

CAPTION SHEET

REGISTRATION MANAGEMENT SYSTEM

- 1. REPORT DATE: 00/00/00 :
- 2. BUREAU: TAS :
- 3. SECTION(S) : 4. PUBLIC MEETING DATE:
- 5. APPROVED BY: : 00/00/00
- DIRECTOR: :
- SUPERVISOR: :
- 6. PERSON IN CHARGE: : 7. DATE FILED: 05/25/95
- 8. DOCKET NO: A-310302 : 9. EFFECTIVE DATE: 00/00/00

PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: MATRIX TELECOM, INC.

COMP/APP COUNTY:

UTILITY CODE: 310302

ALLEGATION OR SUBJECT

APPLICATION FOR APPROVAL OF MATRIX TELECOM, A TEXAS GENERAL PARTNERSHIP TO TRANSFER ASSETS, AND TO TRANSFER ITS CERTIFICATE OF PUBLIC CONVENIENCE TO MATRIX TELECOM, INC.

DOCUMENT
FOLDER

DOCKETED
MAY 30 1995

CAPTION SHEET

CASE MANAGEMENT SYSTEM

1. REPORT DATE: 00/00/00	:	
2. BUREAU: OSA	:	
3. SECTION(S):	:	
5. APPROVED BY:	:	4. PUBLIC MEETING DATE:
DIRECTOR:	:	00/00/00
SUPERVISOR:	:	
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PARTY/COMPLAINANT:

RESPONDENT/APPLICANT: MATRIX TELECOM, INC.

COMP/APP COUNTY:

UTILITY CODE: 310302

ALLEGATION OR SUBJECT

APPLICATION OF MATRIX TELECOM INC., FOR APPROVAL TO BEGIN TO OFFER, RENDER, FURNISH OR SUPPLY TELECOMMUNICATION SERVICES AS AN INTEREXCHANGE RESELLER TO THE PUBLIC IN THE COMMONWEALTH OF PENNSYLVANIA...SEE ALSO A-310108 F2000 FOR THE TRANSFER OF ASSETS FROM MATRIX TELECOM GENERAL PARTNERSHIP TO MATRIX TELECOM, INC AND THE ABANDONMENT OF SERVICE OF MATRIX TELECOM GENERAL PARTNERSHIP; A-310302 F5000 FOR THE TRANSFER OF STOCK OF MATRIX TELECOM, INC., TO AVTEL COMMUNICATIONS, INC., AND A-310302 F0002 FOR THE JOINT APPLICATION OF MATRIX TELECOM, INC., MATRIX TELECOM GENERAL PARTNERSHIP AND AVTEL COMMUNICATIONS, INC.

DOCUMENT
FOLDER

DOCKETED
JUL 28 1998



HANEY & TICKNOR, P.C.
Attorneys & Counselors At Law



Mark A. Haney
Billie J. Ticknor *

* Board Certified Personal Injury Trial Law
Texas Board of Legal Specialization

9001 Airport Freeway, Suite 650
Fort Worth, Texas 76180
Metro (817) 498-9911
Fax (817) 656-1191

ORIGINAL

May 23, 1995

RECEIVED
95 MAY 25 AM 9:28
PA. P. U. C. DIV.
INFO. CONTROL

Public Utilities Commission Secretary
Commonwealth of Pennsylvania
P. O. Box 3265
Harrisburg, Pennsylvania 17105-3265

A-310302

RE: Matrix Telecom, a Texas General Partnership and Matrix Telecom, Inc.

Dear Sir or Madam:

Enclosed you will find the original and two copies of the Application for Approval of Matrix Telecom, a Texas General Partnership to Transfer Assets, and to Transfer Its Certificate of Public Convenience to Matrix Telecom, Inc. with attached exhibits. Please file the Application with the State and return a file-marked copy to my office in the self-addressed, stamped envelope enclosed. You will also find enclosed a check for \$350, made payable to the Pennsylvania Public Utilities Commission, to cover the filing fee.

If you have any questions or comments regarding the filing of the Application or if I need to provide more information in order for the Application to be accepted, please contact me at the above address or phone number.

Thank you for your consideration.

Very truly yours,

Mark A. Haney

Mark A. Haney *td*

MAH/td
Enclosures

F:\APPS\WP\MATRIX\PUC\PENNSYLVANIA\LETTERS\PUC.06

DOCUMENT
FOLDER
DOCKETED
MAY 30 1995

57

BEFORE THE PENNSYLVANIA PUBLIC UTILITIES COMMISSION

IN THE MATTER OF: §
§
APPLICATION FOR APPROVAL OF §
MATRIX TELECOM, A TEXAS GENERAL §
PARTNERSHIP TO TRANSFER ASSETS, §
AND TO TRANSFER ITS CERTIFICATE §
OF PUBLIC CONVENIENCE TO MATRIX §
TELECOM, INC. §

A-310302
DOCKET NO. 95 MAY 25 AM 9:33
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PA. P. U. C.
INFO. CONTROL DIV.

NOW COMES, Matrix Telecom, a Texas general partnership (hereinafter referred to as "Transferee"), and Matrix Telecom, Inc. (hereinafter referred to as "Transferor"), and files this their Petition for Approval of Matrix Telecom, a Texas general partnership to Transfer Assets, and to Transfer Its Certificate of Public Convenience to Matrix Telecom, Inc., and in support thereof, would respectfully show to the Pennsylvania Public Utilities Commission (hereinafter referred to as the "Commission") as follows:

I.

Transferee respectfully seeks the authority from the Commission to purchase Transferor's assets and customer base in the Commonwealth of Pennsylvania, and to allow Transferor to transfer its Certificate of Public Convenience No. 310108 to Transferee so that it may continue as Transferor's successor-in-interest, thereby continuing to resell interexchange telecommunications service within the Commonwealth of Pennsylvania, pursuant to Section 1102(A)(2) of the Pennsylvania Public Utility Code 66, Pa. C.S. Furthermore, Transferor respectfully seeks authority from the Commission, upon final approval of the transfer of the Certificate of Public Convenience No. 310108 and its assets to Transferee, to withdraw from the resale of interexchange telecommunications services within the Commonwealth of Pennsylvania. Transferor and Transferee

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- 1 - FOLDER
MAY 30 1995

respectfully request that the Application be acted upon expeditiously as the approval sought herein is a non-controversial acquisition.

II. PARTIES

Transferee is a "C" corporation duly incorporated under the laws of the State of Texas in 1990 and currently provides resold interstate interexchange long distance services in all of the lower 48 states. A true and correct copy of Transferee's Articles of Incorporation is attached hereto as Exhibit "A", and the same is made a part of this Application for all purposes. Transferee was issued a Certificate of Authority to conduct business in the Commonwealth of Pennsylvania on June 20, 1994, a true and correct copy of which is attached hereto as Exhibit "B" and made a part of this Application for all purposes. Transferee is wholly owned by Matrix Telecommunications, L.L.C., a Texas limited liability company. Transferee is the successor-in-interest to Transferor. The Commission issued to Transferor a Certificate of Public Convenience for it to operate as a reseller of interexchange competitive long distance services in Pennsylvania, a copy of which is attached hereto as Exhibit "C" for all purposes.

III. DESCRIPTION OF TRANSACTIONS

Transferor was originally formed as a Texas general partnership in May of 1990. In October of 1992, the partners of Matrix Telecom, a Texas general partnership formed a Texas limited liability company: Matrix Communications L.L.C. (hereinafter referred to as "Matrix Communications"). More specifically, the partners of Matrix Telecom, a Texas general partnership contributed their respective partnership interests in Matrix Telecom, a Texas general partnership to Matrix Communications in exchange for respective member interests in Matrix Communications. Therefore, Transferor became a subtier partnership (subsidiary) of Matrix Communications.

IV.

Subsequently, Matrix Communications purchased a shell corporation, Matrix Telecom, Inc., from one of its members in a stock- for-cash exchange. In September 1993, Matrix Communications, which owned 100% of the general partnership interest of Matrix Telecom, a Texas general partnership, contributed its entire interest in said partnership to its newly acquired, wholly owned corporate subsidiary -- Matrix Telecom, Inc. -- in exchange for stock, so that its reseller interexchange telecommunications business could be operated as a corporate entity.

V.

Effective as of January 1, 1994, Matrix Communications converted to a Texas limited partnership in order to receive more favorable tax treatment. More specifically, the members of Matrix Communications contributed their respective member interests in Matrix Communications for equivalent partnership interest in the newly formed Texas limited partnership, Matrix Communications, Ltd.

VI.

In summation, Transferee Matrix Telecom, Inc. is a wholly owned corporate subsidiary of the Texas limited partnership of Matrix Communications, Ltd., which is the successor-in-interest to Transferor Matrix Telecom, a Texas general partnership. Furthermore Transferee Matrix Telecom, Inc. is owned and operated by the same persons and/or entities which owned and operated Transferor Matrix Telecom, a Texas general partnership. The transactions made the basis of this Application: (i) were essentially made for tax purposes, (ii) do not materially change the effective ownership and control of Transferor; and (iii) have no effect on the services provided to nor the rates charged by Transferee to the citizens of the Commonwealth of Pennsylvania. In anticipation of obtaining the Certificate of Public Convenience from the Transferor, upon approval of the Commission, Transferee has attached hereto as Exhibit "D" a copy of its proposed original tariff for

filing. Said proposed original tariff merely reflects the name change from Matrix Telecom, a Texas general partnership to Matrix Telecom, Inc.

VII.

