TARIFF KENTUCKY NO. 1
Original Title Page

MOTION TELECOM, INC.
LONG DISTANCE AND PREPAID CALLING CARD SERVICE

This tariff applies to Motion Telecom, Inc. (the "Company") Long Distance services and Prepaid Calling Card services (the "Services") furnished for intrastate telecommunications in accordance with the Kentucky Public Utilities Commission and the laws of the State of Kentucky. Service is provided between points within the State of Kentucky.

Issued: July 2, 2003

Effective

Issued by:
Victor Mitchell, CEO
Motion Telecom, Inc.
7101 South Fulton Street #200
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BY
EXECUTIVE DIRECTOR

MOTION TELECOM, INC.

CHECK SHEET

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CONCURRING CARRIERS

No Concurring Carriers

CONNECTING CARRIERS

No Connecting Carriers

OTHER PARTICIPATING CARRIERS

EXPLANATION OF SYMBOLS

C	-	to signify a changed regulation
D	-	to signify a discontinued rate or regulation
I	-	to signify a rate increase
M	-	to signify a matter moved or relocated without change
N	-	to signify a new rate or regulation
R	-	to signify a reduction
S	-	to signify a reissued matter
T	-	to signify a change in text but no change in rate or regulation
Z	-	to signify a correction

MOTION TELECOM, INC.

EXPLANTION OF ABBREVIATIONS

Company	-	Motion Telecom, Inc.
STD.	-	Standard
DIS.	-	Discount
ECO.	-	Economy

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MOTION TELECOM, INC.

1. APPLICATION OF TARIFF

This tariff contains the regulations and rates applicable to the provision of Long Distance Telecommunications service and Prepaid Calling Card service (the "Services") by Motion Telecom, Inc. (hereinafter referred to as the Company), in the State of Kentucky. Services are furnished subject to transmission, atmospheric and like conditions.

2. REGULATIONS

2.1 Undertaking of the Company

2.1.1 Scope

The Company undertakes to provide the Services in accordance with the terms and conditions set forth in this tariff.

2.1.2 Shortage of Facilities

All Services are subject to availability of suitable facilities. The Company reserves the right to limit the length of communications or to discontinue Services when necessary because of the lack of local facilities or other transmission medium capacity or because of any causes beyond its control.

2.1.3 Limitations of Liability of the Company

Except as stated in Section 2.1.3, the Company shall have no liability for damages of any kind arising out of or related to events, acts, rights or privileges contemplated in this tariff.

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2. REGULATIONS (Cont'd)

2.1 Undertaking the Company (Cont'd)

2.13 Limitations of Liability of the Company (Cont'd)

(A) The Company shall not be liable for any failure of performance hereunder for any claim or loss, expense of damages (including indirect, special or consequential damages) for any interruption, delay, error, mistake, omission, or other defect or misrepresentation in any service, facility (including services and facilities involved in emergency calling activity) or transmission provided under this tariff, if caused by any person or entity other than the Company by any malfunction of any service or facility provided by any other carrier, by an act of God, fire, war, explosion, vandalism, cable cut, storm, riot, civil disturbance, or act of government, or by any other similar occurrence or cause beyond the Company's direct control.

(B) The Company shall not be liable for, and shall be fully indemnified and held harmless by customer against:

(1) Any claim or loss, expense, or damage (including indirect, special or consequential damage) for defamation, libel, slander, invasion, infringement or copyright or patent, unauthorized use of any trademark, tradename or service mark, unfair competition, interference with or misappropriation or violation of any contract, proprietary or creative right, or any other injury to any person, property or entity arising out of the material, data, information, or other content revealed to, transmitted by, or used by the Company under this tariff.

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2. REGULATIONS (Cont'd)

2.1 Undertaking the Company (Cont'd)

2.13 Limitations of Liability of the Company (Cont'd)

(2) Any claim or loss, expense, or damage (including indirect, special or consequential damage) for any act or omission of the Customer or for any claim or loss, expense or damage due to the failure of Customer-provided equipment, facilities, or Services.

(3) The Customer shall be liable for damages to the facilities of the Company caused by negligence or willful acts of officers, employees, agents or contractors of the Customer.

(C) The Company shall not be liable for any defacement of or damages to the premises of a customer, resulting from the furnishing of service, which is not the result of the Company's negligence.

(D) The Company is not liable for any act or omission of any other company or companies furnishing a portion of the Services.

(E) All or a portion of the Services may be provided over facilities of third parties, and the Company shall not be liable to Customer or any other person, firm or entity in any respect whatsoever arising out of defects caused by such third parties.

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2. REGULATIONS (Cont'd)

2.1 Undertaking the Company (Cont'd)

2.13 Limitations of Liability of the Company (Cont'd)

(F) IN NO EVENT SHALL THE COMPANY BE LIABLE FOR ANY DIRECT, INDIRECT, CONSEQUENTIAL SPECIAL, ACTUAL, OR PUNITITIVE DAMAGES, OR FOR ANY DEFECTS IN SERVICES OR EQUIPMENT PROVIDED OR ANY OTHER CAUSE. THE WARRANTY AND REMEDIES SET FORTH IN THIS TARIFF ARE EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OR REMEDIES, WHETHER EXPRESS, IMPLIED OR STATUTORY, INCLUDING WITHOUT LIMITATION IMPLIED WARRANTIES OF MERCHANT ABILITY AND FITNESS FOR A PARTICULAR PURPOSE.

