



Branstock Communications, Inc.

6375 Spalding Drive
Suite J
Norcross, Georgia 30092
770-368-0400

May 19, 1997

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

ATTN: KELLY BIEGALSKI

Dear Ms. Biegalski:

Enclosed is our Application with the State of Florida Public Service Commission, copies of our financial statements and our check #1745 representing the application fee of \$250.00.

Branstock Communications was incorporated in January of 1996. We are a marketing company currently engaged in the sale of prepaid long distance phone cards. The provider of the long distance minutes, customer service and provisioning is EarthCall Communications.

We have gone through the application and have tried to answer the questions that relate to our marketing activity. It appears that the majority of these questions are directed to long distance resellers and carriers; Branstock is neither of these. If we have inadvertently overlooked any question, please contact us.

The attached financial statements are unaudited. I hereby affirm that said financial statements are true and correct.

Sincerely,

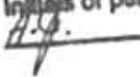

Norman Seibert
President

NS/psp
Enclosures



970614-71

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

Initials of person who forwarded check:


DOCUMENT NUMBER-DATE

05119 MAY 22 5

FPSC-RECORDS/REPORTING



APPLICATION FORM
FOR AUTHORITY TO
PROVIDE
INTEREXCHANGE
TELECOMMUNICATION
SERVICE WITHIN THE
STATE OF FLORIDA

DOCUMENT NUMBER-DATE

05119 MAY 22 6

1966 RECORDS REPORTING

**** FLORIDA PUBLIC SERVICE COMMISSION ***

DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION

APPLICATION FORM
for

AUTHORITY TO PROVIDE INTEREXCHANGE TELECOMMUNICATIONS SERVICE
WITHIN THE STATE OF FLORIDA

Instructions

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

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

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

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.
- (X) **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 an uncertificated company).
 - Approval for transfer of control (To another certificated company).
3. Name of corporation, partnership, cooperative, joint venture or sole proprietorship:
BRANSTOCK COMMUNICATIONS, INC.
4. Name under which the applicant will do business (fictitious name, etc.):
BRANSTOCK COMMUNICATIONS, INC.
5. National address (including street name & number, post office box, city, state and zip code).
6375 SPALDING DRIVE, SUITE "J", NORCROSS, GA 30092
6. Florida address (including street name & number, post office box, city, state and zip code):
N/A
7. Structure of organization;
- Individual
 - Foreign Corporation
 - General Partnership
 - Other, _____
 - Corporation
 - Foreign Partnership
 - Limited Partnership
8. If applicant is an individual or partnership, please give name, title and address of sole proprietor or partners. N/A
- (a) Provide proof of compliance with the foreign limited partnership statute (Chapter 620.169 FS), if applicable.
 - (b) Indicate if the individual or any of the partners have previously been:

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

NONE

(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.

NONE

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: NONE

(b) Name and address of the company's Florida registered agent. NONE

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

Fictitious name registration number: _____

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

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

NONE

(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.

NONE

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

(a) The application; NORMAN SEIBERT, PRESIDENT OR MATTHEW FREEMAN, VICE-PRESIDENT AT:
6375 SPALDING DRIVE, SUITE J, NORCROSS, GA 30092
TELEPHONE: 770-368-0400

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

SAME AS (A)

(c) Tariff;

SAME AS (A)

(d) Complaints/Inquiries from customers;

CUSTOMER SERVICE DEPARTMENT
1-800-332-9857

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.
WE ARE NOT A CARRIER

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

WE ARE NOT A CARRIER

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

WE ARE NOT A CARRIER

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

N/A

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

N/A

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

N/A

12. What services will the applicant offer to other certificated telephone companies: NONE

- Facilities. Operators.
 Billing and Collection. Sales.
 Maintenance.
 Other: _____

13. Do you have a marketing program? NO

14. Will your marketing program: N/A

- 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.). N/A

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

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

17. Please provide the following (if applicable):

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

YES

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

INTEGRETEL, INC.
5883 RUE FERRARI
SAN JOSE, CA 95138

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service 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: FINANCIALS ARE UNAUDITED

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

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

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

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

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

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

B. Managerial capability.

C. Technical capability.

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

20. The applicant will provide the following interexchange carrier services (Check all that apply): NONE-WE ARE NOT A CARRIER

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). N/A

22. 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 interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.

Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL:


Signature

5/19/97

Date

NORMAN SEIBERT

PRESIDENT

Title

(770) 368-0400

Telephone No.

FORM PSC/CMU 31 (11/95)

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

N/A

**** APPENDIX A ****

CERTIFICATE TRANSFER STATEMENT

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

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

N/A

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

- () The applicant will not collect deposits nor will it collect payments for service more than one month in advance.