The above-described changes in operating form permits Transferee to operate more efficiently by increasing the level of telecommunications services it provides to the citizens of the Commonwealth of Pennsylvania. Therefore, approval by the Commission of the transfer of Transferor's assets and a Certificate of Public Convenience to Transferee, and issuance by the Commission of a Certificate of Service Authority to Transferee, as the successor-in-interest to Transferor, will allow Transferee to continue to provide the same.

VIII.

BOARD OF DIRECTORS AND OFFICERS

The current Board of Directors and Officers of Transferee Matrix Telecom, Inc are as follows:

Craig Sanders	Chief Executive Officer and Chairman of the Board
Charles G. Taylor	President and Director
Gary L. Friedman	Secretary, Vice President and Director
Virginia A. Baker	Treasurer
Howard Nekowitz	Director
Adrian Toader	Director
Dan Evanoff	Director
Jan Krieger	Director

A complete biographical summary of the above-referenced Board of Directors and Officers is attached hereto as Exhibit "E" for all purposes.

IX.

REGISTERED AGENT

Transferee's Registered Agent in the Commonwealth of Pennsylvania is CT Corporation Systems, whose business address is Seven Penn Center, Suite 1120, 1635 Market Street, Philadelphia, Pennsylvania 19103.

X.
LEGAL COUNSEL

Transferee's Legal Counsel is Mark A. Haney, of Haney & Ticknor, P.C., whose business address is 9001 Airport Freeway, Suite 650, Fort Worth, Texas 76180.

XI.
TRANSFEREE'S FINANCIAL ABILITY

Transferee possesses the necessary financial ability and resources to provide the highest quality competitive interexchange telecommunications services within the Commonwealth of Pennsylvania. The above-described changes in operating form has further strengthened Transferee's financial position and allow Transferee to experience more favorable tax treatment. As evidence thereof, Transferee has attached a true and correct copy of its most recent Financial Statement as Exhibit "F" and the same is made a part of this Application for all purposes.

XII.
PUBLIC INTEREST SERVED

The granting by the Commission of the transfer of assets and Certificate of Public Convenience to Transferee will allow it to continue to serve the public interest, in that the convenience of low cost long distance privileges will continue to be extended to Pennsylvania citizens who might not otherwise enjoy access to low cost long distance services. End users of Transferee's intrastate, interstate and international services will continue to enjoy service rates at price levels below those offered by AT&T. Transferee's ability to offer 1+, 800 and travel card services of comparable quality to those of AT&T at rate levels below AT&T's rates, Transferee's service configuration, Transferee's state-of-the-art network switches and transmission facilities (as offered by its underlying network vendors) will continue to represent an efficient and cost effective use of the over abundance of national network transmission capacity available for use. Transferee's continued presence in the Pennsylvania marketplace as the successor-in-interest to Transferor will

continue to stimulate competition and possibly lead to lower rates for the types of services which Transferee will continue to offer to the citizens of Pennsylvania. Transferee has demonstrated the necessary technical, managerial, financial resources and ability to continue as the successor-in-interest to Transferor and to continue to offer competitive interexchange long distance telecommunications services to the citizens of the Commonwealth of Pennsylvania.

WHEREFORE, PREMISES CONSIDERED, Transferor Matrix Telecom, a Texas general partnership and Transferee Matrix Telecom, Inc., a Texas "C" corporation and successor-in-interest to Transferor, hereby respectfully request that the Pennsylvania Public Utilities Commission issue an order permitting Transferor to Transfer its telecommunications assets and its Certificate of Public Convenience to Transferee and allow Transferor to withdraw from the resale of telecommunications services within the Commonwealth of Pennsylvania and for such other and further relief as the Commission deems necessary and appropriate.

Respectfully submitted,



Mark A. Haney
State Bar No. 08908480

HANEY & TICKNOR, P.C.
9001 Airport Freeway, Suite 650
Fort Worth, Texas 76180
(817) 498-9911
(817) 656-1191 (fax)

ATTORNEY FOR MATRIX TELECOM, A
TEXAS GENERAL PARTNERSHIP AND
MATRIX TELECOM, INC.

BEFORE THE PENNSYLVANIA PUBLIC UTILITIES COMMISSION

IN THE MATTER OF: §
§
APPLICATION FOR APPROVAL OF §
MATRIX TELECOM, A TEXAS GENERAL §
PARTNERSHIP TO TRANSFER ASSETS, §
AND TO TRANSFER ITS CERTIFICATE §
OF PUBLIC CONVENIENCE TO §
MATRIX TELECOM, INC. §

DOCKET NO. _____

AFFIDAVIT

STATE OF TEXAS §
§
COUNTY OF TARRANT §

BEFORE ME, the undersigned authority, on this day personally appeared Virginia A. Baker,
who, being by me first duly sworn states as follows:

"My name is Virginia A. Baker. I am over the age of eighteen (18) years and
otherwise fully competent to make this Affidavit.

"I am the Treasurer of Matrix Telecom, Inc. I have reviewed the assertions in the
Application for Approval of Matrix Telecom, a Texas General Partnership to
Transfer Assets, and to Transfer Its Certificate of Public Convenience to Matrix
Telecom, Inc., including the exhibits attached thereto. I have personal knowledge of
such facts contained therein and state that all such facts are true and correct to the
best of my knowledge and belief."

Virginia A. Baker
VIRGINIA A. BAKER, Affiant

SUBSCRIBED AND SWORN TO before me on this 27TH day of ^{April}~~March~~, 1995, to
which witness my hand and official seal of office.



Gary L. Jeter
NOTARY PUBLIC - STATE OF TEXAS



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95 MAY 25 AM 9:29
PA. P. U. C.
INFO. CONTROL DIV.

The State of Texas

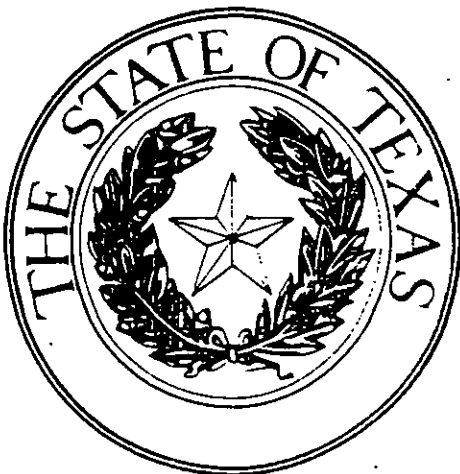
SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

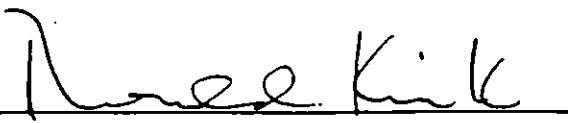
MATRIX TELECOM, INC.

were filed in this office and a certificate of incorporation was issued on
JUNE 13, 1990;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on May 24, 1994.*


Secretary of State

PH

APR 28 1994

Microfilm Number _____

Filed with the Department of State on _____

Entity Number 2578125

[Signature]

ACTING Secretary of the Commonwealth [Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY
DSCB:15-4124/6124 (Rev 90)

Indicate type of corporation (check one):

Foreign Business Corporation (15 Pa.C.S. § 4124)

Foreign Nonprofit Corporation (15 Pa.C.S. § 6124)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned association hereby states that:

1. The name of the corporation is Matrix Telecom, Inc.

2. The name which the corporation adopts for use in this Commonwealth is (complete only when the corporation must adopt a corporate designator for use in Pennsylvania):

3. (If the name set forth in Paragraph 1 is not available for use in this Commonwealth, complete the following):

The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

This corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

4. The name of the jurisdiction under the laws of which the corporation is incorporated is:

Texas

5. The address of its principal office under the laws of the jurisdiction in which it is incorporated is:

9003 Airport Frwy., #340, Fort Worth, Texas 76180

Number and Street City State Zip County

6. The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) _____
Number and Street City State Zip County

(b) c/o: C T CORPORATION SYSTEM Philadelphia
Name of Commercial Registered Office Provider County

APR 28 1994

JUN 06 1994

9436-451

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

7. (Check one of the following):

(Business corporation): The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

(Nonprofit corporation): The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for a Certificate of Authority to be signed by a duly authorized officer this 20 day of April, 1994.

Matrix Telecom, Inc

(Name of Corporation)

BY: [Signature]

(Signature)

TITLE: Secretary

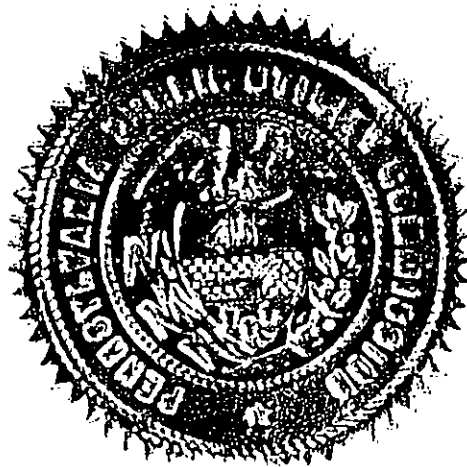
PENNSYLVANIA
PUBLIC UTILITY COMMISSION

A-310108

Application of Matrix Telecom
for approval to begin to offer, render, furnish, or supply services as an interexchange reseller to
the public in the Commonwealth of Pennsylvania

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or
hearing, it has, by its report and order made and entered, found and determined that the granting of the
application is necessary or proper for the service, accomodation, convenience and safety of the public and
hereby issues to the applicant this **CERTIFICATE OF PUBLIC CONVENIENCE**
evidencing the Commission's approval .

