

NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company

Attorneys at Law

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Philip R. Adams, Jr.

February 19, 2009

Via Overnight Mail

filed electronically in docket office on 02/20/09

Executive Secretary's Office
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

RE: First Choice Technology, Inc. Docket No. 09-00026

Dear Sirs:

Enclosed for filing please find an original and four (4) copies of the Application for a Certificate to Provide Resale Telecommunications Services in the State of Tennessee on behalf of First Choice Technology. The filing has also been enclosed electronically on CD-ROM. The requisite \$50.00 filing fee is attached. Also attached as Exhibit N is the original surety bond in the amount of \$20,000.

Please acknowledge receipt of this filing by returning a date-stamped copy of this cover letter in the self-addressed envelope provided.

Should you have any questions regarding this filing, please do not hesitate to contact me.

Sincerely,



Leon Nowalsky *LN*
lnowalsky@nbglaw.com

LLN/rph
Enclosure



PS-0373 Rev 1/09

**APPLICATION FOR CERTIFICATE
TO PROVIDE OPERATOR SERVICES AND/OR
RESELL
TELECOMMUNICATION SERVICES IN TENNESSEE
SECTION A**

Application is hereby made for a certificate of authority pursuant to TRA Rule 1220-4-2-.57 to provide telecommunications services in the State of Tennessee.

Part I : General Information

A. Name of Applicant First Choice Technology, Inc.
Full exact name of person, corporation, partnership, sole proprietorship, or other entity, for which application is made.
Legal name of applicant, if different from above.
601 N. Orlando Avenue, Suite 211, Maitland, FL 32751
Address City State Zip

Tenn. Secretary of State Certificate of Authority ID 0594302

Federal Taxpayer ID Number 20-1122591

Any trade name(s), assumed name(s) or fictitious name(s) used by applicant:

If applicant has affiliate(s) engaged in providing telecommunications services, provide the above requested information for each affiliate(s), as well as for the applicant.

Address none City
State Zip Code Phone No. () -
(Use additional pages if necessary)

*****IMPORTANT INFORMATION*****

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information on all parts of this application as well as for the applicant. Provide this information on a separate attachment, if necessary. See Exhibit A

THIS SECTION FOR TRA USE ONLY

Docket Number. _____

Company ID Number _____

Date Approved _____

Evaluator _____

- B. Describe other businesses or business transactions, if any, at the same location as the principal business address:

none

- C. Provide the name, business address and a chronological summary of the employment history and business experience over the preceding eight years of:

SEE EXHIBIT B

- (a) The proprietor, if the applicant is an individual;
- (b) Every member, if the applicant is a partnership;
- (c) Each Executive Officer, Director and each Key Stockholder if the applicant is a joint stock association or a corporation. (Note: If the applicant is a publicly traded corporation or a subsidiary of such a corporation it does not need to provide this information.)
- (d) Any person in a position to exercise control over or direction of, the business of the applicant, regardless of the form of organization of the applicant.

Information to be included:

NAME TITLE

BUSINESS ADDRESS

PHONE NO.

EMPLOYMENT HISTORY (with details of duties/responsibilities for each position held)

Provide the above requested information on separate attachments.

- D. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business whose authority to transact business was denied, revoked or suspended by a state or federal regulatory or law enforcement entity?

☐ Yes ☐ No If yes, please explain fully.

- E. Has the Tennessee Regulatory Authority, or any other agency of the State of Tennessee, any federal agency or any agency of any other state ever initiated a regulatory action or order against the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust)?

☐ Yes ☐ No If yes, please explain fully.

- (1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust), been enjoined or restrained by order by any court or state or federal regulatory or law enforcement entity from engaging in any conduct or practice related to the telecommunications business?

☐ Yes ☐ No If yes, please explain fully.

- F. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, LLC members, directors, officers, five percent (5%) more shareholders or beneficiaries (of a trust) been associated with a business who has ceased providing telecommunications services in any state?

☐ Yes ☐ No If yes, please explain fully and describe the circumstances. (Use additional pages if necessary)

- G. Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been convicted of any crime or crimes, or charged in court with any fraudulent or dishonest acts in any transaction of any kind, or confined in any penal institution? If so, list such persons, give details, state results and final outcome. **(Use additional pages if necessary)** no

(1) Has the applicant or any of its parent companies, subsidiaries, affiliates, owners, partners, L.L.C. members, directors, officers, five percent (5%) or more shareholders or beneficiaries (of a trust) been indicted, convicted, pled guilty or pled nolo contendere to a felony in Tennessee or elsewhere?

☐ YES ☒ NO If yes, please explain fully.

- H. Name and telephone number of contact person authorized to respond to Authority inquiries regarding company operations Monday through Friday.

Scott Howsare	(407)629 -0950	(407)629 5320
Name	Phone No.	Fax No.
888		
(888) 598-0672	e-mail Address	showsare@firstchoicetele.com

(1) Name and telephone number of contact person authorized to respond to Authority inquiries regarding this filing Monday through Friday.

Leon Nowalsky	(504)832 -1984	(504)831 0892
Name	Phone No.	Fax No.
(800) none	e-mail Address	lnowalsky@nbglaw.com

- I. List a toll-free telephone number and mailing address that consumers can call or write to report service problems and/or request refunds or adjustments.

888-598-0672	
PHONE NUMBER	ALTERNATE PHONE NUMBER
601 N. Orlando Avenue, Suite 211, Maitland, FL 32751	
ADDRESS	CITY ST ZIPCODE

- (J) Provide the name and address of the registered agent for service of process:

2908 Poston Avenue
Nashville, TN 37203

- (K) Identify all authorized agents in the state, if any by name, address, business and home phone numbers and any other businesses conducted by the agent at the same location: (use additional sheets if necessary) None

Part II:

- A. Check the type of telecommunication services you plan to provide in Tennessee.

☒ Resell Interexchange long distance services
☐ Operator Services
☐ Resell local services
☐ Other (describe)

- B. If providing operator services, list company name, address and contact person for all reseller carriers you serve in Tennessee. **Provide the above information on Appendix I.**
The Company will not provide operator services.

- C. List the state(s) where the applicant, its parent company, and all affiliates is authorized to operate in at this time. For each such state, describe applicant's current activities along with a history of operations there. (Use additional pages if necessary.)

The company is certified to provide resold 1+ interexchange services in the states of: AZ, AR, CA, CO, FL, GA, ID, IL, IN, IA, KS, KY

LA, ME, MI, MN, MO, NV, NH, NJ, NM, NC, OH, OK, OR, PA, RI, SC, SD, TX, WI, WV, WY

For the above states, list the number and types of complaint(s) filed against applicant, and the complaint(s)' current status. Provide this information on a separate attachment, if necessary.

none

If applicant has affiliate(s) or parent company, or constituency corporations, engaged in providing telecommunications services, or operating under any trade name, assumed name or fictitious name used by the above, provide the above requested information for all as well as for the applicant. Provide this information on a separate attachment, if necessary.

- D. List any states that the applicant or any affiliate, parent company, or constituency corporation operating under any trade name, assumed name, or fictitious name, has been denied authority to provide service. (Use additional pages if necessary)

none

- E. Areas in Tennessee to be served.

statewide

- F. What type of customers will the applicant serve?

a. Business ☒

b. Residential ☒

c. Aggregators ☐

(e.g. Hotels, Payphones)

d. Other (specify)

- G. Does the applicant allow a property imposed fee (PIF) to be added to the price of intrastate telephone calls over its network? If yes, specify amount. no

- H. Are your prices for intrastate services plus any PIF equal to or less than the dominant carriers' price for similar services? Yes ☒ No ☒

- I. Describe the type of services and price that the applicant will be offering in Tennessee on the Informational Tariff Form found in Appendix II¹. See Exhibit C

- J. What is the applicant's 10XXX or 800 access code, if applicable? none

- K. Does the applicant now have or plan to have any telecommunication's facilities (e.g. switches, fiber lines) in Tennessee?

The Company does not now nor do they have plans to install a switch or fiber lines in the future

¹Applicant is required to fill out an Informational Tariff form. Failure to fill out this form will cause the applicant's request to be rejected.

L. Whose facility-based network(s) will the applicant be reselling?

Qwest and Global Crossing

M. Will the applicant be utilizing the local telephone company's billing system or billing customers directly¹? direct bill

N. Describe briefly how the applicant plans to market their services in Tennessee?

print, internet and mail advertising

O. If independent telemarketers are to be used, list the name, contact person, address phone number and federal taxpayer ID for each company.

none						
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE
COMPANY NAME	CONTACT	ADDRESS	CITY	ST	ZIP	PHONE

P. Describe the methods and procedures by which the applicant will use to switch a consumer's preferred interexchange service, and to prevent unauthorized switching of a consumer's interexchange service. Use additional pages if necessary. If you have written procedures or company guidelines, attach copies.

see attached as Exhibit D

Q. Applicant has the ability and agrees to honor the form of call blocking that the consumer has subscribed to with their local telephone company. **Yes** ☒ **No** ☐

R. Applicant gives permission to the local telephone company to provide the Authority a periodic sample of the reseller's intrastate toll calls. The purpose of this analysis is to audit the reseller's rates to assure they are at or below the dominant carrier's tariffed rates. **Yes** ☒ **No** ☐

S. Is the Applicant aware of the requirement to insure that any telephone call made between two points in the same county in Tennessee shall be classified as toll-free and not billed to any customer pursuant to Tennessee Code Annotated § 65-21-114? **Yes** ☒ **No** ☐

T. Is the Applicant aware of the TAR Code data base maintained by BellSouth, its use to insure compliance with T.C.A. § 65-21-114 and the procedures used to enter telephone numbers in that data base? **Yes** ☒ **No** ☐

U. How does the Applicant intend to comply with T.C.A. § 65-21-114? In your response, please explain technically, what procedures the Applicant will use to insure it will not bill for any county wide calls in Tennessee. **Use additional pages if necessary.**

See Exhibit N

¹A copy of a bill is required if the applicant is going to bill the customer directly.

