

UCN, Inc.
14870 South Pony Express Road
Bluffdale, Utah 84065

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2nd Revised Cal. P.U.C. Sheet No. Title
Cancels 1st Revised Cal. P.U.C. Sheet No. Title

Tariff Schedule
Applicable to

California Intrastate InterLATA and intraLATA

Interexchange Telephone Communications

of

UCN, Inc.

U-5979-C

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This tariff contains the rates, terms and conditions applicable to Resold Interexchange Telecommunications Services provided by **UCN, Inc.**, with principal offices at 14870 South Pony Express Road, Bluffdale, Utah 84065.

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This tariff applies for services furnished within the State of California. This tariff is on file with the California Public Utilities Commission, and copies may be inspected during normal business hours at the Company's principal place of business.

Advice Letter No. 5

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Issued By
Mr. Paul Jarman
Name
President
Title

CHECK SHEET

The Title Sheet and Sheets 1 through 22 inclusive of this tariff are effective as of the date shown at the bottom of the respective sheet(s).

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Title	2nd Revised*	13-T	2nd Revised*
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4-T	2nd Revised*	16-T	2nd Revised*
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6-T	2nd Revised*	18-T	2nd Revised*
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PRELIMINARY STATEMENT

This tariff contains all effective rates and rules together with information relating, and applicable to UCN, Inc. ("Company").

(T)

Company is a resale interexchange common carrier providing 24-hour interLATA and intraLATA intrastate long distance message toll telecommunications service to Customers for direct transmission and reception of voice and other types of communications between points in California.

Company has been granted authority by the California Public Utilities Commission (CPUC) to provide interLATA and intraLATA service within the State of California.

EXPLANATION OF SYMBOLS

- (C) To signify **changed** listing, rule or condition which may affect rates or charges.
- (D) To signify **deleted** or **discontinued** rate, regulation or condition.
- (I) To signify a change resulting in an **increase** to a Customer's bill.
- (L) To signify that material has been **relocated** from or to another tariff location.
- (N) To signify a **new** rate, regulation condition or sheet.
- (R) To signify a change in **reduction** to a Customer's bill.
- (T) To signify a change in **text** but no change to rate or charge.

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SERVICE AREA MAP

Company has been granted authority by the CPUC to provide interLATA and intraLATA service within the State of California.

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APPLICABILITY

This tariff contains the rates applicable to the provision of specialized intrastate resale common carrier telecommunications services by Company between various locations within the State of California.

TERRITORY

Interexchange telecommunications services are available for calls originating at any service location within the State and terminating within the State.

NOTES

- (1) Any portion of any applicable increments, after the appropriate minimum time for the call, will be rounded upward to the next increment. Calls less than the minimum length will be rounded to minimum length.
- (2) There are no charges for uncompleted calls.

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RATES AND CHARGES

A. Description of Services

Company provides switched access, inbound and outbound, telecommunications services that allow Customers to establish a communications path between two stations by using uniform dialing plans.

Switched Long Distance Service

Switched Long Distance Service is a usage based direct dialed interexchange service, which utilizes switched access facilities from equal access locations, on the originating end of each call. Calls are billed in a maximum of 60 second increments. All charges are billed monthly in arrears.

Switched Toll-Free Service

Switched Toll-Free Service provides Toll-Free calls to terminating points throughout the state of California, which utilizes switched access facilities from equal access locations, on the terminating end of each call. Charges for the Toll-Free calls are billed to the Company's customers rather than the caller. Calls are billed in a maximum of 60 second increments with initial call duration of 60 seconds. All charges are billed monthly in arrears.

Dedicated Long Distance Service

Dedicated Long Distance Service is a direct dialed interexchange service, which utilizes dedicated access facilities on the originating end of each call. Calls are billed in 6 second increments with initial call duration of 6 seconds. All charges are billed monthly in arrears.

Dedicated Toll Free Service

Dedicated Toll Free Service provides inbound '800/888/877/866' calling to points terminating within the State of California utilizing dedicated access facilities on the terminating end of each call. Charges for the '800/888/877/866' calls are billed to the Company's Customers rather than to the originating caller. Calls are billed in 6 second increments with initial call duration of 18 seconds. All charges are billed monthly in arrears.

Calling Card

Calls are billed in a maximum of 60 second increments with initial call duration of 60 seconds. All Card calls are billed monthly in arrears.

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RATES AND CHARGES, Continued

B. Rates Per Minute

Subscriber Services

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Customers may receive service from differing underlying carriers and may choose Outbound 1+ and/or Inbound toll free options from Plans 10 – 23.

Plan 1

Customers may enroll in Plan 1 until February 28, 2003.

Plan 1 is a small business service. It provides Outbound 1+ switched and Inbound toll free calling. Calls are billed in 6 second increments.

Rates:

Outbound 1+ Switched:

Monthly Minutes of Use	Rate
0 – 999	\$0.0808
1,000 – 1,999	0.0768
2,000 – 2,999	0.0687
3,000 – 3,999	0.0663
4,000 – 4,999	0.0654
5,000 – 5,999	0.0614
6,000 – 6,999	0.0606
7,000 – 7,999	0.0566
8,000 – 8,999	0.0525
9,000 – 9,999	0.0485
10,000 – 10,999	0.0445
11,000 +	0.0331

Inbound Toll Free: \$0.095

Directory Assistance: Plan 1 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont.)