In Witness Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused
these presents to be signed and sealed, and duly attested by its Secretary at its office in the city
of Harrisburg this 11th day of September 1992.



John H. Alford

Secretary

TITLE SHEET

PENNSYLVANIA TELECOMMUNICATIONS TARIFF

This tariff contains the descriptions, regulations, and rates applicable to the furnishing of service and facilities for telecommunications services provided by Matrix Telecom, Inc., with principal offices at 9003 Airport Freeway, Suite 340, Fort Worth, Texas, 76180, telephone number (817)581-9380. This tariff applies for services furnished within the State of Pennsylvania. This tariff is on file with the Pennsylvania Public Utilities Commission ("PPUC"), and copies may be inspected, during normal business hours, at Matrix Telecom, Inc.'s principal place of business.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
Matrix Telecom, Inc.
9003 Airport Freeway, Suite 340
Fort Worth, Texas 76180

CHECK SHEET

Sheets 1 through 37 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s).

<u>SHEET</u>	<u>REVISION</u>	<u>SHEET</u>	<u>REVISION</u>
1	Original	13	Original
1.1	Original	14	Original
2	Original	15	Original
3	Original	16	Original
4	Original	17	Original
5	Original	18	Original
6	Original	19	Original
7	Original	20	Original
8	Original	21	Original
9	Original	22	Original
10	Original	23	Original
11	Original	24	Original
12	Original	25	Original
12.1	Original	26	Original
12.2	Original	27	Original
12.3	Original	28	Original
12.4	Original	29	Original
12.5	Original	30	Original
12.6	Original	31	Original
12.7	Original	32	Original
12.8	Original	33	Original
12.9	Original	34	Original
12.10	Original	35	Original
12.11	Original	36	Original
		37	Original

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
 Matrix Telecom, Inc.
 9003 Airport Freeway, Suite 340
 Fort Worth, Texas 76180

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Section 2 - Rules and Regulations..... 6
Section 3 - Description of Service..... 10
Section 4 - Rates..... 13

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
Matrix Telecom, Inc.
9003 Airport Freeway, Suite 340
Fort Worth, Texas 76180

SYMBOLS

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

- C - Changed Regulation
- D - Deleted or Discontinued Rate(s) or Regulation(s)
- I - Increased Rate
- M - Moved Rate or Regulation Without Change
- N - New Rate or Regulation
- R - Reduced Rate
- T - Change In Text Only
- S - Reissued Matter
- Z - Correction

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
Matrix Telecom, Inc.
9003 Airport Freeway, Suite 340
Fort Worth, Texas 76180

TARIFF FORMAT

- A. Sheet numbering - Sheet numbers appear in the upper right corner of the page. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff. When a new sheet is added between sheets already in effect, a decimal is added. For example, a new sheet added between sheets 14 and 15 would be 14.1.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper right corner of each page. These numbers are used to determine the most current sheet version on file with the PPUC. For example, the 4th revised Sheet 14 cancels the 3rd revised Sheet 14. Because of various suspension periods, deferrals, etc. the PPUC follows in their tariff approval process, the most current sheet number on file with the Commission is not always the tariff page in effect. Consult the Check Sheet for the sheet 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 PPUC, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new pages are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this page if these are the only changes made to it (i.e., the format, etc. remains the same, just revised revision levels on some pages). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current on file with the PPUC.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
Matrix Telecom, Inc.
9003 Airport Freeway, Suite 340
Fort Worth, Texas 76180

SECTION 1 - TECHNICAL TERMS AND ABBREVIATIONS

Access Line - An arrangement which connects the customer's location to a Matrix Telecom, Inc. network switching center.

Authorization Code - A numerical code, one or more of which are available to a customer to enable him/her to access the carrier, and which are used by the carrier both to prevent unauthorized access to its facilities and to identify the customer for billing purposes.

Carrier - Matrix Telecom, Inc.

Customer - The person, firm, corporation or other entity which orders service and is responsible for payment of charges due and compliance with Matrix Telecom, Inc.'s tariff regulations.

Day - From 8:00 AM up to but not including 5:00 PM local time Monday through Friday.

Evening - From 5:00 PM up to but not including 11:00 PM local time Sunday through Friday.

Holidays - Matrix Telecom, Inc.'s recognized holidays are New Year's Day, Martin Luther King, Jr. Day, President's Day, Memorial Day, Independence Day, Labor Day, Columbus Day, Veteran's Day, Thanksgiving Day and Christmas Day.

Night/Weekend - From 11:00 PM up to but not including 8:00 AM Sunday through Friday, and 8:00 AM Saturday up to but not including 5:00 PM Sunday.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
Matrix Telecom, Inc.
9003 Airport Freeway, Suite 340
Fort Worth, Texas 76180

SECTION 2 - RULES AND REGULATIONS2.1 Undertaking of Matrix Telecom, Inc.

Matrix Telecom, Inc.'s services and facilities are furnished for communications originating at specified points within the State of Pennsylvania under terms of this tariff.

Matrix Telecom, Inc. installs, operates, and maintains the communication services provided hereinunder in accordance with the terms and conditions set forth under this tariff. Matrix Telecom, Inc. 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 the Matrix Telecom, Inc. network. The customer shall be responsible for all charges due for such service arrangement.

Matrix Telecom, Inc.'s services and facilities are provided on a monthly basis unless ordered on a longer term basis, and are available twenty-four hours per day, seven days per week.

2.2 Limitations

2.2.1 Service is offered subject to the availability of facilities and the provisions of this tariff.

2.2.2 Matrix Telecom, Inc. reserves the right to discontinue furnishing service, or limit the use of service necessitated by conditions beyond its control; or when the customer is using service in violation of the law or the provisions of this tariff.

2.2.3 All facilities provided under this tariff are directly controlled by Matrix Telecom, Inc. and the customer may not transfer or assign the use of service of facilities, except with the express written consent of Matrix Telecom, Inc. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
Matrix Telecom, Inc.
9003 Airport Freeway, Suite 340
Fort Worth, Texas 76180

SECTION 2 - RULES AND REGULATIONS2.2 Limitations (Cont.)

2.2.4 Prior written permission from Matrix Telecom, Inc. is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to all such permitted assignees or transferees, as well as all conditions for service.

2.3 Liabilities of Matrix Telecom, Inc.

2.3.1 Matrix Telecom, Inc.'s liability for damages arising out of mistakes, interruptions, omission, delays, errors, or defects in the transmission occurring in the course of furnishing service or facilities, and not caused by the negligence of its employees or its agents, in no event shall exceed an amount equivalent to the proportionate charge to the customer for the period during which the aforementioned faults in transmission occur.

2.3.2 Matrix Telecom, Inc. shall be indemnified and held harmless by the customer against:

- (A) Claims for libel, slander, or infringement of copyright arising out of the material, data, information, or other content transmitted over Matrix Telecom, Inc.'s facilities.
- (B) All other claims arising out of any act or omission of the customer in connection with any service or facility provided by Matrix Telecom, Inc.

2.4 Interruption of Service

2.4.1 Credit allowance for the interruption of service which is not due to Matrix Telecom, Inc.'s testing or adjusting, negligence of the customer, or to the failure of channels or equipment provided by the customer, are subject to the general liability provisions set forth in 2.3.1 herein. It shall be the obligation of the customer to notify Matrix Telecom, Inc. immediately of any interruption in service for which a credit allowance is desired. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by the customer within his control, or is not in wiring or equipment, if any, furnished by the customer and connected to Matrix Telecom, Inc.'s facilities.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
Matrix Telecom, Inc.
9003 Airport Freeway, Suite 340
Fort Worth, Texas 76180

SECTION 2 - RULES AND REGULATIONS2.4 Interruption of Service (Cont.)

2.4.2 For purposes of credit computation for leased facilities, every month shall be considered to have 720 hours.

2.4.3 No credit shall be allowed for an interruption of a continuous duration for less than two hours.

2.4.4 The customer shall be credited for an interruption of two hours or more at the rate of 1/720th of the monthly charge for the facilities affected for each hour or major fraction thereof that the interruption continues.

Credit Formula:

$$\text{Credit} = (A/720) \times B$$

"A" - outage time in hours

"B" - total monthly charge for affected facility

2.5 Restoration of Service

The use and restoration of service shall be in accordance with the priority system specified in part 64, Subpart D of the Rules and Regulations of the Federal Communications Commission.

2.6 Deposits

Matrix Telecom, Inc. may require a customer to make a deposit to be held as a guarantee for payment. A deposit does not relieve the customer of the responsibility to make prompt payment of bills on presentation. The deposit will not exceed an amount equal to:

- A. Two months charges for a service or facility which has a minimum payment period of one month; or
- B. The charges that would apply for the minimum payment period for a service or facility which has a minimum payment period of more than one month; except that the deposit may include an additional amount in the event that a termination charge is applicable.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
Matrix Telecom, Inc.
9003 Airport Freeway, Suite 340
Fort Worth, Texas 76180

SECTION 2 - RULES AND REGULATIONS2.6 Deposits

- 2.6.1 A deposit may be required in addition to an advance payment.
- 2.6.2 When a service or facility is discontinued, the deposit, if any, will be applied to the customer's account and any credit balance will be refunded.
- 2.6.3 Deposits held shall accrue interest at a rate specified by the PPUC.
- 2.6.4 Customers whom Matrix Telecom, Inc. believes to be a credit risk may also be required, at any time, to provide other assurances of, or security for, the payment of Matrix Telecom, Inc.'s charges for its services, as Matrix Telecom, Inc. may deem necessary or appropriate, including, without limitation, advance payments for services, third party guarantees or payment, pledges or other grants of security in the assets of customer, and any other similar arrangements. The required deposit or other security may be increased or decreased by Matrix Telecom, Inc. as it deems appropriate in light of the changing conditions.