- () The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

N/A

**** APPENDIX C ****

INTRASTATE NETWORK

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

1) 2)

3) 4)

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

1) 2)

3) 4)

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

1) POP-to-POP TYPE OWNERSHIP

2)

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

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

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

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

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

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

N/A

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

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

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

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

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

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

DAYTONA BEACH:

New Smyrna Beach.

TAMPA:

Central	None
East	Plant City
North	Zephyrhills
South	Palmetto
West	Clearwater

CLEARWATER:

St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

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

ORLANDO:

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

WINTER PARK:

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

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie,
Melbourne and Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

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

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

FORM PSC/CMU 31 (11/95)

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

**** APPENDIX E ****

**** GLOSSARY ****

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

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

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

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

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

COMMISSION: The Florida Public Service Commission.

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

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

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

POMPANO BEACH:

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

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,
Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and
Perrine

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

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

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

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

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

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

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

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

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

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

Feature Group D: Equal trunk access with subscription.

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

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

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

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

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

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

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

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

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

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

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

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

FORM PSC/CMU 31 (11/95)

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

ATTACHMENTS:

- A - CERTIFICATE TRANSFER STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
- D - FLORIDA TELEPHONE EXCHANGES and EAS ROUTES
- E - GLOSSARY

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

PRIMARY SERVICE: Individual line service or party line service.

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

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

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

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

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

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

RUN DATE: 04/30/97
RUN TIME: 2:26 PM

BRANSTOCK COMMUNICATIONS

PAGE 1

Balance Sheet
AS OF 04/30/97

ASSETS

CURRENT ASSETS

Cash-NationsBank 42,771.58
Cash-Merrill Lynch 25.60
Petty Cash 250.00

Total Current Assets 43,047.18

FIXED ASSETS

Computers 11,345.00
Accumulated Depreciation 3,479.12-
Leasehold Improvements 3,257.00
Accumulated Amortization 360.76-

Total Fixed Assets 10,762.12

OTHER ASSETS

Deposits 4,728.34

Total Other Assets 4,728.34

Total Assets 58,537.64

LIABILITIES AND EQUITY

CURRENT LIABILITIES

S-T Loan - Norm Seibert 73,000.00

Total Current Liabilities 73,000.00

LONG-TERM LIABILITIES

Total Long-Term Liabs 0.00

Total Liabilities 73,000.00

STOCKHOLDERS EQUITY

Treasury Stock 30,000.00-
Paid in Capital 50,000.00

RUN DATE: 04/30/97
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BRANSTOCK COMMUNICATIONS

PAGE 2

Balance Sheet
AS OF 04/30/97

Retained Earnings	53,091.57-	
Current Earnings	18,629.21	

Total Equity		14,462.36-

Total Liab & Equity		58,537.64
		=====

RUN DATE: 04/30/97
 RUN TIME: 2:26 PM

BRANSTOCK COMMUNICATIONS

PAGE 1

Income Statement
 FOR THE MONTH ENDING 04/30/97

CURR. PERIOD RATIO: NET REVENUE YTD RATIO.....: NET REVENUE	THIS MONTH	RATIO	4 MONTHS	RATIO
INCOME				
Prepaid Phone Card Income	184,989.83	99.8	464,066.93	99.5
Lead Income	200.00	0.1	200.00	0.0
Commissions Income	0.00	0.0	1,035.00	0.2
Customer/Recharge Income	90.00	0.0	978.77	0.2
NET SALES	185,279.83	100.0	466,280.70	100.0
COST OF SALES				
Leads	9,120.00	4.9	24,600.00	5.3
Fulfillment	10,583.31	5.7	19,279.37	4.1
Labels	264.65	0.1	529.30	0.1
Time Used/Inbound	14,115.48	7.6	45,580.14	9.8
Time Used/Outbound	8,629.96	4.7	30,280.95	6.5
Recording Voice Prompts	1,220.00	0.7	1,910.00	0.4
Deactivation Charge	0.00	0.0	43.75	0.0
Commissions-Phone Card	75,531.92	40.8	182,835.14	39.2
Card*Tel	547.81	0.3	1,823.73	0.4
Sales Commissions	177.50	0.1	318.50	0.1
TOTAL COST OF SALES	120,190.63	64.9	307,200.88	65.9
GROSS PROFIT	65,089.20	35.1	159,079.82	34.1
EXPENSES				
Accounting	540.00	0.3	2,380.00	0.5
Alarm System	0.00	0.0	82.68	0.0
Amortization	54.28	0.0	217.12	0.0
Bank Charges	276.50	0.1	978.00	0.2
Courier	161.16	0.1	368.59	0.1
Depreciation	302.53	0.2	1,210.12	0.3
Dues & Subscriptions	0.00	0.0	425.00	0.1
Equipment Rental	566.84	0.3	1,417.10	0.3
Furniture Rental	508.16	0.3	1,016.32	0.2
Insurance	0.00	0.0	1,784.00	0.4
Legal	66.45	0.0	166.45	0.0
Licenses & Permits	250.00	0.1	1,525.00	0.3
Meals & Entertainment	34.41	0.0	58.24	0.0
Office Supplies & Expense	572.01	0.3	1,946.04	0.4
Outside Services	2,025.00	1.1	7,218.60	1.5
Payroll Expense - PTI	3,786.96	2.0	12,384.88	2.7
Penalties	0.00	0.0	1,258.69	0.3
Postage	0.00	0.0	1,280.00	0.3
Rent-Norcross	1,966.25	1.1	7,865.00	1.7