Subscriber Services

T

Plan 2

Customers may enroll in Plan 2 until February 28, 2003.

Plan 2 is a residential service. It provides Outbound 1+ switched calling. Calls are billed in 60 second increments.

Rates:

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 – 999	\$0.090
1,000 – 1,999	0.085
2,000 – 2,999	0.077
3,000 – 3,999	0.072
4,000 – 4,999	0.069
5,000 – 5,999	0.068
6,000 – 6,999	0.063
7,000 – 7,999	0.054
8,000 – 8,999	0.050
9,000 +	0.037

Directory Assistance: Plan 2 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont.)

Subscriber Services

T

Plan 3

Customers may enroll in Plan 3 until February 28, 2003.

Plan 3 is a residential service. It provides Outbound 1+ switched calling and Inbound toll free calling. Calls are billed in 60 second increments.

Rates:

Outbound 1+ Switched:

Monthly Minutes of Use	Rate
0 – 999	\$0.0800
1,000 – 1,999	0.0744
2,000 – 2,999	0.0680
3,000 – 3,999	0.0600
5,000 – 5,999	0.0560
6,000 – 6,999	0.0520
4,000 – 4,999	0.0504
7,000 – 7,999	0.0480
8,000 +	0.0440

Inbound Toll Free: \$0.18

Monthly fee: \$2.50

Directory Assistance: Plan 3 customers will be charged \$0.60 per call for intrastate Directory Assistance calls. T

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont.)

Subscriber Services

T

Plan 4

Customers may enroll in Plan 4 until February 28, 2003.

Plan 4 is a switched plan of long distance services available to residential customers. Plan 4 Option plans include the following services: Outbound 1+ switched and Inbound toll-free services. Calls are billed in 60 second increments.

Rates:

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 – 2,999	\$0.070
3,000 – 5,999	0.068
6,000 – 8,999	0.063
9,000 – 11,999	0.054
12,000 +	0.050

Inbound Toll Free: \$0.10

Monthly fee: \$4.95

Directory Assistance: Plan 4 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont.)

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Subscriber Services

Plan 5

Customers may enroll in Plan 5 until February 28, 2003.

Plan 5 is a small business switched long distance service offering consisting of 1+ outbound and toll free inbound service. Calls are billed in 6 second increments.

Rates:

Outbound 1+ Switched

Monthly Minutes of Use	Rate
0 – 999	\$0.1150
1,000 – 1,999	0.1093
2,000 – 2,999	0.1081
3,000 – 3,999	0.1070
5,000 – 5,999	0.0978
6,000 – 6,999	0.0943
4,000 – 4,999	0.1035
7,000 – 7,999	0.0932
8,000 – 8,999	0.0920
9,000 – 9,999	0.0874
10,000 – 10,999	0.0863
11,000 – 11,999	0.0751
12,000 – 12,999	0.0727
13,000 – 13,999	0.0646
14,000 +	0.0472

Inbound Toll Free: \$0.1299

Directory Assistance: Plan 5 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont.)

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Subscriber Services

Plan 6

Customers may enroll in Plan 6 until February 28, 2003.

Plan 6 is a switched long distance offering of services available to business/commercial customers. Plan 6 includes the following services: 1+ outbound and calling card services. Outbound 1+ switched calls are billed in 6 second increments. Calling card calls are billed for a 60 second minimum increment and 6 second additional increments.

Rates

Outbound 1+ Switched

Monthly Minutes of Use	Rate
0 – 999	\$0.0850
1,000 – 1,999	0.0808
2,000 – 2,999	0.0805
3,000 – 3,999	0.0765
4,000 – 4,999	0.0723
5,000 – 5,999	0.0683
6,000 – 6,999	0.0680
7,000 – 7,999	0.0638
8,000 – 8,999	0.0595
9,000 – 9,999	0.0566
10,000 – 10,999	0.0536
11,000 +	0.0509

Calling Card: \$0.10

Directory Assistance: Plan 6 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont.)

Subscriber Services

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Plan 7

Customers may enroll in Plan 7 until February 28, 2003.

Plan 7 is a residential service. It provides Outbound 1+ switched calling. Calls are billed in 60 second increments.

Monthly minutes of Use	Rates
0 – 999	\$0.090
1,000 – 1,999	0.080
2,000 – 2,999	0.077
3,000 – 3,999	0.072
4,000 – 4,999	0.069
5,000 – 5,999	0.054
6,000 – 6,999	0.050
7,000 +	0.037

Directory Assistance: Plan 7 customers will be charged \$0.60 per call for intrastate Directory Assistance calls.

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B. Rates Per Minute (Cont.)

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Subscriber Services

Plan 8

Customers may enroll in Plan 8 until February 28, 2003.

Plan 8 is a small business service that provides Inbound toll free calling. Calls are billed in 6 second increments.

Monthly Minutes of Use	Rate
0 – 999	\$0.1400
1,000 – 1,999	0.1150
2,000 – 2,999	0.1080
3,000 – 3,999	0.1039
4,000 – 4,999	0.0979
5,000 – 5,999	0.0874
6,000 – 6,999	0.0863
7,000 – 7,999	0.0850
8,000 – 8,999	0.0809
9,000 – 9,999	0.0759
10,000 – 10,999	0.0723
11,000 – 11,999	0.0649
12,000 – 12,999	0.0638
13,000 – 13,999	0.0614
14,000 – 14,999	0.0606
15,000 – 15,999	0.0599
16,000 – 16,999	0.0566
17,000 – 17,999	0.0525
18,000 – 18,999	0.0509
19,000 – 19,999	0.0485
20,000 – 20,999	0.0445
21,000 +	0.0331

Monthly Access Fee: \$2.50

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont.)