Part III: Organization Structure

A. Applicant's organizational structure

☒ Corporation

☐ Publicly Traded Corporation

☐ Subsidiary of a Publicly Traded Corporation

☐ Limited Liability Corporation **Attach a copy of the articles of organization and operating agreement along with amendments.**

☐ Other Form of Corporation

List type C (Example S Corporation)
Attach a copy of the charter, bylaws and/or certificate of incorporation.

☐ Association **Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State**

☐ Joint Stock Association **Attach a copy of the charter, bylaws and/or certificate of incorporation and Letter of Authorization from Tennessee Secretary of State.**

☐ Trust **Attach a copy of the trust agreement and Letter of Authorization from Tennessee Secretary of State.**

☐ Individual **Attach a copy of the Letter of Authorization from Tennessee Secretary of State**

SECTION (a)-(g) is to be completed if applicant is a Corporation Association or Trust

(a) The date and state of formation/incorporation: 2-6-2004 Delaware

(1) Parent Company, if applicable

(b) Attach a certificate of good standing from the state in which the applicant was incorporated/formed. See Exhibit G

(1) Attach a copy of Certification of Authority issued by Tennessee Secretary of State showing corporation's authority to engage in business in Tennessee. See Exhibit H

(d) Describe the corporate structure of the applicant, including the identity of any parent or subsidiary of the applicant. Disclose whether any parent or subsidiary is publicly traded on any stock exchange. See Exhibit I

(e) Provide the history of material litigation and criminal convictions of every current director, executive officer, or key shareholder of the applicant for the ten-year period prior to the date of this application. See Exhibit I

(f) If applicable, attach a copy of the instrument creating the trust and all amendments thereto:

B. ☐ Proprietorship

☐ Partnership

- ☐ General Attach a copy of the partnership agreement along with any amendments.
- ☐ Limited Attach a copy of the certificate of limited partnership and the partnership agreement along with any amendments.
- ☐ Other (Explain on separate sheet)

All of the above will be required to submit a valid business license.

- (a) Identify the place and date of the applicant's qualifications to provide telecommunications services in this state.
- (b) List the full name, social security number and address of the owners, if a sole proprietorship, or all partners identifying the percentage of ownership:

ATTACH ADDITIONAL PAGES AS NECESSARY

C. Number of employees: 4

Employer Identification Number (E.I.N.) 20-1122591

Part IV: Financial Information

A. Address where business records are kept: 601 N. Orlando Avenue, Suite 211

Maitland, FL 32751 (888) 598-0672
CITY STATE ZIP CODE PHONE NUMBER

B. Attach a copy of the applicant's most recent unconsolidated and consolidated audited financial statements for the immediately preceding three-year period. Provide in detail the applicant's financial condition, including balance sheet and income statement, or a copy of IRS form 1120 or 1065 filed by your business for the previous year. Attach, if available, a copy of your company's 10K and/or stockholder reports. *See Exhibit J*

(1) Fiscal year end: Month 12 Day 31

(2) Date of most recent audited, unconsolidated financial statement of Applicant:

(3) If applicable, name and address of independent certified public accountant:

(4) Period covered by financial statement attached:

C. Does the applicant currently have an internal auditor and/or internal audit program? no

If so, Name of internal auditor

D. If applicable, provide a history of applicant's material litigation and criminal convictions for the ten-year period prior to the date this application is made. Material litigation is defined as any litigation that, according to generally accepted accounting principles, is deemed significant to a person's financial health and would be required to be referenced in annual audited financial statements, reports to shareholders or similar documents.

Part VI: Rule Compliance Agreement

- A. Attach a copy of a Small and Minority-Owned Telecommunications Business Participation Plan Pursuant to Tennessee Code Annotated § 65-5-212.
- B. Have you read and understand the Tennessee Regulatory Authority's (TRA) Rules and Regulations for Resellers, 1220-4-2 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* in its entirety?
_____ ☒ Yes _____ ☐ No
- C. Do you understand the penalties for non-compliance, and all associated fees to provide such service? _____ ☒ Yes _____ ☐ No

Mail the completed application and a check for \$50.00 to: Tennessee Regulatory Authority, **P.O. Box 198907, Nashville, TN 37219-8907**. Should you have any questions, call (615) 741-7489, ext. 163.

The Reseller or Operator Service Provider applicant, hereby, affirms the following:

Will comply with the TRA Reseller Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206 located at the TRA's website <http://www.state.tn.us/tra> *electronic fileroom* under the External Site of Lexis Law Publishing.

Having been duly sworn, and under the penalties of perjury, I hereby certify that the representations in this RESELLER APPLICATION and all attachments and appendices are true and correct to the best of my knowledge and belief. I further understand that omissions or inaccuracies may result in denial of the APPLICATION and grounds for revocation of Certificate of Authority.

For Individual and Partners:

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

_____ Signature	_____ Signature
_____ PRINTED NAME	_____ PRINTED NAME

For Corporations
and Other Organizations

BY: First Choice Technology, Inc.
(NAME OF CORPORATION)
Scott Howsare
SIGNATURE
Scott Howsare
PRINTED NAME
President
Title

ATTEST: _____

Title

On this the 19th day of Feb, 2009 before me, a Notary Public
SCOTT HOWSARE

known to me to be the person(s) named in, and who executed the foregoing application, being duly sworn according to law, deposes and says that the statements and representations set forth in the above application are true and correct to the best of his/her knowledge and belief.

[Signature]
Notary Public

seal

LEON L. NOWALSKY
Notary Public, State of Louisiana
My Commission is issued for 100.
Notary Number: 4839

Exhibit A

Affiliates of First Choice Technology, Inc.

First Choice Technology, Inc. has no parent or affiliates.

Exhibit B

Provide the name, business and home address of and a chronological summary of the employment history of:

- (a) Not an individual
- (b) Not a partnership
- (c) Each Officer and Director of the Applicant :

Scott Howsare, President
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

Gordon Dumont, Sec/Treasurer
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

A summary of the employment history and business experience of the Officers, Directors, and key management personnel are attached.

STRATEGIC PLANNING, MARKETING AND OPERATIONS EXECUTIVE

PROFILE

An Entrepreneurial Executive with more than 10 years of experience in strategic planning, business development, product management and operations. Proven ability to translate vision and strategy into executable plans with meaningful measurements of success. A track record of leadership development and organizational improvement in both start up and established cultures.

Key Qualifications:

Mergers and Acquisitions
Product Management
Contract Negotiations
Market Planning and Pricing Strategies
Cost Analysis and Management

Operations Management
Business Process Engineering
Systems Development
Reports and Measurements
Strategic Account Management

PROFESSIONAL EXPERIENCE

NUI Telecom, Inc. – West Palm Beach, FL

(2001 to Dec 2003)

Served in business management roles with NUI Telecom, Inc., a subsidiary of NUI Corporation. Broad scope of responsibility included sourcing and negotiation of strategic acquisition, product management and sales channel development. Additional responsibility for operations infrastructure as it relates to organizational structure, process improvement and automation.

Vice President Planning and Development (NUI Telecom) / Director of Planning (NUI Corp)

– (dual titles) (2002 – 2003)

Manager of Integration (2001 – 2002)

- Successfully sourced and negotiated purchase of long distance carrier contributing \$15+ million in annual revenues and \$1.8 million in annualized EBITDA
- Planned, positioned and deployed UNEP product sets in key markets increasing overall gross margins by 10%+
- Created and maintained minimum profitability requirements for all product sets while generating more than \$5 million in new revenues and 20% in annual account growth
- Developed and implemented multi-center operations strategy producing significant improvements in key functional categories – 50% reduction in order turn up intervals, 30% reduction in average time-to-repair, 1.5% attrition rate, etc.
- Implemented operational processes / control procedures in support of Sarbanes-Oxley compliance

Network One, Atlanta, GA

(1997 – 2001)

Held various senior management positions with Network One, an *INC.* 500 Integrated Communications Provider (ICP) offering bundled local, long distance and data products to small/medium business customers.

Vice President of Product Integration (2000 – 2001)

Assistant Vice President of Strategic Planning (1999)

Director of Business Development (1997 – 1998)

Operations Manager (1997)

- Negotiated seven year / \$500 million dollar management contract with BellSouth senior executives

- Planned and implemented UNEP local services product throughout Verizon and BellSouth territories producing \$10 million in profitable annualized revenue growth
- Implemented long distance network across five states in Verizon territory resulting in a 33% increase in LD gross margins
- Created outbound call center to facilitate telesales of bundled voice products to small business customers - exceeded sales goals first nine months in operation
- Established change control and quality assurance processes related to system development
- Directed cross functional teams during migration of 10,000+ customer base resulting in more than \$2.5 million in annual cost reductions

National Tel, Ft. Lauderdale, FL

(1995 – 1997)

Responsible for call center operations at National Telecommunications, Inc. (National Tel), a South Florida facilities based CLEC.

Customer Service Manager (1996 – 1997)

Customer Service Supervisor (1995)

- Managed inbound / outbound call center supporting provisioning, customer service, repair and retention for \$50 million CLEC
- Maintained attrition rate of less than 2% throughout two year period
- Hired, trained and motivated 30+ staff positions
- Developed business process and procedures as company transitioned from a long distance carrier to a full service CLEC

Homestead Alliance Church, Homestead, FL

(1991 – 1995)

Experienced hurricane Andrew while serving as part of church ministry team in Homestead. Worked with the ministry team to meet short and long term needs within the community.

Assistant Pastor (1991 – 1995)

- Coordinated hurricane relief with senior pastor & volunteer team (soup kitchen, dry goods & clothes distribution, medical unit, housing reconstruction)
- Developed support groups throughout the community (addiction, singles, seniors, family, etc.)

Ryder Truck Rental, Inc., Tampa, FL

(1987 – 1991)

Held management roles with Ryder, Inc., a \$5 billion commercial and consumer rental corporation. Responsible for consumer rental revenue production and profitability at more than 55 independent dealership locations throughout Florida.

Consumer Product Line Manager – West Coast/Central Florida Region (1990 – 1991)

Dealer Manager (1987 – 1990)

- Responsible for \$9 million consumer product line
- Identified target markets and established new dealership relationships throughout Florida
- Teamed with 55 independent dealership locations in the development of revenue goals and marketing strategies
- Hired, trained and motivated telemarketing, administrative and dealer management staff
- Directed the daily utilization of 700+ rental truck fleet

EDUCATION

Bachelor of Science in Bible & Theology, Toccoa Falls College, GA

- Who's Who in American Colleges and Universities

***References Available Upon Request**

Exhibit C

Tariffs

TITLE SHEET

FIRST CHOICE TECHNOLOGY, INC.