RUN DATE: 04/30/97
RUN TIME: 2:26 PM

BRANSTOCK COMMUNICATIONS

PAGE 2

Income Statement
FOR THE MONTH ENDING 04/30/97

CURR. PERIOD RATIO: NET REVENUE YTD RATIO.....: NET REVENUE	THIS MONTH	RATIO	4 MONTHS	RATIO
Repairs & Maintenance	0.00	0.0	100.00	0.0
Salaries	22,976.04	12.4	83,698.80	18.0
Software/Hardware	0.00	0.0	95.00	0.0
Telephone/Fax	7,744.13	4.2	16,381.02	3.5
Travel	0.00	0.0	152.05	0.0
TOTAL EXPENSES	41,830.72	22.6	140,440.70	30.1
NET OPERATING INCOME	23,258.48	12.6	18,639.12	4.0
OTHER INCOME				
Interest Income	0.00	0.0	0.09	0.0
Total Other Income	0.00	0.0	0.09	0.0
OTHER EXPENSES				
Total Other Expense	0.00	0.0	0.00	0.0
Income Before Taxes	23,258.48	12.6	18,639.21	4.0
State Income Tax	0.00	0.0	10.00	0.0
NET PROFIT	23,258.48	12.6	18,629.21	4.0

RUN DATE: 12/31/96
RUN TIME: 7:57 AM

BRANSTOCK COMMUNICATIONS

PAGE 1

Balance Sheet
AS OF 12/31/96

ASSETS

CURRENT ASSETS

Cash-NationsBank 20,965.22
Cash-Merrill Lynch 25.51

Total Current Assets 20,990.73

FIXED ASSETS

Computers 11,345.00
Accumulated Depreciation 2,269.00-
Leasehold Improvements 3,257.00
Accumulated Amortization 143.64-

Total Fixed Assets 12,189.36

OTHER ASSETS

Deposits 6,728.34

Total Other Assets 6,728.34

Total Assets 39,908.43

LIABILITIES AND EQUITY

CURRENT LIABILITIES

S-T Loan - Norm Seibert 73,000.00

Total Current Liabilities 73,000.00

LONG-TERM LIABILITIES

Total Long-Term Liabs 0.00

Total Liabilities 73,000.00

STOCKHOLDERS EQUITY

Treasury Stock 30,000.00-
Paid in Capital 50,000.00
Current Earnings 53,091.57-

RUN DATE: 12/31/96
RUN TIME: 7:57 AM

BRANSTOCK COMMUNICATIONS

PAGE 2

Balance Sheet
AS OF 12/31/96

Total Equity	-----	33,091.57-
Total Liab & Equity		----- 39,908.43 =====

RUN DATE: 12/31/96
 RUN TIME: 2:25 PM

BRANSTOCK COMMUNICATIONS

PAGE 1

Income Statement
 FOR THE MONTH ENDING 12/31/96

CURR. PERIOD RATIO: NET REVENUE
 YTD RATIO.....: NET REVENUE THIS MONTH RATIO 12 MONTHS RATIO

=====				
INCOME				
Prepaid Phone Card Income	101,610.00	99.2	2,144,857.37	98.0
Lead Income	0.00	0.0	20,653.47	0.9
Commissions Income	920.00	0.9	5,912.50	0.3
Customer/Recharge Income	111.69-	0.1-	1,219.62	0.1
Miscellaneous Income	0.00	0.0	15,000.00	0.7
	-----	-----	-----	-----
NET SALES	102,418.31	100.0	2,187,642.96	100.0

COST OF SALES				
Leads	7,400.00	7.2	118,763.06	5.4
Fulfillment	5,543.80	5.4	144,912.54	6.6
Labels	0.00	0.0	2,233.85	0.1
Time Used/Inbound	9,729.97	9.5	321,148.10	14.7
Time Used/Outbound	7,678.19	7.5	289,506.45	13.2
Recording Voice Prompts	600.00	0.6	8,653.52	0.4
Deactivation Charge	0.00	0.0	796.00	0.0
Deactivation Credit	18.00-	0.0-	14,091.41-	0.6-
Commissions-Phone Card	38,208.95	37.3	868,568.63	39.7
Commissions-Credit Card	0.00	0.0	345.00	0.0
Card*Tel	509.38	0.5	6,365.91	0.3
Sales Commissions	0.00	0.0	2,395.00	0.1
	-----	-----	-----	-----
TOTAL COST OF SALES	69,652.29	68.0	1,749,596.65	80.0
	-----	-----	-----	-----
GROSS PROFIT	32,766.02	32.0	438,046.31	20.0

