- Liaison between Management of high-end fashion design enterprise and clients.
- Aided VP with statistical reports.
- Finance Dept. correspondent
- Organized corporate functions and meetings.
- Coordinated runway shows.
- Managed inventory for two NYC locations
- Priced made-to-order garments
- Responsible for invoicing/collections.
- Managed ordering and distribution of corporate gifts.
- Dispersed and maintained petty cash fund.

**EDUCATION:** St. Lawrence University, Canton, NY. B.A., 1982  
**SKILLS:** Notary Public, Fluent in French. Office 97: Computer literate in Word, Word Perfect, AmiPro, Excel, PowerPoint, Microsoft Outlook, Quick Books  
**REFERENCES:** Available upon request.



*Eyal Maor*

609 Columbus Ave.  
Apt 10 i  
New York, NY 10024  
Phone: (212) 580-7642

**Education**

**Jan 1994-  
Dec. 1996**

City College of New York  
Bachelor of Science  
Major: Computer Science  
GPA: 3.7 / 4.0 (Honor degree: Magna Cum Laude)  
Work extensively with Pascal, DOS, C, and Windows 3.X and 95.

**Nov. 1983-  
Nov. 1985**

Completed 635 hours of ground studies in the Israeli Air Force Academy.  
GPA: 9.2 / 10

**Work Experience**

**Mar. 1997-  
Present**

Director of Operations: CallManage Inc., Stamford, CT, USA  
Was the second person to join the US office of CallManage.  
Responsible for conducting beta testing for CM software.  
Building the help desk and customer support division. Established and maintain servers' network to support our application. Dealing with potential OEM partners on different technical levels of integration and testing. Creating and maintaining integration schedule and Gantt charts for different accounts.

**May 1996-  
Feb. 1997**

Application Engineer: VDOnet Corp., New York City, NY, USA  
Tested a new product of the company 'Live Broadcast Server'.  
Installed the product in several of companies and served as a contact for technical problems. Developed distance learning application by joining 3 different companies to establish a comprehensive solution. Represented VDOnet in various shows around the US.

**Oct. 1993-  
Feb. 1997**

Security Supervisor: El Al Israel Airlines, New York City, NY  
Worked as a supervisor in the security department of the Israeli Air lines. Was responsible for the daily maintenance of the computers' network at the office.

**Jan. 1990-  
Sept. 1991**

Project Manager: Israeli Air Force, Ramon AFB, Israel  
Called to join a team that was responsible for creating a new Attack Helicopter Squadron. Served as the commanding officer of this team, responsible for all operational, administrative and technical aspects of establishing the new unit.

**Dec. 1987-  
Dec. 1989**

Flight Instructor: Israeli Air Force, Air Force Academy, Israel  
Served as an instructor of both flight and ground training for two years. I was a course commander and charge of forty candidates. Promoted to the rank of captain.

**Nov. 1985 -  
Nov. 1987**

Helicopter Pilot: Israeli Air Force, Israel  
Served as a combat helicopter pilot in a Cobra squadron in the Israeli Air Force. In addition to my combat duties, I was charge of navigation's unit and training of the squadron. Promoted to the rank of lieutenant.

References Available upon Request

Joanna Valentini  
38 Indian Hill Road  
Brewster, New York 10509  
Home Telephone: 914 279- 4966  
Business: 203 351-0880 ext. 16

---

## SUMMARY

Telecommunications professional with expertise in telephony operations including, billing, provisioning, alternate channel sales, account sales, management and planning. Also experience in product development, contract negotiation and service implementation. I am seeking a position, which will utilize my operations expertise, strong ability to cultivate and maintain customer relationship, integration and service with customer requirements and their business goals. Consistently exceeded objective management objects.

---

## EXPERIENCE

**CallManage**, Stamford, Connecticut 1997 - Present  
**Director Carrier Service / Telephony Operations**

- Responsible for carrier relationships including contract negotiations, operational issues for least cost routing long distance offering.
- Successfully initiated, developed and implemented telephony operations including provisioning, billing, collections, settlements and customer service.
- Working daily with third party vendors for billing, provisioning, carrier settlement, credit and collections, system integration, call center and IVR operations and training.
- Responsible for review and release of monthly customer billing, customer registrations/provisioning, carrier billing and settlements, credit and collections and call center performance.