TARIFF NO. 1

This tariff applies to the provision of Competitive Interexchange Services furnished by First Choice Technology, Inc., with principal offices at 601 N. Orlando Avenue, Suite 211, Maitland, FL 32751. This tariff is on file with the Tennessee Regulatory Authority ("TRA") and copies may be inspected during normal business hours at the Company's principal place of business.

ISSUED:

EFFECTIVE:

ISSUED BY:

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

CHECK SHEET

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

<u>Sheet</u>	<u>Revision</u>	<u>Sheet</u>	<u>Revision</u>
1	Original	21	Original
2	Original	22	Original
3	Original	23	Original
4	Original	24	Original
5	Original	25	Original
6	Original		
7	Original		
8	Original		
9	Original		
10	Original		
11	Original		
12	Original		
13	Original		
14	Original		
15	Original		
16	Original		
17	Original		
18	Original		
19	Original		
20	Original		

ISSUED:**EFFECTIVE:****ISSUED BY:**

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

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ISSUED:

EFFECTIVE:

ISSUED BY:

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

SYMBOLS

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

- C - To signify changed regulation.
- D - Delete or discontinue.
- I - Change resulting in an increase to a customer's bill.
- M - Moved from another tariff location.
- N - New.
- T - Change in text or regulation but no change in rate or charge

ISSUED:

EFFECTIVE:

ISSUED BY:

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

TARIFF FORMAT

- A. Sheet Numbering - Sheet numbers appear in the upper-right corner of the sheet. Sheets are numbered sequentially. However, new sheets are occasionally added to the tariff.
- B. Sheet Revision Numbers - Revision numbers also appear in the upper-right corner of the sheet. These numbers are used to determine the most current sheet version on file with the Commission. For example, 4th Revised Sheet 14 cancels 3rd Revised Sheet 14.
- C. Paragraph Numbering Sequence - There are various levels of alphanumeric paragraph coding. Each level of coding is subservient to its next higher level of coding.
2.
2.1.
2.1.1.
2.1.1.A.
2.1.1.A.1.
2.1.1.A.1.(a)
- D. Check Sheets - When a tariff filing is made with the Commission, an updated check sheet accompanies the tariff filing. The check sheet lists the sheets contained in the tariff, with a cross reference to the current revision number. When new sheets are added, the check sheet is changed to reflect the revision. All revisions made in a given filing are designated by an asterisk (*). There will be no other symbols used on this sheet if these are the only changes made to it (i.e., the format, etc., remains the same, just revised revision levels on some sheets). The tariff user should refer to the latest check sheet to find out if a particular sheet is the most current sheet on file with the Commission.

ISSUED:

EFFECTIVE:

ISSUED BY:

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

SECTION 1 - DEFINITIONS AND ABBREVIATIONS

1.1 Definitions:

Application for Service - A standard order form which includes all pertinent billing, technical, and other descriptive information which will enable the carrier to provide the communication service as required.

Authorized User - A person, firm, corporation, or other entity authorized by the customer to receive or send communications.

Cancellation of Order - A customer-initiated request to discontinue processing a service order, either in part or in its entirety, prior to its completion.

Carrier - First Choice Technology, Inc., unless specifically stated otherwise.

Company - First Choice Technology, Inc., also referred to as "Carrier."

Completed Calls - Completed calls are calls answered on the distance end.

Customer - The person, firm, corporation, or other entity which orders or uses service and is responsible by law for payment for communication service from the telephone utility.

Customer Provided Equipment - Terminal equipment provided by a customer.

Day Rate Period - 8:00 a.m. to 4:59 p.m., Monday through Friday.

Delinquent Account - An account for which a bill or payment agreement for regulated services or equipment has not been paid in full on or before the last day for timely payment.

Due Date - The last day for payment without unpaid amounts being subject to a late payment charge.

Evening Rate Period - 5:00 p.m. to 10:59 p.m., Sunday through Friday.

Holidays - Carrier's recognized holidays are New Year's Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

ISSUED:

EFFECTIVE:

ISSUED BY:

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

1.1 Definitions: (contd.)

Interexchange Utility - A utility, resale carrier or other entity that provides intrastate telecommunications services and facilities between exchanges within the state, without regard to how such traffic is carried. A local exchange utility that provides exchange service may also be considered an interexchange utility.

Measured Use Service - The provision of long distance measured time communications telephone service to customers who access the carrier's services at its switching and call processing equipment by means of access facilities obtained from another carrier by the customer or otherwise provided at its own expense (the customer is responsible for arranging for the access line).

Message - A completed telephone call by a customer or user.

Night/Weekend Rate Period - 11:00 p.m. to 7:59 a.m., every day; 8:00 a.m. to 10:59 p.m. Saturday; and 8:00 a.m. to 4:59 p.m. Sunday.

Normal Business Hours - 8:00 a.m. to 5:00 p.m., Monday through Friday, excluding holidays.

Premises - The space occupied by an individual customer in a building, in adjoining buildings occupied entirely by that customer, or on contiguous property occupied by the customer separated only by a public thoroughfare, a railroad right of way or a natural barrier.

Rates - Recurring amounts billed to customers for regulated services and equipment.

Suspension - Temporary disconnection or impairment of service which disables either outgoing or incoming toll communications services provided by Carrier.

Terminal Equipment - All telephone instruments, including pay telephone equipment, the common equipment of large and small key and PBX systems and other devices and apparatus, and associated wiring, which are intended to be connected electrically, acoustically or inductively to the telecommunication system of the telephone utility.

ISSUED:

EFFECTIVE:

ISSUED BY: Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

1.2 Abbreviations:

LATA - Local Access Transport Area

LEC - Local Exchange Carrier

MTS - Message Toll Service

PBX - Private Branch Exchange

SAL - Special Access Line

V&H - Vertical and Horizontal

ISSUED:

EFFECTIVE:

ISSUED BY:

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

SECTION 2 - RULES AND REGULATIONS

2.1 Carrier Undertaking

Carrier provides long distance interexchange telephone service to customers for their direct transmission of voice, data, and other types of telecommunications.

Communications originate when the customer accesses Carrier directly or through the facilities of the local service carrier via one or more access lines, equal access or on a dial-up basis. Carrier 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 Carrier network. The customer shall be responsible for all charges due for such service arrangements.

Services are provided on a monthly basis unless otherwise stated in a service agreement and are available twenty-four (24) hours per day, seven (7) days per week. The minimum service period is one month (30 days).

2.2 Limitations on Service

2.2.1 Service is offered subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff.

2.2.2 Carrier reserves the right to discontinue furnishing service upon written notice, when necessitated by conditions beyond its control or when the customer is using the service in violation of the provisions of this tariff or in violation of the law.

2.2.3 Title to any equipment provided by Carrier under these regulations remains with Carrier. Prior written permission from the company is required before any assignment or transfer. All regulations and conditions contained in this tariff shall apply to any assignee or transferee.

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Maitland, FL 32751

2.3 Use of Service

Service may not be used for any unlawful purposes or for any purpose for which any payment or other compensation is received by the customer, except when the customer is a duly authorized and regulated common carrier.

2.4 Limitation of Liability

2.4.1 Carrier shall not be liable to any person, firm or entity for damages, either direct, indirect, consequential, special, incidental, actual, punitive, or for any other damages or lost profits arising out of mistakes, accidents, errors, omissions, interruptions, delays or defects in transmissions and not caused by the negligence of the customer, commencing upon activation of service and in no event exceeding an amount equivalent to the proportionate charge to the customer for the period of service during which mistakes, accidents, errors, omissions, interruptions, delays or defects in transmission occurred.

2.4.2 Carrier makes no warranty, whether express, implied or statutory, as to the description, quality, merchantability, completeness or fitness for any purpose of the service or local access, or as to any other matter, all of which warranties by Carrier are hereby excluded and disclaimed.

2.4.3 Carrier, at its own expense, will indemnify the customer and hold it harmless in respect to any and all loss, damage, liability or expense asserted against the customer by a third party on account of any property damage or personal injury caused by any negligence or willful misconduct of Carrier or its agents or representatives arising out of performance by Carrier of any testing or other activities on the customer's premises pursuant to this tariff. Carrier's obligations under the immediately preceding sentence shall be subject to the customer's full performance of this tariff and subject further to the customer's duty to take reasonable precautions in the location, construction, maintenance and operation of all activities, facilities and equipment for the protection against hazard or injury and to not interfere with the services provided by Carrier.

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Maitland, FL 32751

2.4 Limitation of Liability (continued)

2.4.4 Carrier shall be indemnified and held harmless by the customer against:

- A.** Claims for libel, slander, infringement of copyright or patent infringement, unauthorized use of any trademark, trade name or service mark arising out of the material, data information, or other content transmitted over the carrier's facilities; and
- B.** All other claims arising out of any act or omission by the customer in connection with any service provided by Carrier.

2.5 Interruption of Service

A credit allowance for interruptions of service which are not due to Carrier's testing or adjusting, to the negligence of the customer, or to the failure of the channels, equipment, and/or communications systems provided by the customer, are subject to the general liability provisions set forth herein. It shall be the obligation of the customer to notify Carrier of any interruption in service. Before giving such notice, the customer shall ascertain that the trouble is not being caused by any action or omission by or within the customer's control and is not in wiring or equipment connected to the Carrier terminal.

2.6 Restoration of Service

The use and restoration of service in emergencies shall be in accordance with the Part 64, Subpart D of the Federal Communications Commission's Rules and Regulations which specifies the priority system for such activities.