EXPENSES				
Accounting	780.00	0.8	3,610.00	0.2
Alarm System	0.00	0.0	519.10	0.0
Amortization	143.64	0.1	143.64	0.0
Bank Charges	318.30	0.3	2,063.30	0.1
Consulting	0.00	0.0	45,235.00	2.1
Contract Labor	0.00	0.0	51,785.36	2.4
Courier	172.65	0.2	3,236.48	0.1
Depreciation	2,269.00	2.2	2,269.00	0.1
Equipment Rental	283.42	0.3	1,417.11	0.1
Furniture Rental	254.08	0.2	3,741.06	0.2
Insurance	0.00	0.0	2,896.00	0.1
Legal	858.60	0.8	12,344.07	0.6
Licenses & Permits	0.00	0.0	71.00	0.0
Meals & Entertainment	80.03	0.1	396.52	0.0
Office Supplies & Expense	1,956.18	1.9	9,968.32	0.5
Outside Services	0.00	0.0	1,742.50	0.1


RUN DATE: 12/31/96
 RUN TIME: 2:25 PM

BRANSTOCK COMMUNICATIONS

Income Statement
 FOR THE MONTH ENDING 12/31/96

CURR. PERIOD RATIO: NET REVENUE
 YTD RATIO.....: NET REVENUE

	THIS MONTH	RATIO	12 MONTHS	RATIO
Payroll Expense - PTI	2,613.73	2.6	6,200.33	0.3
Payroll Tax Expense	0.00	0.0	18,431.13	0.8
Penalties	0.00	0.0	259.09	0.0
Postage	0.00	0.0	2,358.05	0.1
Postage Permit	0.00	0.0	290.00	0.0
Printing/Copies	0.00	0.0	331.52	0.0
Relocation Expense	387.10	0.4	387.10	0.0
Rent-Chamblee	0.00	0.0	26,850.00	1.2
Rent-Norcross	3,932.50	3.8	11,797.50	0.5
Repairs & Maintenance	0.00	0.0	713.53	0.0
Salaries	18,459.53	18.0	213,206.63	9.7
Software/Hardware	0.00	0.0	2,555.84	0.1
Telephone/Fax	16,140.99	15.8	60,120.23	2.7
Travel	0.00	0.0	4,893.14	0.2
TOTAL EXPENSES	48,649.75	47.5	489,832.55	22.4
NET OPERATING INCOME	15,883.73-	15.5-	51,786.24-	2.4-
OTHER INCOME				
Interest Income	0.14	0.0	777.22	0.0
Total Other Income	0.14	0.0	777.22	0.0
OTHER EXPENSES				
Interest Expense	0.00	0.0	2,082.55	0.1
Total Other Expense	0.00	0.0	2,082.55	0.1
Income Before Taxes	15,883.59-	15.5-	53,091.57-	2.4-
NET PROFIT	15,883.59-	15.5-	53,091.57-	2.4-



APPLICATION FORM
FOR AUTHORITY TO
PROVIDE
INTEREXCHANGE
TELECOMMUNICATION
SERVICE WITHIN THE
STATE OF FLORIDA

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.
- (X) **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.

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

NONE

(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.

NONE

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: NONE

(b) Name and address of the company's Florida registered agent. NONE

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

Fictitious name registration number: _____

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

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

NONE

(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.

NONE

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.
- (X) **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.

**** FLORIDA PUBLIC SERVICE COMMISSION ***

**DIVISION OF COMMUNICATIONS
BUREAU OF SERVICE EVALUATION**

**APPLICATION FORM
for**

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

Instructions

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

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

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

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 an uncertificated company).
- Approval for transfer of control (To another certificated company).

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

BRANSTOCK COMMUNICATIONS, INC.

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

BRANSTOCK COMMUNICATIONS, INC.

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

6375 SPALDING DRIVE, SUITE "J", NOKCROSS, GA 30092

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

N/A

7. Structure of organization;

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

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

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

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

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

NONE

(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.

NONE

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: NONE

(b) Name and address of the company's Florida registered agent. NONE

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

Fictitious name registration number: _____

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

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

NONE

(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.