2.7 Advance Payments

For customers whom Matrix Telecom, Inc. feels an advance payment is necessary, Matrix Telecom, Inc. reserves the right to collect an amount not to exceed one (1) month's estimated charges as an advance payment for service. This will be applied against the next month's charges and if necessary a new advance payment will be collected for the next month. At this time, Matrix Telecom, Inc. charges no advance payments.

2.8 Taxes

All state and local taxes (i.e., gross receipts tax, sales tax, municipal utilities tax) are listed as separate line items and are not included in the quoted rates.

2.9 Employee Concessions

There are no employee concessions.

2.10 Customer Disputes

Customers have the right to refer billing and other complaints to Matrix Telecom, Inc. at 9003 Airport Freeway, Suite 340, Fort Worth, Texas, 76180, or call Customer Service toll-free at (800) 282-0242. If the customer is not satisfied with the solution offered by Matrix Telecom, Inc., the customer may appeal the decision to the PPUC for resolution.

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Matrix Telecom, Inc.
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Fort Worth, Texas 76180

SECTION 3 - DESCRIPTION OF SERVICES

3.1 Timing of Calls

The customer's long distance usage charge is based on the actual usage of Matrix Telecom, Inc.'s network. Usage begins when the called party picks up the receiver. When the called party picks up is determined by hardware answer supervision in which the local telephone company sends a signal to the switch or the software utilizing audio tone detection. When software answer supervision is employed, up to 90 seconds of ringing is allowed before it is billed as usage of the network. A call is terminated when the calling party hangs up.

3.1.1 Uncompleted Call Crediting

If a customer receives a bill for an uncompleted call, Matrix Telecom, Inc. will reimburse the customer for the full amount.

3.2 Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the origination 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. Matrix Telecom, Inc. uses the rate centers and associated vertical and horizontal coordinates that are produced by Bell Communications Research in their NPA-NXX V & H Coordinates Tape and Bell's NECA Tariff No. 4.

FORMULA

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

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 Fort Worth, Texas 76180

SECTION 3 - DESCRIPTION OF SERVICES

3.2 Calculation of Distance (Cont.)

EXAMPLE: Distance between Miami and New York City

	<u>V</u>	<u>H</u>
Miami	8,351	529
New York	<u>4,997</u>	<u>1,406</u>
Difference	3,354	-877

Square and add: $11,249,316 + 769,129 = 12,018,445$

Divide by 10 and round: $12,018,445 / 10 = 1,201,844.50$
 $= 1,201,845$

Take square root and round: $1,201,845 = 1,096.3$
 $= 1,096$ miles

3.3 Minimum Call Completion Rate

A customer can expect a call completion rate (number of calls completed/number of calls attempted) of not less than 95% during peak use periods for all FG D services ("1+" dialing).

3.4 Service Offerings

BASIC 101

Basic 101 is a "1+" presubscribed generic residential product. It is designed for the customers with less than \$50 a month in long distance or who primarily calls during the evening, night and weekend hours.

BASIC 102 (TPN Option)

Basic 102 is a "1+" presubscribed residential product. It is designed exclusively for the TPN-UNI customer with less than \$50 a month in long distance or who primarily calls during the evening, night and weekend hours.

BASIC 105 (CCC Option)

Basic 105 is a "1+" presubscribed residential product. It is designed exclusively for the CCC customer with less than \$50 a month in long distance or who primarily calls during the evening, night and weekend hours.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Basic 115 (International Option)

Basic 115 is a "1+" presubscribed international residential product. It is designed for customers with less than \$50 a month in long distance or who primarily call domestic and international during the evening, night and weekend hours.

Matrix Global Gateway 117

Matrix Global Gateway 117 is a "1+" presubscribed international product. It is designed for customers with less than \$200 a month in long distance who make frequent international calls. It has the same peak and off-peak calling times with flat peak and off-peak international rates available 15 to 18 hours a day on weekdays and 24 hours a day on weekends. There is a monthly recurring fee each month the customer makes an international call.

Prime Pacific 121

Prime Pacific 121 is a "1+" presubscribed international product. This service option is designed for the customer that calls frequently to the Pacific Rim in discount and economy calling periods.

Ring Russia 123

Ring Russia 123 is a "1+" presubscribed international product. It is designed for the customer who calls frequently to countries of the Commonwealth of Independent States (former USSR) in the discount and economy calling periods.

European Express 124

European Express 124 is a "1+" presubscribed international product. It is designed for the customer who calls frequently to Europe in the discount and economy calling periods.

Ring Russia I 126

Ring Russia 126 is a "1+" presubscribed international product. It is designed for the customer who calls frequently to countries of the Commonwealth of Independent States (former USSR) in the discount and economy calling periods.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Ring Russia II 127

Ring Russia II 127 is a "1+" presubscribed international product. It is designed for the customer who calls frequently to countries of the Commonwealth of Independent States (former USSR) in the discount and economy calling periods.

Basic 148

Basic 148 is designed for residential and small business customers who call more frequently during the day. It offers flat state-to-state rates.

Basic 149

Basic 149 is designed for residential and small business customers who call more frequently during the day. It offers flat state-to-state rates.

Casual Calling 151

Casual Calling 151 is a "1+" product that is accessed through dialing the CIC Code 10780 before dialing, the "1+", plus the desired number.

Basic 199 (Hearing Impaired Option)

Basic 199 is a "1+" presubscribed international residential product. It is designed for customers who have special needs, such as the hearing impaired. These customers usually have less than \$50 a month in long distance or they primarily call domestic and international during the evening, night and weekend hours. Directory Assistance fees are waived.

SBN Classic 146

SBN Classic 146 offers a 30% discount off of AT&T's DD and IDD rates for the first twelve months of service. Beginning in the seventh month, the customer then receives a 35% discount. This product has no minimum usage or monthly fee. Calls are rounded at whole minute increments. Calls can be originated from anywhere in the U.S., Hawaii, Puerto Rico and the U.S. Virgin Islands and can be terminated anywhere in the U.S.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)SBNWats I 205

SBNWats I 205 is a "1+" presubscribed small business product. It is designed for customers who bill between \$50-\$200 a month in long distance primarily during the daytime hours. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month.

Global SBNWats I 207

Global SBNWats I 207 is a "1+" presubscribed international small business product. It is designed for customers who bill between \$50-\$200 a month in long distance internationally, primarily during the daytime hours. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month.

SBNWats II 305

SBNWats II 305 is a "1+" presubscribed small business product. It is designed for customers who bill over \$225 a month in long distance primarily during the daytime hours. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month.

Global SBNWats II 307

Global SBNWats I 307 is a "1+" presubscribed international small business product. It is designed for customers who bill over \$225 a month in international long distance primarily during the daytime hours. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month.

EasyWats I 201

EasyWats I 201 is a "1+" presubscribed business product. It is designed for customers who spend consistently between \$70 and \$150 a month in long distance. There is a monthly service charge for this product.

EasyWats II 301

EasyWats II 301 is a "1+" presubscribed business product. It is designed for customers who spend consistently over \$150 a month in long distance. There is a monthly service charge for this product.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)EasyWats MGG 391

EasyWats MGG 391 is a business product. It is designed for the MGG customer who spends consistently between \$70 and \$10 a month in international long distance. There is a monthly service charge for this product.

One in Ten 140

One in Ten 140 is a "1+" presubscribed residential product. The customer gets their first billed call at a dime; then, one out of every ten calls thereafter at a dime. The calls are randomly selected and both domestic and international calls are eligible. There is no monthly recurring fee or monthly minimum usage for this product.

College Annuity 141

College Annuity 141 is a "1+" presubscribed residential product. It is designed for parents who wish to use their long distance discounts to contribute toward a college fund annuity for their children. A contribution equal to 10% of the annual long distance charges will be deposited into a college fund annuity or cash savings plan every twelve months for as long as the customer remains a Matrix Telecom, Inc. customer. At the end of the second year and each year thereafter, an additional 30% of annual contribution will be added to the annuity, as long as the customer remains with Matrix Telecom, Inc.

Smartworld Basic I 144

Smartworld Basic I 144 offers a 20% discount off of AT&T's DD and IDD rates for the first six months of service. Beginning in the seventh month, the customer then receives a 25% discount. This product has no minimum usage or monthly fee. Calls are rounded at whole minute increments. Calls can be originated from anywhere in the U.S., Hawaii, Puerto Rico and the U.S. Virgin Islands and can be terminated anywhere in the U.S.

Smartworld Basic II 145

Smartworld Basic II 145 offers a 20% discount off of AT&T's DD and IDD rates for the first six months of service. Beginning in the seventh month, the customer then receives a 25% discount. This product has no minimum usage or monthly fee. Calls are rounded at whole minute increments. Calls can be originated from anywhere in the U.S., Hawaii, Puerto Rico and the U.S. Virgin Islands and can be terminated anywhere in the U.S.

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Fort Worth, Texas 76180

SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Flat Rate 210

Flat Rate 210 is a "1+" presubscribed product for businesses that have between \$200 and \$5,000 of long distance usage per month. The cost of the call is a flat rate and is not time of day or mileage sensitive.