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2.7 Customer Responsibility

2.7.1 All customers assume general responsibilities in connection with the provision and use of Carrier's service. When facilities, equipment, and/or communication systems provided by others are connected to Carrier's facilities, the customer assumes additional responsibilities. All customers are responsible for the following:

- A.** Placing orders for service, paying all charges for service rendered by Carrier and complying with all regulations governing the service. The customer is also responsible for assuring that its users comply with regulations.
- B.** When placing an order for service, the customer must provide:
 - 1.** The name(s) and address(es) of the person(s) responsible for the payment of service charges.
 - 2.** The name(s), telephone number(s), and address(es) of the customer contact person(s).
- C.** The customer must pay Carrier for the replacement or repair of Carrier's equipment when the damage results from:
 - 1.** The negligence or willful act of the customer or user.
 - 2.** Improper use of service.
 - 3.** Any use of equipment or service provided by others.
- D.** After receipt of payment for the damages, Carrier will cooperate with the customer in prosecuting a claim against any third party causing damage.

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2.7.2 Maintenance, Testing, and Adjustment

Upon reasonable notice, the equipment provided by Carrier shall be made available for such tests and adjustments as may be necessary to maintain them in satisfactory condition. No interruption allowance will be granted for the time during which such tests and adjustments are made.

2.7.3 Deposits and Advance Payments

A. Deposits

The Company may require a customer who has a proven history of late payment or whose financial responsibility is not a matter of record to make a deposit to be held as a guarantee for the payment of charges. Such a deposit shall not exceed an amount equal to twice the estimated average monthly usage charges and/or the monthly recurring charges. Interest on deposits shall be paid in accordance with the rules of the Commission.

Deposits shall be returned to the customer when service is terminated or when satisfactory credit has been established. Satisfactory credit may be established through prompt payment of all bills for a period of one year.

Upon termination of service, deposits with accrued interest shall be credited to the final bill and the balance shall be returned to the customer.

B. Advance Payments

The Company reserves the right to collect an advance payment from customers whose ability to pay for services is unknown. The advance payment will not exceed one (1) month's estimated charges which will be applied against the following month's actual charges and, if necessary, a new advance payment will be collected for the following month.

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2.7 Customer Responsibility (continued)

2.7.4 Credit Allowance

Credit for failure of service or equipment will be allowed only when failure is caused by or occurs in equipment owned, provided and billed for, by Carrier.

- A. Credit allowances for failure of service or equipment starts when the customer notifies Carrier of the failure or when Carrier becomes aware of the failure and ceases when the operation has been restored and an attempt has been made to notify the customer.
- B. The customer shall notify Carrier of failures of service or equipment and make reasonable attempts to ascertain that the failure is not caused by customer provided facilities, any act, or omission of the customer or in wiring or equipment connected to the terminal.

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2.7 Customer Responsibility (continued)

- C. Only those portions of the service or equipment operation disabled will be credited. No credit allowances will be made for:
1. Interruptions of service resulting from Carrier performing routine maintenance;
 2. Interruptions of service for implementation of a customer order or change in service;
 3. Interruption caused by the negligence of the customer or his authorized user;
 4. Interruptions of service due to the failure of service resulting from customer provided facilities.

2.7.5 Cancellation by Customer

If a customer orders services requiring special equipment and/or facilities dedicated to the customer's use and then cancels his order before the service begins or before a completion of the minimum period agreed upon by the customer, a charge will be made to the customer for the non-recoverable portions of expenditures or liabilities incurred by Carrier. If, based on such an order, any construction has either begun or been completed, but no services provided, the non-recoverable cost of construction shall be borne by the customer.

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2.7.6 Payment and Charges for Services

- A. Charges for service are applied on a recurring and non-recurring basis. Service is provided and billed on a monthly basis.
- B. Payment is due within 15 days after the bill is rendered by the Company. The bill is considered rendered when deposited in the U.S. mail with postage prepaid.
- C. Service may be disconnected upon five (5) days written notice for nonpayment of an invoice by its due date.
- D. In the event of a dispute concerning a bill, Customer must pay a sum equal to the amount of the undisputed portion of the bill and proceed with complaint procedures set forth in this tariff.
- E. The customer is responsible for payment of all charges for service furnished to the customer under this tariff. Charges are based on actual usage during a month will be billed monthly in arrears.
- F. 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.
- G. Customers will be charged a late payment penalty in the amount of 1.5% of unpaid principal amount or the highest rate allowed by state law.
- H. Customers will be charged a fee for all dishonored checks issued to Carrier.

2.7.7 Application of Charges

The charge for service are those charges in effect for the period that service is furnished.

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2.8 Carrier Responsibility

2.8.1 Calculation of Credit Allowance

Pursuant to the limitations set forth herein, when service is interrupted the credit allowance will be computed on the following basis:

- A. No credit shall be allowed for an interruption of less than two hours.
- B. The customer shall be credited for interruptions of two hours or major fraction thereof that an interruption continues beyond two hours.
- C. When a minimum usage charge is applicable and the customer fails to meet a usage minimum credit, the outage shall be applied against that minimum equal to 1/360th of the monthly minimum charges associated with the portion of service disabled for each period of two hours or major fraction thereof that an interruption continued beyond two hours.

2.8.2 Cessation of Service

Service shall cease at the end of the customer's service period, or when the customer transfers service to another long distance carrier, whichever occurs first. No credit shall be given for prepaid services discontinued prior to the end of the service term for which payment was made.

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2.8.3 Disconnection of Service by Carrier

Carrier, upon 5 days written notice to the customer, may discontinue service or cancel an application for service without incurring any liability for any of the following reasons:

- A. Non-payment of any sum due to Carrier for service for more than thirty days beyond the date of rendition of the bill for such service;
- B. A violation of any regulation governing the service under this tariff;
- C. A violation of any law, rule, or regulation of any government authority having jurisdiction over the service; or
- D. Carrier is prohibited from furnishing services by order of a court or other government authority having jurisdiction.

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2.8 Responsibility of Carrier

2.8.4 Fractional Charges

Charges for a fractional part of a month are calculated by counting the number of days in the billing period before service was furnished or discontinued. The number of days in the billing period are divided by thirty days and the resultant fraction is multiplied by the monthly charge to arrive at the fractional monthly charge.

2.8.5 Customer Complaint Procedure

The Company's Customer Service Representatives are available by calling toll free: 1-800-787-5050. The Company will resolve any disputes properly brought to its attention in an expeditious and reasonable manner.

Unresolved disputes may be directed to the attention of the Tennessee Regulatory Authority as follows:

In the event of a dispute concerning an invoice, the customer must pay a sum equal to the amount of the undisputed portion of the bill and notify the Company of the disputed portion.

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SECTION 3 - DESCRIPTION OF SERVICE AND RATES

3.1 Timing of Calls

The customer's monthly usage charges for Carrier service are based upon the total number of minutes the customer uses and service options subscribed to. Chargeable time begins when the connection is established between the calling station and the called station or PBX. Chargeable time ends when either party hangs up.

There are no charges incurred if a call is not completed.

3.2 Start of Billing

For billing purposes, the start of service is the first day on which service is available for use by the customer. The end of service date is the last day of the or any portion thereof that service is provided by Carrier after notice of cancellation by Customer.

3.3 Interconnection

Service furnished by Carrier may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Carrier. Service furnished by Carrier is not part of a joint undertaking with any such other carriers. Any special interface equipment of Carrier and other participating carriers shall be provided at the customer's expense.

Interconnection with the facilities or services of other carriers shall be under the applicable terms and conditions of the other carriers' tariffs. The customer is responsible for taking all necessary legal steps for interconnecting his customer-provided terminal equipment or communications systems with Carrier's. The customer shall secure all necessary licenses, permits, right-of-ways, and other arrangements necessary for such interconnection.

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3.4 Terminal Equipment

Carrier's service may be used with or terminated in customer provided terminal equipment or customer provided communication systems, such as teleprinters, handsets, or data sets. Such terminal equipment will be furnished and maintained at the expense of the providing customer, except as otherwise agreed in advance and in writing. The customer is responsible for all costs at their premises, including personnel, wiring, electrical power, and the like incurred in the use of Carrier's service. When such terminal equipment is used, the equipment shall comply with the generally accepted minimum protective criteria of the telecommunications industry.

3.5 Calculation of Distance

Usage charges for all mileage sensitive products are based on the airline distance between rate centers associated with the originating and terminating points of the call.

The airline mileage between rate centers is determined by applying the formula below to the vertical and horizontal coordinates associated with the rate centers involved. The company uses the rate centers and associated vertical and horizontal coordinates that are generally accepted within the telecommunications industry.

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

3.6 Minimum Call Completion Rate

The customer can expect a call completion rate of 99% of calls attempted for all Feature Group D (1+) services.

3.7 Special Promotions

Carrier may from time to time offer special promotions to customers upon prior Commission approval of such promotion.

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Scott Howsare, President
First Choice Technology, Inc.
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Maitland, FL 32751

3.8 Service Offerings

The Company provides the following services:

3.8.1 Message Toll Service (MTS)

Outgoing long distance service whereby the customer accesses the Company's underlying carrier's network on an equal access or dial-up basis.

In non-equal access areas, the customer will gain access to the Carrier's network by dialing a 101XXXX access code which will be provided by the Company.

3.8.2 Inbound 8XX Service

Inbound service is virtual banded inbound toll service which permits calls to be completed at the subscriber's location without charge to the calling party. Access to the service is gained by dialing a ten digit telephone number which terminates at the customer's location. Inbound services originate via normal shared use facilities and are terminated via the customers' local exchange service access line.

Carrier will accept a prospective inbound service customer's request for up to ten (10) telephone numbers and will reserve such number(s) on a first come first serve basis. All requests for number reservations must be made in writing, dated and signed by a responsible representative of the customer. Carrier does not guarantee the availability of number(s) until assigned. The telephone number(s) so requested, if found to be available, will be reserved for and furnished to the eligible customer.

If a customer who has received a number does not subscribe to the Company's inbound service within 90 days, the company reserves the right to make the assigned number available for use by another customer.

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3.8.3 Travel Card Service

Allows subscribers who are away from home or office to place calls by gaining access to the Carrier's network via a toll free access number and personal identification number issued by the Company.

3.8.4 Directory Assistance

Listed telephone numbers are provided to customers upon request at a per call charge.

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SECTION 4 - RATES AND CHARGES

4.1. Usage Charges and Billing Increments

4.1.1 Usage Charges

Usage is generally flat rated. However, if usage charges are determined by the time of day rate periods, the rate period is determined by the time and day of call origination at the customer's location.