NONE

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

(a) The application; NORMAN SEIBERT, PRESIDENT OR MATTHEW FREEMAN, VICE-PRESIDENT AT:
6375 SPALDING DRIVE, SUITE J, NORCROSS, GA 30092
TELEPHONE: 770-368-0400

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

SAME AS (A)

(c) Tariff;

SAME AS (A)

(d) Complaints/Inquiries from customers;

CUSTOMER SERVICE DEPARTMENT
1-800-332-9857

11. List the states in which the applicant:

(a) Has operated as an interexchange carrier.
WE ARE NOT A CARRIER

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

WE ARE NOT A CARRIER

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

WE ARE NOT A CARRIER

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

N/A

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

N/A

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

N/A

12. What services will the applicant offer to other certificated telephone companies: NONE

- Facilities. Operators.
 Billing and Collection. Sales.
 Maintenance.
 Other: _____

13. Do you have a marketing program? NO

14. Will your marketing program: N/A

- 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.). N/A

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

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

17. Please provide the following (if applicable):

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

YES

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

INTEGRETEL, INC.
5883 RUE FERRARI
SAN JOSE, CA 95138

18. Please provide all available documentation demonstrating that the applicant has the following capabilities to provide interexchange telecommunications service 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: FINANCIALS ARE UNAUDITED

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

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

1. Please provide documentation that the applicant has sufficient financial capability to provide the requested service in the geographic area proposed to be served.

2. Please provide documentation that the applicant has sufficient financial capability to maintain the requested service.

3. Please provide documentation that the applicant has sufficient financial capability to meet its lease or ownership obligations.

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

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

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

B. Managerial capability.

C. Technical capability.

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

20. The applicant will provide the following interexchange carrier services (Check all that apply): NONE-WE ARE NOT A CARRIER

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). N/A

22. 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 interexchange service.
6. **ACCURACY OF APPLICATION:** By my signature below, I the undersigned owner or officer of the named utility in the application, attest to the accuracy of the information contained in this application and associated attachments. I have read the foregoing and declare that to the best of my knowledge and belief, the information is a true and correct statement.
Further, I am aware that pursuant to Chapter 837.06, Florida Statutes, "Whoever knowingly makes a false statement in writing with the intent to mislead a public servant in the performance of his official duty shall be guilty of a misdemeanor of the second degree, punishable as provided in s. 775.082 and s. 775.083".

UTILITY OFFICIAL:


Signature

5/19/97
Date

NORMAN SEIBERT

PRESIDENT

Title

(770) 368-0400
Telephone No.

FORM PSC/CMU 31 (11/95)

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

N/A

**** APPENDIX A ****

CERTIFICATE TRANSFER STATEMENT

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

UTILITY OFFICIAL:

_____	_____
Signature	Date

_____	_____
Title	Telephone No.

N/A

**** APPENDIX B ****

CUSTOMER DEPOSITS AND ADVANCE PAYMENTS

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

- () The applicant will not collect deposits nor will it collect payments for service more than one month in advance.

- () The applicant will file with the Commission and maintain a surety bond in an amount equal to the current balance of deposits and advance payments in excess of one month. (Bond must accompany application.)

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

N/A

**** APPENDIX C ****

INTRASTATE NETWORK

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

1) 2)

3) 4)

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

1) 2)

3) 4)

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

1) POP-to-POP TYPE OWNERSHIP

2)

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

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

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

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

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

UTILITY OFFICIAL:

Signature

Date

Title

Telephone No.

N/A

**** APPENDIX D ****

FLORIDA TELEPHONE EXCHANGES

AND

EAS ROUTES

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

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

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

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

FORM PSC/CMU 31 (11/95)

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

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

DAYTONA BEACH:

New Smyrna Beach.

TAMPA:

Central None
East Plant City
North Zephyrhills
South Palmetto
West Clearwater

CLEARWATER:

St. Petersburg, Tampa-West and
Tarpon Springs.

ST. PETERSBURG:

Clearwater.

LAKELAND:

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

ORLANDO:

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

WINTER PARK:

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

TITUSVILLE:

Cocoa and Cocoa Beach.

COCOA:

Cocoa Beach, Eau Gallie,
Melbourne and Titusville.

MELBOURNE:

Cocoa, Cocoa Beach, Eau Gallie
and Sebastian.

SARASOTA:

Bradenton, Myakka and Venice.

FT. MYERS:

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

NAPLES:

Marco Island and North Naples.

WEST PALM BEACH:

Boynton Beach and Jupiter.

FORM PSC/CMU 31 (11/95)

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

POMPANO BEACH:

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

FT. LAUDERDALE:

Coral Springs, Deerfield Beach,
Hollywood and Pompano Beach.

HOLLYWOOD:

Ft. Lauderdale and North Dade.

NORTH DADE:

Hollywood, Miami and Perrine.

MIAMI:

Homestead, North Dade and
Perrine

**** APPENDIX E ****

**** GLOSSARY ****

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

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

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

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

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

COMMISSION: The Florida Public Service Commission.