Flat Rate 211

Flat Rate 211 is a "1+" presubscribed product for businesses that have between \$200 and \$5,000 of long distance usage per month. The cost of the call is the same regardless of time of day or distance.

Suntel Business Simplicity 212

Suntel Business Simplicity 212 is a "1+" presubscribed business product that is designed exclusively for Suntel customers.

Flat Rate Amerishare 216

Flat Rate Amerishare 216 is a "1+" presubscribed business product designed for Amerishare Agents. The cost of the call is determined by day, evening and night rates, and is not mileage sensitive.

Flat Rate Amerishare 217

Flat Rate Amerishare 217 is a "1+" presubscribed business product designed for Amerishare Agents. The cost of the call is determined by day, evening and night rates, and is not mileage sensitive.

Flat Rate Amerishare 218

Flat Rate Amerishare 218 is a "1+" presubscribed business product designed for Amerishare Agents. The cost of the call is determined by day, evening and night rates, and is not mileage sensitive.

Switched Flat Wats Rate 220

Switched Flat Wats Rate 220 is a "1+" presubscribed business product for businesses that have between \$200 and \$5,000 of long distance usage per month. A minimum usage fee is assessed when a minimum combined usage is not met. Combined usage includes 1+, 800 service and travel card. The cost of the call is a flat rate and is not time of day or mileage sensitive.

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Fort Worth, Texas 76180

SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Switched Flat Wats Rate 221

Switched Flat Wats Rate 221 is a "1+" presubscribed business product for businesses that have between \$200 and \$5,000 of long distance usage per month. A minimum usage fee is assessed when a minimum combined usage is not met. Combined usage includes 1+, 800 service and travel card. The cost of the call is a flat rate and is not time of day or mileage sensitive.

Switched Flat Wats Rate 230

Switched Flat Wats Rate 230 is a "1+" presubscribed business product for businesses that have between \$200 and \$5,000 of long distance usage per month. A minimum usage fee is assessed when a minimum combined usage is not met. Combined usage includes 1+, 800 service and travel card. The cost of the call is a flat rate and is not time of day or mileage sensitive.

Switched Flat Wats Rate 231

Switched Flat Wats Rate 231 is a "1+" presubscribed business product for businesses that have between \$200 and \$5,000 of long distance usage per month. A minimum usage fee is assessed when a minimum combined usage is not met. Combined usage includes 1+, 800 service and travel card. The cost of the call is a flat rate and is not time of day or mileage sensitive.

Switched Flat Wats Rate 240

Switched Flat Wats Rate 240 is a "1+" presubscribed business product for businesses that have between \$200 and \$5,000 of long distance usage per month. A minimum usage fee is assessed when a minimum combined usage is not met. Combined usage includes 1+, 800 service and travel card. The cost of the call is a flat rate and is not time of day or mileage sensitive.

Switched Flat Wats Rate 241

Switched Flat Wats Rate 241 is a "1+" presubscribed business product for businesses that have between \$200 and \$5,000 of long distance usage per month. A minimum usage fee is assessed when a minimum combined usage is not met. Combined usage includes 1+, 800 service and travel card. The cost of the call is a flat rate and is not time of day or mileage sensitive.

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Fort Worth, Texas 76180

SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Switched Flat Wats Rate 250

Switched Flat Wats Rate 250 is a "1+" presubscribed business product for businesses that have between \$200 and \$5,000 of long distance usage per month. A minimum usage fee is assessed when a minimum combined usage is not met. Combined usage includes 1+, 800 service and travel card. The cost of the call is a flat rate and is not time of day or mileage sensitive.

Switched Flat Wats Rate 251

Switched Flat Wats Rate 251 is a "1+" presubscribed business product for businesses that have between \$200 and \$5,000 of long distance usage per month. A minimum usage fee is assessed when a minimum combined usage is not met. Combined usage includes 1+, 800 service and travel card. The cost of the call is a flat rate and is not time of day or mileage sensitive.

Affiliated Companies Switched Outbound 260

Affiliated Companies Switched Outbound 260 is a "1+" switched customers who spend consistently over \$150 a month in long distance. There is a monthly service charge for this product.

Dedicated Flat Rate Outbound 310

Dedicated Flat Rate Outbound 310 is a presubscribed business product designed for customers who have a minimum of \$5,000 in monthly long distance usage, and utilized with special, dedicated lines commonly referred to as T-1. There is a fixed monthly recurring charge from the local telephone company for this service and special hardware is required that interfaces with the telephone system.

Dedicated Flat Rate Outbound 320

Dedicated Flat Rate Outbound 320 is a presubscribed business product designed for customers who have a minimum of \$5,000 in monthly long distance usage, and utilized with special, dedicated lines commonly referred to as T-1. There is a fixed monthly recurring charge from the local telephone company for this service and special hardware is required that interfaces with the telephone system.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Dedicated Flat Rate Outbound 330

Dedicated Flat Rate Outbound 330 is a presubscribed business product designed for customers who have a minimum of \$5,000 in monthly long distance usage, and utilized with special, dedicated lines commonly referred to as T-1. There is a fixed monthly recurring charge from the local telephone company for this service and special hardware is required that interfaces with the telephone system.

Dedicated Flat Rate Outbound 340

Dedicated Flat Rate Outbound 340 is a presubscribed business product designed for customers who have a minimum of \$5,000 in monthly long distance usage, and utilized with special, dedicated lines commonly referred to as T-1. There is a fixed monthly recurring charge from the local telephone company for this service and special hardware is required that interfaces with the telephone system.

Travel Card 401

Travel Card 401 is designed for the individual or small business that travels frequently. The domestic rates are the same for both in-state and out-of-state calling and are not mileage sensitive. Call origination is available from the continental U.S. and Hawaii. There is a domestic and international surcharge per call.

Travel Card (TPN Option) 402

Travel Card 402 is designed exclusively for TPN. The domestic rates are the same for both in-state or out-of-state calling and are not mileage sensitive. Call origination is available from the continental U.S. and Hawaii. There is a domestic and international surcharge per call.

Travel Card 415

Travel Card 415 is a residential and small business travel card. Domestic calls are priced less than AT&T's calling card, so the customer saves on every call. Call origination is available in the continental U.S. and Hawaii via a toll free 800 number. Toll free international call origination is available from over 49 countries and operated-assisted call origination from over 69 countries. There is an annual charge for international call origination.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)ProLine 800 501

ProLine 800 501 is designed for residential customers who use less than \$50 per month in 800 service. There is a monthly recurring charge. Service is available in the continental U.S.

NewLine 800 502

NewLine 800 502 is designed for residential customers who use less than \$50 per month in 800 service and is modeled after AT&T's StarterLine. There is a one hour minimum usage.

Flat Rate 800 Inbound 510

Flat Rate 800 Inbound 510 is an 800 service product designed for businesses that have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

Flat Rate 800 Inbound 511

Flat Rate 800 Inbound 511 is an 800 service product designed for businesses that have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

Flat Rate 800 Inbound 512

Flat Rate 800 Inbound 512 is an 800 service product designed for businesses that have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

Flat Rate 800 Inbound 513

Flat Rate 800 Inbound 513 is an 800 service product designed for businesses that have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Flat Rate 800 Inbound 514

Flat Rate 800 Inbound 514 is an 800 service product designed for businesses that have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

Flat Rate 800 Inbound 515

Flat Rate 800 Inbound 515 is an 800 service product designed for businesses that have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

Amerishare Flat Rate Inbound 800 516

Amerishare Flat Inbound 800 516 is a flat rate 800 service product that is sold exclusively to Amerishare agents.

Amerishare Flat Rate Inbound 800 517

Amerishare Flat Inbound 800 517 is a flat rate 800 service product that is sold exclusively to Amerishare agents.

Dedicated Flat Rate Inbound 520

Dedicated Flat Rate Inbound 520 is an 800 service product designed for businesses that have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

Dedicated Flat Rate Inbound 521

Dedicated Flat Rate Inbound 521 is an 800 service product designed for businesses that have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Dedicated Flat Rate Inbound 524

Dedicated Flat Rate Inbound 521 is an 800 service product designed for dedicated T-1 customer who have between \$250 to \$5,000 of inbound long distance per month. There is a usage fee assessed if the customer does not bill the minimum usage amount during the calendar month. There is a monthly service charge for this product.

Weather 601

Weather 601 is a weather service for all Matrix Telecom, Inc. travel card users. This service is designed for the user who travels frequently and needs to be informed of the weather status in the areas in which he plans to travel. The latest weather information may be retrieved any time, anywhere simply by using the travel card. A per call surcharge is assessed.

Voicemail 701

Voicemail 701 is a voicemail service for all Matrix Telecom, Inc. travel card users. This service is designed for the user who needs to stay in touch with customers and associates when out of the office. When a customer makes \$10 of travel card calls each month, Matrix Telecom, Inc. will waive the monthly recurring fee. An 800 number is provided that allows customers to leave messages free of charge. Messages can be retrieved any time, anywhere simply by using the travel card. A per call surcharge is assessed. There is a monthly recurring charge unless a monthly minimum travel card usage is met.

Directory Assistance

A single telephone number will be provided by Directory Assistance to customers requesting such, after providing the city of residence and name of the party in question. A call to Directory Assistance may be considered completed whether or not the number(s) requested are available from the Directory Assistance records. Certain Directory Assistance calls originating in a particular state and placed to the appropriate Directory Assistance may be exempt from any applicable rates depending upon that state's law governing Directory Assistance.