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Subscriber Services

Plan 9

Customers may enroll in Plan 9 until February 28, 2003.

Plan 9 is a residential service that provides Inbound toll free calling. Calls are billed in 60 second increments.

Monthly Minutes of Use	Rate
0 – 999	\$0.077
1,000 – 1,999	0.070
2,000 +	0.068
Monthly Access Fee:	\$2.50

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont'd)

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Plan 10

Plan 10 is a residential service that provides Outbound 1+, Inbound toll free and calling card service at flat rates. Calls are billed in 60 second increments.

Outbound 1+ Switched: \$0.079

Monthly Access Fee: \$4.95

Inbound Toll-Free: \$0.079

A monthly fee of \$1.00 applies

Calling Card: \$0.149

Directory Assistance: Plan 10 customers will be charged \$0.95 per call for intrastate Directory Assistance.

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Plan 11

Plan 11 is a residential/business service that provides Outbound 1+, Inbound toll free and calling card service at flat rates. Calls are billed in 60 second increments.

Outbound 1+ Switched: \$0.147

A monthly access fee of \$2.99 applies if monthly usage is less than \$20.00

Inbound Toll-Free: \$0.147

A monthly fee of \$1.00 applies

Calling Card: \$0.149

Directory Assistance: Plan 11 customers will be charged \$0.95 per call for intrastate Directory Assistance.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont'd)

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Plan 12

Plan 12 is a residential/business service that provides Outbound 1+, Inbound toll free and calling card service at flat rates. Calls are billed in 60 second increments.

Outbound 1+ Switched: \$0.039

A monthly access fee of \$2.99 applies if monthly usage is less than \$20.00

Inbound Toll-Free: \$0.039

A monthly fee of \$1.00 applies

Calling Card: \$0.099

Directory Assistance: Plan 12 customers will be charged \$0.95 per call for intrastate Directory Assistance.

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B. Rates Per Minute (Cont'd)

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Plan 13

Plan 13 is a small business service that provides Outbound 1+ and Inbound toll free service. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 – 999	\$0.0527
1,000 – 1,999	0.0478
2,000 – 2,999	0.0438
3,000 – 3,999	0.0417
4,000 – 4,999	0.0404
5,000 – 5,999	0.0391
6,000 +	0.0380

A monthly access fee of \$2.50 applies if monthly usage is less than \$50.00

Inbound Toll Free

Monthly Minutes of Use	Rates
0 – 999	\$0.0486
1,000 – 1,999	0.0441
2,000 – 2,999	0.0404
3,000 – 3,999	0.0384
4,000 – 4,999	0.0372
5,000 – 5,999	0.0361
6,000 +	0.0351

A monthly fee of \$1.00 applies.

Directory Assistance: Plan 13 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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Plan 14

Plan 14 is a small business service that provides Outbound 1+ and Inbound toll free service. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 – 999	\$0.0744
1,000 – 1,999	0.0659
2,000 – 2,999	0.0592
3,000 – 3,999	0.0558
4,000 – 4,999	0.0537
5,000 – 5,999	0.0518
6,000 +	0.0500

A monthly access fee of \$2.50 applies if monthly usage is less than \$50.00

Inbound Toll Free

Monthly Minutes of Use	Rates
0 – 999	\$0.0872
1,000 – 1,999	0.0773
2,000 – 2,999	0.0694
3,000 – 3,999	0.0654
4,000 – 4,999	0.0630
5,000 – 5,999	0.0607
6,000 +	0.0586

A monthly fee of \$1.00 applies.

Directory Assistance: Plan 14 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

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Plan 15

Plan 15 is a small business service that provides Outbound 1+ and Inbound toll free service. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 – 999	\$0.0670
1,000 – 1,999	0.0600
2,000 – 2,999	0.0543
3,000 – 3,999	0.0514
4,000 – 4,999	0.0497
5,000 – 5,999	0.0480
6,000 +	0.0465

A monthly access fee of \$2.50 applies if monthly usage is less than \$50.00

Inbound Toll Free

Monthly Minutes of Use	Rates
0 – 999	\$0.0788
1,000 – 1,999	0.0706
2,000 – 2,999	0.0640
3,000 – 3,999	0.0605
4,000 – 4,999	0.0584
5,000 – 5,999	0.0565
6,000 +	0.0547

A monthly fee of \$1.00 applies.

Directory Assistance: Plan 15 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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Subscriber Services

Plan 16

Plan 16 is a business service that provides Outbound 1+, Inbound toll free and calling card service, based on monthly usage and mileage. Customers must meet the minimum volume usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free calls are billed in 6 second increments. Calling card calls are billed in 60 second increments.