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

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

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

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

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

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

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

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

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

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

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

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

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

Feature Group D: Equal trunk access with subscription.

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

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

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

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

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

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

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

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

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

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

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

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

FORM PSC/CMU 31 (11/95)

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

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

PRIMARY SERVICE: Individual line service or party line service.

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

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

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

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

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

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

ATTACHMENTS:

- A - CERTIFICATE TRANSFER STATEMENT
- B - CUSTOMER DEPOSITS AND ADVANCE PAYMENTS
- C - INTRASTATE NETWORK
- D - FLORIDA TELEPHONE EXCHANGES and EAS ROUTES
- E - GLOSSARY

RUN DATE: 04/30/97
RUN TIME: 2:26 PM

BRANSTOCK COMMUNICATIONS

PAGE 1

Balance Sheet
AS OF 04/30/97

ASSETS

CURRENT ASSETS

Cash-NationsBank	42,771.58
Cash-Merrill Lynch	25.60
Petty Cash	250.00

Total Current Assets 43,047.18

FIXED ASSETS

Computers	11,345.00
Accumulated Depreciation	3,479.12-
Leasehold Improvements	3,257.00
Accumulated Amortization	360.76-

Total Fixed Assets 10,762.12

OTHER ASSETS

Deposits	4,728.34
----------	----------

Total Other Assets 4,728.34

Total Assets 58,537.64

LIABILITIES AND EQUITY

CURRENT LIABILITIES

S-T Loan - Norm Seibert	73,000.00
-------------------------	-----------

Total Current Liabilities 73,000.00

LONG-TERM LIABILITIES

Total Long-Term Liabs 0.00

Total Liabilities 73,000.00

STOCKHOLDERS EQUITY

Treasury Stock	30,000.00-
Paid in Capital	50,000.00

RUN DATE: 04/30/97
RUN TIME: 2:26 PM

BRANSTOCK COMMUNICATIONS

PAGE 2

Balance Sheet
AS OF 04/30/97

Retained Earnings	53,091.57-	
Current Earnings	18,629.21	

Total Equity		14,462.36-

Total Liab & Equity		58,537.64
		=====

Income Statement
 FOR THE MONTH ENDING 04/30/97

CURR. PERIOD RATIO: NET REVENUE YTD RATIO.....: NET REVENUE	THIS MONTH	RATIO	4 MONTHS	RATIO
INCOME				
Prepaid Phone Card Income	184,989.83	99.8	464,066.93	99.5
Lead Income	200.00	0.1	200.00	0.0
Commissions Income	0.00	0.0	1,035.00	0.2
Customer/Recharge Income	90.00	0.0	978.77	0.2
NET SALES	185,279.83	100.0	466,280.70	100.0
COST OF SALES				
Leads	9,120.00	4.9	24,600.00	5.3
Fulfillment	10,583.31	5.7	19,279.37	4.1
Labels	264.65	0.1	529.30	0.1
Time Used/Inbound	14,115.48	7.6	45,580.14	9.8
Time Used/Outbound	8,629.96	4.7	30,280.95	6.5
Recording Voice Prompts	1,220.00	0.7	1,910.00	0.4
Deactivation Charge	0.00	0.0	43.75	0.0
Commissions-Phone Card	75,531.92	40.8	182,835.14	39.2
Card*Tel	547.81	0.3	1,823.73	0.4
Sales Commissions	177.50	0.1	318.50	0.1
TOTAL COST OF SALES	120,190.63	64.9	307,200.88	65.9
GROSS PROFIT	65,089.20	35.1	159,079.82	34.1
EXPENSES				
Accounting	540.00	0.3	2,380.00	0.5
Alarm System	0.00	0.0	82.68	0.0
Amortization	54.28	0.0	217.12	0.0
Bank Charges	276.50	0.1	978.00	0.2
Courier	161.16	0.1	368.59	0.1
Depreciation	302.53	0.2	1,210.12	0.3
Dues & Subscriptions	0.00	0.0	425.00	0.1
Equipment Rental	566.84	0.3	1,417.10	0.3
Furniture Rental	508.16	0.3	1,016.32	0.2
Insurance	0.00	0.0	1,784.00	0.4
Legal	66.45	0.0	166.45	0.0
Licenses & Permits	250.00	0.1	1,525.00	0.3
Meals & Entertainment	34.41	0.0	58.24	0.0
Office Supplies & Expense	572.01	0.3	1,946.04	0.4
Outside Services	2,025.00	1.1	7,218.60	1.5
Payroll Expense - PTI	3,786.96	2.0	12,384.88	2.7
Penalties	0.00	0.0	1,258.69	0.3
Postage	0.00	0.0	1,280.00	0.3
Rent-Norcross	1,966.25	1.1	7,865.00	1.7