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SECTION 3 - DESCRIPTION OF SERVICES3.4 Service Offerings (Cont.)Matrix Prepaid Calling Card

The Matrix Prepaid Calling Card is a travel card product whereby a specific number of long distance minutes are purchased in advance. As calls are made, the number of available minutes is reduced. Cards only work from touch tone phones. Calls can be originated from anywhere in the U.S., Puerto Rico and the U.S. Virgin Islands and can be terminated anywhere in the U.S. and to more than 200 countries worldwide.

TravelCom 800

TravelCom 800 is a travel card product designed for customers that do not have a regular phone service. TravelCom 800 allows calling to customer specific phone numbers which in turn helps to reduce or limit fraud. Domestic and Canadian calls are allowed. No other international calling is permitted at this time.

Special Promotions

Matrix Telecom, Inc. will, from time to time, offer special promotions to its customers waiving certain charges. These promotions will be approved by the PPUC with specific starting and ending dates and under no circumstances run for longer than 90 days in any 12 month period.

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Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATA

BASIC 101

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

BASIC 102 (TPN Option)

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATA

BASIC 105 (CCC Option)

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

BASIC 115 (International Option)

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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by: Virginia A. Baker, Treasurer
 Matrix Telecom, Inc.
 9003 Airport Freeway, Suite 340
 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATA

Matrix Global Gateway 117

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

Prime Pacific 121

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Matrix Telecom, Inc.
 9003 Airport Freeway, Suite 340
 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATARing Russia 123

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59

No monthly minimum or recurring fee.

Rounding is 60 seconds for initial period & 60 seconds for additional period.

European Express 124

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59

No monthly minimum or recurring fee.

Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATA

Ring Russia 126

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

Ring Russia II 127

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Matrix Telecom, Inc.
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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATA

Casual Calling 151

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 No monthly minimum or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

SBNWats I 205

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 Monthly Minimum Usage: \$50 (\$10 min. usage fee assessed if minimum usage not met).
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATA

EasyWats I 201

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 Monthly Charge: \$7.50
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

Global SBNWats I 207

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 Monthly Charge: \$7.50
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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by: Virginia A. Baker, Treasurer
 Matrix Telecom, Inc.
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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATA

EasyWats II 301

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1440	0.0720	0.1080	0.0450	0.0630	0.0270
11-16	0.1620	0.0900	0.1350	0.0630	0.0810	0.0450
17-22	0.1800	0.0990	0.1530	0.0720	0.0900	0.0540
23-30	0.1980	0.1260	0.1710	0.0900	0.1080	0.0630
31-40	0.2340	0.1440	0.1890	0.1170	0.1170	0.0720
41-55	0.2520	0.1620	0.1980	0.1170	0.1350	0.0810
56-70	0.2520	0.1800	0.1980	0.1170	0.1350	0.0900
71-124	0.2700	0.1980	0.2070	0.1260	0.1350	0.0990
125-196	0.2790	0.1980	0.2160	0.1350	0.1440	0.1080

Directory Assistance: .59
 Monthly Charge: 15.00
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

SBNWats II 305

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1440	0.0720	0.1080	0.0450	0.0630	0.0270
11-16	0.1620	0.0900	0.1350	0.0630	0.0810	0.0450
17-22	0.1800	0.0990	0.1530	0.0720	0.0900	0.0540
23-30	0.1980	0.1260	0.1710	0.0900	0.1080	0.0630
31-40	0.2340	0.1440	0.1890	0.1170	0.1170	0.0720
41-55	0.2520	0.1620	0.1980	0.1170	0.1350	0.0810
56-70	0.2520	0.1800	0.1980	0.1170	0.1350	0.0900
71-124	0.2700	0.1980	0.2070	0.1260	0.1350	0.0990
125-196	0.2790	0.1980	0.2160	0.1350	0.1440	0.1080

Directory Assistance: .59
 Monthly Minimum Usage: \$225 (\$20 min. usage fee assessed if minimum usage not met).
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRALATA

Global SBNWats II 307

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1440	0.0720	0.1080	0.0450	0.0630	0.0270
11-16	0.1620	0.0900	0.1350	0.0630	0.0810	0.0450
17-22	0.1800	0.0990	0.1530	0.0720	0.0900	0.0540
23-30	0.1980	0.1260	0.1710	0.0900	0.1080	0.0630
31-40	0.2340	0.1440	0.1890	0.1170	0.1170	0.0720
41-55	0.2520	0.1620	0.1980	0.1170	0.1350	0.0810
56-70	0.2520	0.1800	0.1980	0.1170	0.1350	0.0900
71-124	0.2700	0.1980	0.2070	0.1260	0.1350	0.0990
125-196	0.2790	0.1980	0.2160	0.1350	0.1440	0.1080

Directory Assistance: .59
 Monthly Charge: 15.00
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

EasyWats MGG 391

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.0760	0.1140	0.0475	0.0665	0.0285
11-16	0.1710	0.0950	0.1425	0.0665	0.0855	0.0475
17-22	0.1900	0.1045	0.1615	0.0760	0.0950	0.0570
23-30	0.2090	0.1330	0.1805	0.0950	0.1140	0.0665
31-40	0.2470	0.1520	0.1995	0.1235	0.1235	0.0760
41-55	0.2660	0.1710	0.2090	0.1235	0.1425	0.0855
56-70	0.2660	0.1900	0.2090	0.1235	0.1425	0.0950
71-124	0.2850	0.2090	0.2185	0.1330	0.1425	0.1045
125-196	0.2945	0.2090	0.2280	0.1425	0.1520	0.1140

Directory Assistance: .59
 Monthly Charge: \$7.50
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Matrix Telecom, Inc.
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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

BASIC 101

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

BASIC 102 (TPN Option)

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

BASIC 105 (CCC Option)

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

BASIC 115 (International Option)

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

Matrix Global Gateway 117

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

Prime Pacific 121

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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 Matrix Telecom, Inc.
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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

Ring Russia 123

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

European Express 124

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

Ring Russia I 126

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

Issued: _____

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by: Virginia A. Baker, Treasurer
 Matrix Telecom, Inc.
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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

Ring Russia II 127

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

BASIC 148

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

BASIC 149

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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SECTION 4 - RATES/INTRASTATEOne in Ten 140

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1800	0.1300	0.1100	0.1050	0.1000	0.1050
11-22	0.2200	0.1500	0.1400	0.1100	0.1000	0.1050
23-55	0.2700	0.2550	0.1800	0.1700	0.1400	0.1400
56-124	0.3000	0.2850	0.2100	0.2000	0.1600	0.1600
125-292	0.3200	0.3050	0.2300	0.2200	0.1800	0.1800
293-354	0.3500	0.3350	0.2500	0.2400	0.2000	0.2000

No monthly minimum billing or recurring fee.

Rounding is 60 seconds for initial period & 60 seconds for additional period.

College Annuity 141

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1800	0.1300	0.1100	0.1050	0.1000	0.1050
11-22	0.2200	0.1500	0.1400	0.1100	0.1000	0.1050
23-55	0.2700	0.2550	0.1800	0.1700	0.1400	0.1400
56-124	0.3000	0.2850	0.2100	0.2000	0.1600	0.1600
125-292	0.3200	0.3050	0.2300	0.2200	0.1800	0.1800
293-354	0.3500	0.3350	0.2500	0.2400	0.2000	0.2000

No monthly minimum billing or recurring fee.

Rounding is 60 seconds for initial period & 60 seconds for additional period.

Smartworld Basic I 144

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.1040	0.0960	0.0840	0.0880	0.0840
11-22	0.1840	0.1200	0.1200	0.0880	0.0880	0.0840
23-55	0.2240	0.2040	0.1520	0.1360	0.1200	0.1120
56-124	0.2480	0.2280	0.1760	0.1600	0.1360	0.1280
125-292	0.2640	0.2440	0.1920	0.1760	0.1520	0.1440
293-354	0.2880	0.2680	0.2080	0.1920	0.1680	0.1600

Rounding is 60 seconds for initial period & 60 seconds for additional period.

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SECTION 4 - RATES/INTRASTATE

Smartworld Basic II 145

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1425	0.0975	0.0900	0.0788	0.0825	0.0788
11-22	0.1725	0.1125	0.1125	0.0825	0.0825	0.0788
23-55	0.2100	0.1913	0.1425	0.1275	0.1125	0.1050
56-124	0.2325	0.2138	0.1650	0.1500	0.1275	0.1200
125-292	0.2475	0.2288	0.1800	0.1650	0.1425	0.1350
293-354	0.2700	0.2513	0.1950	0.1800	0.1575	0.1500

Rounding is 60 seconds for initial period & 60 seconds for additional period.

SBN Classic 146

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1520	0.1040	0.0960	0.0840	0.0880	0.0840
11-22	0.1840	0.1200	0.1200	0.0880	0.0880	0.0840
23-55	0.2240	0.2040	0.1520	0.1360	0.1200	0.1120
56-124	0.2480	0.2280	0.1760	0.1600	0.1360	0.1280
125-292	0.2640	0.2440	0.1920	0.1760	0.1520	0.1440
293-354	0.2880	0.2680	0.2080	0.1920	0.1680	0.1600

Rounding is 60 seconds for initial period & 60 seconds for additional period.

Casual Calling 151

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: .59

No monthly minimum billing or recurring fee.

Rounding is 60 seconds for initial period & 60 seconds for additional period.