(G) Prepaid Calling Card Services

The Company makes no express or implied representations or warranties about its services and disclaims any implied warranties. The liability of the Company is limited to the face value of each card and will not include any indirect, special, incidental, consequential, exemplary, or punitive losses or damages. The Company nor any of its authorized agents or contractors shall be liable or responsible for theft, loss or unauthorized use of any prepaid cards or card numbers. The Company will not refund or issue credit for unused units (minutes) on any prepaid card.

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2. REGULATIONS (Cont'd)

2.1 Undertaking the Company (Cont'd)

2.1.4 Claims

The Company shall be indemnified and hold harmless by the Customer from and against all loss, liability, damage and expense, including reasonable counsel fees, due to claims for libel, slander, or infringement of copyright in connection with the material transmitted over the Company's facilities; and any claim resulting from any act or omission of the Customer or patron(s) of the Customer relating to the use of the Company's facilities.

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2. REGULATIONS (Cont'd)

2.1 Undertaking the Company (Cont'd)

2.1.5 Provision of Equipment and Facilities

The Company shall not be responsible for the installation, operation or maintenance of any Customer-provided communications equipment. Where such equipment is connected to the Services furnished pursuant to this tariff, the responsibility of the Company shall be limited to the furnishing of Services under this tariff and to the maintenance and operation of such Services in the proper manner. Subject to this responsibility, the Company shall not be responsible for:

(1) the through transmission of signals generated by Customer-provided equipment or for the quality of, or defects in, such transmission; or

(2) the reception of signals by Customer-provided equipment; or

(3) network control signaling where such signaling is performed by Customer-provided network control signaling equipment.

2.2 Prohibited Uses

The Services shall not be used for any unlawful purposes.

MOTION TELECOM, INC.

2. REGULATIONS (Cont'd)

2.3 Obligations of the Customer

2.3.2 Customer Premises Provisions

(A) The Customer shall provide the personnel, power and space required to operate all facilities and associated equipment installed on the premises of the Customer.

(B) The Customer shall be responsible for providing Company personnel access to premises of the Customer at any reasonable hour for the purpose of testing the facilities or equipment of the Company.

2.3.2 Liability of the Customer

The Customer will be liable for damages to facilities of the Company caused by negligence or willful acts of its officers, employees, agents or contractors of the Customer.

The Customer shall indemnify, defend and hold harmless the Company (including the costs of reasonable attorney's fees) against:

Claims for libel, slander infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out of the material, data, information, or other content transmitted over the Company's facilities or equipment; and

Claims for patent infringement arising from combining or connecting the Company's facilities or equipment with facilities, equipment, apparatus or systems of the Company; and

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2. REGULATIONS (Cont'd)

2.3.2 Liability of the Customer(Cont'd)

All other claims (including, without limitations, claims for damage to any business or property, or injury to, or death of, any person) arising our of any act or omission of the Customer, or the Customer's agents, Customers, in connection with any service or facilities or equipment provided by the Company.

The Customer will be liable for damages to the facilities of the Company and for all incidental and consequential damages caused by the negligent or intentional acts or omissions of the Customer, its officers, employees, agents, invitees, or contractors where such acts or omissions are not the direct result of the Company's negligence or intentional misconduct.

2.3.2 Credit Requirements and Deposit Information for Long Distance Services

Any Customer determined to be "high risk" for poor credit history requires a minimum deposit, which varies.

If the Company has disconnected a Customer's Services, the Company may request that Customer to pay in advance for any of the Services based on a good faith estimate of traffic volumes. At the Company's discretion, a deposit of three (3) month's average estimated call volume may be required and may be reimbursed upon establishing prompt payment history.

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3. REGULATIONS (Cont'd)

2.3 Obligations of the Customer (Cont'd)

2.3.3 Credit Requirements and Deposit Information for Long Distance Service (Cont'd)

The Company handles complaints regarding transmission or network problems immediately via "trouble tickets" issued to the underlying Local Exchange Carriers and InterExchange Carriers. The Company follows up with Customers to insure the problems have been corrected. Problems stemming from charges or credits owed are also handled during regular business hours. All Customers may reach The Company through our toll free line 1-800-864-4306. Should Customers feel they have been overcharged or misrepresented and have documented proof of rates offered, the Company will credit all overcharges. The Company will make reasonable efforts to honor all rates. If it is determined the rates offered are unreasonable and / or unprofitable, The Company may pay the charges to convert the Customer to their previous carrier.

The Company practices "standard" rate programs for all customers. In the event the Company was to provide a "non-standard" rate program, the Company would file an additional tariff in the appropriate state in which the Customer does business or resides and any other applicable states.

2.4 Use of Service

Long Distance Telecommunications Service may be used to transmit communication of the Customer in a manner consistent with the terms of this tariff and the policies and regulations of the Federal Communications Commission and state public utilities commissions, as applicable.

MOTION TELECOM, INC.

2. REGULATIONS (Cont'd)

2.4 Use of Service (Cont'd)

Use of Long Distance Telecommunications Service is considered an order for such Services.

The Customer shall be solely responsible, at its own expense, for Customer-provided equipment and services. The Customer shall be solely responsible for the overall design of its services and for any redesigning or rearrangement of its equipment or services that may be required because of changes in Company Services, operations or procedure, or changes in the minimum protection criteria or operating or maintenance characteristics of the Customer's equipment or services. The Company will provide reasonable notification to the Customer of any Company-initiated change that may require a change in Customer-provided equipment and services.

The Customer, authorized user, or joint user is responsible for ensuring that Customer-provided equipment connected to network equipment and facilities is compatible with such equipment and facilities. The magnitude and character of the voltage and currents impressed on Customer-provided equipment and wiring by the connection, operation or maintenance of such equipment and wiring shall be such as not to cause damage to the Company-provided equipment and wiring or the Customer-provided equipment and wiring, or injury to the Company employees or to other persons. Any additional protective equipment required to prevent such damage or injury shall be provided by the Company at the Customer's expense. The Customer shall provide the personnel, power and space required to operate all facilities and associated equipment installed on the premises of the Customer.

The Customer shall be responsible for providing Company personnel access to premises of the Customer at any reasonable hour for the purpose of testing the facilities or equipment of the Company.

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2. REGULATIONS (Cont'd)

2.4 Use of Service (Cont'd)

The signing of a service order by the Customer and acceptance by the Company initiates the respective obligations of the parties as set forth in this tariff. Should a customer use the Company's Services without a service order, the Company may require that the Customer execute a written service order within a reasonable time from the inception of service. Customers using the Company's Services without an executed service order agree to comply with the general regulations and other provisions contained in this tariff.

2.5 Customer Equipment and Channels for Long Distance Services

2.5.1 Interconnection of Facilities

(A) Interconnection between Customer-provided and Company-provided service must be made by the Customer by leased channel or dial-up service. Where interconnection between Customer-provided and Company-provided service is not made by lease of Company facilities, interconnection must be made by the Customer at the Company's operating offices. Leased channels from the Company for Long Distance Telecommunications Services are not covered by this tariff.

(B) In order to protect the Company's facilities and personnel and the Services furnished to other customers by the Company from potentially harmful effects, the signals applied to the Company's Services shall be such as not to cause damage to the facilities of the Company. Any special interface equipment necessary to achieve the compatibility between facilities of the Company and the channels or facilities of others shall be provided at the Customer's expense.

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2. REGULATIONS (Cont'd)

2.5 Customer Equipment and Channels for Long Distance Services (Cont'd)

2.5.2 Inspections

(A) The Company may, upon notification of the Customer, at a reasonable time, make such tests and inspections as may be necessary to determine that the requirements regarding the equipment and interconnections are being compiled with in the installation, operation and maintenance of Customer-provided equipment and in the wiring of the connection of Customer channels to Company-owned facilities.

(B) If the protective requirements in connection with Customer-provided equipment are not being complied with, the Company may take such action as necessary to protect its facilities and personnel and will notify the Customer by registered mail in writing of the need for protective action. In the event that the Customer fails to advise the Company within ten (10) days after such notice is received, or within the time specified in the notice, that corrective action has been taken, the Company may take whatever additional action is deemed necessary, including the suspension of Services, to protect its facilities and personnel from harm. The Company will, upon request 24 hours in advance, provide Customer with a statement of parameters that the Customer's equipment must meet.

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2. REGULATIONS (Cont'd)

2.6 Payment Arrangements

2.6.1 Payment for Services

The Customer is responsible for payment of all charges for facilities and Services furnished by the Company. Federal, state and local sales, use and excise taxes, where applicable, shall be added to the charges contained herein. It shall be the responsibility of the Customer to pay these taxes and to accept the liability of any such unpaid taxes that may subsequently become applicable retroactively.

Long Distance Services

(A) Most Customers are billed monthly on a net 15 or net 30-day cycle. If the Customer's net bill is not paid (payment received by the Company) within thirty (30) days after the invoice date listed on the bill, it shall become a delinquent bill and interest at the highest rate allowed by law per month shall accrue upon any unpaid amount. In some cases, including Dedicated Long Distance Services, Customers may be required to pay for these Services in advance. If the Company initiates legal proceedings to collect any amount due hereunder, and the Company substantially prevails in such proceedings, then the defendant Customer shall pay the reasonable attorneys' fees and costs of the Company in prosecuting such proceedings and appeal therefrom.

(B) Online billing is available for all rate plans. There is no monthly service fee assessed to customer accounts utilizing online billing.

(C) The Customer will be assessed a charge of twenty-five dollars ($25.00) for each check submitted by the Customer to the Company which a financial institution refuses to honor for insufficient funds or non-existent account.

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3. REGULATIONS (Cont'd)

2.6 Payment Arrangements (Cont'd)

2.6.1 Long Distance Services (Cont'd)

(D) Customers are responsible for any previously unbilled charges for Services furnished prior to three months immediately preceding the date of the bill, except for collect calls, credit card calls, third party calls and "Error File" calls (those which cannot be billed due to the unavailability of complete billing information to the Company) which shall have a six-month back billing period. In case of fraud, a back billing period of no more than three years will apply.

(E) Customers may be required to sign agreements for a minimum twelve-month term agreement for certain Long Distance rate plans. Penalties and cancellation fees will be assessed if Services are terminated prior to the term expiration dates agreed upon.

2.6.2 Discontinuance of Service for Cause

Upon non-payment of any sum owing to the Company for more than 30 days beyond the date or rendition of the bill for service or upon violation of any of the terms or conditions governing the furnishing of service under this tariff, the Company may, after 24 hours advance notice in writing to the Customer, without incurring any liability, discontinue the furnishing of Services under this tariff.

These restrictions on Long Distance Telecommunications Services may include, but are not limited to, the following: The Company may withhold the use of a specific 800 number or deny its transfer to another carrier for nonpayment of charges due as specified in 2.6.1 "Payment for Services" preceding. Such action may be taken without written notice being sent to the Customer. Upon payment of charges in full by the Customer, this restriction on the use of a specific 800 number will be removed.

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2. REGULATIONS (Cont'd)

2.6 Payment Arrangements (Cont'd)

2.6.3 Prepaid Calling Card Services

A Prepaid Calling Card Service account is decreased only for a completed call. Station busy signals and unanswered calls shall not be considered completed calls and shall not be charged against the account.

A surcharge will not be levied more than once on a given call.

Domestic rates and surcharges will be disclosed at the time of purchase.

Upon verbal or written request, the Company will provide the following call detail data information at no charge:

a) Dialing and signaling information that identifies the inbound access telephone number called;
b) The number of originating telephone;
c) The date and time the call originated;
d) The date and time the call terminated;
e) The called telephone number;
f) The PIN and/or account number associated with the call.

The Company will maintain call detail data records for at least two years.

2.7 Definitions

Access Line: A transmission path that connects a Customer premise to a Local Exchange Carrier's Central Office.

Call: A completed connection established between a calling station and one or more called stations.

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2. REGULATIONS (Cont'd)

2.7 Definitions (Cont'd)

Called Station: The station (i.e. telephone number) called, or the terminating point of call.

Calling Card: Service provided to customer will access to intrastate, interstate and international calling by dialing a Toll Free number and entering a customer specific access code.

Company: The term "Company" denotes Motion Telecom, Inc.

Customer: The person or legal entity which orders long distance service (either directly or through an agent) or is responsible for payment of tariff charges for services furnished to that Customer.

Customer Dialed Calling Card Station: A Calling Card call, which does not require intervention by an attended operator position to complete.

Customer Dialed/Automated: Calls wherein the end user dials "0" plus the called number and chooses to bill the call to a calling card or the called number (collect call) and wherein call placement and recordation of billing information if performed without the assistance of a live operator.

Operator Assisted: Calls wherein the end user dials "0" plus the called number and, with the assistance of an operator, chooses to bill the call to a third party number to provide billing and collection services on behalf of its customers, including the Company.

Operator Station: Services, other than Customer Dialed Calling Station service and person-to person service, which require the assistance of an operator to complete the call.

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2. REGULATIONS (Cont'd)

2.7 Definitions (Cont'd)

Online Billing: Billing and account management with secure and private access through the Internet. Payment by credit card and electronic funds transfer is available.

Person-to-Person: Service for which the person originating the call specifies to the operator a particular person, mobile station, department, extension, or office to be reached.

Premises: A building on continuous property not separated by a public thoroughfare.

Prepaid Calling Card: A card or any other device purchased to establish a Prepaid Calling Services account.

Prepaid Calling Services: Any telecommunications transaction in which a) a customer pays in advance for telecommunications services; b) the customer's prepaid calling services account is depleted at a predetermined rate as the customer uses the service; and c) the customer must use a PIN and an access telephone number to use the telecommunications services.

United States: The term "United States" designates the forty-eight (48) contiguous states and the District of Columbia, Hawaii, Alaska, Puerto Rico, the U.S. Virgin Islands and Guam, as well as the off-shore areas outside the boundaries of the coastal states of the forty-eight contiguous states to the extent that such areas appertain to and are subject to the jurisdiction and control of the United States.

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3. SERVICE OFFERINGS

3.1 Intrastate Long Distance Telecommunications Service

3.1.1(a) Description of Services

Intrastate Long Distance Telecommunications Service consists of the furnishing of switched and dedicated telephone service between points within the State of Kentucky. Interstate Long Distance Telecommunications Service consists of the furnishing of switched and dedicated telephone service between points within the United States Mainland; and between the Mainland and Alaska and Hawaii, Puerto Rico, U.S. Virgin Islands and Guam. Such services are available twenty-four (24) hours a day, seven (7) days a week.

The Company maintains its headquarters in Englewood, Colorado.

3.1.1(b) Explanation of Rates For Intrastate Long Distance Telecommunications Service

The rates for the Company's Intrastate Long Distance Telecommunications Service will depend on the length of the call. Rates are "flat" rated and apply to all contiguous Kentucky and contiguous U.S. calls regardless of distance. Non-mainland U.S. calls are charged by destination and are also "flat " rated. The following Rate Schedule in Section 4 represents the maximum applied rate for all Services.

Rates do not change based on the time-of-day or the day-of-week that calls are made.

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3 SERVICE OFFERINGS (Cont'd)

3.1 Intrastate Long Distance Telecommunications Service (Cont'd)

3.1.1(c) Operator Service

The appropriate per minute rate as described in Section 4 will apply plus a call placement charge added to the first minute of each call as shown in Section 4. An operator- dialed surcharge will be applied, if necessary.

3.1.1(d) Class of Service

The Company provides the following classes of Services:
Direct Dial
Toll Free Service

The Business Cents Plan and the Penny Plan have one year terms with a ninety (90) day advance notice prior to end of term. If no notice is given, the plans automatically renew for an additional one year term. Early termination penalties will be based on the monthly minimum charges multiplied by the number of remaining months on the contract.

Dedicated Service. Dedicated Service is a heavily discounted service for large-volume users of long distance and is used by business Customers only. Rates are described in Section 4.

MOTION TELECOM, INC.

3 SERVICE OFFERINGS (Cont'd)

3.1 Intrastate Long Distance Telecommunications Service (Cont'd)

3.1.1(d) Class of Service (Cont'd)

Calling Card. Calling Card Service is provided to Customer for access to intrastate, interstate and international calling by dialing a Toll Free number and entering a Customer specific access code. Rates are described in Section 4.

Toll Free Miscellaneous Services

Toll Free Vanity Numbers -All Toll Free numbers generated as a result of a customer request for specific numbers.

Toll Free Directory Assistance Listings – Listing a Toll Free number in the National Toll Free Directory.

Account Codes - Codes that users can assign in association with whatever they want to track their long distance usage against, such as a project, a department, a division or a customer. When a long distance call is dialed, the caller must enter the code before the call can be completed. Account codes provide users with the ability to track usage for all long distance calls and provide security for all locations. Account codes are one to five digits in length and are always entered after the telephone number that the caller is dialing. Verified account codes are always validated in the network before the call is allowed to complete. Unverified account codes are not validated in the network before the call is allowed to complete.

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MOTION TELECOM, INC.

3 SERVICE OFFERINGS (Cont'd)

3.1 Intrastate Long Distance Telecommunications Service (Cont'd)

3.1.1(d) Class of Service (Cont'd)

Prepaid Calling Card Services - Prepaid calling cards provide customers with the ability to prepay for long distance calling cards, which are utilized to place calls to both domestic and international locations.

Prepaid Calling Card Services are billed in sixty (60) second initial increments and sixty (60) second additional billing increments.

The prepaid calling cards are measured in minutes or units depending on the type of card purchased. Balances will be reduced and depleted based upon usage.

A verbal warning is provided to the caller when the amount of units remaining on the card reaches a certain level. A call will be disconnected upon depletion Customer of all available units on the card. The acquisition of a card will entitle the Customer to make calls from the time of purchase until the card balance is either depleted or until the card expires, whichever, occurs first.

Calls must originate in a U.S. Territory and do not support International origination. Cards cannot be used to place 700, 900, or 976 number calls. Prepaid calling cards cannot be used to place certain toll-free, operator-assisted, third party billed, or collect calls.

Prepaid calling cards expire ninety (90) days from the date of activation. Once a card expires or is depleted, the card no longer holds any value. Prepaid calling cards are non-returnable, non-refundable, and non-rechargeable.

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3 SERVICE OFFERINGS (Cont'd)

3.1 Intrastate Long Distance Telecommunications Service (Cont'd)

3.1.2 Billing Increments

Group V, K59, K69, VG4, VG5, Bi-Lo, Passport, Dollar Saver, K31, K35, K39, MD01-02, MD03-07 rate plans are billed in 30 to 60 second minimums and 60 second rounding thereafter.

Motion Connect Outbound, Toll Free and Calling Card are billed in 60-second initial increments and 60-second additional billing increments.

Univance Outbound, Toll Free and Calling card (Business/Residential) are billed in 30-second initial increments and 6-second additional billing increments.

Affinity Outbound, Toll Free and Calling Card are billed in 30-second initial increments and 30-second additional billing increments.

UniVoice Outbound, Toll Free and Calling Card are billed in 60-second initial increments and 30-second additional billing increments.

UniBiz and Convergent 5.0 Dedicated Outbound and Toll Free are billed in 6-second initial increments with a minimum 6-second per call.

Business Cents Plan and Penny Plan are billed in 6-second rounding increments with a minimum 6-second per call.

Motion Connect Outbound Long Distance Service is available to Customers in both Regional Bell Operating Company (RBOC) and Non-RBOC locations. Some Univance Residential and Business, UniVoice Residential/Business and Affinity Residential Outbound Long Distance Services are only available in RBOC areas.

UniVoice is sold as a bundled product offering.

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MOTION TELECOM, INC.

4. RATES

4.1.1 Intrastate Rate Programs

(a) Switched Outbound Access Intrastate Rates

• Group V	8.5	cents/min
• K59	9.33	cents/min
• K69	10.5	cents/min
• K59B, K69B	8.93	cents/min
• VG4	8.7	cents/min
• VG5	8.7	cents/min
• Bi-Lo	16.2	cents/min
• Passport	5.96	cents/min
• Dollar Saver	12.1	cents/min
• Motion Connect 4.5 – Residential	10.4	cents/min
• Univance 4.5 LD – Residential	11.4	cents/min
• Affinity – Residential	11.3	cents/min
• Univance 4.5 LD – Business	11.4	cents/min
• UniVoice Residential/Business	25.0	cents/min
• Business Cents Plan	10.9	cents/min
• Penny Plan	10.9	cents/min

(b) Dedicated Outbound Intrastate Service Rates

• K31, K35, K39	7.7	cents/min
• K31B, K35B, K39B	6.88	cents/min
• MD01-02	10.49	cents/min
• MD03-07	11.29	cents/min
• UniBiz 3.5 – Business	14.2	cents/min
• Convergent 5.0 – Business	14.2	cents/min

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4. RATES (Cont'd)

4.1.1 Intrastate Rate Programs (Cont'd)

(c) Calling Card Intrastate Service Rates

• Group V, K59, K69	18.0	cents/min
• K59B, K69B	13.5	cents/min
• VG4, VG5, Passport	17.9	cents/min
• Bi-Lo, Dollar Saver	13.9	cents/min

(d) Switched Access Toll Free Intrastate Service Rates

• Group V	8.5	cents/min
• K59	9.33	cents/min
• K69	10.5	cents/min
• K59B, K69B	9.33	cents/min
• VG4	8.7	cents/min
• VG5	8.7	cents/min
• Bi-Lo	16.2	cents/min
• Passport	5.96	cents/min
• Dollar Saver	12.1	cents/min
• Motion Connect 4.9 Toll Free – Residential	10.9	cents/min
• Univance 5.5 Toll Free - Residential	11.4	cents/min
• Affinity – Residential	9.7	cents/min
• Univance 4.9 Toll Free – Business	11.4	cents/min
• UniVoice Residential/Business	25.0	cents/min

(e) Dedicated Access Toll Free Intrastate Service Rates

• K31, K35, K39	7.7	cents/min
• K31B, K35B, K39B	6.88	cents/min
• MD01-02	10.49	cents/min
• MD03-07	11.29	cents/min
• UniBiz 3.5 – Business	14.2	cents/min
• Convergent 5.0 – Business	14.2	cents/min

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4. RATES (Cont'd)

4.1.1 New Intrastate Long Distance Rate Programs (Cont'd)

e) Calling Card Intrastate Rates (Cont'd)

• Motion Connect	9.0	cents/min
• Univance 9.9 Calling Card – Residential	9.9	cents/min
• Univance 9.5 Calling Card – Business	9.5	cents/min
• UniVoice Residential/Business	10.0	cents/min

4.1.2 Monthly Fees, Service Charges and Surcharges

Monthly Fees

• Switched Access, Toll Free, Calling Card Motion Connect, Univance Residential/Business per Monthly Service Fee month/account	$ 2.95
• Affinity Monthly Service Minimum month per/account	$ 2.95
• UniVoice Residential Monthly Service Minimum month/account	$ 3.95
• UniVoice Business Monthly Service Minimum month/account	$15.95
• Business Cents Plan per account	$15.00
• Penny Plan 1st and 2nd line	$10.00
Penny Plan additional line/per line	$ 7.00
• Toll Free Monthly Service Fee	$ 0.99
• Dollar Saver Monthly Service Fee	$ 3.95
• K59B, K69B Monthly Fee	$ 3.00

Service Charges

• Universal Service Fund Charge (USF) per month	As required
• Operator Assisted Service Charge (per call)	$ 0.35
• Switched Access Outbound PICC Charge month/per line	As required

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4. RATES (Cont'd)

4.1.2 Monthly Fees, Service Charges and Surcharges (Cont'd)

Surcharges

- Payphone Surcharge (Switched Access Toll Free/Calling Card) for Motion Residential/Business, Motion Connect, Affinity — $ 0.43 per call
- Payphone Surcharge Calling Card Only UniVoice Residential/Business — $ 0.43 per call
- Directory Assistance Surcharge for all plans — $ 0.30 per call
- Business Cents Plan and Penny Plan Monthly Direct Billing Surcharge per invoice — $ 2.00

4.1.3 Dedicated Outbound and Toll Free Long Distance Services

(1)The minimum monthly usage charge varies per commitment per circuit. A short fall of the difference will be assessed monthly per account.

Local access fees into Local Exchange Carrier's (LEC) Point of Presence (POP) will be assessed monthly per circuit. These fees are distance sensitive and will vary based on the LEC provider.

If local loop is provided through an outside vendor an entrance facility charge will be assessed monthly per circuit. This charge will vary based on the LEC provider.

- Universal Service Fund Charge (USF) — As required
- Payphone Surcharge — $ 0.43 per call

MOTION TELECOM, INC.

4. RATES (Cont'd)

(2) Change Fees for Dedicated Long Distance Service

• Administrative Changes	$25.00
• Change of Service Date	$125.00
• Change of Service Order	
Pre-Engineered	$150.00
Post-Engineered	$250.00
• Order Cancellation	
Pre-Engineered	$150.00
Post-Engineered	$250.00

4.1.3 (a)Toll Free – Miscellaneous Services (per Toll Free number)

• Dedicated/Switched Vanity Numbers	$35.00 Non Recurring Charge
• Dedicated/Switched Directory Assistance Listing	$25.00 Non Recurring Charge

4.1.3 (b) Account Codes (Per Customer Account)

(1) Non-Recurring Charge

Dedicated / Switched Verified Account Codes (1-1000 per account)	$10.00

(2) Monthly Recurring Charge

Switched Non-Verified Account Codes	$15.00
Dedicated Non-Verified Account Codes	$20.00
Dedicated / Switched Verified Account Codes (1-100 per account)	$15.00
Dedicated / Switched Verified Account Codes (101-1000 per account)	$30.00

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4. RATES (Cont'd)

4.1.3 (b) Account Codes (Per Customer Account) (Cont'd)

(3) Charges incurred for a Change of Service

Switched Non-Verified Account Codes	$10.00
Dedicated Non-Verified Account Codes	$10.00
Dedicated / Switched Verified Account Codes (1-100 per account)	$10.00
Dedicated /Switched Verified Account Codes (101-1000 per account)	$10.00

4.1.4 Prepaid Calling Cards

1) Prepaid Calling Cards

- Domestic Cards

60 Minutes	$3.99 /card	$ .067 cents/min
120 Minutes	$6.99 /card	$ .058 cents/min
250 Minutes	$11.99 /card	$ .048 cents/min
500 Minutes	$19.99 /card	$ .040 cents/min

- Calls terminating in Alaska and Hawaii $ .09 cents/min
- Calls terminating a Toll Free number $ .068 cents/min

- International Cards
  Domestic Rate $ .048 cents/min

2) Service Charges
- Payphone surcharge $ .75 per call
- Directory Assistance Charge $ .75 per call

Issued: July 2, 2003

Issued by:
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Motion Telecom, Inc.
7101 South Fulton Street
Suite 200
Englewood, CO 80112

PJ VIDEO
630 SOUTH THE CITY DR
SUITE 100
ORANGE CA 92868-

For Billing Inquiries Please Call (800) 864-4306
Internet-based, paperless billing is also available.

Motion Telecom, Inc.
7101 South Fulton Street
Suite 200
Englewood, CO 80112

Please remit payment to:

Account Number: 113117
Telephone Number: 7147056084
Invoice Date: 05/29/2003
Invoice Due Date: 06/28/2003
Invoice Amount: $60.90

Motion Telecom, Inc.
PO BOX 5530
55300351405516
Denver CO 80217-5530

Amount Enclosed:_____

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AMOUNT OF LAST STATEMENT	$	32.00
TOTAL PAYMENTS	$	0.00
Previous Balance	$	32.00
CURRENT CHARGES	$	28.90
Total Amount Due	**$**	**60.90**

Long Distance	$	9.96
PIC-C FEES	$	17.20
INTEREST PENALTY	$	0.95
Fed. USF Highcost Fund	$	0.18
Federal Excise Tax	$	0.31
California E911 Tax	$	0.06
California State High Cost Fund	$	0.18
California Tel. Relay Service Charge	$	0.02
California CA High Cost Fund A	$	0.02
California P.U.C Fee	$	0.02
TOTAL CURRENT CHARGES	**$**	**28.90**

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Calls Billed To 714-705-6083 - 714 705-6083

DATE	TIME	AREA/NUMBER	----PLACE----			MINUTES	AMOUNT
04/17	10:28A	310-725-9021	HAWTHORNE	CA	D	0.8	0.036
04/17	10:45A	310-725-9022	HAWTHORNE	CA	D	3.3	0.149
04/21	03:07P	310-998-2904	SAN MONICA	CA	D	10.9	0.491
04/21	08:09P	949-203-8765	SADLBCKVLY	CA	D	2.1	0.095
04/22	03:59P	949-203-8765	SADLBCKVLY	CA	D	0.4	0.018
04/22	04:00P	949-203-8765	SADLBCKVLY	CA	D	5.4	0.243
04/24	01:31P	310-725-9022	HAWTHORNE	CA	D	0.7	0.032
04/24	01:37P	323-874-5888	LOSANGELES	CA	D	0.7	0.032
04/24	01:45P	310-725-9022	HAWTHORNE	CA	D	3.4	0.153
04/25	09:28A	818-348-5472	CANOGAPARK	CA	D	3.8	0.171
04/29	06:19P	310-417-4220	INGLEWOOD	CA	D	1.3	0.059
04/29	06:21P	310-417-4220	INGLEWOOD	CA	D	0.7	0.032
04/29	06:35P	310-417-4220	INGLEWOOD	CA	D	1.5	0.068
04/29	06:37P	310-258-4577	INGLEWOOD	CA	D	1.3	0.059
05/07	11:02A	818-755-9898	NO HOLLYWD	CA	D	1.2	0.054
05/08	10:24A	818-755-9898	NO HOLLYWD	CA	D	1.1	0.050
05/09	12:08P	949-951-7220	SADLBCKVLY	CA	D	0.8	0.036
05/15	01:21P	310-846-2527	INGLEWOOD	CA	D	1.0	0.045
		18 CALLS	TOTALS:			40.4	1.823

Calls Billed To 714-705-6084

DATE	TIME	AREA/NUMBER	----PLACE----			MINUTES	AMOUNT
04/29	01:12P	626-253-6059	AZUSA	CA	D	0.1	0.005
05/07	09:41A	310-581-1555	SAN MONICA	CA	D	0.2	0.009
		2 CALLS	TOTALS:			0.3	0.014

Calls Billed To 714-705-6085

DATE	TIME	AREA/NUMBER	----PLACE----			MINUTES	AMOUNT
04/28	12:06P	949-510-5543	LAGUNA BCH	CA	D	0.8	0.036
05/07	09:35A	310-581-1555	SAN MONICA	CA	D	0.9	0.041
05/07	11:47A	310-863-0929	REDONDO	CA	D	0.3	0.014
05/08	09:45A	562-940-9401	DOWNEY	CA	D	2.1	0.095
05/12	08:51A	949-951-2500	SADLBCKVLY	CA	D	0.7	0.032
05/12	08:52A	949-951-2500	SADLBCKVLY	CA	D	1.1	0.050
05/12	03:45P	949-951-2500	SADLBCKVLY	CA	D	1.1	0.050
05/14	11:43A	760-241-1547	VICTORVL	CA	D	1.2	0.054
		8 CALLS	TOTALS:			8.2	0.372

Calls Billed To 714-705-6088

DATE	TIME	AREA/NUMBER	----PLACE----			MINUTES	AMOUNT
04/16	01:25P	949-633-8020	SADLBCKVLY	CA	D	0.7	0.032
		1 CALLS	TOTALS:			0.7	0.032

Calls Billed To 877-411-4445 - 877 411-4445

DATE	TIME	AREA/NUMBER	----PLACE----			MINUTES	AMOUNT
04/16	09:58A	909-302-6102	RANCHOCLIF	CA	D	1.7	0.077
04/16	11:21A	310-266-4521	SAN MONICA	CA	D	0.7	0.032
04/16	02:18P	212-201-9956	NEW YORK	NY	D	1.6	0.108
04/17	12:37P	734-528-4598	YPSILANTI	MI	D	10.8	0.724
04/17	12:50P	734-528-4598	YPSILANTI	MI	D	2.8	0.188
04/17	12:54P	757-726-2755	HAMPTON	VA	D	2.4	0.161
04/18	09:13A	949-752-8500	IRVINE	CA	D	1.1	0.050
04/18	09:53A	310-822-2001	SAN MONICA	CA	D	13.4	0.603
04/18	01:35P	949-476-6361	IRVINE	CA	D	7.5	0.338
04/18	04:46P	714-404-3320	ANAHEIM	CA	D	2.0	0.090
04/24	01:21P	760-740-0879	ESCONDIDO	CA	D	3.3	0.149
04/28	08:03A	310-592-8936	W ANGELES	CA	D	0.5	0.023
04/29	10:38A	949-289-3324	CAPITRNVLY	CA	D	0.6	0.027
04/29	10:56A	949-289-3324	CAPITRNVLY	CA	D	4.4	0.198
04/30	08:37A	714-772-7198	ANAHEIM	CA	D	0.4	0.018
04/30	09:02A	949-289-3324	CAPITRNVLY	CA	D	2.1	0.095
04/30	03:31P	949-289-3324	CAPITRNVLY	CA	D	1.7	0.077
05/05	09:34A	818-771-0021	BURBANK	CA	D	2.7	0.122
05/05	11:43A	818-771-0021	BURBANK	CA	D	1.8	0.081
05/05	01:55P	818-340-0540	CANOGAPARK	CA	D	1.8	0.081
05/05	04:06P	714-526-2196	FULLERTON	CA	D	6.8	0.306
05/06	04:48P	626-356-3229	PASADENA	CA	D	4.2	0.189
05/07	11:23A	512-288-8667	CEDAR VLY	TX	D	6.7	0.449
05/09	09:02A	818-771-0021	BURBANK	CA	D	1.6	0.072
05/09	12:39P	818-343-1237	RESEDA	CA	D	8.2	0.369
05/13	09:35A	818-771-0021	BURBANK	CA	D	2.2	0.099
		26 CALLS	TOTALS:			93.0	4.726

Calls Billed To 877-411-4446 - 877 411-4446

DATE	TIME	AREA/NUMBER	----PLACE----			MINUTES	AMOUNT
04/16	01:51P	949-488-8131	CAPITRNVLY	CA	D	0.4	0.018
04/16	01:57P	248-643-6816	BIRMINGHAM	MI	D	0.4	0.027
04/17	05:34P	562-208-9154	ALAMITOS	CA	D	7.0	0.315
04/18	11:46A	212-431-6875	NEW YORK	NY	D	2.6	0.175
04/18	01:24P	562-434-4744	ALAMITOS	CA	D	2.7	0.122
04/23	11:15A	562-434-4744	ALAMITOS	CA	D	8.3	0.374
04/23	12:47P	562-208-9154	ALAMITOS	CA	D	0.3	0.014
04/24	05:34P	480-575-7852	CVCRKCARFR	AZ	D	2.5	0.168
04/25	10:42A	858-922-0181	LA JOLLA	CA	D	0.7	0.032
04/30	09:48A	562-434-4744	ALAMITOS	CA	D	0.3	0.014
05/02	11:25A	562-434-4744	ALAMITOS	CA	D	2.7	0.122
05/08	11:57A	562-434-4744	ALAMITOS	CA	D	0.6	0.027
05/12	10:47A	562-434-4744	ALAMITOS	CA	D	1.3	0.059
05/12	11:14A	562-434-4744	ALAMITOS	CA	D	12.1	0.545
05/13	09:24A	562-434-4744	ALAMITOS	CA	D	1.5	0.068
05/13	09:49A	562-434-4744	ALAMITOS	CA	D	18.4	0.828
05/14	05:13P	562-434-4744	ALAMITOS	CA	D	1.8	0.081
		17 CALLS	TOTALS:			63.6	2.989

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CALL TYPE SUMMARY REPORT

CALL TYPE		# CALLS	MINUTES	AMOUNT
800 INTRASTATE CALLS	-- Day	35	126.8	5.715
800 INTRASTATE CALLS	-- Evening	0	0.0	0.000
800 INTRASTATE CALLS	-- Night	0	0.0	0.000
800 INTERSTATE CALLS	-- Day	8	29.8	2.000
800 INTERSTATE CALLS	-- Evening	0	0.0	0.000
800 INTERSTATE CALLS	-- Night	0	0.0	0.000
INTRASTATE CALLS	-- Day	29	49.6	2.241
INTRASTATE CALLS	-- Evening	0	0.0	0.000
INTRASTATE CALLS	-- Night	0	0.0	0.000
TOTAL		**72**	**206.2**	**9.956**

WEEK SUMMARY REPORT

WEEK	# CALLS	MINUTES	AMOUNT
MONDAY	13	43.7	1.971
TUESDAY	13	42.0	1.893
WEDNESDAY	19	30.9	1.588
THURSDAY	15	42.5	2.324
FRIDAY	12	47.1	2.180
TOTAL	**72**	**206.2**	**9.956**

HOUR (24 HOUR CLOCK) SUMMARY REPORT

HOUR (24 HOUR CLOCK)	# CALLS	MINUTES	AMOUNT
08 - 09	4	2.7	0.123
09 - 10	14	52.0	2.344
10 - 11	7	12.2	0.551
11 - 12	11	38.2	1.927
12 - 13	7	26.1	1.528
13 - 14	12	22.7	1.034
14 - 15	1	1.6	0.108
15 - 16	4	14.1	0.636
16 - 17	4	18.4	0.828
17 - 18	3	11.3	0.564
18 - 19	4	4.8	0.218
20 - 21	1	2.1	0.095
TOTAL	**72**	**206.2**	**9.956**

PAYPHONE SUMMARY REPORT

TYPE	# CALLS	MINUTES	AMOUNT
All calls types not placed from a payphone	72	206.2	9.956
TOTAL	**72**	**206.2**	**9.956**

PUBLIC SERVICE COMMISSION
OF KENTUCKY
EFFECTIVE

AUG 01 2003

PURSUANT TO 807 KAR 5:011
SECTION 9 (1)
BY [signature]
EXECUTIVE DIRECTOR