4.1.2 Billing Increments

Usage is billed in the increments stated in the product description.

4.1.3 Rounding

All partial usage will be rounded up to the next highest billing increment. Partial cents will be rounded up to the next highest whole cent.

4.1.4 Taxes

All rates stated are exclusive of any applicable taxes.

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4.2 Outbound 1+ Service

\$0.07 per minute.

Billed in six (6) second increments.

4.3 Inbound 8XX Service

\$0.07 per minute.

Billed in one (1) minute increments.

4.4 Directory Assistance

\$1.25 per call.

4.5 Travel Card Service

\$0.25 per minute.

Billed in one (1) minute increments.

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601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

4.6 Late Payment Penalty

Customers will be charged 1.5% of any amounts owed to the Company beyond the due date as set forth within this tariff.

4.7 Returned Check Charge

Any person submitting a check to the Carrier as payment for services, which is subsequently returned by the issuing institution, shall be charged \$15.00 per check.

4.8 Special Promotions

Carrier may from time to time offer special promotions to customers upon prior Commission approval of such promotion.

4.9 Pay Telephone (Payphone) Surcharge

A \$0.50 surcharge shall be assessed for each call made from a pay telephone to an 8XX number or using a travel card and dialing the carrier prefix in the form 101XXXX.

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601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

Exhibit D

Sample Bill

FIRST CHOICE TECHNOLOGY, INC.
601 N. Orlando Ave., Suite 211
Maitland, FL 32751

<Date>

Account #

Total Amount Due: <total due>

<main contact>

<customer address>

<city, state, zip code>

Dear <main contact>:

If you have called and made arrangements on your account, are awaiting a credit or have mailed a payment, please disregard this letter.

Your payment owed to First Choice Technology, Inc. ("First Choice") for service in the amount of \$ <amount due> for the period of <service period> is past due. Failure to pay this amount by <date> may result in disconnection of your service on or after <disconnection date>.

Nonpayment of toll charges or any non-regulated charges will not result in disconnection of your local exchange telephone service. However, nonpayment of charges for regulated local services contained in the invoice may result in disconnection of your local service.

To avoid disconnection of your service(s) and possible collection action, please mail your check or money order to First Choice Technology, Inc., 601 N. Orlando Avenue, Suite 211, Maitland, FL 32751. An additional charge for re-connection may apply if service is disconnected. Payment to an unauthorized payment agent may result in the untimely or improper crediting of your account.

If your payment or any portion thereof will be delayed, please contact Customer Service immediately at (888) 598-0672 (toll free) to make specific payment arrangements. Customer service hours are Monday - Friday 8:00 a.m. to 5:00 p.m. EST.

Sincerely,

First Choice Technology, Inc.

PLEASE ENCLOSE THIS PORTION WITH YOUR PAYMENT.

<main contact>

<customer address>

<city> <state> <zip code>

Account No. <customer number>

Total Due; <total due>

FIRST CHOICE TECHNOLOGY, INC.

601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

☐ Check here for change of address

CUSTOMER NAME
ADDRESS LINE 1
ADDRESS LINE 2

Mail Check or Money Order to:

First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

Remittance Section

Service Period mm/dd/yy through mm/dd/yy
Customer Name <insert>
Account Number 0001
Past Due Amount .00
Current Charges <insert>
Due Date <insert>
Total Amount Due: <insert>

Amount Paid \$ _____

Please make checks payable to First Choice
Technology, Inc.

Please detach and return above portion with your payment

FIRST CHOICE TECHNOLOGY, INC.

Summary of Account

Local Service Charges \$

Total Current Charges \$

Previous Bill
Payment Received
Adjustments
Past Due Amount

Total Amount due

Due Date mm/dd/yy

Detail of Payments and Adjustments

Payments must arrive before the due date.

<u>Date</u>	<u>Description</u>	<u>Adjustments</u>	<u>Payments</u>
-------------	--------------------	--------------------	-----------------

Totals:

**NON PAYMENT OF LONG DISTANCE TOLL CHARGES WILL NOT RESULT IN DISCONNECTION OF
LOCAL SERVICE.**

For questions about your bill, please call
Customer Service at 1-888-598-0672

FIRST CHOICE TECHNOLOGY, INC.

*For an explanation of any Regulatory Fee,
Tax or Surcharge listed, please contact
First Choice toll free at (888) 598-0672

For Customer Service, please call (888) 598-0672

Exhibit E

Letter of Agency

LETTER OF AGENCY

Account Information

Through my signature below, I verify that I am authorizing First Choice Technology, Inc. ("First Choice") to become my new primary carrier for the provision of telecommunications services. I authorize First Choice to act as my agent to effectuate this change, and direct my current primary carrier _____ to work with First Choice to accomplish the change.

I understand that I must pay a charge of approximately \$5.00 to switch providers and should I desire to return to my former carrier, I may be required to pay an additional charge to reconnect to that company. I also understand that my new primary carrier may have different calling areas, rates and charges than my current primary carrier, and that by signing below I indicate that I understand those differences (if any) and am willing to be billed accordingly.

I authorize First Choice to provide: (Check Appropriate Service(s))

_____ Long Distance
_____ Local Toll Service (where applicable)

To my telephone number(s) listed below.

_____	_____
_____	_____
_____	_____

I certify that I am at least eighteen years of age and that I have read and understand this letter of agency and that I am authorized to change telephone companies for services to the telephone numbers listed above. I am further authorizing First Choice to do a credit investigation and hold free from liability all creditors and other persons who may respond to inquiries.

Authorized by: Date:

Print Name, Title

Company/Name (as appears on local Telephone bill)

Federal ID/ Social Security Number

Corporation, LLC, Partnership

Physical Address

Billing Address

City/State/Zip Code

City/State/Zip Code

Type of Business

Month/Year Business Started

Exhibit F

Certificate of Incorporation

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FIRST CHOICE TECHNOLOGY, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF FEBRUARY, A.D. 2004, AT 3:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3762005 8100H

AUTHENTICATION: 3335293

040647067

DATE: 09-07-04

CERTIFICATE OF INCORPORATION
OF
FIRST CHOICE TECHNOLOGY, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator, being a natural person of the age of eighteen years or more and desiring to form a body corporate under the laws of the State of Delaware does hereby sign, verify and deliver in duplicate to the Secretary of State of the State of Delaware, this Certificate of Incorporation:

ARTICLE I
NAME

The name of the Corporation shall be: First Choice Technology, Inc.

ARTICLE II
PERIOD OF DURATION

The Corporation shall exist in perpetuity, from and after the date of filing the Certificate of Incorporation with the Secretary of State of Delaware unless dissolved according to law.

ARTICLE III
PURPOSES AND POWERS

1. **Purpose.** Except as restricted by the Certificate of Incorporation, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to the General Corporation Law of Delaware.

2. **General Powers.** Except as restricted by the Certificate of Incorporation, the Corporation shall have and may exercise all powers and rights which a corporation may exercise legally pursuant to the General Corporation Law of Delaware.

3. **Issuance of Shares.** The board of directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to a resolution properly filed with the Secretary of State of the State of Delaware.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is One Thousand (1,000) shares of \$0.01 par value each, which shares shall be designated "Common Stock"; and One Thousand (1,000) shares of \$0.01 par value each, which shares shall be designated

"Preferred Stock" and which may be issued in one or more series at the discretion of the Board of Directors. In establishing a series the Board of Directors shall give to it a distinctive designation so as to distinguish it from the shares of all other series and classes, shall fix the number of shares in such series, and the preferences, rights and restrictions thereof. All shares of any one series shall be alike in every particular except as otherwise provided by this Certificate of Incorporation or the General Corporation Law of Delaware.

1. Dividends. Dividends in cash, property or shares shall be paid upon the Preferred Stock for any year on a cumulative or noncumulative basis as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, to the extent earned surplus for each such year is available, in an amount as determined by a resolution of the Board of Directors. Such Preferred Stock dividends shall be paid pro rata to holders of Preferred Stock in any amount not less than nor more than the rate as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. No other dividends shall be paid on the Preferred Stock.

Dividends in cash, property or shares of the Corporation may be paid upon the Common Stock, as and when declared by the Board of Directors, out of funds of the Corporation to the extent and in the manner permitted by law, except that no Common Stock dividend shall be paid for any year unless the holders of Preferred Stock, if any, shall receive the maximum allowable Preferred Stock dividend for such year.

2. Distribution in Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, and after paying or adequately providing for the payment of all its obligations, the remainder of the assets of the Corporation shall be distributed, either in cash or in kind, first pro rata to the holders of the Preferred Stock until an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, has been distributed per share, and, then, the remainder pro rata to the holders of the Common Stock.

3. Redemption. The Preferred Stock may be redeemed in whole or in part as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock, upon prior notice to the holders of record of the Preferred Stock, published, mailed and given in such manner and form and on such other terms and conditions as may be prescribed by the Bylaws or by resolution of the Board of Directors, by payment in cash or Common Stock for each share of the Preferred Stock to be redeemed, as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Common Stock used to redeem Preferred Stock shall be valued as determined by a resolution of the Board of Directors prior to the issuance of such Preferred Stock. Any rights to or arising from fractional shares shall be treated as rights to or arising from one share. No such purchase or retirement shall be made if the capital of the Corporation would be impaired thereby.

If less than all the outstanding shares are to be redeemed, such redemption may be made by lot or pro rata as may be prescribed by resolution of the Board of Directors; provided, however, that

the Board of Directors may alternatively invite from shareholders offers to the Corporation of Preferred Stock at less than an amount to be determined by a resolution of the Board of Directors prior to issuance of such Preferred Stock, and when such offers are invited, the Board of Directors shall then be required to buy at the lowest price or prices offered, up to the amount to be purchased.

From and after the date fixed in any such notice as the date of redemption (unless default shall be made by the Corporation in a payment of the redemption price), all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price, shall cease and terminate.

Any purchase by the Corporation of the shares of its Preferred Stock shall not be made at prices in excess of said redemption price.