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SECTION 4 - RATES/INTRASTATE

BASIC 199 (Hearing Impaired Option)

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1710	0.1170	0.1080	0.0945	0.0990	0.0945
11-22	0.2070	0.1350	0.1350	0.0990	0.0990	0.0945
23-55	0.2520	0.2295	0.1710	0.1530	0.1350	0.1260
56-124	0.2790	0.2565	0.1980	0.1800	0.1530	0.1440
125-292	0.2970	0.2745	0.2160	0.1980	0.1710	0.1620
293-354	0.3240	0.3015	0.2340	0.2160	0.1890	0.1800

Directory Assistance: 0.00
 No monthly minimum billing or recurring fee.
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

SBNWats I 205

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.0903	0.0125	0.0654	0.0114	0.0646	0.0126
11-22	0.1093	0.0144	0.0818	0.0120	0.0646	0.0126
23-55	0.1330	0.0245	0.1036	0.0185	0.0881	0.0168
56-124	0.1473	0.0274	0.1199	0.0218	0.0999	0.0192
125-292	0.1568	0.0293	0.1308	0.0240	0.1116	0.0216
293-354	0.1710	0.0322	0.1417	0.0262	0.1234	0.0240

Directory Assistance: .59
 Monthly minimum billing: \$50 (\$5 usage assessed if minimum billing not met).
 Rounding is 30 seconds for initial period & 6 seconds for additional period.

Global SBNWats I 207

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.0903	0.0125	0.0654	0.0114	0.0646	0.0126
11-22	0.1093	0.0144	0.0818	0.0120	0.0646	0.0126
23-55	0.1330	0.0245	0.1036	0.0185	0.0881	0.0168
56-124	0.1473	0.0274	0.1199	0.0218	0.0999	0.0192
125-292	0.1568	0.0293	0.1308	0.0240	0.1116	0.0216
293-354	0.1710	0.0322	0.1417	0.0262	0.1234	0.0240

Directory Assistance: .59
 Monthly minimum billing: \$50 (\$5 usage assessed if minimum billing not met).
 Rounding is 30 seconds for initial period & 6 seconds for additional period.

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SECTION 4 - RATES/INTRASTATE

Flat Rate 210

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 Seconds for initial period & 60 seconds for additional period.

Flat Rate 211

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 Seconds for initial period & 60 seconds for additional period.

Suntel Business Simplicity 212

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 Seconds for initial period & 60 seconds for additional period.

Flat Rate Amerishare 216

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 Seconds for initial period & 60 seconds for additional period.

Flat Rate Amerishare 217

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 Seconds for initial period & 60 seconds for additional period.

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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

Flat Rate Amerishare 218

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1490	0.1490	0.1490	0.1490	0.1490	0.1490

Directory Assistance: .59
 Rounding: 60 Seconds for initial period & 60 seconds for additional period.

Switched Flat Wats Rate 220

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 Seconds for initial period & 60 seconds for additional period.

Switched Flat Wats Rate 221

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 Seconds for initial period & 60 seconds for additional period.

Switched Flat Wats Rate 230

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Switched Flat Wats Rate 231

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

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SECTION 4 - RATES/INTRASTATE

Switched Flat Wats Rate 240

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Switched Flat Wats Rate 241

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Switched Flat Wats Rate 250

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Switched Flat Wats Rate 251

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Affiliated Companies Switched Outbound 260

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

SBNWats II 305

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.0846	0.0117	0.0648	0.0113	0.0638	0.0124
11-22	0.1024	0.0135	0.0810	0.0119	0.0638	0.0124
23-55	0.1246	0.0230	0.1026	0.0184	0.0870	0.0165
56-124	0.1380	0.0257	0.1188	0.0216	0.0986	0.0189
125-292	0.1469	0.0275	0.1296	0.0238	0.1102	0.0212
293-354	0.1602	0.0302	0.1404	0.0259	0.1218	0.0236

Directory Assistance: .59
 Monthly minimum billing: \$225 (\$20 usage fee assessed if minimum billing not met).
 Rounding is 30 seconds for initial period & 6 seconds for additional period.

Global SBNWats II 307

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.0846	0.0117	0.0648	0.0113	0.0638	0.0124
11-22	0.1024	0.0135	0.0810	0.0119	0.0638	0.0124
23-55	0.1246	0.0230	0.1026	0.0184	0.0870	0.0165
56-124	0.1380	0.0257	0.1188	0.0216	0.0986	0.0189
125-292	0.1469	0.0275	0.1296	0.0238	0.1102	0.0212
293-354	0.1602	0.0302	0.1404	0.0259	0.1218	0.0236

Directory Assistance: .59
 Monthly minimum billing: \$225 (\$20 usage fee assessed if minimum billing not met).
 Rounding is 30 seconds for initial period & 6 seconds for additional period.

Dedicated Flat Rate Outbound 310

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.1030	0.1030	0.1030	0.1030	0.1030	0.1030

Rounding is 6 seconds with a 30 second minimum.

Dedicated Flat Rate Outbound 320

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.1030	0.1030	0.1030	0.1030	0.1030	0.1030

Rounding is 6 seconds with a 30 second minimum.

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 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

Dedicated Flat Rate Outbound 330

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.1030	0.1030	0.1030	0.1030	0.1030	0.1030

Rounding is 6 seconds with a 30 second minimum.

Dedicated Flat Rate Outbound 340

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.1030	0.1030	0.1030	0.1030	0.1030	0.1030

Rounding is 6 seconds with a 30 second minimum.

Travel Card 401

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
0-9999	0.2650	0.2500	0.2500	0.2300	0.2300	0.2100

Surcharge: .40
 Directory Assistance: .59

Travel Card 402 (TPN Option)

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
0-9999	0.2650	0.2500	0.2500	0.2300	0.2300	0.2100

Surcharge: .40
 Directory Assistance: .59

Travel Card 415

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-10	0.1900	0.1300	0.1200	0.1050	0.1100	0.1050
11-22	0.2300	0.1500	0.1500	0.1100	0.1100	0.1050
23-55	0.2800	0.2550	0.1900	0.1700	0.1500	0.1400
56-124	0.3100	0.2850	0.2200	0.2000	0.1700	0.1600
125-292	0.3300	0.3050	0.2400	0.2200	0.1900	0.1800
293-354	0.3600	0.3350	0.2600	0.2400	0.2100	0.2000

Surcharge: \$0.30
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

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SECTION 4 - RATES/INTRASTATE

ProLine 800 501

<u>DAY</u>	<u>EVE</u>	<u>NITE</u>
0.1723	0.1440	0.1280

Monthly Recurring Charge: 16.00
 Rounding is 60 seconds with a 30 second minimum.

NewLine 800 502

<u>Mileage Band</u>	<u>Peak Rate</u>	<u>Off-Peak Rate</u>
0-9999	0.3000	0.3000

Monthly minimum usage: 60 minutes
 Rounding is 60 seconds for initial period & 60 seconds for additional period.

Switched 800 Service 510

<u>Mileage Band</u>	<u>Day</u>		<u>Eve</u>		<u>Nite</u>	
	<u>1st</u>	<u>Ad'l</u>	<u>1st</u>	<u>Ad'l</u>	<u>1st</u>	<u>Ad'l</u>
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Switched 800 Service 511

<u>Mileage Band</u>	<u>Day</u>		<u>Eve</u>		<u>Nite</u>	
	<u>1st</u>	<u>Ad'l</u>	<u>1st</u>	<u>Ad'l</u>	<u>1st</u>	<u>Ad'l</u>
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Switched 800 Service 512

<u>Mileage Band</u>	<u>Day</u>		<u>Eve</u>		<u>Nite</u>	
	<u>1st</u>	<u>Ad'l</u>	<u>1st</u>	<u>Ad'l</u>	<u>1st</u>	<u>Ad'l</u>
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
 Matrix Telecom, Inc.
 9003 Airport Freeway, Suite 340
 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

Switched 800 Service 513

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Switched 800 Service 514

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Switched 800 Service 515

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Amerishare Inbound 800 516

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Amerishare Inbound 800 517

Mileage Band	Day		Eve		Nite	
	1st	Ad'l	1st	Ad'l	1st	Ad'l
1-3000	0.1520	0.1520	0.1520	0.1520	0.1520	0.1520

Directory Assistance: .59
 Rounding: 60 seconds for initial period & 60 seconds for additional period.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
 Matrix Telecom, Inc.
 9003 Airport Freeway, Suite 340
 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

Dedicated Flat Rate Inbound 520

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.1030	0.1030	0.1030	0.1030	0.1030	0.1030

Rounding is 6 seconds with a 30 second minimum.

Dedicated Flat Rate Inbound 521

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.1030	0.1030	0.1030	0.1030	0.1030	0.1030

Rounding is 6 seconds with a 30 second minimum.

Dedicated Flat Rate Inbound 524

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.1030	0.1030	0.1030	0.1030	0.1030	0.1030

Rounding is 6 seconds with a 30 second minimum.

Weather 601

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.2650	0.2500	0.2500	0.2300	0.2300	0.2100

Surcharge: .40
 Directory Assistance: .99

Voicemail 701

Day		Eve		Nite	
1st	Ad'l	1st	Ad'l	1st	Ad'l
0.2650	0.2500	0.2500	0.2300	0.2300	0.2100

Surcharge: .40
 Directory Assistance: .99

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
 Matrix Telecom, Inc.
 9003 Airport Freeway, Suite 340
 Fort Worth, Texas 76180

SECTION 4 - RATES/INTRASTATE

Directory Assistance

\$.68 per inquiry, one inquiry per call.