Outbound 1+ Dedicated:

Monthly Minutes of Use	Tier Called/Rates		
	A	B	C
0 – 999	\$0.0283	\$0.0759	\$0.0766
1,000 – 1,999	\$0.0250	\$0.0672	\$0.0679
2,000 – 2,999	\$0.0225	\$0.0604	\$0.0610
3,000 – 3,999	\$0.0212	\$0.0569	\$0.0575
4,000 – 4,999	\$0.0204	\$0.0548	\$0.0553
5,000 – 5,999	\$0.0197	\$0.0528	\$0.0534
6,000 – 6,999	\$0.0190	\$0.0510	\$0.0515
7,000 – 7,999	\$0.0184	\$0.0493	\$0.0498
8,000 – 8,999	\$0.0178	\$0.0477	\$0.0482
9,000 +	\$0.0172	\$0.0462	\$0.0467

Inbound Toll Free:

Monthly Minutes of Use	Originating Tier/Rates		
	A	B	C
0 – 999	\$0.0306	\$0.0760	\$0.1211
1,000 – 1,999	\$0.0271	\$0.0673	\$0.1073
2,000 – 2,999	\$0.0244	\$0.0605	\$0.0964
3,000 – 3,999	\$0.0230	\$0.0570	\$0.0908
4,000 – 4,999	\$0.0221	\$0.0549	\$0.0875
5,000 – 5,999	\$0.0213	\$0.0529	\$0.0843
6,000 – 6,999	\$0.0206	\$0.0511	\$0.0814
7,000 – 7,999	\$0.0199	\$0.0494	\$0.0787
8,000 – 8,999	\$0.0193	\$0.0478	\$0.0762
9,000 +	\$0.0187	\$0.0463	\$0.0738

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 16 customers will be charged \$0.85 for intrastate Directory Assistance calls.

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Issued By
Mr. Paul Jarman
Name
President
Title

RATES AND CHARGES, Continued

B. Rates Per Minute (Cont'd)

T

Subscriber Services

Plan 17

Plan 17 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed in 6 second increments. Calling Card usage is billed in 60 second increments.

Outbound 1+ Dedicated

Monthly Minutes of Use	Rates
0 – 1,999	\$0.0427
2,000 – 3,999	\$0.0379
4,000 – 5,999	\$0.0340
6,000 – 7,999	\$0.0321
8,000 – 9,999	\$0.0309
10,000 – 11,999	\$0.0298
12,000 – 13,999	\$0.0287
14,000 – 15,999	\$0.0278
16,000 – 17,999	\$0.0269
18,000 +	\$0.0260

Inbound Toll Free:

Monthly Minutes of Use	Rates
0 – 1,999	\$0.0483
2,000 – 3,999	\$0.0428
4,000 – 5,999	\$0.0384
6,000 – 7,999	\$0.0362
8,000 – 9,999	\$0.0349
10,000 – 11,999	\$0.0336
12,000 – 13,999	\$0.0324
14,000 – 15,999	\$0.0314
16,000 – 17,999	\$0.0304
18,000 +	\$0.0294

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 17 customers will be charged \$0.85 for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont'd)

Subscriber Services

T

Plan 18

Plan 18 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed in 6 second increments. Calling Card usage is billed in 60 second increments.

Outbound 1+ Dedicated

Monthly Minutes of Use	Rates
0 – 1,999	\$0.0474
2,000 – 3,999	\$0.0420
4,000 – 5,999	\$0.0378
6,000 – 7,999	\$0.0356
8,000 – 9,999	\$0.0343
10,000 – 11,999	\$0.0330
12,000 – 13,999	\$0.0319
14,000 – 15,999	\$0.0308
16,000 – 17,999	\$0.0298
18,000 +	\$0.0289

Inbound Toll Free:

Monthly Minutes of Use	Rates
0 – 1,999	\$0.0564
2,000 – 3,999	\$0.0500
4,000 – 5,999	\$0.0449
6,000 – 7,999	\$0.0423
8,000 – 9,999	\$0.0407
10,000 – 11,999	\$0.0393
12,000 – 13,999	\$0.0379
14,000 – 15,999	\$0.0367
16,000 – 17,999	\$0.0355
18,000 +	\$0.0344

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 18 customers will be charged \$0.85 for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont'd)

Subscriber Services

T

Plan 19

Plan 19 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed in 6 second increments. Calling Card usage is billed in 60 second increments.

Outbound 1+ Dedicated

Monthly Minutes of Use	Rates
0 – 1,999	\$0.0421
2,000 – 3,999	0.0380
4,000 – 5,999	0.0347
6,000 – 7,999	0.0330
8,000 – 9,999	0.0319
10,000 – 11,999	0.0309
12,000 – 13,999	0.0300
14,000 - 15,999	0.0291
16,000 – 17,999	0.0283
18,000 – 19,999	0.0683
20,000 +	0.0281

Inbound Toll Free:

Monthly Minutes of Use	Rates
0 – 1,999	\$0.0400
2,000 – 3,999	0.0361
4,000 – 5,999	0.0330
6,000 – 7,999	0.0313
8,000 – 9,999	0.0303
10,000 – 11,999	0.0294
12,000 – 13,999	0.0285
14,000 - 15,999	0.0277
16,000 – 17,999	0.0269
18,000 – 19,999	0.0714
20,000 +	0.0714

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 19 customers will be charged \$0.85 for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont'd)

T

Subscriber Services

Plan 20

Plan 20 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments. Calling card usage is billed in 60 second increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 – 999	\$0.0527
1,000 – 1,999	\$0.0478
2,000 – 2,999	\$0.0438
3,000 - 3,999	\$0.0417
4,000 – 4,999	\$0.0404
5,000 – 5,999	\$0.0391
6,000 +	\$0.0380