4. Voting Rights; Cumulative Voting. Each outstanding share of Common Stock shall be entitled to one vote and each fractional share of Common Stock shall be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the shares of Common Stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by this Certificate of Incorporation or the General Corporation Law of Delaware, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. When, with respect to any action to be taken by shareholders of this Corporation, the laws of Delaware require the vote or concurrence of the holders of two-thirds of the outstanding shares, or the shares entitled to vote thereon, or of any class or series, such action may be taken by the vote or concurrence of a majority of such shares or class or series thereof. Cumulative voting shall not be allowed in the election of directors of this Corporation.

Shares of Preferred Stock shall only be entitled to such vote as is determined by the Board of Directors prior to the issuance of such stock, except as required by law, in which case each share of Preferred Stock shall be entitled to one vote.

5. Denial of Preemptive Rights. No holder of any shares of the Corporation, whether now or hereafter authorized, shall have any preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

6. Conversion Rights. Holders of shares of Preferred Stock may be granted the right to convert such Preferred Stock to Common Stock of the Corporation on such terms as may be determined by the Board of Directors prior to issuance of such Preferred Stock.

ARTICLE V
DIRECTORS

The number of directors shall be such number, not less than one (1) nor more than five (5) as may be designated in the by-laws and if not designated, as may from time to time be elected by the shareholders.

ARTICLE VI
TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE VII
CORPORATE OPPORTUNITY

The officers, directors and other members of management of this Corporation shall be subject to the doctrine of "corporate opportunities" only insofar as it applies to business opportunities in which this Corporation has expressed an interest as determined from time to time by this Corporation's board of directors as evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are delineated, all such business opportunities within such areas of interest which come to the attention of the officers, directors, and other members of management of this Corporation shall be disclosed promptly to this Corporation and made available to it. The board of directors may reject any business opportunity presented to it and thereafter any officer, director or other member of management may avail himself of such opportunity. Until such time as this

Corporation, through its board of directors, has designated an area of interest, the officers, directors and other members of management of this Corporation shall be free to engage in such areas of interest on their own and this doctrine shall not limit the rights of any officer, director or other member of management of this Corporation to continue a business existing prior to the time that such area of interest is designated by the Corporation. This provision shall not be construed to release any employee of this Corporation (other than an officer, director or member of management) from any duties which he may have to this Corporation.

NAME

Scott Howsare

ADDRESS

9976 Royal Cardigan Way
West Palm Beach, FL 33411

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The address, including street, number, city and county of the registered office of the corporation within the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

ARTICLE IX
LIMITATION OF LIABILITY

The personal liability of the directors of the corporation is hereby limited to the fullest extent permitted by Paragraph (7) of Subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and/or supplemented.

ARTICLE X
INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and/or supplemented, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XI
AMENDMENTS

From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed and other provisions authorized by the laws of the State of Delaware then in force may be added or inserted in the manner and at the time prescribed by said laws and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows:

Leon Nowalsky	3500 N. Causeway Blvd.
	Suite 1442
	Metairie, LA 70002

IN WITNESS WHEREOF, the above-named incorporator, for the purpose of forming a corporation under the Laws of the State of Delaware, does make, file and record this Certificate of Incorporation and certify that the facts herein stated are true and have, accordingly, set his hand and seal at Metairie, Louisiana this 6th day of February, 2004.



Leon Nowalsky

Exhibit G

Certificate of Good Standing

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST CHOICE TECHNOLOGY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF FEBRUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST CHOICE TECHNOLOGY, INC." WAS INCORPORATED ON THE SIXTH DAY OF FEBRUARY, A.D. 2004.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



3762005 8300

090144471


Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7137099

DATE: 02-16-09

Exhibit H

Certificate of Authority

Secretary of State
Division of Business Services
312 Rosa L. Parks Avenue
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 01/16/09
REQUEST NUMBER: 6421-0912
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/15/09 1340
EFFECTIVE DATE/TIME: 01/15/09 1340
CONTROL NUMBER: 0594302

TO:
NOWALSKY BRONSTON & GOTHARD
3500 N CAUSEWAY BLVD
SUITE 1442
METAIRIE, LA 70002

RE:
FIRST CHOICE TECHNOLOGY, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 01/16/09

FROM:
NOWALSKY BRONSTON & GOTHARD/3500 N CAUSE
3500 N. CAUSEWAY BLV
STE 1442
METAIRIE, LA 70002-0000

RECEIVED: FEES \$600.00 \$0.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00004513958
ACCOUNT NUMBER: 00362684



SS-4458

TRE HARGETT
SECRETARY OF STATE

State of Tennessee



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

FILED

For Office Use Only

17 JAN 15 PM 1:15

Tre Hargett
Secretary of State

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is First Choice Technology, Inc.
*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is 2-6-2004 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is
601 N. Orlando Avenue #211 Maitland FL 32751
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is
2908 Poston Avenue Nashville TN 37203
Street City State/Country Zip Code
Registered Agent Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
Scott Howsare, President, 601 N. Orlando Avenue #211, Maitland, FL 32751
Gordon Dumont, Secretary, 601 N. Orlando Avenue #211, Maitland, FL 32751

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
Scott Howsare, 601 N. Orlando Avenue #211, Maitland, FL 32751
Gordon Dumont, 601 N. Orlando Avenue #211, Maitland, FL 32751

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

1-6-09
Signature Date

President
Signer's Capacity

First Choice Technology, Inc.
Name of Corporation

Scott Howsare
Signature

Scott Howsare
Name (typed or printed)

Delaware

The First State

RECEIVED
STATE OF TENNESSEE
2009 JAN 15 PM 1:40
PAGE 1
The Hargett
Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST CHOICE TECHNOLOGY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST CHOICE TECHNOLOGY, INC." WAS INCORPORATED ON THE SIXTH DAY OF FEBRUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3762005 8300

090033239

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7079496

DATE: 01-13-09

Exhibit I

List Corporate Structure or Affiliates

History of Material Litigation and Criminal Convictions

First Choice Technology, Inc. has no parent or affiliate.

The Company nor any of its officers or shareholders have been involved in any material litigation in the last ten years. No officer, director, executive officer or shareholder have had any criminal convictions.

Exhibit J

Company Financials

First Choice Technology, Inc.
Balance Sheets
September 30, 2008 & 2007

	<u>2008</u>	<u>2007</u>
Assets		
Current Assets:		
Cash	\$34,708	\$205,441
Accounts Receivable - Trade	458,284	226,797
Allowance for Doubtful Accounts	(20,012)	(15,390)
Accounts Receivable - Other	0	13,357
Employee Advances	0	1,100
Prepaid Expenses	14,983	11,777
Regulatory Deposits - Escrow	4,289	5,597
Deferred Tax Asset - Current	3,500	0
Total Current Assets	495,752	448,679
Property and Equipment, Net	5,903	8,322
Deferred Tax Asset - Non-Current	16,000	0
Deposits	63,150	63,648
Intangible Assets - Customer Base	282,500	107,500
Total Assets	<u>\$863,305</u>	<u>\$628,149</u>
Liabilities		
Current Liabilities:		
Line-of-Credit	\$182,523	\$229,728
Loan Payable - Shareholder	167,500	81,500
Accounts Payable - Trade	239,722	223,027
Credit Card Payable	2,655	0
Accrued Expenses	23,991	250
Due to NetLojix Telecom, Inc.	36,731	0
Due to Reduced Rate Long Dist.	2,085	2,085
Sales Taxes Payable	136,592	92,315
Total Current Liabilities	791,799	628,905
Customer Deposits	5,500	3,000
Total Liabilities	<u>797,299</u>	<u>631,905</u>
Shareholders' Equity (Deficit)		
Treasury Stock	(27,780)	0
Retained Earnings (Deficit)	93,786	(3,756)
Total Shareholders' Equity (Deficit)	<u>66,006</u>	<u>(3,756)</u>
Total Liabilities and Shareholders' Equity (Deficit)	<u><u>\$863,305</u></u>	<u><u>\$628,149</u></u>

First Choice Technology, Inc.
Statements of Income and Retained Earnings (Deficit)
For the One Month and Nine Months Ended September 30, 2008 & 2007

	Month				Variance Amount	Year-to-Date				Variance Amount
	2008		2007			2008		2007		
	Amount	%	Amount	%		Amount	%	Amount	%	
Revenues										
Fees	\$192,329	85%	\$179,627	95%	\$12,702	\$1,790,539	96%	\$1,837,520	100%	(\$46,981)
Management Fees - NetLojix	30,553	14%	0	0%	30,553	59,621	3%	0	0%	59,621
Commissions - NetLojix	2,694	1%	0	0%	2,694	5,406	0%	0	0%	5,406
Discounts and Allowances	(496)	0%	(3,601)	-2%	3,105	(10,661)	-1%	(18,375)	-1%	7,714
Commissions - Other	1,120	0%	13,357	7%	(12,237)	13,850	1%	21,457	1%	(7,607)
Total Revenues	226,200	100%	189,383	100%	36,817	1,858,755	100%	1,840,602	100%	18,153
Direct Costs										
Network Interconnection	0	0%	0	0%	0	0	0%	1,950	0%	(1,950)
Line Access	120,705	53%	105,573	56%	15,132	1,158,767	62%	1,082,363	59%	76,404
Total Direct Costs	120,705	53%	105,573	56%	15,132	1,158,767	62%	1,084,313	59%	74,454
Gross Profit	105,495	47%	83,810	44%	21,685	699,988	38%	756,289	41%	(56,301)
Expenses										
Advertising and Promotion	0	0%	1,724	1%	(1,724)	299	0%	5,035	0%	(4,736)
Bad Debts	1,314	1%	705	0%	609	8,725	0%	6,890	0%	1,835
Bank Service Charges	1,958	1%	1,417	1%	541	16,131	1%	13,888	1%	2,243
Commissions - Sales Agents	10,220	5%	12,327	7%	(2,107)	104,932	6%	116,675	6%	(11,743)
Computer & Internet Maintenance	810	0%	520	0%	290	3,495	0%	11,568	1%	(8,073)
Consulting	8,334	4%	13,334	7%	(5,000)	75,006	4%	123,076	7%	(48,070)
Contributions	0	0%	0	0%	0	100	0%	0	0%	100
Credit Card Fees	642	0%	513	0%	129	5,677	0%	5,225	0%	452
Depreciation	414	0%	370	0%	44	3,729	0%	5,731	0%	(2,002)
Dues and Subscriptions	0	0%	0	0%	0	50	0%	0	0%	50
Equipment Rental & Small Purchases	961	0%	1,006	1%	(45)	9,010	0%	9,951	1%	(941)
Flowers & Gifts	52	0%	0	0%	52	52	0%	0	0%	52
Insurance	0	0%	0	0%	0	0	0%	500	0%	(500)
Interest	993	0%	1,564	1%	(571)	6,321	0%	15,368	1%	(9,047)
Meals and Entertainment	169	0%	342	0%	(173)	993	0%	1,248	0%	(255)
Miscellaneous	0	0%	0	0%	0	0	0%	0	0%	0
Office Supplies	448	0%	198	0%	250	1,677	0%	1,992	0%	(315)
Payroll Taxes	245	0%	841	0%	(596)	11,091	1%	13,381	1%	(2,290)