TravelCom 800

Domestic:

<u>Day</u>	<u>Evening</u>	<u>Night</u>
0.2385	0.2195	0.1895

Canadian:

<u>Day</u>	<u>Evening</u>	<u>Night</u>
0.55	0.42	0.31

Matrix Prepaid Calling Card

Fee charged is set according to the volume of time purchased by customer.

Issued: _____

Effective: _____

by: Virginia A. Baker, Treasurer
 Matrix Telecom, Inc.
 9003 Airport Freeway, Suite 340
 Fort Worth, Texas 76180

**BIOGRAPHICAL SUMMARY OF THE
BOARD OF DIRECTORS OF MATRIX TELECOM, INC.**

E. CRAIG SANDERS, Chief Executive Officer and Chairman of the Board. Background: Mr. Sanders is a graduate of the University of Arkansas, where he obtained a BSBA in Accounting. He also has a MBA from Pepperdine University and has pursued further professional development through studies at Harvard University, the Wharton School of Business, Stanford University, and the Aspen Institute. Mr. Sanders has worked in an executive capacity with SPRINT since 1982. From 1982-1988 Mr. Sanders acted as the President and CEO of United TeleSentinel, a communications related security company of SPRINT, serving its 3,000,000 customers. Upon the sale of United TeleSentinel in 1988, Mr. Sanders assumed the position of Vice President and General Manager-Intermediaries Marketing Group, and acted as the CEO of SPRINT's Business Unit, until 1991. In 1991 he was promoted to the position of Senior Vice President-Product Management, where he served until May 1994. From May 1994 to November 1994, Mr. Sanders operated a telecommunications consulting business, assisting start up and troubled companies with strategic marketing and distribution issues.

CHARLES G. TAYLOR, JR., Director. Background: Mr. Taylor graduated from Lamar University in 1983 with a B.B.A. in Accounting and is a licensed C.P.A. Mr. Taylor worked as an accountant for several years and left private practice in 1988 to become a co-founder and the CFO of VarTec Telecom Inc. At VarTec his responsibilities included accounting, finance, LEC relations, data processing and billing. In October of 1990, Mr. Taylor left VarTec to assist in the formation of Matrix Telecom. At Matrix Telecom he assumed the position of partner and COO, and was responsible for the development of all back-office functions. He is a partner in Matrix Communications, Ltd., which is the sole shareholder of Matrix Telecom, Inc. He assumed the role of President of Matrix Telecom, Inc. in July of 1993, where he continues to serve in that capacity.

GARY L. FRIEDMAN, Director. Background: Mr. Friedman graduated from St. Ambrose University with a B.S. in Accounting in 1977, and is currently pursuing a Master's Degree in Information Systems. He worked several years in public accounting and private industry before joining United Group Insurance Company, ("UGIC"), in 1984. He has served as a Director of UGIC since 1984. Mr. Friedman has worked with Matrix Telecom indirectly since its inception, and directly for the Company since January of 1994. He currently serves as Vice President and Secretary of the Company.

JANET JENSEN KRIEGER, Director. Background: Ms. Krieger is a graduate of Coe College in Cedar Rapids, Iowa, with a B.A. in Business. She is a partner in Matrix Communications, Ltd., which is the sole shareholder of Matrix Telecom, Inc. Additionally, she is a partner in Matrix International Marketing, Ltd., which provides sales support to several companies that sell Matrix's products and services. Ms. Krieger has worked in an active role with Matrix since August of 1993.

HOWARD A. NEKOWITZ, Director. Background: Mr. Nekowitz is a graduate of the University of Connecticut, where he obtained a Master's Degree in Mathematical Economics and Micro-Economics. He has over 15 years in the international telecommunications industry, and presently serves as the President and CEO of Pacific Gateway Exchange, Inc., ("PGE"), based in San Francisco, California, an FCC licensed U.S. international common carrier providing worldwide telecommunications services. He is also a principal in InterCommunications, Inc., an international telecommunications consulting company. In his professional career, prior to forming PGE, Mr. Nekowitz worked with AT&T Overseas, GTE and SPRINT, and was instrumental in the formation of GTE and SPRINT's international switched voice services, which have revenues estimated to be in excess of \$1 billion dollars. Mr. Nekowitz has written numerous articles on developments in international telephony, and is generally recognized as a leader in his field. In addition to his responsibilities with PGE and Matrix, Mr. Nekowitz serves as a member of the Board of Directors of a Canadian long distance provider, Cam-Net Telecommunications, Inc., and acts as a consultant to various PTTs and LECs on international related issues.

ADRIAN TOADER, Director. Background: Mr. Toader is a graduate of Wayne State University, where he obtained a B.S. in Electrical Engineering, with honors, and was awarded the Distinguished Alumni/Hall of Fame Award in 1991. He also has his Master's Degree in Marketing from Webster University. Mr. Toader is the founder, President, and CEO of Interactive Media Works, ("IMW"), based in Shawnee Mission, Kansas, a company specializing in telephone, fax, and PC based interactivity. Prior to founding IMW he served as Vice President and General Manager of SPRINT TeleMedia, a division of SPRINT. He was a founder of the National Association for Interactive Services, where he served as a member of the Board of Directors. Mr. Toader is also a member of the Executive Committee for the Information Industry Association.

DAN J. EVANOFF, Director. Background: Mr. Evanoff is a graduate of the University of Oklahoma, where he obtained a B.S. in mathematics with a minor in physics. He subsequently obtained an MBA from Oklahoma City University. He has over 28 years in the telecommunications industry during which time he has been exposed to almost all aspects of the industry. He currently serves as President and CEO of Excell Communications, an operator service company located in Phoenix, Arizona. During his career Mr. Evanoff served as CEO of SPRINT Services. As CEO of SPRINT Services he took the company from start up to \$250 million in revenues. He also served as the Senior Vice President of Diversified Brands for SPRINT, managing a unit with over \$640 million in annual sales. While at SPRINT he was also instrumental in the development and marketing of telecommunications relay services for hearing and speech impaired individuals. Prior to working at SPRINT, he worked for over 17 years with Southwestern Bell, where he held various technical, managerial, marketing, and strategic planning positions.

PROPRIETARY INFORMATION

Docket Number A-310302

Name of Document Balance Sheet

Date Document Received 5-25-1995

DOCUMENT CONTAINS

PROPRIETARY INFORMATION



COMMONWEALTH OF PENNSYLVANIA
PENNSYLVANIA PUBLIC UTILITY COMMISSION
P.O. BOX 3265, HARRISBURG, PA 17105-3265

KJR

IN REPLY PLEASE
REFER TO OUR FILE

A-310302

May 30, 1995

DOCUMENT
FOLDER

DOCKETED
MAY 30 1995

MR. MARK A. HANEY
HANEY & TICKNOR, P.C.
9001 AIRPORT FREEWAY, SUITE 650
FORT WORTH TX 76180

Application for Approval of Matrix Telecom, a Texas General Partnership to transfer Assets, and to transfer its Certificate of Public Convenience to Matrix Telecom, Inc.

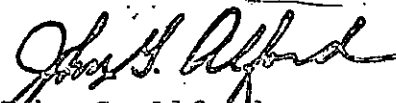
Dear Mr. Haney:

Receipt is acknowledged of the application of Matrix Telecom and Matrix Telecom, Inc. which has been captioned and docketed to the above number.

It will be necessary for you to serve a copy of the application upon the Office of Consumer Advocate and the Office of Small Business Advocate and file proof of service with the Commission.

The matter will receive the attention of the Commission and you will be advised of any further necessary procedure.

Very truly yours,


John G. Alford
Secretary

bje

PENNSYLVANIA PUBLIC UTILITY COMMISSION

KJR

RECEIPT

The addressee named here has paid PA P.U.C. for the following bill

MARK A HANEY PC
9001 AIRPORT FREEWAY STE 650
FORT WORTH TX 76180

DATE 06/01/95
RECEIPT # 191019

SECRETED

JUN 06 1995

PA.P.U.C.
INFO. CONTROL DIV.

95 JUN - 1 PM 3:23

RECEIVED

DOCUMENT

COLDER

In re Application of MATRIX TELECOM
A-310302.....\$350.00

REVENUE ACCOUNT: 001780-017601-102

CHECK NUMBER: 1074

CHECK AMOUNT: \$350.00

C. Joseph Meisinger
(for Dept. of Revenue)

HANEY & TICKNOR

A Professional Corporation

Attorneys & Counselors At Law

ORIGINAL

Writer's Direct Dial Number:

February 23, 1996

VIA CMRRR Z 419 160 299

Public Utilities Commission Secretary
Commonwealth of Pennsylvania
P. O. Box 3265
Harrisburg, Pennsylvania 17105-3265

RECEIVED
FEB 26 1996
PUBLIC UTILITY COMMISSION
SECRETARYS BUREAU

KJR

RE: Application of Matrix Telecom, A Texas General Partnership,
to Transfer Assets and to Transfer Its Certificate of Public
Convenience to Matrix Telecom, Inc. - Docket No. A-310302

Dear Sir or Madame:

On April 27, 1995, we sent for filing and approval to the Commission the above referenced Application. To date, we have not received confirmation of receipt or approval of the it; therefore, please contact this office to inform me of the status of Matrix Telecom, Inc.'s Application.

Thank you for your assistance in this matter.

Sincerely yours,



Teresa Dena
Legal Assistant to Mark A. Haney

MAH/td

F:\APPS\WP\MATRIX\PUC\PENNSYLVA\LETTERS\PUC.07

DOCUMENT
FOLDER
DOCKETED
FEB 29 1996