Inbound Toll Free

Monthly Minutes of Use	Rates
0 – 999	\$0.0486
1,000 – 1,999	\$0.0441
2,000 – 2,999	\$0.0404
3,000 – 3,999	\$0.0384
4,000 – 4,999	\$0.0372
5,000 – 5,999	\$0.0361
6,000 +	\$0.0351

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 20 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont'd)

T

Subscriber Services

Plan 21

Plan 21 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments. Calling card usage is billed in 60 second increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 – 999	\$0.0670
1,000 – 1,999	\$0.0600
2,000 – 2,999	\$0.0543
3,000 – 3,999	\$0.0514
4,000 – 4,999	\$0.0497
5,000 – 5,999	\$0.0480
6,000 +	\$0.0465

Inbound Toll Free

Monthly Minutes of Use	Rates
0 – 999	\$0.0788
1,000 – 1,999	\$0.0706
2,000 – 2,999	\$0.0640
3,000 – 3,999	\$0.0605
4,000 – 4,999	\$0.0584
5,000 – 5,999	\$0.0565
6,000 +	\$0.0547

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 21 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

B. Rates Per Minute (Cont'd)

Subscriber Services

T

Plan 22

Plan 22 is a small business service that provides Outbound 1+, Inbound toll free and calling card service. Customers must meet their minimum usage requirement, or they will be charged the difference. Outbound 1+ and Inbound toll free usage are billed for an 18 second minimum increment and 6 second additional increments. Calling card usage is billed in 60 second increments.

Outbound 1+ Switched

Monthly Minutes of Use	Rates
0 – 999	\$0.0744
1,000 – 1,999	\$0.0659
2,000 – 2,999	\$0.0592
3,000 – 3,999	\$0.0558
4,000 – 4,999	\$0.0537
5,000 – 5,999	\$0.0518
6,000 +	\$0.0500

Inbound Toll Free

Monthly Minutes of Use	Rates
0 – 999	\$0.0872
1,000 – 1,999	\$0.0773
2,000 – 2,999	\$0.0694
3,000 – 3,999	\$0.0654
4,000 – 4,999	\$0.0630
5,000 – 5,999	\$0.0607
6,000 +	\$0.0586

A monthly fee of \$1.00 applies.

Calling Card: \$0.099

Directory Assistance: Plan 22 customers will be charged \$0.95 for intrastate Directory Assistance calls.

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RATES AND CHARGES, Continued

C. Public Telephone Surcharge

In order to recover the Company's expenses to comply with the FCC's pay telephone compensation plan effective on October 7, 1997 (FCC 97-371), an undiscountable per call charge is applicable to all interstate, intrastate and international calls that originate from any domestic pay telephone used to access the Company's services. This surcharge, which is in addition to standard tariffed usage charges and any applicable service charges and surcharges associated with the Company's service, applies for the use of the instrument used to access the Company service and is unrelated to the Company's service accessed from the pay telephone.

Pay telephones include coin-operated and coinless phones owned by local telephone companies, independent companies and other interexchange carriers. The Public Pay Telephone Surcharge applies to the initial completed call and any reoriginated call (i.e., using the "#" symbol).

Whenever possible, the Public Pay Telephone Surcharge will appear on the same invoice containing the usage charges for the surcharged call. In cases where proper pay telephone coding digits are not transmitted to the Company prior to completion of a call, the Public Pay Telephone Surcharge may be billed on a subsequent invoice after the Company has obtained information from a carrier that the originating station is an eligible pay telephone.

The Public Pay Telephone Surcharge does not apply to calls placed from pay telephones at which the Customer pays for service by inserting coins during the progress of the call.

Public Telephone Surcharge

Rate per Call \$0.30

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TAXES AND SURCHARGES

Applicable Taxes

In addition to the charges specifically pertaining to Company's services, certain federal, state and local surcharges, taxes and fees will be applied. These surcharges, taxes and fees are calculated based upon the amount billed to the end user for Company's intrastate services. Such charges include, but are not limited to surcharges and fees ordered by the CPUC and set forth below:

CPUC Reimbursement Fee (PUCURA)	0.11%	
Universal Lifeline Surcharge (ULTS)	1.45%	R
California High Cost Fund A Surcharge (CHCF-A)	0.20%	I
California High cost Fund B Surcharge (CHCF-B)	2.60%	R
California Relay Service and Communications Device Fund Surcharge	0.00%	R
California Teleconnect Fund Surcharge	0.185%	R
DDTP Surcharge	0.48%	N
TPIC Surcharge	0.001%	N

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Rule 1 - Definitions

Access Line - An arrangement which connects the Subscriber's or Customer's location to the Carrier's designated point of presence or network switching center.

Account Code - A numerical code, one or more of which are available to a Customer to enable identification of individual users or groups of users on an account and to allocate costs of service accordingly.

Authorized User - A person, firm or corporation, or any other entity authorized by the Customer or Subscriber to communicate utilizing the Company's services.

CPUC - The California Public Utilities Commission.

Called Station - The terminating point of a call (i.e., the called number).

Calling Card - A card issued by Company containing such account numbers assigned to its Customer which enables the charges for calls made be properly billed on a pre-arranged basis.

Carrier or Company - UCN, Inc., unless otherwise indicated by the context.