RUN DATE: 04/30/97
RUN TIME: 2:26 PM

BRANSTOCK COMMUNICATIONS

PAGE 2

Income Statement
FOR THE MONTH ENDING 04/30/97

CURR. PERIOD RATIO: NET REVENUE				
YTD RATIO.....: NET REVENUE	THIS MONTH	RATIO	4 MONTHS	RATIO
Repairs & Maintenance	0.00	0.0	100.00	0.0
Salaries	22,976.04	12.4	83,698.80	18.0
Software/Hardware	0.00	0.0	95.00	0.0
Telephone/Fax	7,744.13	4.2	16,381.02	3.5
Travel	0.00	0.0	152.05	0.0
TOTAL EXPENSES	41,830.72	22.6	140,440.70	30.1
NET OPERATING INCOME	23,258.48	12.6	18,639.12	4.0
OTHER INCOME				
Interest Income	0.00	0.0	0.09	0.0
Total Other Income	0.00	0.0	0.09	0.0
OTHER EXPENSES				
Total Other Expense	0.00	0.0	0.00	0.0
Income Before Taxes	23,258.48	12.6	18,639.21	4.0
State Income Tax	0.00	0.0	10.00	0.0
NET PROFIT	23,258.48	12.6	18,629.21	4.0

RUN DATE: 12/31/96
RUN TIME: 7:57 AM

BRANSTOCK COMMUNICATIONS

PAGE 1

Balance Sheet
AS OF 12/31/96

ASSETS

CURRENT ASSETS

Cash-NationsBank	20,965.22	
Cash-Merrill Lynch	25.51	

Total Current Assets		20,990.73

FIXED ASSETS

Computers	11,345.00	
Accumulated Depreciation	2,269.00-	
Leasehold Improvements	3,257.00	
Accumulated Amortization	143.64-	

Total Fixed Assets		12,189.36

OTHER ASSETS

Deposits	6,728.34	

Total Other Assets		6,728.34

Total Assets		39,908.43

LIABILITIES AND EQUITY

CURRENT LIABILITIES

S-T Loan - Norm Seibert	73,000.00	

Total Current Liabilities		73,000.00

LONG-TERM LIABILITIES

Total Long-Term Liabs		0.00

Total Liabilities		73,000.00

STOCKHOLDERS EQUITY

Treasury Stock	30,000.00-
Paid in Capital	50,000.00
Current Earnings	53,091.57-

RUN DATE: 12/31/96
RUN TIME: 7:57 AM

BRANSTOCK COMMUNICATIONS

PAGE 2

Balance Sheet
AS OF 12/31/96

Total Equity	-----	33,091.57-
Total Liab & Equity	-----	39,908.43
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Income Statement
 FOR THE MONTH ENDING 12/31/96

CURR. PERIOD RATIO: NET REVENUE YTD RATIO.....: NET REVENUE	THIS MONTH	RATIO	12 MONTHS	RATIO
INCOME				
Prepaid Phone Card Income	101,610.00	99.2	2,144,857.37	98.0
Lead Income	0.00	0.0	20,653.47	0.9
Commissions Income	920.00	0.9	5,912.50	0.3
Customer/Recharge Income	111.69-	0.1-	1,219.62	0.1
Miscellaneous Income	0.00	0.0	15,000.00	0.7
NET SALES	102,418.31	100.0	2,187,642.96	100.0
COST OF SALES				
Leads	7,400.00	7.2	118,763.06	5.4
Fulfillment	5,543.80	5.4	144,912.54	6.6
Labels	0.00	0.0	2,233.85	0.1
Time Used/Inbound	9,729.97	9.5	321,148.10	14.7
Time Used/Outbound	7,678.19	7.5	289,506.45	13.2
Recording Voice Prompts	600.00	0.6	8,653.52	0.4
Deactivation Charge	0.00	0.0	796.00	0.0
Deactivation Credit	18.00-	0.0-	14,091.41-	0.6-
Commissions-Phone Card	38,208.95	37.3	868,568.63	39.7
Commissions-Credit Card	0.00	0.0	345.00	0.0
Card*Tel	509.38	0.5	6,365.91	0.3
Sales Commissions	0.00	0.0	2,395.00	0.1
TOTAL COST OF SALES	69,652.29	68.0	1,749,596.65	80.0
GROSS PROFIT	32,766.02	32.0	438,046.31	20.0
EXPENSES				
Accounting	780.00	0.8	3,610.00	0.2
Alarm System	0.00	0.0	519.10	0.0
Amortization	143.64	0.1	143.64	0.0
Bank Charges	318.30	0.3	2,063.30	0.1
Consulting	0.00	0.0	45,235.00	2.1
Contract Labor	0.00	0.0	51,785.36	2.4
Courier	172.65	0.2	3,236.48	0.1
Depreciation	2,269.00	2.2	2,269.00	0.1
Equipment Rental	283.42	0.3	1,417.11	0.1
Furniture Rental	254.08	0.2	3,741.06	0.2
Insurance	0.00	0.0	2,896.00	0.1
Legal	858.60	0.8	12,344.07	0.6
Licenses & Permits	0.00	0.0	71.00	0.0
Meals & Entertainment	80.03	0.1	396.52	0.0
Office Supplies & Expense	1,956.18	1.9	9,968.32	0.5
Outside Services	0.00	0.0	1,742.50	0.1