First Choice Technology, Inc.
Statements of Income and Retained Earnings (Deficit)
For the One Month and Nine Months Ended September 30, 2008 & 2007

	Month		2007		2008		Year-to-Date		2007		2008		Variance	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Postage & Delivery	1,125	0%	1,001	1%	124		14,262	1%	25,622	1%	(11,360)			
Printing and Reproduction	2,237	1%	12	0%	2,225		8,282	0%	12,524	1%	(4,242)			
Professional Development	0	0%	249	0%	(249)		709	0%	968	0%	(259)			
Professional Fees - Accounting	1,491	1%	1,703	1%	(212)		18,798	1%	20,082	1%	(1,284)			
Professional Fees - Billing	5,457	2%	2,917	2%	2,540		28,701	2%	26,495	1%	2,206			
Professional Fees - Legal	2,352	1%	437	0%	1,915		12,000	1%	13,481	1%	(1,481)			
Professional Fees - Sales Tax	1,800	1%	1,800	1%	0		15,200	1%	13,850	1%	1,350			
Rent	1,225	1%	1,225	1%	0		11,023	1%	11,023	1%	0			
Repairs and Maintenance	365	0%	0	0%	365		365	0%	300	0%	65			
Salaries & Wages	21,317	9%	25,226	13%	(3,909)		197,537	11%	218,297	12%	(20,760)			
Taxes and Licenses	3,194	1%	1,648	1%	1,546		12,039	1%	13,959	1%	(1,920)			
Telephone & Data Communication	1,562	1%	860	0%	702		10,441	1%	7,726	0%	2,715			
Travel	0	0%	1,175	1%	(1,175)		3,070	0%	9,006	0%	(5,936)			
Utilities	192	0%	248	0%	(56)		1,815	0%	1,710	0%	105			
Total Expenses	68,877	30%	73,362	39%	(4,485)		581,530	31%	705,571	38%	(124,041)			
Pre-Tax Income (Loss)	36,618	16%	10,448	6%	26,170		118,458	6%	50,718	3%	67,740			
Income Tax Expense (Benefit)		0%	0	0%	0		0	0%	0	0%	0			
Net Income (Loss)	36,618	16%	10,448	6%	\$26,170		118,458	6%	50,718	3%	\$67,740			
Beginning Retained Earnings (Deficit)	57,168		(14,204)				(24,672)		(54,474)					
Ending Retained Earnings (Deficit)	<u>\$93,786</u>		<u>(\$3,756)</u>				<u>\$93,786</u>		<u>(\$3,756)</u>					

First Choice Technology, Inc.
Statements of Cash Flows
For the Nine Months Ended September 30, 2008 & 2007

	<u>2008</u>	<u>2007</u>
Cash Flows From Operating Activities:		
Net Income	\$118,458	\$50,718
Bad Debts	8,725	6,890
Depreciation	3,729	5,731
Telephone & Data Communication (FCT Long Distance & Toll Charges)	1,609	0
Adjustments to Reconcile Change in Net Income to Net Cash Used by Operating Activities:		
Net Decrease (Increase) in Accounts Receivable - Trade	(249,390)	(641)
Net Decrease (Increase) in Accounts Receivable - Other	0	(13,357)
Net Decrease (Increase) in Employee Advances	0	(1,100)
Net Decrease (Increase) in Prepaid Expenses	(4,201)	(3,632)
Net Decrease (Increase) in Regulatory Deposits - Escrow	21,086	13,152
Net Increase (Decrease) in Accounts Payable - Trade	65,324	39,074
Net Increase (Decrease) in Due to NetLojix Telecom, Inc.	36,731	0
Net Increase (Decrease) in Accrued Expenses	19,991	250
Net Increase (Decrease) in Credit Card Payable	2,655	0
Net Increase (Decrease) in Deferred Revenue	0	(5,282)
Net Increase (Decrease) in Sales Tax Payable	37,790	45,899
Net Cash Provided by Operating Activities	<u>62,507</u>	<u>137,702</u>
Cash Flows From Investing Activities:		
Acquisitions of Property and Equipment	(2,425)	(2,821)
Acquisitions of Customer Base	(150,000)	0
Net Cash Used by Investing Activities	<u>(152,425)</u>	<u>(2,821)</u>
Cash Flows From Financing Activities:		
Repayments under Line of Credit	(38,205)	(27,000)
Proceeds under Loan from Shareholder	150,000	0
Repayments under Loan from Shareholder	(80,000)	(85,000)
Dividend Payments	0	(3,300)
Net Cash Provided (Used) by Financing Activities	<u>31,795</u>	<u>(115,300)</u>
Net (Decrease) Increase in Cash - Bank	(58,123)	19,581
Cash - Beginning of Period	92,831	185,860
Cash - End of Period	<u>\$34,708</u>	<u>\$205,441</u>

Exhibit K

Small and Minority-Owned Telecommunications Business Plan

SMALL AND MINORITY-OWNED BUSINESS PARTICIPATION PLAN

Pursuant to T.C.A. §65-5-212, as amended, First Choice Technology, Inc. ("First Choice") submits this small and minority-owned Telecommunications business participation plan (the "Plan") in relation to its Certificate of Public Convenience and Necessity to provide competing local and interexchange services in Tennessee.

1. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. First Choice agrees to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. First Choice will allow small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services when such opportunities arise. In furtherance of this end, First Choice will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to First Choice of such opportunities. First Choice will contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors.

II. DEFINITIONS

As defined in §65-5-212.

Minority-Owned Business. Minority-owned business shall mean a business which is solely owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000.00).

Small Business. Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

First Choice' Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for First Choice' efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Scott Howsare
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751

The Administrator's responsibilities will include:

- (1) Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority.

- (2) Establishing and developing any policies and procedures which may be necessary for the successful implementation of the Plan.
- (3) Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates.
- (4) Serving as the primary liaison to and cooperating with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses as defined in §65-5-212 when necessary.
- (5) Encouraging small and minority-owned businesses to participate in and bid on contracts and subcontracts.
- (6) Providing records and reports and cooperating in any authorized surveys as required by the Tennessee Regulatory Authority.
- (7) Establishing a record-keeping system to track qualified small and minority-owned businesses and use of such businesses.
- (8) Providing information to persons within First Choice and encouraging them to use small and minority-owned businesses when feasible.

In performance of these duties, the Administrator may utilize a number of resources, including:

Chambers of Commerce
The Tennessee Department of Economic and Community Development
The United States Department of Commerce
 Small Business Administration
 Office of Minority Business
The National Minority Supplier Development Counsel
The National Association of Women Business Owners
The National Association of Minority Contractors
Historically Black Colleges, Universities, and Minority Institutions

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above.

IV. RECORDS AND COMPLIANCE REPORTS

First Choice will maintain records of qualified small and minority-owned businesses and will make efforts to use the goods and services of such businesses where appropriate and feasible.

First Choice will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, First Choice will cooperate fully with any surveys and studies required by the Tennessee Regulatory Authority.

First Choice Technology, Inc.

By: Scott Howsare
Scott Howsare, President

Dated: 2-19-09, 2009

Exhibit L

Intralata Toll Dialing Parity Plan

**FIRST CHOICE TECHNOLOGY, INC.
INTRALATA TOLL DIALING PARITY PLAN
FOR TRADITIONAL TELECOMMUNICATIONS SERVICES**

INTRODUCTION

First Choice Technology, Inc. ("First Choice") will initiate the process that will give end-user customers the opportunity to designate a carrier for their intraLATA toll call traffic in those market areas where the Company is a local exchange service provider. IntraLATA toll calls will automatically be directed to the designated carrier without the customer having to dial an access code. The proposed implementation date for this Plan is June 1, 2009.

IntraLATA Toll Dialing Parity will be provided in all Tennessee exchanges in which the company provides traditional local exchange services.

POLICIES

First Choice will deploy two-PIC (Primary Interexchange Carrier) technology in its switches (or switch partitions). This technology will enable the customer to presubscribe to the same or a different carrier for their intraLATA and/or interLATA service.

First Choice will offer customers the ability to access all participating carriers by dialing the appropriate access code (10XXX/101XXXX).

All eligible end user telephone line numbers will be presubscribed and must have a PIC associated with them.

CARRIER INFORMATION

Interexchange carriers will have the option of offering intraLATA service only or intraLATA and interLATA service.

Interexchange carriers will have the option of participating in all market areas or in a specific market area.

Interexchange carriers will be required to return a completed Non-Disclosure Agreement and Participation Agreement(s).

The Company will not participate in billing disputes for intraLATA service between alternative competing interexchange carriers and their customers.

First Choice representatives will not initiate or accept three-way calls from alternative interexchange carriers to discuss presubscription.

Carriers wishing to participate will be requested to submit Access Service Requests/Translation Questionnaires to the Access Tandem owner and to the Company.