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Customer - The person, firm, corporation or other entity which orders or uses service and is responsible for payment of charges and compliance with tariff regulations.

Customer Premises Equipment - Terminal equipment, as defined herein, which is located on the Customer's premises.

Dedicated Access - See Special Access Origination/Termination.

Disconnect or Disconnection - The termination of a circuit connection between the Originating Station and the Called Station or the Company's operator.

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Rule 1 - Definitions (Cont'd)

Measured Service - The provision of long distance measured time communications telephone service to Customers who access the Company's service at its contracted interexchange carriers' switching and call processing equipment by means of access facilities obtained from local exchange common carrier(s). Company contacted interexchange carrier is responsible for arranging the access lines.

Point of Presence - The point of physical interconnection between the local exchange Company's local network and the interexchange carrier's network ("POP").

Postpaid Service - Presubscribed service where subscribers are billed for and remit payment subsequent to the provision of service.

Special Access Origination/Termination - Where originating or terminating access between the Customer and the interexchange carrier is provided on dedicated circuits. The Access Provider provides these dedicated circuits from the Customer's location to the Company's point of presence. The rates and charges for dedicated circuits are determined by the Access Provider and the Customer is responsible for payment of these charges to the Access Provider.

Subscriber - The person, firm, corporation, or other legal entity, which arranges for services of the Company on behalf of itself or Authorized Users. The Subscriber is responsible for compliance with the terms and conditions of this tariff. A Subscriber may also be a Customer when the Subscriber uses services of the Company.

Switched Access Origination/Termination - Where originating or terminating access between the Customer and the interexchange carrier is provided on Feature Group D circuits.

Terminal Equipment - Devices, apparatus, and associated wiring, such as teleprinters, telephones, or data sets.

Travel Card - See "Calling Card" definition.

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Rule 2 - Undertaking of Company

Company's services are furnished for interLATA and intraLATA telecommunications originating and or terminating in any area within the State of California.

Company is a non-facilities-based provider of interexchange telecommunications to Customers for direct transmission and reception of voice, data, and other types of communications.

Company resells access, switching, transport and termination services provided by interexchange carriers.

Customer's monthly charges for Company's service are based on the total time Customer actually uses the service.

Subject to availability, the Customer may use authorization codes to identify the users or user groups on an account. The numerical composition of the codes shall be set by Company to assure compatibility with the Company's accounting and billing systems and to avoid the duplication of codes.

The Company's services are provided on a monthly basis unless otherwise provided and are available twenty-four (24) hours per day, seven (7) days per week.

The Company installs, operates, and maintains the communications services provided herein in accordance with the terms and conditions set forth under this tariff. The Company may act as the Subscriber's agent for ordering access connection facilities provided by other carriers or entities when authorized by the Subscriber, to allow connection of a Subscriber's location to the Company's network. The Subscriber shall be responsible for all charges due for such service arrangement.

Rule 3 - Contracts or Agreements

Reserved for Future Use.

Rule 4 – Reserved for Future Use

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Rule 5 - Deposits

The Carrier does not accept deposits.

Rule 6 - Notices

Except for cancellation of service or as otherwise provided by these rules, any notice from any Customer may be given by the Customer or any authorized representative to the Carrier's business office orally or by written notice mailed to the Carrier's business office.

Rule 7 - Rendering and Payment of Bills

(a) Charges for service are applied on a recurring and nonrecurring basis. Service is provided and billed on a monthly basis. The billing date is dependent on the billing cycle assigned to the subscriber. Service continues to be provided until canceled by the Customer with no less than thirty (30) days written notice.

(b) The Customer is responsible for the payment of all charges for services furnished to the Customer. Charges are based on actual usage and are billed monthly in arrears.

(c) Billing will be payable upon receipt and deemed past due thirty (30) days after issuance and posting of invoice. Bills not paid within thirty-one (31) days after the date of posting are subject to a 1.5% late payment charge for the unpaid balance, or the maximum allowable under state law. Each account shall be granted not less than one complete forgiveness of late payment charge, pursuant to Commission rules. Customers shall be notified by letter when eligibility for forgiveness of late payment charge has been utilized.

(d) The name(s) of the Customer(s) desiring to use the service must be set forth in the application for service.

Rule 8 - Disputed Bills

All charges due by the Customer are payable to any agency duly authorized to receive such payments. The billing agency may be a local exchange telephone company, credit card company, or other billing service. Terms of payment shall be according to the rules and regulations of the agency and subject to the rules of regulatory agencies, such as the CPUC. Any objections to billed charges must be reported within 180 days to the Company's billing agent. Adjustments to Customer's bills shall be made to the extent that circumstances exist which reasonably indicate that such changes are appropriate.

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UCN, Inc.
14870 South Pony Express Road
Bluffdale, Utah 84065

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1st Revised Cal. P.U.C. Sheet No. 13.1-T
Cancels Original Cal. P.U.C. Sheet No. 13.1-T

Rule 8 - Disputed Bills (Cont.)