Income Statement
 FOR THE MONTH ENDING 12/31/96

CURR. PERIOD RATIO: NET REVENUE
 YTD RATIO.....: NET REVENUE

	THIS MONTH	RATIO	12 MONTHS	RATIO
Payroll Expense - PTI	2,613.73	2.6	6,200.33	0.3
Payroll Tax Expense	0.00	0.0	18,431.13	0.8
Penalties	0.00	0.0	259.09	0.0
Postage	0.00	0.0	2,358.05	0.1
Postage Permit	0.00	0.0	290.00	0.0
Printing/Copies	0.00	0.0	331.52	0.0
Relocation Expense	387.10	0.4	387.10	0.0
Rent-Chamblee	0.00	0.0	26,850.00	1.2
Rent-Norcross	3,932.50	3.8	11,797.50	0.5
Repairs & Maintenance	0.00	0.0	713.53	0.0
Salaries	18,459.53	18.0	213,206.63	9.7
Software/Hardware	0.00	0.0	2,555.84	0.1
Telephone/Fax	16,140.99	15.8	60,120.23	2.7
Travel	0.00	0.0	4,893.14	0.2
TOTAL EXPENSES	48,649.75	47.5	489,832.55	22.4
NET OPERATING INCOME	15,883.73-	15.5-	51,786.24-	2.4-
OTHER INCOME				
Interest Income	0.14	0.0	777.22	0.0
Total Other Income	0.14	0.0	777.22	0.0
OTHER EXPENSES				
Interest Expense	0.00	0.0	2,082.55	0.1
Total Other Expense	0.00	0.0	2,082.55	0.1
Income Before Taxes	15,883.59-	15.5-	53,091.57-	2.4-
NET PROFIT	15,883.59-	15.5-	53,091.57-	2.4-



Branstock Communications, Inc.

6375 Spalding Drive
Suite J
Norcross, Georgia 30092
770-368-0400

May 19, 1997

DEPOSIT

D530

DATE RECEIVED
MAY 22 1997
MAY 21 1997



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

ATTN: KELLY BIEGALSKI

Dear Ms. Biegalski:

Enclosed is our Application with the State of Florida Public Service Commission, copies of our financial statements and our check #1745 representing the application fee of \$250.00.

Branstock Communications was incorporated in January of 1996. We are a marketing company currently engaged in the sale of prepaid long distance phone cards. The provider of the long distance minutes, customer service and provisioning is EarthCall Communications.

We have gone through the application and have tried to answer the questions that relate to our marketing activity. It appears that the majority of these questions are directed to long distance resellers and carriers; Branstock is neither of these. If we have inadvertently overlooked any question, please contact us.

The attached financial statements are unaudited. I hereby affirm that said financial statements are true and correct.

Sincerely,

Norman Seibert
President

NS/psp
Enclosures



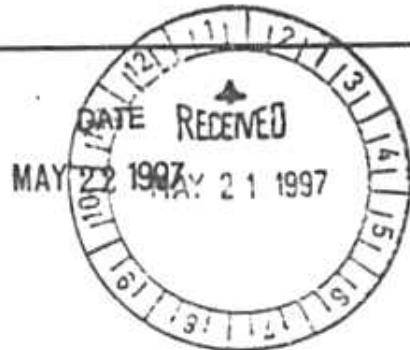
Branstock Communications, Inc.

6375 Spalding Drive
Suite J
Norcross, Georgia 30092
770-368-0400

May 19, 1997

DEPOSIT

D530



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

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The attached financial statements are unaudited. I hereby affirm that said financial statements are true and correct.

BRANSTOCK COMMUNICATIONS, INC.
2060 PEACHTREE INDUSTRIAL CT., STE. 300
CHAMBLEE, GA 30341

NATIONSBANK
OF GEORGIA, N.A.
ATLANTA, GA 30348-8713

1745

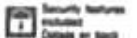
4/10/97

PAY TO THE ORDER OF FLORIDA PUBLIC SERVICE COMMISSION

\$**250.00

Two Hundred Fifty and 00/100

DOLLARS



FLORIDA PUBLIC SERVICE COMMISSION
DIV OF ADMINISTRATION
2540 SHUMARD OAK BLVD
GUNTER BUILDING
TALLAHASSEE, FL 32399-0850

MEMO APPLICATION FEE