---

**Citizens Communications**, Stamford, Connecticut 1996 - 1997  
**Marketing, Billing Manager**

Responsible for managing the delivery of the Billing and Collection Product to the wholesale customer base.

- Oversight of the billing process to ensure fulfillment of contractual obligations.
- Responsible for driving decision-making process with regard to system enhancements and policy changes.
- Responsible for definition, testing and implementation of IDB with AT&T, data center and third party billing vendor (Alltel - ATIS).
- Identified functional requirements during vendor review and selections of convergence billing vendor. Final selection was Saville.
- Responsible for product development of centralized message detail System (CMDMS), Bill insert, Bill Message and Wholesale end user billing.

---

**Frontier Communications International**, New York 1994 - 1996  
**Long Distance Sales, Alternate Channel Manager**

Responsible for prospecting, qualifying and establishment relationships with Alternate Channel Sales for the purpose of selling long distance and enhanced products.

- Worked with channel in the generation of customer proposal. Assisted channel in closing large customer proposal.
- Responsible for training and motivation of channel in sale of long distance and enhanced products.

**NYNEX, New York** 1970 - 1994  
Access Service Network Interconnection  
**Account Sales and Management** 1991 - 1994

Responsible for \$80 million revenue stream for wholesale market segment including the development of customer accounts planning, customer objectives and strategy for meeting objectives.

- Performed analysis of sales opportunity, engaged in joint planning, and development and implementation of communication plan to educate and promote NYNEX product and services.
- Team leader of extended account team. Communicated customer needs and issues within NYNEX.
- Determined billing and network requirements satisfying RFP requirements.
- Management of service contracts including the development and implementation of Network Optimization Plans and disaster recovery planning.

**Marketing, Staff Manager** 1990 – 1991

- Provided billing support to sales teams.
- Development and implementation of Billing and Collection operations procedures and contracts including modifications with corporate attorneys.

**Billing and Collection Marketing, Staff Director** 1988 – 1990

- Responsible for preparation and presentation of on-line access billing business case
- Provided implementation and on going support to marketing teams in development of billing and collection process.

**Carrier Access Billing System, Senior System Specialist** 1987 – 1988

- Responsible for system definition, testing and implementation of access products and system modifications.

**Language Standards, Staff Manager** 1983 – 1987

- Responsible for definition, documentation and test plans for front end processing, and retail and wholesale billing systems standards.
- Responsible for major private line reconciliation and system modifications.

**Universal Service Order Conversion, Staff Manager** 1980 – 1983

- Responsible for district budget, training requirements, absence control, and expenditures. reconciliation and training of third party vendor personnel in preparation for billing mechanization.
- Interfaced with call center operations in preparation of reconciliation prior to billing conversion.

---

## EDUCATION

- Westchester Community College

## AFFILIATIONS

- NYNEX Technical Excellence Society
- Brewster Central School District Technology Committee Co-Chairperson
- St. Lawrence O'Toole Midnight Run Committee & Basketball Tournament Executive Director

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

DEPOSIT  
D 150 M

DATE  
JUN 28 1999

Also Admitted in New York  
and Maryland

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

June 25, 1999

**VIA OVERNIGHT DELIVERY**

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

990856-TT

Re: CallManage, Inc.

Dear Sir/Madam:

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

CallManage, 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 CallManage, Inc.'s stated financial capability, a copy of its parent company's financial statements for the years ended December 31, 1997 and December 31, 1998 attached to its application. As a reseller, CallManage, Inc. does not intend to make a capital investment to provide service in the State of Florida, however, CallManage, Inc. intends to fund the service.

CALLMANAGE, INC.  
460 SUMMER STREET  
STAMFORD, CT 06901

BANK LEUMI TRUST COMPANY  
OF NEW YORK  
NEW YORK CITY, NY 10017  
1-279/260

2932

6/4/99

PAY TO THE  
ORDER OF

Florida Public Service Commission  
Two Hundred Fifty and 00/100

\$ 250.00

DOLLARS  
Security features  
included.  
Details on back.

DOCUMENT NUMBER - DATE

07834 JUN 28 99

MEMO

Florida Filing

⑈002932⑈