Customer inquiries regarding service or billing may be made in writing or by calling the toll free number listed below:

Kimm Partridge
14870 S. Pony Express Rd.
Bluffdale, UT 84065
(866) 541-0000
kimm.partridge@ucn.net

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In the case of a dispute between the Customer and the Company for service furnished to the Customer, which cannot be settled with mutual satisfaction, the Customer can take the following course of action:

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Rule 8 - Disputed Bills(Cont'd)

- (a) First, the Customer may request that the Company perform an in-depth review of the disputed amount. The undisputed portion and subsequent bills must be paid on a timely basis or the service may be subject to disconnection.
- (b) Second, if there is still disagreement about the disputed amount after the investigation and review by a manager of the Company, the Customer may appeal to the CPUC's Consumer Affairs Branch for its investigation and decision.
- (c) To avoid disconnection of service, the subscriber must submit the claim and, if the bill has not been paid, deposit the amount in dispute with the CPUC. The disputed amount must be made payable to the CPUC.
- (d) The CPUC will review the claim of the disputed amount, communicate the results of its review to the Customer and the carrier, and make disbursement of the deposited amount.

The address and telephone numbers of the CPUC's Consumer Affairs Branch is:

Consumer Affairs Branch
505 Van Ness Avenue
San Francisco, Ca 94102 - 3298
(800) 649-7570
(415) 703-1170
(415) 703-2032 (TDD)
(Fax) 415-703-1158
email: consumer-affairs@cpuc.ca.gov

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President
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Rule 9 - Cancellation of Service By Company

Company reserves the right to immediately discontinue furnishing the service to Customers without incurring liability.

A. In the event of a condition determined to be hazardous to the Customer, to other Customers of the utility, to the utilities equipment, the public or to employees of the utility; or

B. By reason of any order or decision of a court or any other governmental authority which prohibits the Company from furnishing such service; or

C. If the Company deems such refusal necessary to protect itself or third parties against fraud or to otherwise protect its personnel, agents, facilities or services without notice.

D. For unlawful use of the service or use of the service for unlawful purposes.

E. If the Customer provides false information to the Company regarding the Customer's identity, address, credit-worthiness, past, current or planned use of Company's services.

Company may discontinue service according to the following conditions providing ten (10) days written notice:

A. For violation of Company's filed tariffs.

B. For the non-payment of any proper charge as provided by Company's tariff.

C. For Customer's breach of the contract for service between the utility and Customer.

D. When necessary for the Company to comply with any order or request of any governmental authority having jurisdiction.

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Rule 10 - Cancellation of Service By Customer

Customer may cancel service by providing written notice to Company thirty (30) days prior to cancellation.

Customer is responsible for usage charges while still connected to the Company's service and the payment of associated local exchange company charges, if any, for service charges.

Any non-recoverable costs of company expenditures shall be borne by the Customer if:

- A. The Customer orders service requiring special facilities dedicated to the Customer's use and then cancels the order before such service begins, before completion of some period mutually agreed with the Customer for the non-recoverable portions of expenditures; or
- B. Liabilities are incurred expressly on behalf of the Customer by Company and not fully reimbursed by installation and monthly charges; and
- C. Based on an order for service and construction has either begun or has been completed, but no service provided.

Rule 11 - Information To Be Provided To The Public

A copy of this tariff schedule and advice letters will be available for public inspection in the Carrier's business office during regular business hours.

Copies of the Carrier's tariff schedules and advice letters are available to the public at nominal costs to recover photocopying, postage and/or transmission expenses.

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Rule 12 - Continuity of Service

Credit allowance for interruptions of service which are not due to Company's testing or adjusting, to the negligence of the Customer, or to the failure of channels, equipment and/or communications equipment provided by the Customer, are subject to the general liability provisions set forth in Rule 15, herein. It shall be the obligation of the Customer to notify Company of any interruptions of service. Before giving such notice, the Customer shall ascertain that the trouble is not being caused by any action or omission of the Customer, not within the Customer's control.

No credit allowances will be allowed for an interruption of services for continuous duration of less than two (2) hours.

The Subscriber shall be credited for an interruption of two hours or more at the rate of 1/160th for each hour over two (2) such hours of interruption up to a maximum of 6/160th multiplied by the average monthly usage bill of the Customer. If service is activated for less than one (1) month, the monthly usage amount shall be determined by extending the actual usage for the days of service to thirty (30) days.

In the event of foreknowledge of an interruption of service for a period exceeding two (2) hours, the subscribers will be notified in writing, by mail, at least one (1) week in advance.

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

Rule 13 - Use of Service

Service may be used for the transmission of communications by the Customer.

Service may not be used for any unlawful purpose 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. This provision does not prohibit an arrangement between the Customer, authorized user or joint user to share the cost of service.

The Company strictly prohibits use of the Company's services without payment or an avoidance of payment by the Customer by fraudulent means or devices including, providing falsified calling card number or invalid calling card numbers to the company, providing falsified or invalid credit card numbers to the Company or in any way misrepresenting the identity of the Customer.

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Rule 14 - Limitation of Service

Service is offered subject to the availability of the necessary facilities and/or equipment and subject to the provisions of this tariff. Company reserves the right not to provide service to or from a location where the necessary facilities or equipment are not available.

Company reserves the right to discontinue furnishing the service upon its written notice, when necessitated by conditions beyond its control or when Customer is using the service in violation of the provisions of this tariff, or in violation of the law, pursuant to Rule 12.

Title to all facilities provided by Company under these regulations remains in the Company's name.

The Company does not undertake to transmit messages, but offers the use of its facilities when available, and will not be liable for errors in transmission or for failure to establish connections.