CALL ELIGIBILITY/TOLL DIALING PLAN

A local service customer of First Choice will have calls routed according to the following plan:

If an First Choice Customer Dials:	The Call is Handled By/Routed To:
911	PSAP on originating line number
411/555-1212	Directory Assistance Operator
0-	Operator
0+ intraexchange number	IntraLATA Toll Provider
1 + 7 or 10 digits	IntraLATA Toll Provider
0 + 7 or 10 digits interexchange number	InterLATA Toll Provider
10XXX or 101XXXX + 0	XXX/XXXX Carrier
10XXX or 101XXXX + 0 +7 or 10 digits	XXX/XXXX Carrier
10XXX or 101XXXX + 7 or 10 digits	XXX/XXXX Carrier

If an First Choice customer originates a call to a carrier Operator by dialing 00-, the call will be routed to the PIC on that customer's line. If the customer originates a call to a carrier Operator by dialing an access code (e.g., 10XXX/101XXXX+0-), the call will be routed to the XXX/XXXX carrier. In both cases, the carrier's switch is responsible for routing the call to the carrier's Operator or to an announcement.

NETWORK INFORMATION

All originating intraLATA traffic will initially be routed via the incumbent Local Exchange Carrier (LEC) Access Tandem(s). Following conversion, direct trunks between the First Choice switch and (or partition) and the interexchange carrier location(s) may be provisioned where traffic volumes warrant.

Interexchange carriers must have Feature Group D trunks in place (or ordered) between their point of presence and the incumbent LEC Access Tandem(s).

First Choice will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the end user customer and/or in compliance with regulatory requirements. Requests from carrier to block traffic or to remove customer from their network will not be honored. Calls that cannot be completed to a carrier will be routed to an announcement.

CUSTOMER CONTACT INFORMATION

First Choice customer contact representatives will process customer initiated PIC selections to the Company or to an alternative intraLATA carrier. Carriers will have the option of allowing the First Choice representative to process PIC requests on their behalf.

First Choice will not ballot or allocate their customer base. At the time of conversion, all customers will be "PIC'd" to First Choice or its designee unless another carrier is chosen by the particular customer.

First Choice customer contact representatives will not comment on a customer's choice of its intraLATA PIC when the customer contacts First Choice to change the PIC. First Choice customer contact representatives will respond to customer inquiries about intraLATA carriers in a competitively neutral fashion. If a customer requests information relating to carriers other than First Choice, a list of participating carriers will be read to that customer in random order by First Choice representatives.

If the intraLATA toll carrier selected by the customer permits First Choice to process orders on its behalf, First Choice will accept the PIC change request. If the customer selects an intraLATA toll carrier that does not allow First Choice to process PIC changes on its behalf, First Choice will provide the customer with the carrier's toll-free number (if provided by the carrier).

First Choice representatives will not discuss alternative carrier rates or services and will not provide customers with Carrier Identification Codes or access code dialing instructions.

PRESUBSCRIPTION INFORMATION

A \$5.00 change charge will be incurred and billed to an First Choice customer for each eligible line where a PIC change is made. First Choice will offer its customers a 12-month grace period following Plan implementation during which the customers may change intraLATA carriers without a PIC change charge. Customers can make one PIC change during these 12 months at no charge. After the 12-month period, First Choice will assess the \$5.00 PIC change charge. First Choice offers interexchange carriers the option of having the PIC charge billed to the carrier or to the customer.

New line customers, including customers adding lines, will have the opportunity to select a participating carrier, or they will be assigned a NO PIC designation. If a customer cannot decide upon an intraLATA carrier at the time of order, First Choice will offer the customer a 12-month grace period following placement of the customer's service order for the customer to select an intraLATA carrier without charge. Such a customer will be assigned a NO PIC designation in the interim. After this 12-month period, First Choice will assess the \$5.00 PIC change charge as described above. Customers assigned a NO PIC designation as set forth in this paragraph will be required to dial an access code to reach an intraLATA carrier's network.

If a customer denies requesting a change in intraLATA toll providers as submitted by an intraLATA carrier, and the intraLATA carrier is unable to produce a Letter of Agency signed by the customer, the intraLATA carrier will be assessed a \$30.00 charge for the unauthorized PIC change and the PIC will be changed as per the customer's request, in addition to any other penalties authorized by law.

Alternative interexchange carriers may submit PIC changes to First Choice via a fax/paper interface.

First Choice will process intraLATA PIC selections in the same manner and under the same intervals of time as interLATA PIC changes.

Carriers will be required to submit PIC changes using the Customer Account Record Exchange (CARE) format via paper medium. First Choice will provide carriers with PIC order confirmation and reject information using the CARE format. Specific details regarding CARE will be provided to participating carriers.

For customer who change their local service provider from the incumbent LEC to First Choice and retain their incumbent LEC telephone number(s), First Choice, as part of the CARE PIC process, will provide the selected intraLATA carrier with both the retained (incumbent LEC) telephone number and the First Choice telephone number.

The Company will comply with all Rules of the FCC and the Tennessee Regulatory Authority.

Dated: February 19, 2009

Exhibit M

TENNESSEE SPECIFIC OPERATIONAL ISSUES

1. How does the Company intend to comply with TCA §65-21-114? In its description, please explain technically how the company will not bill for countywide calls within Tennessee.

The Company will not bill for local exchange calls placed between two points within the same county within Tennessee.

2. Is the Company aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures to enter your telephone numbers on the database?

Yes, the Company is aware of the Tennessee County Wide Calling database for local exchange telecommunications maintained by BellSouth, will follow proper procedure for entering telephone numbers on the database.

3. Is the Company aware of the local calling areas provided by the Incumbent Local Exchange Carriers in its proposed service areas?

Yes, the Company is aware of the local calling areas provided by the ILECs in the proposed service areas.

4. Explain the procedure that will be implemented to assure that customers will not be billed for charges for calls within the metro calling areas.

The Company has billing software which can identify and distinguish local from long distance calls.

5. Please provide the name and telephone number of an employee of the Company that will be responsible to work with the TRA on resolving customer complaints.

Scott Howsare, President
First Choice Technology, Inc.
601 N. Orlando Avenue, Suite 211
Maitland, FL 32751
(407) 629-0950

6. Does the Company intend to telemarket its service in Tennessee? If yes, is the Company aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and Chapter 1220-4-11?

The Applicant does not intend to telemarket in Tennessee.

Exhibit N

Surety Bond



IRREVOCABLE LETTER OF CREDIT

Tennessee Regulatory Authority
Authority 460 James
Robertson Parkway
Nashville, Tennessee 37243-0505

REFERENCE: Name of Company authorized by TRA: First Choice Technology, Inc.
Company ID # as assigned by the TRA: 20-1122591
Irrevocable Letter of Credit Number: 122308-001
Effective Date: DECEMBER 23, 2008
Expiration Date: DECEMBER 23, 2009

Sir/Madam:

You have requested of **Guaranty Savings Bank** (the "Lender") that we establish an irrevocable letter of credit which will remain available on behalf of **First Choice Technology, Inc.** (the "Company") who has applied to the Tennessee Regulatory Authority (the "TRA") for authority to provide telecommunications services in the state of Tennessee. The purpose of this letter of credit is to secure payment of any monetary sanction imposed against the Company, its representatives, successors or assigns, in any enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA.

We hereby establish and issue, in favor of the TRA, an irrevocable letter of credit in the amount of twenty thousand dollars (\$20,000.00) lawful money of the United States of America. The TRA may draw upon this letter of credit, at any time and from time to time, by delivering a Letter of Credit Notice, substantially in the form set forth below (a "Notice"), which Notice shall specify the amount (the "Draw Amount") to be drawn and the bank account (the "Bank Account") to which the Draw Amount should be delivered and shall be signed by an official designated and duly authorized by the TRA, to Lender at the address listed below, or to such other address as the Lender shall notify the TRA in writing by certified mail. Promptly after the delivery of each Notice, the Lender hereby covenants and agrees to deliver, by wire transfer of immediately available funds, the Draw Amount to the Bank Account.

This letter of credit shall be deemed automatically renewed without amendment for successive one-year periods and may be canceled by the Lender by giving thirty (30) days advanced written notice by certified mail of such cancellation to the TRA and the Company, it being understood that the Lender shall not be relieved of liability that may have accrued under this letter of credit prior to the date of cancellation.

The Lender hereby represents and warrants that it is qualified and authorized to issue this letter of credit and is a bank designated by the Treasurer of the State of Tennessee as an authorized depository bank for the deposit of state funds. Except as otherwise expressly stated, this letter of credit is subject to the Uniform Customs and Practice for Documentary Credit (1993 Revision) International Chamber of Commerce Publication No. 500, or any revisions thereto.

Yours Very Truly,

GUARANTY SAVINGS BANK

Name: Mike Fahrenholt
Title: Vice President

Address of Lender:
3798 Veterans Blvd.
Metairie, LA 70002

1800 Manhattan Boulevard, Harvey, Louisiana 70058
(504) 361-3391, Fax (504) 361-7480
www.guarantysb.com

APPROVAL AND ENDORSEMENT

This is to certify that I have examined the foregoing letter of credit and found the same to be sufficient and in conformity to law and that the same has been filed with the Tennessee Regulatory Authority, State of Tennessee, this 23rd day of December, 2008.

Name

Title:

FORM OF LETTER OF CREDIT NOTICE

GUARANTY SAVINGS BANK
3798 Veterans Blvd.
Metairie, LA 70002

Re: Irrevocable Letter of Credit No.: 122308-001

Dear Sir or Madam:

you are hereby notified, and the undersigned hereby certifies, that the undersigned is an official designated and duly authorized by the TRA to deliver this notice and that a monetary sanction in the amount of **\$20,000.00** has been imposed against **First Choice Technology, Inc.**, its representatives, successors or assigns, in an enforcement proceeding brought under Title 65 of Tennessee Code Annotated or the Consumer Telemarketing Act of 1990, by or on behalf of the TRA.

Pursuant to that certain Irrevocable Letter of Credit referenced above, we hereby request that you deliver payment of the Draw Amount to the bank account listed below by wire transfer of immediately available funds:

Name of Bank Account: _____
Account Number: _____
ABA Routing Number: _____
Reference: _____
Name of Contact: _____
Telephone Number: _____
Facsimile Number: _____

Please confirm receipt of this Notice and the Federal Reserve wire confirmation number of the delivery of the Draw Amount by sending a facsimile to the person at the number listed above.

Sincerely,

TENNESSEE REGULATORY AUTHORITY

Name:

Title: