

AFFINITY NETWORK

May 17, 2005

0613050
(0510)

VIA OVERNIGHT DELIVERY

Mr. Thomas Dorman, Executive Director
Commonwealth of Kentucky
Public Service Commission
P.O. Box 615
211 Sower Boulevard
Frankfort, KY 40602

MAY 18 2005

Re: Affinity Network Incorporated
d/b/a HorizonOne Communications
d/b/a QuantumLink Communications
d/b/a VoIP Communications
d/b/a Optic Communications
Proposed Tariff Revisions

Dear Mr. Dorman:

On behalf of Affinity Network Incorporated d/b/a HorizonOne Communications, d/b/a QuantumLink Communications, d/b/a VoIP Communications, d/b/a Optic Communications, ("ANI") we hereby submit an original and four (4) copies of its proposed tariff revisions. This material consists of tariff pages as indicated on the following check sheet:

P.S.C. Ky. No. 3 – Forty Third Revised Page 2
Fourteenth Revised Page 2.1

With this revision, ANI is adopting a new d/b/a, Optic Communications, and adds the new Optic Communications service plan, which may be offered domestically in the near future. This particular revision will not affect existing ANI customers, as they will continue to receive service and invoicing from ANI with no modifications. We have enclosed a copy of our Secretary of State filing for your review.

An additional copy of this letter and filing also is enclosed. Please date stamp the extra copy and return it in the enclosed prepaid envelope. Should there be any questions with respect to this matter, please contact me at 1-702-547-8486.

Respectfully Submitted,


Jessica Renneker
Director, Regulatory Affairs

Enclosures

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



0269718.09

phart
C226

Trey Grayson
Secretary of State
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04/08/2005 12:14:53 PM
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CERTIFICATE OF ASSUMED NAME

FRANKLIN COUNTY
AN5 PG 57

This certifies that the assumed name of
Optic Communications

(Name under which the business will be conducted)

has been adopted by Affinity Network Incorporated

(Real name - KRS 365.015(1))

which is the "real name" of [YOU MUST CHECK ONE]

- | | |
|--|---|
| <input type="checkbox"/> a Domestic General Partnership | <input type="checkbox"/> a Foreign General Partnership |
| <input type="checkbox"/> a Domestic Registered Limited Liability Partnership | <input type="checkbox"/> a Foreign Registered Limited Liability Partnership |
| <input type="checkbox"/> a Domestic Limited Partnership | <input type="checkbox"/> a Foreign Limited Partnership |
| <input type="checkbox"/> a Domestic Business Trust | <input type="checkbox"/> a Foreign Business Trust |
| <input type="checkbox"/> a Domestic Corporation | <input checked="" type="checkbox"/> a Foreign Corporation |
| <input type="checkbox"/> a Domestic Limited Liability Company | <input type="checkbox"/> a Foreign Limited Liability Company |
| <input type="checkbox"/> a Joint Venture | |

organized and existing in the state or country of California, and whose address is

3660 Wilshire Boulevard Los Angeles CA 90010

Street address, if any

City

State

Zip Code

The certificate of assumed name is executed by

Signature

Joseph T. Kopy, Exec. Vice President

Print or type name and title

March 29, 2005

Date

Signature

Print or type name and title

Date

DOCUMENT NO: 281656
RECORDED ON: APRIL 08, 2005 01:32:43PM
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BOOK AN5 PAGES 57 - 57

COMMONWEALTH OF KENTUCKY
TREY GRAYSON
SECRETARY OF STATE



0269718.09
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a Foreign General Partnership

a Domestic Registered Limited Liability Partnership

a Foreign Registered Limited Liability Partnership

a Domestic Limited Partnership

a Foreign Limited Partnership

a Domestic Business Trust

a Foreign Business Trust

a Domestic Corporation

a Foreign Corporation

a Domestic Limited Liability Company

a Foreign Limited Liability Company

a Joint Venture

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AFFINITY NETWORK INCORPORATED
d/b/a HorizonOne Communications
d/b/a QuantumLink Communications
d/b/a VoIP Communications
d/b/a Optic Communications

P.S.C. Ky. No. 3
Sixth Revised Page 1
Cancels Fifth Revised Page 1

**REGULATIONS AND SCHEDULE OF INTRASTATE CHARGES
APPLYING TO RESOLD END-USER LONG DISTANCE
COMMUNICATIONS SERVICES WITHIN
THE COMMONWEALTH OF KENTUCKY**


AFFINITY NETWORK INCORPORATED
d/b/a HorizonOne Communications
d/b/a QuantumLink Communications
d/b/a VoIP Communications
d/b/a Optic Communications
3660 WILSHIRE BLVD., 4th FLOOR
LOS ANGELES, CA 90010
(800) 858-0528

(N)

Issued: May 19, 2005

Effective: May 20, 2005

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Tariff Administrator
3660 Wilshire Blvd., 4th Floor
Los Angeles, CA 90010

Issued by authority of an order of the Public Service Commission of Kentucky in Case No. 91-356 dated: May 18, 1992

AFFINITY NETWORK INCORPORATED

d/b/a HorizonOne Communications

d/b/a QuantumLink Communications

d/b/a VoIP Communications

d/b/a Optic Communications

P.S.C. Ky. No. 3

Forty Third Revised Page 2

Cancels Forty Second Revised Page 2

CHECK SHEET

The Title Page and Pages 1 to 121, inclusive, of this tariff are effective as of the date shown. Original and revised pages, as named below, contain all changes from the original tariff that are in effect on the date thereon, except as otherwise noted.


PAGE	REVISION NUMBER	PAGE	REVISION NUMBER	PAGE	REVISION NUMBER
1	Sixth Revised*	18.1	Fifth Revised	29.8	Fourth Revised
2	Forty Third Revised*	18.2	Third Revised	29.9	Fourth Revised
2.1	Fourteenth Revised*	19	Sixth Revised	29.10	Fourth Revised
3	Third Revised	19.1	Third Revised	29.11	Fourth Revised
4	Eighth Revised*	19.2	Third Revised	29.12	Fourth Revised
5	Fifth Revised	19.3	Third Revised	29.13	Third Revised
6	Fifth Revised	19.4	Third Revised	29.14	Third Revised
7	Fourth Revised	19.5	Third Revised	29.15	Third Revised
8	Second Revised	19.6	Third Revised	29.16	Second Revised
9	Second Revised	20	Second Revised	30	Seventh Revised
10	Second Revised	21	Third Revised	31	Tenth Revised
11	Second Revised	21.1	Twenty Seventh Revised	32	Eighth Revised
12	Third Revised	21.2	Third Revised	33	Eleventh Revised
13	Third Revised	21.3	Second Revised	33.1	Twelfth Revised
14	Third Revised	21.4	Second Revised	33.2	Third Revised
15	Third Revised	22	Fourth Revised	34	Sixth Revised
15.1	Second Revised	23	Fourth Revised	35	Fifth Revised
15.2	Second Revised	24	Fourth Revised	36	Sixth Revised
15.3	Second Revised	25	Fifth Revised	37	Fifth Revised
15.4	Second Revised	26	Fifth Revised	38	Sixth Revised
15.5	Second Revised	27	Seventh Revised	39	Seventh Revised
15.6	Second Revised	27.1	Fourteenth Revised	39.1	Third Revised
15.7	Second Revised	27.1.1	Third Revised	39.2	Second Revised
15.7.1	Second Revised	27.2	Twelfth Revised	39.3	Second Revised
15.7.2	Second Revised	27.2.1	Tenth Revised	39.4	Second Revised
15.8	Third Revised	27.3	Fifth Revised	39.5	Second Revised
15.9	Fourth Revised	27.4	Second Revised	40	Third Revised
16	Second Revised	27.4.1	Second Revised	40.1	Second Revised
17	Fourth Revised	27.5	Third Revised	41	Fourth Revised
17.1	Third Revised	28	Second Revised	42	Fifth Revised
18	Sixth Revised	29	Ninth Revised	42.1	Second Revised
18.0	Second Revised	29.1	Fifth Revised	43	Eleventh Revised
18.0.1	Second Revised	29.1.1	Second Revised	44	Seventh Revised
18.0.2	Second Revised	29.2	Third Revised	45	Thirteenth Revised
18.0.3	Second Revised	29.3	Third Revised	45.1	Third Revised
18.0.4	Second Revised	29.4	Third Revised	45.1.1	Second Revised
18.0.5	Second Revised	29.5	Fourth Revised	45.2	Second Revised
18.0.6	Second Revised	29.6	Fourth Revised	46	Twenty Fourth Revised
18.0.7	Second Revised	29.7	Fourth Revised	47	Fifth Revised
18.0.8	Second Revised	29.7.1	Third Revised	48	Third Revised
18.0.9	Second Revised	29.7.2	Third Revised	49	Third Revised

*Denotes pages included in this filing.

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CHECK SHEET

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PAGE	REVISION NUMBER	PAGE	REVISION NUMBER	PAGE	REVISION NUMBER
50	Third Revised	84	Original Page		
51	Second Revised	85	Original Page		
52	Second Revised	86	First Revised		
53	Second Revised	87	Original Page		
54	Second Revised	88	Original Page		
55	Third Revised	89	Original Page		
56	Third Revised	90	Original Page		
57	Third Revised	91	Original Page		
57.1	Second Revised	92	Original Page		
57.2	Second Revised	93	Original Page		
58	Third Revised	94	Original Page		
59	Third Revised	95	Original Page		
60	Third Revised	96	Original Page		
61	Third Revised	97	Original Page		
62	Third Revised	98	Original Page		
63	Second Revised	99	Original Page		
64	Second Revised	100	Original Page		
65	Fourth Revised	101	Original Page		
66	Third Revised	102	Original Page		
67	Second Revised	103	Original Page		
68	Original Page	104	Original Page		
69	Original Page	105	Original Page		
70	Original Page	106	Original Page		
71	Original Page	107	Original Page		
72	Second Revised	108	Original Page		
73	First Revised	109	Original Page		
74	Seventh Revised	110	Original Page		
74.1	Original Page	111	Original Page		
75	Original Page	112	Original Page		
76	Original Page	113	Original Page		
77	Original Page	114	Original Page		
74	Original Page	115	Original Page		
75	Original Page	116	Original Page		
76	Original Page	117	Original Page*		
77	Original Page	118	Original Page*		
78	Original Page	119	Original Page*		
78	Original Page	120	Original Page*		
79	Original Page	121	Original Page*		
80	Original Page				
81	Original Page				
82	Original Page				
83	Original Page				

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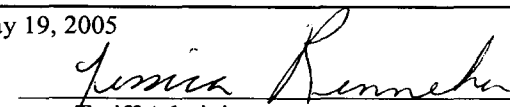
TABLE OF CONTENTS

	Page	
Title Page.....	1	
Check Sheet.....	2	
Tariff Format.....	3	
Table of Contents.....	4	
Section 1 - Explanation of Terms and Abbreviations.....	5	
Section 2 - Rules and Regulations.....	8	
Section 3 - Description of Service.....	16	
Section 4 - Rates.....	22	
Section 5 - Bill Format.....	28	
Section 6 - Promotions, Special Service Offerings, and Telecompetitive Service Offerings.....	29	
Section 7 - Reserved For Future Use.....	40	
Section 8 - Reserved For Future Use.....	40.1	
Section 9 - HorizonOne Communications Plan.....	41	
Section 10 - QuantumLink Communications Plan.....	68	
Section 11 - VoIP Communications Plan.....	112	
Section 12 - Optic Communications Plan.....	117	(N)

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*** ALL MATERIAL ON THIS PAGE IS NEW ***

SECTION 12
OPTIC COMMUNICATIONS - DESCRIPTION OF SERVICES

12.1 Services & Rates

The Company's Optic Communications' service plan offers switched outbound and inbound service to business subscribers. All services under this section are offered pursuant to the provisions of Sections 1 through 4 of this tariff and in conjunction with the Company's interstate services. All rate categories require varying minimum monthly usage. All calls under this plan are subject to an eighteen (18) second minimum and billed in six (6) second increments. Carrier offers services under this tariff based on the Rate Plans and Rate Categories as specified in Table 1.

Table 1

Rate Category	Rate Plan	Total Call Unit Rate	18 Second Minimum Call Unit or Fraction	6 Second Incremental Call Unit or Fraction	Required Minimum Monthly Intrastate Usage
XI	OPTIC 11	\$ 0.1910	\$ 0.0573	\$ 0.0191	\$0.00
X	OPTIC 10	\$ 0.1520	\$ 0.0456	\$ 0.0152	\$25.00
IX	OPTIC 9	\$ 0.1490	\$ 0.0447	\$ 0.0149	\$50.00
VIII	OPTIC 8	\$ 0.1390	\$ 0.0417	\$ 0.0139	\$75.00
VII	OPTIC 7	\$ 0.1290	\$ 0.0387	\$ 0.0129	\$100.00
VI	OPTIC 6	\$ 0.0990	\$ 0.0297	\$ 0.0099	\$125.00
V	OPTIC 5	\$ 0.0890	\$ 0.0267	\$ 0.0089	\$150.00
IV	OPTIC 4	\$ 0.0790	\$ 0.0237	\$ 0.0079	\$175.00
III	OPTIC 3	\$ 0.0690	\$ 0.0207	\$ 0.0069	\$200.00
II	OPTIC 2	\$ 0.0490	\$ 0.0147	\$ 0.0049	\$225.00
I	OPTIC 1	\$ 0.0390	\$ 0.0117	\$ 0.0039	\$250.00

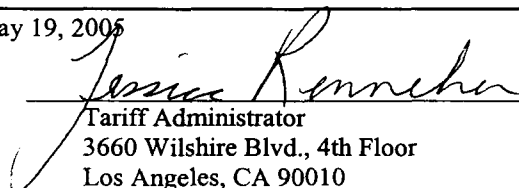
12.1.1 Reserved for Future Use.

12.1.2 Reserved for Future Use.

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**SECTION 12
OPTIC COMMUNICATIONS - DESCRIPTION OF SERVICES (Cont'd)**

12.2 Dedicated Rates

The following rates are available to Customers with T-1 access lines. Carrier offers services under this tariff based on the Rate Plans and Rate Categories in Table 2. All calls under this plan are subject to an eighteen (18) second minimum and billed in six (6) second increments.

Table 2

Rate Category	Rate Plan	Total Call Unit Rate	18 Second Minimum Call Unit or Fraction	6 Second Incremental Call Unit or Fraction	Required Minimum Monthly Intrastate Usage
III	D-1/2	\$0.0790	\$0.0237	\$0.0079	\$25.00
II	D-3	\$0.0690	\$0.0207	\$0.0069	\$50.00
I	D-4	\$0.0590	\$0.0177	\$0.0059	\$75.00

12.3 Calling Card Rate

Calling Cards may be issued by the Company at a Customer's request for the purpose of making intrastate calls. The rates for calling card calls, which are not associated with other services, are time of day sensitive. The charges, which are accrued, are billed on the Customer's next invoice at the following rate:

Peak/Business Day	\$0.212 cents per call unit
Off-Peak/Non-Business Day	\$0.191 cents per call unit

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Jessie K. Kenna
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SECTION 12
OPTIC COMMUNICATIONS - DESCRIPTION OF SERVICES (Cont'd)

12.4 Fees and Charges

12.4.1 Directory Assistance Charge: \$1.25/per call

12.4.2 Toll Free Access Service (TFAS)

Customers shall pay a monthly account charge of \$15.00 per account for Toll Free Access Service.

12.4.3 Directory Listing Charge

Customers who want their toll free number listed in any national, regional, or local directory of toll free access numbers shall pay the monthly listing charge of \$15.00 per number.

12.4.4 Remote Access Surcharge

A per call surcharge of \$0.69 applies to all calls originated at payphones using a service access code.

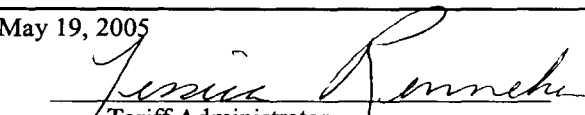
12.4.5 Invoice on Diskette

At the Customer's request, the Company will provide Customer's invoices on computer diskette for an additional monthly charge of \$15.00 per account.

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**SECTION 12
OPTIC COMMUNICATIONS - DESCRIPTION OF SERVICES (Cont'd)**

12.5 Promotions

12.5.1 "25% Invoice Credit" Promotion

Customers qualifying as either a "saved" or a "winback" customer, may receive a credit on each invoice beginning with your second invoice following commencement of this promotion on your account, equal to up to 25% of your call long distance charges as shown on your previous invoice, excluding calling card charges, fees, taxes, surcharges, assessments and similar charges, and excluding any "25% Invoice Credit" credits as applied to the same previous invoice.

12.5.2 "Every 4th Invoice Free" Promotion

"Saved" and "winback" customers who meet the eligibility requirements set forth below, may receive credits under the "Every 4th Invoice Free" Promotion as follows:

A credit applied to every fourth invoice, starting with customer's fourth invoice after selection of the promotion (4th, 8th, 12th, 16th, etc.), equal to an average of the long distance call traffic charges appearing on the three invoices immediately preceding the credit invoice, excluding applicable taxes.


This promotion is non-cumulative and CANNOT be carried over to any following month or otherwise accumulated. Should any calculated credit exceed the actual long distance call traffic charges for that credit invoice, then the credit amount is limited to the actual amount of long distance call traffic charges appearing on that credit invoice.

Eligibility. To be eligible for this offering, customers must: have initiated service; have current usage which exceeds the established minimum monthly usage levels for the applicable service; have no past due amount on account; have received consecutive and uninterrupted service; and have selected this offering prior to the charges rendered in customer's credit invoice. Additionally, Customers must contact the Company to confirm the promotion selection after service initiation.

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SECTION 12
OPTIC COMMUNICATIONS - DESCRIPTION OF SERVICES (Cont'd)

12.5 Promotions (Cont'd)

12.5.3 "First Invoice Free" Promotion

New Optic Communications customers, who meet the eligibility requirements below, may receive credits equal to the total long distance usage charges billed on customer's first invoice, excluding taxes, fees, and surcharges, after the selection of this promotion.

Any credit not extinguished by partial first invoice can be carried over to following month. Any credit carried over cannot exceed 50% of eligible total amount via promotion.

Eligibility. To be eligible for this offering, customer must: have initiated service; have current usage which exceeds the established minimum monthly usage levels for the applicable service and have selected this offering prior to the charges rendered in customer's bill. To retain eligibility, customers subscribing to this promotion must comply with the 60-day notice of cancellation requirement as outlined above in section 3. Failure to do so may result in loss of promotional credit applied to customer's account.

12.5.4 "20% Quarterly Rebate" Promotion

New, "saved" and "winback" Optic Communications customers who meet the eligibility requirements set forth below, may receive credits or reimbursement under the "20% Quarterly Rebate" Promotion as follows:

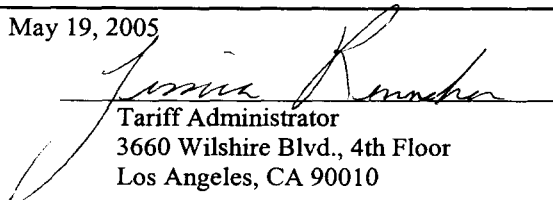
A credit applied to customer's every 3rd invoice in an amount equal to 20% of customer's total long distance usage charges for the previous two invoices. Credit calculation excludes all applicable taxes and line rental charges. This promotion is cumulative and CAN be carried over to any following month or otherwise accumulated.

Eligibility. To be eligible for this offering, customers must: have initiated service; have no delinquent account balances; have received consecutive and uninterrupted service for the preceding two invoice periods; and have selected this offering prior to the charges rendered. Customer cannot have previously received multiple Free Invoice credits. Additionally, Customers must contact the Company to confirm the promotion selection after service initiation.

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