All services and resold facilities provided under this tariff are directly or indirectly controlled by the Company and the Subscriber may not transfer or assign the use of service or facilities without the express written consent of the Company. Such transfer or assignment shall only apply where there is no interruption of the use or location of the service or facilities.

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

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Rule 15 - Interconnection

Service furnished by Company may be interconnected with services or facilities of other authorized communications common carriers and with private systems, subject to the technical limitations established by Company. Any special interface of equipment or facilities necessary to achieve compatibility between the facilities of Company and other participating carriers shall be provided at the Customer's expense.

Interconnection between 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 Customer provided terminal equipment or communications equipment with Company's facilities. The Customer shall secure all licenses, permits, rights-of-way, and other such arrangements necessary for interconnection.

Rule 16 - Liability of the Company

The liability of the Company for damages arising out of mistakes, omissions, interruptions, delays, errors or defects in transmission occurring in the course of furnishing service or other facilities and not caused by the negligence of the Customer, commences upon activation of service and in no event exceeds an amount equivalent to the proportionate charge to the Customer for the period of service during which such mistakes, omissions, interruptions, delays, errors, or defects in transmission occur. In no event will the Company be responsible for consequential damages for lost profits suffered by a Customer or end user as the result of interrupted or unsatisfactory service. For the purpose of computing such amount a month is considered to have 30 days.

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Rule 16 - Liability of the Company - Continued

Company shall be indemnified and held harmless by the Customer against:

- A. Claims for libel, slander, infringement of copyright or unauthorized use of any trademark, trade name or service mark arising out the material, data, information or other content transmitted over Company's facilities; and
- B. Claims for patent infringement arising from combining or connecting Company's facilities with apparatus and systems of the Customer; and
- C. All other claims arising out of any act or omission of the Customer in connection with any service provided by Company.

The Company is not liable for any defacement of, or damage to, the equipment or premises of a Customer resulting from the furnishing of services when such defacement or damage is not the result of the Company's negligence.

No agents or employees of connecting, concurring or other participating carriers or companies shall be deemed to be agents or employees of the Company without written authorization.

Company shall not be liable for the Customer indemnifies and holds harmless from any and all loss claims, demands, suits, or other action or liability whatsoever, whether suffered, made instituted or asserted by the Customer or by any other party or person, fro any personal injury to, death of, any person or persons, and for any loss, damage defacement or destruction of the premises of the Customer or any other property, whether owned by the Customer or by others, caused or claimed to have been caused directly or indirectly by the installation, operation, failure to operate, maintenance, removal, presence, condition, location or use of equipment or wiring provided by Company where such installation, operation, failure to operate, maintenance, condition, location or use is not the direct result of Company's negligence.

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Name
President
Title

Rule 16 - Liability of the Company - Continued

The Company is not liable for any failure of performance hereunder due to causes beyond its control, including but no limited to, unavoidable interruption in the working of its circuits or those of another common carrier; acts of God: storms, fire floods, or other catastrophes; any law, order, regulation, direction, action or request of the United States Government, or any other governmental entity having jurisdiction over the Company or of any department, agency, commission, bureau, corporation, or other instrumentality or any one or more of such governmental entities, or of any civil or military authority; national emergencies, insurrections, riots, rebellions, wars, strikes, lockouts, work stoppages, or other labor difficulties; or notwithstanding anything in this tariff to the contrary, the unlawful acts of the Company's agents and employees, if committed beyond the scope of their employment.

The Company shall not be liable for damages or adjustment, refund, or cancellation of charges unless the Customer has notified the Company in writing, of any dispute concerning charges, or the basis of any claim for damages, after the invoice is rendered by the Company for the call giving rise to such dispute or claim, unless ordered by the Commission pursuant to California law. Any such notice must set forth sufficient facts to provide the Company with a reasonable basis upon which to evaluate the Customer's claim or demands.

The Company shall not be liable for any damages, including usage charges that the Customer may incur as a result of the unauthorized use of its communications equipment. The unauthorized use of the Customer's communications equipment includes, but is not limited to, the placement of calls from the Customer's premises and the placement of calls through Customer-controlled or Customer-provisioned equipment that are transmitted or carried over the Company's network services without the authorization of the Customer. Customer shall be fully liable for all such charges.

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Rule 17 – 800/888/877/866 Numbers

The Company will make every effort to reserve "800" vanity numbers on behalf of customers, but makes no guarantee or warrantee that the requested "800" number(s) will be available or assigned to the customer requesting the number.

If a Customer accumulates undisputed past-due charges, the Company reserves the right not to honor the Customer's request for a change in 800/888/877/866 service to another carrier (e.g., "porting" of the 800/888/877/866 number), including a request for a Responsible Organization (Resp Org) change, until such time as all charges are paid in full.

800/888/877/866 numbers shared by more than one Customer, whereby individual customers are identified by a unique Personal Identification Number, may not be assigned or transferred for use with service provided by another carrier. The Company will only honor Customer requests for change in Resp Org or 800/888/877/866 service provider for 800/888/877/866 numbers dedicated to the sole use of that single Customer.

Rule 18 - Promotions

From time to time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some of all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration, not to exceed 90 days, or by offering premiums or refunds of equivalent value. Such promotions shall be made available to all similarly situated Customers in the target market area. All promotions will be filed with and approved by the CPUC prior to offering them to Customers.

Rule 19 - Demonstration of Calls

From time to time the Company shall demonstrate service by providing free test calls of up to four minutes duration over its network.

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